

STAR FOX: THE MOVIE

Written by

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Based on the STAR FOX series of games
Created by Shigeru Miyamoto
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EXT. SPACE

Studio logos fade in, pixellated, over silent stars. A child's voice makes "epic" sci-fi music.

CHILD (V.O.)
Bummmmm, ba-ba-bummm, bummm (etc)

A "giant" starship drifts slowly into view...followed by the fox-paw that's holding it.

CHILD (O.S.)
Kssh. "Come in Star Fox Squadron.
Star Fox, do you read? I mean copy?"

Another ship rises into frame. Smaller. A fighter craft.

CHILD (O.S.)
(hero voice)
"This is Major James McCloud, Arwing
pilot first class, two thousand three
hundred forty seven flight-hours and
97 confirmed kills! What's up?"

Young FOX McCLOUD (7, fox, orange) sits playing on the floor in front of a wide panoramic window overlooking space.

FOX (CHILD)
(admiral voice)
"This is Admiral Pepper of the
Cornerian Space Offense... um, the
army! We got a mission for you!"
(hero voice)
"Okay hold on I gotta get my squad!"

Fox jumps up, making ship noises as he runs the toy through

INT. SPACE STATION - RESIDENCE POD

A small, cute apartment pod. Fox runs past a corner desk. His mom VIXY (30's, fox, white) looks up from a laptop.

VIXY
Fox, don't run on the furniture. Did
you finish your homework?

FOX
Pilots don't do homework!

Vixy starts to reply, when a whooshing door interrupts her.

MALE VOICE (O.S.)
Yeah mom, pilots don't do homework.

In the door: JAMES McCLOUD (30s, fox, orange). He's wearing pilot gear with a copper wings pin. Everything about him screams "big shot hero". He enters, swooping Fox into a hug.

FOX Dad!
JAMES (MALE VOICE) Come here, runt!

FOX
Do the thing!

JAMES
You want to go blast off? Okay.

Fox sticks his arms out to the side; James pilots him through the pod like a fighter ship, both making "nyeow" noises as they swoop couches, coffee tables, and then:

Vixy. Arms crossed, foot tapping.

JAMES
Oh no, grumpy mom ahead! Pull up, pull up!

JAMES
The controls aren't responding!

VIXY
James, can you please not use me as hazardous terrain?

JAMES
YOU'RE GONNA CRASH!

FOX
AAAAHHHHH!

Vixy rolls her eyes and joins in, snatching Fox, bearing him to the floor, and tickling while she makes explosion noises.

FOX
(giggling)
Mom, stop!

VIXY You gonna do your homework?
Huh?

FOX Yes! YES!

VIXY
Good, get outta here.

She releases Fox, who shoots off across the apartment.

JAMES
Hi V.

VIXY

Hi James. You're late. And you're... still in uniform? Wait, are you shipping out again?

JAMES

I'm sorry. The old man wants Star Fox out in Sector Z running subspace scans for Andross's base. Like we're just gonna *stumble across* it.

He rubs his face. Vixy pulls him into a hug.

JAMES

I can't do this anymore. They want us out there pulling off miracles, but they don't *listen*. I'm gonna quit.

VIXY

You said that last time.

JAMES

Then I'm gonna take Star Fox rogue.
(beat)
I said that last time, too.

VIXY

Yup.

JAMES

Why do you put up with me?

VIXY

(stroking his face)
Because not everything's about you.

In the corner, Fox blazes through math homework on a holographic tablet. He pauses, glancing up at a propaganda poster on the wall, depicting a hare, a pig, and his dad.

A caption reads, "**Star Fox | Do YOU have what it takes?**"

Fox glances across the apartment at the real James, who seems much smaller in Vixy's arms. Fox frowns, troubled... until a strange red glow catches his eye.

FOX

What the--

Out the window, something moves unnaturally in space. A red blob. A cloud? Fox gets up and wanders toward the window.

FOX

Dad?

Vixy and James turn together -- and their eyes go wide.
James runs to the window as we pull back, back, back...

VIXY
James!

JAMES
No, no, no, not HERE!

EXT. SPACE STATION

The McClouds' residential space station. It's shaped like a big flower, with residence pods inside the bulb. It looks tiny before the vast red nebula growing in the darkness. Pillars of red smoke form a claw that's closing around them.

INT. SPACE STATION - RESIDENCE POD

James bangs his fist on the glass. Alarms are blaring now.

JAMES
Damn!

VIXY
Is it him?!

JAMES
How did he find us?!

FOX
Dad, what's happening?

James whirls toward Vixy.

JAMES
V, take Fox and get out of here!

VIXY
What about you?

FOX
We're *leaving*?!

James and Vixy lock eyes, something passing between them.

JAMES
(stooping, to Fox)
Listen, buddy. I'm going away again.

FOX
Going where? What is that thing?

JAMES
Nothing, buddy. Just another mission.

FOX
I want to go with you.

JAMES

Ha. Come on now, champ, you know it's
against the rules for--

Fox throws his arms around James's neck. James melts.

FOX

I wanna go with you!

JAMES

(thick with emotion)

Aw heck...

Whoosh. Across the pod, the door opens as Peppy Hare (30s,
brown, rabbit; from the poster) bursts in out of breath.

PEPPY

James! It's Andross!

JAMES

I know! Gimme a second, Peppy!

PEPPY

We gotta g--

JAMES

(voice cracking)

ONE second!

Peppy looks around, realizes what he's just walked into.

PEPPY

I-- Oh jeeze.

FOX

Uncle Peppy, what's going on?!

PEPPY

Uh, nothing, champ! I just gotta
borrow your old man for a minute!

James removes his pilot wings; grabs Fox by the shoulders.

JAMES

Fox, listen to me. I have a mission
for you, okay? I need you to be strong
for me, and hold on to these until I
get back. Can you do that, pilot?

FOX

(wibbling)

Yes, sir.

JAMES

Good boy.

James pins the wings to his son, and the whole McCloud family comes in for one last hug. Out the window, a massive allied armada hyper-jumps in with a *THOOM*.

PEPPY
James. It's time.

INT. SPACE STATION - DOORWAY

Outside the residence pod, James and Peppy exit. Vixy (holding Fox) stops inside the door.

VIXY
You come back, you hear me?
(to Peppy)
You **bring him back**.

PEPPY
Yes, ma'am!

James starts to reply; the corridor lurches. His face wrenches with grief. He and Peppy turn and take off running.

FOX
Dad, wait! DAD!

Vixy smashes a button. The doors whoosh shut, and the apartment disconnects from the hall, blasting into space.

INT. SPACE STATION - SCRAMBLE CORRIDOR

Peppy and James run side-by-side. James is wiping tears.

PEPPY
You okay?

JAMES
I'm ready to put a missile right
between that big monkey's eyes.

PEPPY
The old man's gonna order us to play
defense. You know that, right?

JAMES
Yep. Where's Pigma?

From a side corridor, PIGMA (30s, boar, brown) fishtails in, pulling on coveralls as he joins the sprinting formation.

PIGMA
I'm comin, I'm comin! Don't even
think about goin rogue without me!

PEPPY
So we're finally doing this?

JAMES
There's still time to back out.

PIGMA
[Snorts]. And leave you all the fun?
Fat chance, pardner!

PEPPY
I made a promise. And I intend to
keep it.

James nods. Peppy nods back. Pigma grins; gives a thumbs-up.

JAMES
Just another mission...

EXT. SPACE STATION

The petals of the flower spiral open and thousands of residential podships float out like pollen.

INT. PODSHIP

Vixy runs for her little desk nook, sweeping everything to the floor. She presses a button; shoulder-straps snap out of her chair; twin flight sticks rise from her desk.

VIXY
Fox, pick a chair and buckle your
seatbelt!

FOX (O.S.)
What about Dad?! We have to go back!
We can't just--

Vixy hits the gas. The entire pod jolts as boosters kick on. Fox flies through the air; Vixy catches him one-handed.

VIXY
Fox T. McCloud, I said BUCKLE YOUR
SEATBELT, NOW.

FOX
Yes ma'am!

Fox leaps to the floor and scurries into a chair facing the window; shoulder-harnesses shoot out and secure him, as Vixy taps a button and radio chatter comes crackling in.

RADIO

- ...repeat, attention all vessels,
this is Admiral Pepper of the
Cornernian Space Defense Force. -

Fox, like he's watching TV, zips his gaze toward...

EXT. SPACE - ADMIRAL PEPPER'S FLAGSHIP - CONTINUOUS

A massive battleship looms over the Cornerian armada, squaring its guns against the growing nebula.

ADMIRAL PEPPER (V.O.)

For those of you haven't looked out a window, this station is under attack by Venomian forces. And in case you're wondering...

INT. ADMIRAL PEPPER'S FLAGSHIP - CONTINUOUS

At the center of a spacious command deck, a whiskery hound, ADMIRAL PEPPER (50s, dog, brown) surveys the battle.

ADMIRAL PEPPER (CONT'D)

...yes, that red nebula is Andross.
(beat)

All military vessels in this sector are now under my command. I want every ship with a gun defending the evacuation! You are NOT to engage with Andross under any circumstances!

(beat)

That means *you*, Star Fox.

INT. PODSHIP - MOVING

Fox's eyes light up at the mention of his dad's unit.

VIXY

They're not gonna listen to that.

INT. HANGAR BAY - MOVING

James, Peppy, and Pigma run along a steel catwalk.

JAMES

Hey fellas, we listenin' to that?

PEPPY

Nope!

PIGMA

Nope!

They leap over the rail and land in three open Arwing cockpits, which slam shut as the trio blasts off through a half-open bay-door so fast it leaves hangar droids spinning.

INT. ADMIRAL PEPPER'S FLAGSHIP

A robot (it's an NES R.O.B.) brings Pepper a tablet.

ADMIRAL PEPPER

Now then: All forces, sound off!

INT. PODSHIP - MOVING

Fox stares out the window, fear overshadowed by fascination, as yellow and black Arwing squadrons rise into formation.

ARWING COMMANDER 1 (V.O.)

Star Eagle Squadron, reporting in!

ARWING COMMANDER 2 (V.O.)

Star Wolf Squadron, reporting in!

And finally, a big blue and silver cruiser: the GREATFOX. Three matching Arwings soar toward it.

JAMES (V.O.)

Star Fox Squadron, reporting in!

EXT. SPACE - CORNERIAN ARMADA

Team Star Fox cruises through the allied ranks.

PEPPY

Evenin, folks! How we feelin today?

PIGMA

Thirsty! Who's buyin after this?

ADMIRAL PEPPER (V.O.)

Cut the chatter on mission channels!

JAMES

Hey, you hear that? The old man said drinks are on him!

INT. ADMIRAL PEPPER'S FLAGSHIP

Laughter floods the radio as Pepper squints out the window.

ADMIRAL PEPPER

McCloud, why are you docking with your command ship?

JAMES (V.O.)
I figured we'd hang back this time,
lay down some fire from the Greatfox.

INT. PODSHIP - MOVING

Vixy looks up, skeptical. Fox, on the other hand, is enthralled. He leans in his chair, grabs a toy.

ARWING COMMANDER 2 (V.O.)
Hey, is my air supply malfunctioning,
or did The Great James McCloud really
just say he's gonna *hang back*?

Fox holds up his toy Greatfox, obscuring the real one.

JAMES (V.O.)
Yeah, well don't get too used to it,
Wolf, cuz the next time w--

An odd flash. Fox's grin fades as he lowers his toy, revealing the real Greatfox -- and it just exploded!

ADMIRAL PEPPER (V.O.)
What's going on? McCloud, do you
copy?!

JAMES (V.O.)
We're hit! ***We're hit!***

FOX
Mom!

Fox whips to his mom, who turns just in time to see the blast wave racing toward them. The podship JOLTS--

INT. ADMIRAL PEPPER'S FLAGSHIP

Pepper's robot spins helplessly on the floor while the Admiral hoists himself up on the edge of a console.

ADMIRAL PEPPER
What the hell just happened?!

EXT. SPACE - CORNERIAN ARMADA

All hell breaks loose. The Greatfox "sinks", flaming. Arwings buzz like confused wasps. Chaos on the radio.

JAMES (V.O.)
...some kind of bomb! Engines
failing... too much smoke...

ADMIRAL PEPPER (V.O.)
 Damn it! Arwing squadrons, get into
 formation before--

Enemy fighters swoop in, ripping past them, headed for...

INT. PODSHIP - MOVING

Vixy works the controls with quiet professionalism. Out the window, the podship dips and dives through oncoming fire.

FOX
 Mom, they hit dad's ship!

VIXY
 Quiet, Fox!

FOX (O.S.)
 We have to make sure he's okay!

VIXY
 One second!

FOX
 But--

VIXY
 MOMMY NEEDS TO CONCENTRATE.

EXT. SPACE - PODSHIP - MOVING - CONTINUOUS

Fox's podship bursts out of the wave of enemy fighters; others explode behind. But they're not safe yet! Ahead, the red nebula is closing around them like a fist. *Literally*.

EXT. NEBULA

Vast cosmic clouds crackle with red lightning, twisting and coalescing into strange, solid shapes, like Mufasa but evil.

A simian face. A peaked collar. A massive, floating hand.

This is our big bad, ANDROSS. And he, it, is LAUGHING.

INT. PODSHIP - MOVING

Young Fox gawks in fear. Then something blue and silver swoops past the window; Fox's face reignites with joy!

FOX (V.O.)
 Dad!

EXT. SPACE

The Greatfox, on fire, rises to meet Andross! Meanwhile, the podship shoots for a gap between Andross's massive fingers.

INT. PODSHIP - MOVING

Vixy grits her teeth, pouring on speed.

VIXY

Come on...

Fox cranes forward, struggling to see as the action passes out of view above the window. He disconnects his seatbelt.

VIXY

Fox, stay in your seat!

FOX

I just wanna see--

But when he reaches the window, he draws up short. The Greatfox looks tiny before Andross. Pathetic. Its hull is on fire, and panels are shearing off as it rockets upward through fierce stellar winds.

FOX

...Dad?

Andross opens his maw.

Fox's eyes widen in horror.

The Greatfox vanishes into the nebular mists. And then:

- A F L A S H O F W H I T E -

EXT. SPACE

Andross roars back, shielding his eyes from the blast, as the podships, the Arwings, and Pepper's command ship all *literally* slip through his fingers.

FOX (V.O.)

DAAAAD!

FADE TO WHITE.

FADE IN ON:

EXT. CORNERIA - GRAVEYARD - DAY

A stormy sky rumbles. Chill rain falls on a young Fox McCloud, in an over-sized suit, at his father's graveside.

The funeral is over now, all mourners gone but two: Vixy, approaching with an umbrella...

VIXY

Fox? There's someone here to see you.

...and Admiral Pepper, in black dress uniform. He kneels.

ADMIRAL PEPPER

My name is Admiral Archibald Pepper. I served with your father. We didn't always see eye to eye. But as far as I'm concerned, he was a hero.

Fox doesn't answer. In his hands, James's pilot wings bead with rain. Pepper sighs, stands, and turns to face Vixy.

ADMIRAL PEPPER

James has been posthumously promoted to Admiral. He'll be afforded a full pension. You'll have enough to live comfortably, and put the boy through any engineering school from here to--

FOX

I don't want to be an engineer.

ADMIRAL PEPPER

And what exactly **do** you want to be?

A thunderclap. Fox turns. There's lightning in his eyes.

SLAM TO:

TITLE CARD:

"STAR FOX"

START MONTAGE - FOX'S ACADEMY TRAINING**EXT. ACADEMY STEPS - DAY**

A giant bronze statue of Team Star Fox stands at the top of the entrance to a military academy. Passing students rub the boots of James, Peppy, and Pigma for good luck.

At the bottom of the stairs, Fox looks up. He has suitcases.

Vixy puts a hand on his shoulder. He gives her a stern, grown-up nod and starts up the stairs, her worried gaze on his back...and then he slows, drops his suitcases, and runs back to her, throwing his arms around her waist.

INT. TRAINING BARRACKS - DAY

Fox, looking teeny-tiny, stands at stiff attention amidst a line-up of other recruits, as Admiral Pepper paces.

*Note: This will be our first glimpse of many new characters. They're not important yet, so I'll denote them with * later.*

INT. STUDENT QUARTERS

Fox unpacks his suitcase as he settles into his new home: a cramped bunk-bed. He pulls something out, unfolding it...

ON TOP BUNK: Fox hangs his old poster. The caption jumps out again: **"Star Fox - Do YOU have what it takes?"**

EXT. TRACK - DAY

Tightly-clustered recruits run sprints at dawn. Fox, on his tiny little legs, pumps as hard as he can...

...from about 200 feet behind the main pack.

INT. CLASSROOM - DAY

Dense equations cover the chalkboard; a teacher paces, lecturing, while Fox sits in the back, scribbling notes.

The teacher asks a question. Fox's ears perk up; he knows this one! He raises his hand...but so does everyone else.

INT. PROVING GROUNDS - DAY

Fox and another student (a blue falcon) spar in white gi. Fox gets his ass handed to him. It's not even close.

From an observation room, Admiral Pepper looks on, grim.

INT. STUDENT QUARTERS - NIGHT

While the other students sleep, Fox lays awake, staring up.

The poster stares back. *"Do YOU have what it takes?"*

He's not so sure anymore...

INT. FLIGHT SIMULATOR WING - DAY

An instructor paces a big room full of simulator Arwings.

INT. ARWING SIMULATOR - CONTINUOUS

Inside, the windshield plays a low-poly simulation of chunky ships over rolling green fields.

Fox, at the controls, is struggling. Red lights flash warnings. As an enemy ship zeroes in, his eyes widen...

-- he's back in his mother's podship; enemies firing; the Greatfox exploding; Andross LAUGHING --

INT. FLIGHT SIMULATOR WING - CONTINUOUS

The instructor paces back toward Fox's ship, and finds the cockpit open, interior flashing red failure lights.

Fox is running for the door.

EXT. ACADEMY STEPS - NIGHT

Fox sits hunched under the statue, holding the pilot wings.

He looks up. James towers above him, god-like.

He looks down. Vixy is standing at the base of the stairs, next to a waiting car, arms open. He runs to her.

EXT. GRAVEYARD - DAY

Fox and Vixy walk hand-in-hand down a quiet, grassy lane. When they reach James's grave, Vixy urges him on alone.

GRAVESIDE - CONTINUOUS

Fox kneels at his dad's grave. It's covered in mementos, including a photo where James looks particularly cocky.

Fox turns to look at his mom, strolling alone amidst the headstones. Back at the photo. James still grinning.

Fox frowns. He seems offended. Angry, even.

EXT. ACADEMY STEPS - DAY

Next to an idling car, Vixy and Fox pull out of a hug. He gives her a stern nod, then heads up the stairs.

Vixy climbs into the car, about to leave, when something glints from the passenger seat. The pilot wings!

She turns back to the stairs, reaches, starts to call out...
...but Fox is striding away so confidently. She lets him go.

INT. STUDENT QUARTERS

The bunk-bed poster. Fox rips it down.

EXT. TRACK

Dawn. A gaggle of students arrive to run laps, and find Fox already there, running laps alone.

INT. STUDENT QUARTERS

At night, while others sleep, Fox is doing push-ups with a flashlight in his teeth, so he can study at the same time.

INT. CLASSROOM

Fox, a few years older, sits at the front of the class now, quietly and confidently taking notes.

The teacher asks a question. Fox's hand shoots up, and he gives a clipped answer. The teacher disagrees; taps an equation on the board, showing why.

Fox calmly gets up, goes for the board, and begins scribbling something new. The teacher steps back, watching: first skeptical, then surprised, then rapt with attention.

The other students aren't quite as enthralled...

EXT. TRACK - DAY

Fox keeps pace with the pack.

INT. PROVING GROUNDS

Fox and the falcon student spar again. Fox kicks his ass.

EXT. TRACK - DAY

Fox pulls ahead of the pack. Way, WAY ahead.

INT. FLIGHT SIMULATOR WING

In side-by-side Arwings, Fox and the falcon run drills.

INT. ARWING SIMULATOR

The falcon works the controls furiously, determined to win.

Out the windshield, two Arwings fly side-by-side through a dense asteroid field. One makes it. The other explodes.

The falcon grins, triumphant. He throws open the cockpit--

INT. FLIGHT SIMULATOR WING

--but his opponent is gone. The other Arwing is empty.

He turns to find Fox walking away, chatting with Admiral Pepper, like he's one of the adults already.

EXT. GRADUATION CEREMONY - DAY

Admiral Pepper presides before a line-up of students in crisp new uniforms. Fox stands taller than all of them.

In the audience, Vixy wipes tears as the tassel caps fly.

EXT. GRAVESIDE - DAY

Autumn leaves blow over James McCloud's grave.

END MONTAGE.

FADE TO BLACK.

FADE IN:

INT. UNDERGROUND MARKET - DAY

A cramped, sweaty marketplace in a neon subway tunnel. Meat sizzles, kids scurry underfoot, buskers pluck stringed instruments. Queens meets Akihabara in the London Underground.

A pompadoured rockabilly ambles down the street: FALCO LOMBARDI* (20s, blue, falcon), trading chatter with vendors.

VENDORS

Hey Falco! / Lombardi! / Yo, Fal-co!

FALCO

Sup. / How's it goin. / Hey Luigi;
how's your brother?

Falco passes a hot male cardinal in a sleeveless shirt.

CARDINAL
How you doin'?

FALCO
How **you** doin'?

Down the street, a group of women approach: fellow pilot cadets MIYU* (lynx), FAY* (dog), and LUCY* (hare).

MIYU
Morning Falco!

FALCO
Miyu! I thought you had drills today?

FAY
We finished early. Hey, you get your squad assignment yet?

FALCO
No, did you?!

MIYU
Yesterday!

FALCO
You're kidding me!

As they pass, Falco and Lucy walk backwards to keep talking.

LUCY
Maybe if you didn't get into fights so often, you'd have a squad already.

FALCO
Hey, I ain't never hit anybody who didn't have it comin'!

MIYU
Yeah well you better watch or they'll stick you with Buzzkill McCloud!

FALCO
Yo, don't even joke about that!

They laugh, parting ways. Falco turns back around and **WHAM!** He walks right into a big bulldog.

BULLDOG
Whoa!

FALCO
Watch it!

The bulldog looks at his empty coffee cup. Falco looks down.

FALCO
Aw, my jacket! What the hell?!

BULLDOG
I'm sorry, I didn't see you walkin
backwards there.

FALCO
You army or air-force?

BULLDOG
Huh?

FALCO
Do you drive cars or fly spaceships?

BULLDOG
I'm a tank operator, but what--

Falco slugs him. The dog staggers; two buddies catch him.

BULLDOG 2
Hey, you got a problem, wingding?!

FALCO
Yeah, with your face!

The bulldogs rush Falco! Bulldog #1 rocks him across the
jaw; Falco lays him out with a single counter-punch, hits #2
with a double-kick, and hurls #3 through a fruit-stand.

Ten more army guys emerge from a sushi bar, surrounding him.
Falco wipes blood from the corner of his mouth. And smirks.

Down the street, Lucy turns just in time to see the brawl
erupt. She rolls her eyes.

LUCY
Well, that was fast.

INT. ACADEMY - CORRIDOR

A frosted door reads "Admiral Archibald Pepper". Falco is
inside getting screamed at.

ADMIRAL PEPPER	FALCO
--reckless, irresponsible, a disgrace to this academy--	They started it!

Out in the hall, Lucy is propped up against a wall. She
spots someone approaching.

LUCY
Hey Fox.

FOX
Oh. Hi Lucy. What are you doing here?

LUCY

Falco's getting chewed out by the old man again.

FOX

Right, but why are you here?

LUCY

Good question.

Awkward silence. Lucy notices Fox looking past her, out a window, at the Star Fox statue -- specifically, Peppy Hare.

LUCY

They'd be real proud of us, I bet. Becoming pilots together, I mean.

FOX

Um. Yeah, maybe.

LUCY

I wonder if the two of them ever--

FOX

Look, no offense, but can we...not?

LUCY

Oh. Yeah. Okay.

Another awkward silence. Fox leans against a wall, wincing.

FOX

Sssooo...did they assign you yet?

LUCY

Yeah, me and Fay. "*Star Lynx Squadron*". Miyu's our captain, obviously.

FOX

Nice. Miyu's a skilled pilot.

LUCY

So what about you? I mean obviously you'll make captain...

FOX

Oh, no, I'm going for Officer Corps.

Lucy gives him a look.

FOX

What? The Officer Corps is a very important part of--

Suddenly, the door rips opens. Falco exits, grumpy, with a black eye. Inside, Admiral Pepper looks pissed.

LUCY

Hey.

FALCO

You're still here?

LUCY

So did they kick you out or what?

FALCO

Tch. Fat chance. They can't fire their best Arwing pilot--

(at Pepper)

--and they damn well know it!

Lucy grabs Falco by the arm, pushes him down the hall.

LUCY

Will you stop antagonizing?!

FALCO

Ow, easy!

As they leave, Falco and Fox make eye contact.

FOX

Lombardi.

FALCO

McCloud.

Falco gives him a passing shoulder-check. Fox snarls, but--

ADMIRAL PEPPER

Fox! Walk with me.

EXT. CORNERIA - CITY STREETS

Fox and Pepper move down a crowded sidewalk. A R.O.B. travels with them, handing Admiral Pepper holo-paperwork to sign in the air with his finger.

FOX

What do you mean *rejected*?

ADMIRAL PEPPER

I mean your application for Officer Corps has been declined.

FOX

I don't believe this; I want to read the report!

Pepper tosses him a holo-folder. Fox reads as he walks.

FOX

A-ha! It says right here, the
Admiralty Board's vote came down 4-4!

(beat)

But wait, if the vote was split, then
the tie-breaker would have gone to--

ADMIRAL PEPPER

We need you in an Arwing,
McCloud.

FOX

Oh, not this again!

Fox tosses the folder; holo-papers scatter and disappear.

FOX

Sir, for the last time, I don't want
to BE a pilot!

ADMIRAL PEPPER

I don't care what you--

Admiral Pepper turns and stops as he notices someone not-so-subtly follow them: a shady raccoon in a flat-cap. He spins around, throwing his arm over Fox, very nonchalant.

ADMIRAL PEPPER

Fox, listen to me. You're a brilliant
academic--

FOX

Then let me join intel! It's not like
I wouldn't be useful. We've been
fighting Andross for 40 years and we
still have no idea where this "Planet
Venom" is, if it even exists.

ADMIRAL PEPPER

Oh, it exists. And you're not wrong.
But you're a damn fine pilot, when
you're not getting in your own way.
And right now, I need every good
pilot I can trust.

FOX

I don't understand; are you saying
Andross might have spies among us?

ADMIRAL PEPPER

Andross **does** have spies among us.

Pepper gestures with his head. Fox glances carefully back.

FOX

It seems they're also behind us.

ADMIRAL PEPPER

Mm. Incidentally, McCloud, how's your timing on the hundred-meter dash?

FOX

Second best in academy history, sir.

Pepper winks. They take off running. Behind them, the spy draws up in shock.

RACCOON SPY

Ah damn it, not again!

EXT. ALLEY - CONTINUOUS

Fox and Pepper hide, out of breath, as the spy runs past.

FOX

I think we lost her.

ADMIRAL PEPPER

I ought to start sending them gift-baskets; I see that one more often than my mother. When's the last time you visited your mother, McCloud?

FOX

I don't--

ADMIRAL PEPPER

Never mind. Listen--

(claps Fox's shoulder)

Six months. Just give me six months in a cockpit. If you still don't want to be a pilot after that, I'll transfer you to Officer Corps.

FOX

Can you at least tell me who's been assigned to my squad?

Admiral Pepper smirks.

FALCO (PRE-LAP)

Oh you've got to be KIDDING ME!

INT. ACADEMY - ASSIGNMENT OFFICE

In a tiny fluorescent office, cadets line up before a counter. At the front of the line, Falco is losing it.

FALCO

Check again! It's gotta be a mistake!

A cute little mouse glances down at a clipboard.

ASSIGNMENT OFFICER

No, I'm sorry, it says right here:
"Falco Lombardi, Star Fox Squadron."

FALCO

Lemme see that-- Ow!

ASSIGNMENT OFFICER

Stop that. Next!

She swats his hand, shooing him aside as the next in line approaches: a cheerful green frog in a baseball cap. This is SLIPPY TOAD* (20's, green, frog).

ASSIGNMENT OFFICER

Name?

SLIPPY

Slippy Toad. T-O-A-D.

ASSIGNMENT OFFICER

One second.

While the mouse scans her clipboard, Falco butts back in.

FALCO

Listen, you have to transfer me!

ASSIGNMENT OFFICER

Do you have a medical emergency or a problem with your C.O.?

FALCO

Yes, that one! The second one!

ASSIGNMENT OFFICER

What is the nature of your complaint?

FALCO

I hate his dumb stupid face!

ASSIGNMENT OFFICER

Oh, well in that case--

FALCO

Whoa, wait, really?

ASSIGNMENT OFFICER

NO! Now go away!

(beat)

Ah, here we are. Slippy Toad. You've been assigned as an Arwing Pilot, dear. Star Fox squadron.

SLIPPY

(instant panic)

WHAT NO THERE MUST BE A MISTAKE!

SLIPPY
I'm not a pilot, I'm a
mechanic! I can barely fly
an Arwing! This can't be--

FALCO
You put me in a squad with
this nerd?! I can't believe
this! It doesn't make any--

ASSIGNMENT OFFICER
LOOK, I DON'T MAKE THE ASSIGNMENTS! I
JUST READ THE NAMES OFF THE
CLIPBOARD, AND THE CLIPBOARD SAYS YOU
TWO ARE IN STAR FOX SQUADRON AND YOUR
FIRST DRILL IS IN FIVE MINUTES, SO
TAKE IT UP WITH SOMEONE WHO CARES!

Falco and Slippy hug, terrified.

ASSIGNMENT OFFICER
NEXT!

INT. ACADEMY - ARWING HANGAR

A line of Arwings sit idling on the tarmac, cockpits open.
Falco does a casual double-jump into one. Slippy struggles
into another.

FALCO
...can't believe this, I can't
FRICKIN believe this...

SLIPPY
...gonna die, I'm gonna die, I'm
gonna die, I'm gonna DIE...

*Hi, it's me, the writer. Quick aside before we continue: this
script is going to contain a lot of scenes where people in
separate spaceships talk to each other.*

*For the most part, I'm not going to spend pages calling out
specific shots except when it's important. Otherwise, just use
your imagination, and imagine lots of exciting back and forth
between plane and cockpit interiors, with copious splitscreen.*

Got it? Good. Let's do this.

EXT. AIRFIELD

Two Arwings taxi for take-off. Falco confidently breezes
through his pre-launch sequence, while Slippy fights with
the windshield wipers.

FALCO
I'll bet McCloud did this on purpose!

SLIPPY
Oh gosh, which one of these is the
seatbelt?

The Arwings pick up speed, noses lifting off the ground.

FALCO
"Ooh, I should get Falco under my
thumb so I can boss him around!"

SLIPPY
Oh jeeze, are we taking off?
We ARE taking off!

FALCO
I'm gonna kill him.

SLIPPY
aaaaaaahhhhhh--

The boosters kick on, shooting Falco and Slippy into orbit.

FALCO
I'M GONNA KILL HIM!

SLIPPY
--AAAAAAAAAAAAAGHGHGHGH!

EXT. UPPER ATMOSPHERE

Above the clouds, a line of squad leader Arwings (including Fox and Miyu) rise together.

Inside each cockpit, a holo-projector in the dash beams out a tiny Admiral Pepper.

HOLO-PEPPER
Attention all squad leaders. Your
teams are inbound. Today's drill will
be as much a test of their piloting
skills as your leadership. Good luck!

FOX
Sir yes sir.

MIYU
You betcha!

Pepper disappears. Fox and Miyu address one another.

FOX
Looks like we'll be competing today,
Miyu. Good luck out there.

MIYU
(loud anime cadence)
Luck is for losers! You might be the
top cat in the classroom, McCloud,
but you're in MY house meow...**and**
class is in session!

FOX
Seriously, who talks like that?

MIYU
 LOSER SAY WHAT?

FOX
 What-- Augh!

Miyu shoots off toward the lower atmosphere, cackling over the radio. Fox sighs and heads off after her.

EXT. LOWER ATMOSPHERE - STAR FOX SQUADRON

Beneath the clouds, Fox's Arwing descends into formation.

FOX
 Star Fox squadron, report in!

Slippy rises in, spinning. And *keeps* spinning.

SLIPPY
 I'm gonna throw up!

Falco shoots in, flying cockpit-to-cockpit with Fox so he can yell at him up close.

FALCO
 You're a dead man, McCloud!

FOX
 Excuse me?

FALCO
 I don't know how you engineered this, but if you think I'm just gonna lie down and take it--

FOX
 Falco, I don't want to share a squad any more than you do.

FALCO
 Oh, so now you're too good for me?!

FOX
 What? No! I don't even want to **be** a pilot!

SLIPPY
 ME NEITHER!

FALCO
 What is that supposed to mean?!

SLIPPY
 IT'S SUPER SCARY!

FALCO
 No, I was talking to-- **WILL YOU STOP SPINNING?!**

FAY
Howsabout losing squad buys dinner at
Katsuya's?

MIYU
Ooh, yeah!

FOX
Betting on a training
exercise hardly seems--

LUCY
Miyu come on, it's their
first drill, don't--

FALCO
You're on!

Falco's Arwing shoots ahead just as the timer reaches zero!

FOX
Falco, wait! We have to fly through
the rings as a team!

FALCO
Then keep up!

EXT. TRAINING CITY

All ships enter the city. The first ring hangs in the air
above a parking garage, a shimmering silver hologram.

Falco shoots through it on his own.

FALCO
Ha, got one!

The ring BUZZES angrily, as Fox and Slippy shoot through.

FOX
No, we didn't!

SLIPPY
Falco, slow down!

Team Star Lynx, on the other hand, shoots through in perfect
formation. The ring CHIMES happily.

MIYU
That's one for Star Lynx!

Falco throttles back to match speed with Fox and Slippy as
the second ring comes into view between two buildings.

FALCO
Fine, let's go baby-speed!

FOX
Thank you.

They shoot through the ring, seemingly together...but then
it BUZZES again!

FALCO
What the heck?!

FOX
Slippy, you're out of
formation!

SLIPPY
Aah! I'm sorry! You flew too close!

Team Star Lynx shoots through the second ring. DING DING!
Fox sighs as Miyu's team flies in close to taunt them.

MIYU
HMMMM, I wonder what I should order
at Katsuya's tonight...

LUCY
I hear they do a great carrot tempura.

FAY
Why choose? I'm gonna get one of
everything!

Falco fumes as Team Star Lynx laughs, peeling off. Fox isn't
happy, either. He drops into his big-boy commander voice.

FOX
Alright squad, listen up! Single-file
behind me and follow my lead; we are
NOT losing three-nothing!

FALCO
Damn straight!

SLIPPY
R-Right!

Falco and Slippy draft behind Fox, who takes point.

Ahead, the third ring approaches. It's on the opposite side
of a blown-out skyscraper. There are two routes forward:
they can go left (around it) or right (straight through).

FALCO
What do you want to do here, McCloud?

In his cockpit, Fox debates, eyes darting back and forth.

FOX
It'd be safer to go around...

His ship twitches left.

FALCO
Oh come ON! We can do this! I've seen
you hit smaller gaps a hundred times!

FOX (V.O.)
Slippy?

SLIPPY
I-I think I can do it!

FOX
You *think*?

SLIPPY
I can do it!

FALCO
He said he's good; what's
the problem?!

The building is approaching fast. Fox picks left. No, right!

FALCO
McCloud...

Left again! Right again! Slippy and Falco wobble behind him!

FALCO
MCLOUD!

SLIPPY
Fox, make up my mind!

FOX
Damn it!

Fox goes AROUND.

Falco goes THROUGH.

Slippy splits the difference, smacking off a corner. Sparks fly as he screams and veers for the safety of the open sky.

Meanwhile, Team Star Lynx banks together around the building, making a graceful loop-de-loop toward the ring...

FALCO
Damn it, McCloud, what the hell is
wrong with--

Suddenly, a missile SCREAMS past, SLAMS into the building, and EXPLODES! **KA-BOOM!** Everyone reacts.

MIYU / SLIPPY / FOX
Whoa! / What was that?! / LOOK OUT!

Miyu and Fay veer off as the building topples toward Lucy's cockpit! She yanks back on the flight stick, and her Arwing hurtles narrowly inside!

INT. COLLAPSING BUILDING - CONTINUOUS

Lucy's Arwing enters and arcs around backward, shooting up vertically through the building's crumbling skeleton! She corkscrews past a girder, engine screaming, almost out--

EXT. TRAINING CITY - CONTINUOUS

The building collapses in a column of soot-brown dust.

MIYU

Did she make it out?!

FOX

Lucy!

The cloud opens; Lucy's Arwing shoots triumphantly skyward!

MIYU / SLIPPY / FAY

Holy crap! / WOWSERS! / Amazing!

FALCO

Hot damn, the bunny can fly!

INT. LUCY'S COCKPIT - CONTINUOUS

Lucy flips her ears out of her eyes, looking pissed.

LUCY

Does somebody want to tell me what
the hell just happened?!

A shadow passes over her cockpit.

EXT. ABOVE TRAINING CITY - CONTINUOUS

Six Arwings rise toward a sky filled with ominous clouds. Specifically, **red** clouds, like those in the opening scene.

And from them, a MASSIVE MOTHERSHIP descends into view, like a scene out of Independence Day.

INT. FOX'S COCKPIT - CONTINUOUS

Fox's reaction is icy terror. He's seven years old again.

FOX

...Andross...

EXT. TRAINING CITY - CONTINUOUS

In the mothership's bottom, huge ports slide open. Tiny dots begin to pour out...

FAY

I take it this isn't part of the drill!

LUCY

It's heading for the capital! We've got to warn Admiral Pepper!

FALCO

My comms aren't working!

SLIPPY

That mothership must have some kind of jammer on-board!

MIYU

That's not all it's got! INCOMING!

A swarm of enemy ships descends upon them, firing wildly! The Arwings break off in every direction!

CUT TO:

INT. ADMIRAL PEPPER'S OFFICE - DAY

Out the window, the mothership approaches. Pepper and his R.O.B. assistant gather up papers and such, while a hologram subordinate yells from the center of the room.

HOLO-LIEUTENANT

Sir, we've lost contact with training fields 2, 4, and 7!

ADMIRAL PEPPER

Ambush us while our Arwing pool is occupied by cadets running drills... Clever, you old ape, very clever!

HOLO-LIEUTENANT

We have to get you underground!

ADMIRAL PEPPER

Nuts to that! Get my flagship sky-borne and scramble the anti-air cannons! I want this city on lock-down by the time I--

Nope. The holo-lieutenant cuts out, the door slams shut, and shutters drop over the windows. The room goes RED as a big evil hologram of a masked pig appears in the room.

MASKED PIG
 (voice distorted)
 Pepper! Long time no see.

ADMIRAL PEPPER
 I should have known you were behind
 this. It reeks of your handiwork.

Pepper runs for the door panel and begins hot-wiring it.

MASKED PIG
 Well take a big whiff, old man, and
 then we can talk terms of surrender.

ADMIRAL PEPPER
 NOT BLOODY LIKELY!

MASKED PIG
 Come on, Admiral. Don't be an idiot.
 Hand over the spellstone and we'll
 only level half the city.

ADMIRAL PEPPER
 Corneria doesn't negotiate with
 traitors, terrorists, or fascists--

The door sparks and whooshes open.

ADMIRAL PEPPER (CONT'D)
--we blast them out of the sky.

MASKED PIG
 Yeah, I told Andross you'd say that.
 Ah, well. Plan B it is, then!

PEW! A blaster bolt hits Admiral Pepper in the back. His
 cane flies from his grasp as he hits the wall, turning to...

His robot assistant. There's a smoking blaster in its little
 plastic clamp-claw. (*How did it even pull the trigger???*)

ADMIRAL PEPPER
 Ngh... Et tu, old friend?

R.O.B.
 Beep.

ADMIRAL PEPPER
 What did Andross promise you? Money?
 Power? Did you sell your soul by the
 inch or were you tainted all along?!

R.O.B.
 Beep beep.

ADMIRAL PEPPER
YOU BACKSTABBING BUCKET OF BOLTS!

R.O.B. fires again! Pepper dives behind a sofa!

EXT. CITY BATTLEMENTS - DAY

A soldier runs for a mounted cannon, where another waits.

ARTILLERY SOLDIER
Why isn't the cannon up?! We have to
defend the--

The second soldier whips around and shoots him!

SPY ARTILLERY SOLDIER
Hail Andross!

EXT. STREETS - DAY

The streets darken as citizens stop what they're doing and look skyward in horror. Everything rumbles.

INT. UNDERGROUND MARKET - DAY

A fruit-seller bounces to and fro, struggling to hold up a pyramid of oranges as it shakes itself apart.

EXT. SKY BRIDGE - DAY

A father (dog) and daughter (cat) race across an aerial walkway as a cloud of Venomian fighters screams toward them.

Halfway there, the father trips. At the end of the walkway, his daughter whirls around, realizing what's happened.

DAUGHTER
Dad!

FATHER
Keep going! I'll be--

BLUE LASERS rip through the air!

Father and daughter turn to see

IN THE SKY ABOVE -- ARWINGS

Dozens of them, flying in flawless mass-formation! They cut through the Venomian swarm like a hot knife through butter!

EXT. CITY SKY - MOVING - CONTINUOUS

Fox and Miyu's teams swoop through the city!

SLIPPY

I-I think I got one!

FALCO

Congrats, you're a pilot now!

FOX

We have to defend the cannons until reinforcements show up!

MIYU

We're on it! You take care of that mothership!

FOX

Okay! Falco, Slippy, with me!

INT. ADMIRAL PEPPER'S OFFICE

Admiral Pepper combat-crawls behind the couch as his R.O.B. wheels jankily around it, blasting holes in the cushions.

ADMIRAL PEPPER

Old age has not been kind to your aim, my friend!

A hat pokes out the left side of the couch.

ADMIRAL PEPPER (O.S.)

I on the other hand--

PEW! The empty hat falls, scorched. A diversion!

ADMIRAL PEPPER (CONT'D)

--haven't lost my EDGE!

Admiral Pepper dive-rolls out from the couch's other side, grabs his cane off the floor, and whips out a hidden blade!

SCHWING! The robot's blaster sloughs in half. It beeps in shock, tries to flee; Pepper knocks it out with the sheath.

Outside, the mothership is pockmarked with explosions as the Arwings buzz it like mosquitoes. Pepper smiles with pride.

ADMIRAL PEPPER

That's the stuff.

He groans, clutching his chest, and falls to one knee.

EXT. CITY SKY - MOVING

Fox, Falco, and Slippy strafe the mothership, cannons firing, then bank away as a big chunk explodes. The mothership lists and begins to fall away from the city.

All three cheer.

FOX

Nice work guys! Now let's--

Spoke too soon. A red hologram appears in their cockpits.

MASKED PIG

Goldernit! Who the heck are you guys?!

SLIPPY

We're Star Fox Squadron, you big dumb dummy!

The masked pig gives a big rip-snort of a laugh.

MASKED PIG

That's rich, kid, but Star Fox is dead!

FALCO

Hey pal, I don't know if you've looked out a window, but for a dead squadron, we just kicked your ass!

FOX

Land your vessel and surrender immediately!

MASKED PIG

I got a better idea!

The hologram blinks out as an escape pod pops from the mothership and flees for space!

MASKED PIG (V.O.)

Catch me if you can!

FALCO

Get back here!

Falco jets off after him!

FOX

Falco, wait!

Fox and Slippy speed off after Falco.

INT. FOX'S COCKPIT - MOVING - CONTINUOUS

As Falco and Slippy argue, Fox twists back and forth between them, racked with indecision.

SLIPPY

We have to turn back!

FALCO

We can't let one of Andross's generals slip away!

SLIPPY

There could be back-up in orbit!

FALCO

Come on, we can take this guy!

Schwing! Something flashes in the city below. Fox turns, looking out his cockpit.

THE STATUE OF TEAM STAR FOX

James McCloud glints below, staring up at Fox. Probing. Challenging. What would *he* do?

FOX

He grits his teeth, doing the opposite out of spite.

FOX

Pull back! It's not worth the risk.

FALCO

'*Not worth the risk?!*' You don't believe that! I **know** you don't!

FOX

This is not a debate!

FALCO

You're right; it's not!

EXT. UPPER ATMOSPHERE - MOVING - CONTINUOUS

Falco kicks on the boosters and charges ahead!

Slippy falls behind.

Fox struggles to keep up.

INT. FALCO'S COCKPIT - MOVING - CONTINUOUS

Falco struggles to get a bead on the escape pod...

FALCO
And we could have stopped him before
he ever got there, but **YOU CHOKED!**

SLIPPY
Falco, that's enough!

Slippy grabs Falco's arm, wrenching him around--
--and then all three spot something headed across the
airfield. A hospital stretcher. And splayed out on it...

INT. HOSPITAL - LOBBY - NIGHT

Fox bursts through the doors and up to the desk, breathless.

FOX
I'm...looking...looking for...

INT. HOSPITAL - HALLWAY - CONTINUOUS

Fox rounds the corner just in time to catch Admiral Pepper
as they're wheeling him into the operating room.

FOX
Admiral Pepper!

ADMIRAL PEPPER
...quite a...first day...eh, Fox?

He reaches out, clutching Fox's coat; Fox takes his hand.

FOX
I'm sorry, I'm so sorry sir, this is
all my fault!

ADMIRAL PEPPER
...there was something...wanted to
give it you...when you graduated...

But Pepper collapses into a coughing fit and doctors shove a
breathing mask over his face, pushing Fox back as they
disappear through the operating theater doors.

Fox clutches at his scalp in desperation.

EXT. HOSPITAL - NIGHT

Fox staggers out the doors, expression haunted. He catches
his reflection in a window; notices red on his forehead.

He looks down at his paws. They're covered in blood.

VOICE (O.S.)

Fox?

He looks up as Vixy steps out of a car.

VIXY

Fox, are you okay?!

FOX

Mom!

He staggers into her arms, sobbing, a kid all over again.

EXT. DINER - NIGHT

A neon sign buzzes. Fox and Vixy sit inside.

INT. DINER - CONTINUOUS

Fox holds a cup of coffee, trying to calm himself down. He glances up as police cars, sirens wailing, sail by outside.

Above the counter, a holo-TV plays the news.

NEWS BROADCASTER

--arrests by military police continue into the night, in the wake of today's furious attack by the forces of Andross...including agents within the Space Defense Force itself.

FOX

I can't believe this is what "normal" is now...

NEWS BROADCASTER (CONT'D)

At this hour, many questions remain unanswered--

VIXY

Hey pal, you wanna turn that crap off?! Some of us are trying to enjoy a meal!

NEWS BROADCASTER

--including how the Venomian swarm was able to enter the Lylat System undetected, how many agents participated in the attack, and how many still remain at large--

The holo-TV clicks off. Vixy sighs and sits back.

VIXY

Your sandwich is looking a little gamy there, bud.

FOX

It's all my fault.

VIXY

The...sandwich?

FOX

We had him on the run, and I just...

VIXY

Oh, that. Fox, come on. This war has been going on since before you were born. You're not responsible for winning it single-handed.

FOX

No, but I could have made a real difference today. And I screwed up.

VIXY

So what? Everybody screws up. I swear, always with the weight-of-the-galaxy stuff. You are your father's son, you know that?

Vixy reaches for Fox's hand; he pulls away.

FOX

I don't want to talk about Dad.

VIXY

Well maybe I do, did you ever think about that? Huh? Big shot? Not everything's about you.

FOX

...I'm sorry. It's just, I keep wondering if he had been here today, if he would have been able to-- And then I get *mad at myself* for wondering--

More sirens scream by outside, silencing him. As they pass:

VIXY

Fox, I loved your dad. But he was just a guy.

FOX

I know that.

VIXY

No, you ping-pong back and forth between thinking he was the greatest person to ever walk the universe or the worst. And I'm telling you, he was neither. He was just a guy. Named Jimmy. Who farted in his sleep.

Fox tries to suppress a laugh and fails.

FOX

Gross.

VIXY
Yeah, it really was. Now eat your
stupid sandwich before I shove it
down your throat.

Fox sits back with a sigh, attending to his cold meal, while
Vixy stirs her coffee.

VIXY
I met him here, you know. I ever tell
you that?

FOX
No.

VIXY
Right over there.

She points to a stool at the end of the bar and Fox turns--

FADE TO:

INT. DINER - DAY - CONTINUOUS - FLASHBACK

A young Vixy sits at the bar chowing down on a burger as a
bunch of rowdy pilots breeze in. And among them:

YOUNG JAMES
Yowza! Be right back fellas.

He slicks his hair back and swaggers over, feeling cocky.

VIXY (V.O.)
He walked right up to me and said--

YOUNG VIXY
(turning)
Can I help you?

YOUNG JAMES
(thrown)
Did you...um...f-fall...?

YOUNG VIXY
Did I *fall*?

YOUNG JAMES
From the. Like an angel? You know cuz
you're so...um...ah jeeze.

YOUNG VIXY
Get lost.

YOUNG JAMES
Yeah, okay.

James leaves. Then he comes back, apologetic.

YOUNG JAMES
Hey listen, I didn't mean to
disrespect you, I'm really sorry--

YOUNG VIXY

You should be! It's bad enough I gotta deal with you hot-shots during the day, now I can't even sit here and eat a frickin burger?! You barge in here makin a racket, stinkin like jet-fuel, botherin everybody--

James backs away, grimacing as he's assailed by a volley of cutlery and napkin dispensers. His buddies are LOSING IT.

FADE BACK:

EXT. CORNERIA - DINER - NIGHT

Fox and Vixy are laughing inside the diner. Outside, it's starting to snow.

And across the street, someone is watching them.

MIYU (V.O.)

Hey, do you guys ever think about how weird it is that we eat fish?

INT. SUSHI RESTAURANT - NIGHT

Miyu and Fay go *to town* on some sushi, swinging chopsticks around, talking rapid-fire with their mouths full.

FAY

What do you mean?

MIYU

I mean they're animals just like us, right?

FAY

Yeah but they're not as smart.

MIYU

Okay but how do you judge intelligence?

FAY

Well they can't talk but OMIGOSH could you imagine if they could?!

MIYU

OMIGOSH what if they were pilots?!

FAY

OMIGOSH, how would that even WORK?

MIYU

Special suits!

FAY

With little helmets!

MIYU

They'd be all "Glub glub, I'm a pilot!"

FAY

Hahahahahahaha!

VIXY

Nah, figured I'd go keep the old man
some company.

FOX

Second-guess his doctors, you mean.

VIXY

Not if they do everything right!

ACROSS THE STREET

As Fox and Vixy hug and part ways, the shadowy figure drops
a carrot-butt, stamps it out like cigarette, and sets off.

SLIPPY (PRE-LAP)

Wait, do you know that guy?

INT. SUSHI RESTAURANT

The black-eyed bulldog and a gang of MPs move from table to
table in the sushi restaurant.

FALCO

Tch. Yeah, kind of...

MIYU

What are they doing?

He turns toward their table.

LUCY (V.O.)

They're checking papers,
looking for spies.

FAY (V.O.)

Shh, he's coming this way!

The black-eyed bulldog stomps up and shines a flashlight.

BULLDOG MP

What are you kids doin out this late?

LUCY

Just celebrating, sir.

BULLDOG MP

What are you, pilots?

SLIPPY

I'm a mechanic!

The bulldog glares into the back, where Falco is hunched.

BULLDOG MP

Wait a minute. I know you.

FALCO

Walk away.

BULLDOG MP

What did you say?!

The bulldog reaches for his blaster. Falco is VERY. STILL.

BULLDOG MP

I asked you a question.

Falco starts to reply. Then notices the other MPs glancing this way. Notices his friends staring at him in suspense.

FALCO

...we don't want any trouble...

The MP huffs, holsters his flashlight, and moves on. Everyone at the table breathes a big sigh of relief.

MIYU

Why the heck would somebody spy for Andross, anyway? I don't get it.

LUCY

Plenty of reasons.

FALCO

Hating the government, for starters.

LUCY

Power, racism, blackmail...

FAY

...money...

MIYU

Does Andross even *have* money? Isn't he like a giant monkey head in space?

LUCY

Some people think he's a computer.

FALCO

Or a wizard, or a hive-mind; it's all crap. I bet he doesn't even exist. The Venomians probably spread those rumors to keep everyone--

SLIPPY

You're wrong.

Everyone turns to Slippy.

SLIPPY

I've seen him. I was there when he attacked Amphibia. I mean, I don't really remember it, but my Uncle Willy does. I remember we were on the boat that day. Uncle Willy and me. And I remember a big red nebula in the sky, just like today. Sirens.

(beat)

...Uncle Willy was so scared...

Loooong pause. Lucy puts a hand on Slippy's shoulder. He looks up, notices everyone staring, laughs nervously.

SLIPPY

Anyway, that's why I joined the defense force, how 'bout you, Fay?

FAY

Oh, my mom had...bills...Miyu how 'bout you?

MIYU

Ooh, this is fun! Well as for me, I just like zoomin around and fightin stuff! Pew-Pew! Falco, your turn!

FALCO

Um. Yeah. Same. I guess...

And then everyone turns to Lucy. BIG. AWKWARD. SILENCE.

LUCY

It's okay, guys.

(beat)

Andross killed my dad. And yeah, it's why I became a pilot. But that was a long time ago. It's not a big deal.

FALCO

'Kay.

Everyone trades glances; Lucy spots someone out the window.

LUCY

(getting up)

Oh, hey, it's Fox!

FALCO

Yeah, *that'll* lighten the mood...

EXT. SUSHI RESTAURANT - NIGHT

Lucy steps out into the snow, smiling eagerly.

LUCY
Hey Fox, do you--

But he's already a good distance down the street...and
someone is following him!

Lucy's nose wrinkles with anger. She sets off in pursuit!

EXT. CORNERIA - STREETS - NIGHT

Fox trudges through the snow, footsteps crunching...and his
aren't the only ones.

He stops. Turns. No one there. He keeps walking...

LUCY

Walks faster. Sees the figure follow Fox down an alleyway.
She picks up the pace, rounding the corner after them--

EXT. ALLEY - CONTINUOUS

Fox swings a pipe at her head, barely stopping in time!

LUCY
Whoa!

FOX
Lucy?!

VOICE (O.S.)
Fox McCloud!

A dark figure steps out. Coat, scarf, cap. Very noir.

FOX
Something I can help you with?

VOICE
Hand over the spellstone.

A blaster-tip glints. Fox and Lucy raise their hands.

FOX
Sure thing. Spellstone. I got it
right here. Just let the bunny go;
whoever she is, she's not involved.

LUCY
(muttered)
*Fox, what are they talking
about?*

FOX
(muttered)
*I have no idea. There's a
fire escape behind me. I'll
hold em off while you--*

VOICE 2 (O.S.)
Don't even think about it.

There's another spy on the fire escape, and a third on the roof. Fox and Lucy go back-to-back, surrounded.

HOBO (O.S.)
Hey buddy. Spare some change?

Spy #1 turns as a hobo in a headscarf approaches.

HOBO
I'm just wanna get outta the cold.

SPY
Get lost, old man.

HOBO
Heh. Funny you should say that--

The hobo doffs his headscarf. Two rabbit ears rise up.

HOBO (CONT'D)
I did.

SPY
...wait a minute, YOU'RE--

The hobo lashes his scarf out like a whip, grabbing the spy's arm and yanking him into a face-kick!

The spy on the rooftop turns, taking aim--

--BAM! Fox's pipe nails him in the chest!

Lucy dodges a shot, leaps off the wall, grabs the fire escape ladder and YANKS! The last spy plummets, screaming!

She sticks the landing and turns with Fox as their rescuer approaches. Snow gusts, wind howling, as he steps into view.

FOX
It can't be...

It's Peppy Hare.

FOX
Uncle Peppy?!

PEPPY
Hey kids. Long time no see.

Lucy steps forward, eyes shining with tears.

LUCY
Dad? You.. You're alive?!
(beat; then LUNGES)
I'M GONNA KILL YOU!

FROM THE STREET - FALCO AND SLIPPY

They burst around the corner, drawn by the noise.

FALCO
Hey Lucy, is everything alright out
whoa, what the heck?!

Lucy is throttling Peppy while Fox tries to pull her off.

LUCY
Where the hell have you been?!

PEPPY
Lucy, please, I can explain!

SLIPPY
Fox, what's going **oof!**

Slippy trips over one of the spies. An MP badge falls out.

SLIPPY
(at badge)
H-Hey, are these guys--

FALCO
(at Peppy)
HOLY HELL, IS THAT--

PEW! A blaster shot hits the alley wall! Down the other end of the alley, a dozen more spies are running this way!

FOX
Talk later! Run now!

EXT. STREET - CONTINUOUS

Fox, Lucy, Peppy, Slippy, and Falco burst onto the street! Outside the sushi restaurant, an MP turns. Falco's "friend".

BULLDOG MP
Hey, what's going on?!

FOX
(indicating spies)
Those guys are spies!

SPY
(indicating Fox et al)
Those guys are spies!

The bulldog whips his gun out!

BULLDOG MP
Everybody freeze!

FALCO
Everybody BOOK!

INT. TAXI

A taxi driver hums along to a jazzy tune as he pulls up to a stoplight. He reaches for his drink in the cupholder...

Out the passenger window, Fox, Lucy, Peppy, Slippy, Falco, the MP, and a dozen Venomian spies are sprinting toward him!

TAXI DRIVER

What the--

FOX

SIR WE NEED TO COMMANDEER YOUR
VEHICLE!

He lifts his cap, scratching his head.

TAXI DRIVER

Well okay, but you're either gonna
have to sit on each other's laps, or
we'll have to make two--

FALCO

HEY CHUCKLE-HEAD, GET OUTTA THE CAR!

Blaster-bolts blow out the windows and our heroes leap in
through them as the taxi driver dives out the other side!

Falco winds up in the front passenger seat. Fox, Lucy, and
Peppy are smushed together in the back.

FALCO

Everybody in?

LUCY

I think so!

FOX

Wait, who's driving?!

They whip toward the driver seat:

SLIPPY

WHAT, NO, WHY?!

FOX

SLIPPY--

A spy grabs the back window, thrusting his blaster inside!
Fox grabs the gun, decks the owner, snaps back to Slippy!

FOX (CONT'D)

--PUNCH IT!

INT. SUSHI RESTAURANT - NIGHT

Miyu and Fay are still chowing down on sushi when -- CRASH!

Out the window, spies dive aside as the taxi K-turns over
the sidewalk, hits a mailbox, and takes off going backwards!

FAY

Are they doing a CAR CHASE?!

MIYU

We're missing it! Come on!

They run out as the taxi is followed by more spies on
hoverbikes, and little euro-style cop cars, sirens wailing!

PEPPY

Oh boy, this takes me back!

LUCY

Yeah let's talk about that, huh?!

PEPPY

Sure thing!

FOX AND LUCY

You're *alive*?!

PEPPY

Yep!

FOX AND LUCY

But I saw you die!

PEPPY

Nope!

Lucy covers Fox's mouth.

LUCY

Then what happened to you?!

PEPPY

Drove the Greatfox up Andross's nose!
Found a wormhole in his brain!
Helluva thing!

Fox covers Lucy's mouth.

FOX

What do you mean *wormhole*?

Fox and Lucy get in a slap-fight.

PEPPY

There's a black hole inside the red
nebula! That's how Andross moves his
fleets around! That's why nobody ever
sees 'em comin! That's why nobody
could ever find his base on Planet
Venom! Until ***we did!***

Fox and Lucy freeze. Look at Peppy. At each other.

FOX

Wait, did you just say--

PEW! A shot sails right between Lucy's ears!

FOX

Peppy, please, you have to tell me,
if you're alive, does that mean...

PEPPY

No. I'm sorry, kid. James didn't die
that day, but he died all the same.

FOX

How did it happen?

PEPPY

We were betrayed...from the inside.

Fox does the math in his head; his eyes go wide.

FOX

But that would mean--

FLASH TO:

The battle. The ship that got away. The pig in the hologram.

CUT BACK:

PEPPY

Pigma.

FOX

This is crazy. Earlier today, we--

Out the window, a truck HONKS; Slippy SWERVES!

EXT. OVERPASS - NIGHT - CONTINUOUS

The taxi explodes over an embankment and slams upside-down
in a concrete river basin. Everyone climbs out, groaning.

FOX

Everybody okay?

EVERYONE ELSE

[grumbled assent]

Falco somersaults out of the sky and lands perfectly poised,
as their pursuers race past on the bridge above, unaware.

FALCO

I'm good. Looks like we lost em. Also
we're fugitives now, so there's that.

SLIPPY

WHAT. JUST. HAPPENED. Fox, why are
those guys after you?!

Fox kneels. Something glints at him from amidst the roadside gutter garbage. And as he touches it, FOOSH, like a vision--

FLASH TO:

INT. RESIDENCE POD - FLASHBACK

His dad is kneeling in front of him.

JAMES

I need you to be strong for me, and
hold on to these until I get back.

FLASH:

EXT. ACADEMY STEPS - FLASHBACK

Fox and Vixy pull up to the academy. Fox climbs out of the passenger seat...leaving something behind...

FLASH:

INT. ADMIRAL PEPPER'S OFFICE - FLASHBACK

Vixy slides something across Admiral Pepper's desk.

VIXY

I know it seems silly, but... Well,
he tried to get rid of this, and I
think he'll want it again someday.

FLASH:

INT. HOSPITAL - HALLWAY - FLASHBACK

Pepper grabs Fox's coat, sliding something into his pocket.

ADMIRAL PEPPER

...there was something...wanted to
give it you...when you graduated...

CUT BACK:

EXT. OVERPASS - NIGHT

James McCloud's pilot wings shine from the gutter as Fox picks them up. They're old, and worn, and looking considerably less shiny than they did when Fox was a kid.

But there's something inside. Something Fox can only see now **because** they're cracked and broken.

A shiny blue rock.

PEPPY
...the spellstone...

As it rolls into Fox's palm, lightning crackles up his wrist, his arm, his whole body. He turns to his friends, fur glowing blue and sparking, as dumbfounded as they all are.

FALCO
ARE YOU TELLING ME--

FOX
...it was inside all along...

FALCO
Okay, yeah, no, I can't with this.

Falco throws his hands up and walks away.

SLIPPY
So what do we now?

PEPPY
I'll tell you what we do.

PEPPY	FALCO
Get that fox a spaceship!	Unbelievable. Unbelievable!

LUCY
Okay, but the MPs have the Arwing hangar on lock-down, so we're gonna have to sneak across the city. By the looks of things, we're near the old Arspace Dynamics spillway tunnels. It won't be exciting, and it'll probably take us a day or two, but if we can just find an entrance to the sewers--

BEEEEEP. On the overpass above: Fay and Miyu, on hoverbikes!

FAY
Hiiii guuuuuyssss!

MIYU
Aw MAN, we MISSED IT!

EXT. AIRFIELD - DAWN

In a little checkpoint booth, an MP agent yawns, seconds from nodding off...then two hoverbikes blast through the crossing gate, jolting him out of his chair!

LEFT HOVERBIKE

Miyu drives, Slippy behind her; Fox is in a side-car.

MIYU
This is exciting!

SLIPPY
I can't believe we're doing this!

FOX
There's still time to back out!

SLIPPY
(beat; deeply sincere)
No.

Slippy and Fox share a look. Fox sticks the spellstone back in the pilot wings and pins them to his jacket.

MIYU
So what's the plan here?

FOX
Step one, get to space. Step two,
figure out what this is and how we
use it to stop Andross. Step three...
(beat)
Stop Andross.

RIGHT HOVERBIKE

Fay drives, Falco behind; Lucy and Peppy in the side-car.

LUCY	PEPPY
--and then you're gonna	Yes dear. Yes dear. Yes
apologize to mom. And Aunt	dear.
Mick. And Cousin Lou.	

LUCY
And **then** you're gonna write a
personalized letter to every **other**
person who thought you were dead,
explaining why you're not.

PEPPY
I'm gonna need a lotta stamps...
(beat; hopeful)
So, does this mean you forgive me?

Lucy doesn't answer. Peppy's ears sag.

On the back of the bike, Falco simmers at Fox.

FAY
What's your problem?

No escape. They're locked into a game of chicken, flying headfirst into an increasingly-dense volley.

SLIPPY

We can't take much more of this!

FALCO

We gotta take em out!

FOX

No! They're just doing their jobs! We can't hurt them! Falco, listen--

FALCO

No, YOU listen! I'm not gonna watch you make the same mistake twice! You might have everyone else fooled, but as far as I'm concerned, you're still a scared little kid cryin in his bunk at night when he thinks no one can hear him! You wanna be the hero?! Then you got THREE SECONDS to make a call or I'M MAKING IT FOR YOU!

FOX

We can do this without hurting anyone!

FALCO

TWO.

The line of tanks is getting closer; the lead one takes aim!

FOX

There has to be a way!

FALCO

ONE.

Closing in fast as Falco's cannons spin up!

FOX

I **know** there's a way!

FALCO

TIME'S UP!

FOX

I KNOW!

Falco blasts ahead!

Fox lets out a PRIMAL SCREAM, eyes flashing a wild electric blue as he rams the controls forward, lightning shooting out of his pilot wings, down his arms, into the controls, the cockpit, the whole damn ship!

Fox's Arwing CRACKS past Falco's with a thunderclap!

SLIPPY / LUCY / PEPPY
Whoa! / Fox?! / The spellstone!

FALCO
...no way...

In a single, impossible maneuver, Fox's Arwing, streaking blue, whirls between explosions and strafes an empty air control tower, cannons cutting a wedge from the bottom!

It topples over like a felled tree and lands directly in front of the tanks, obscuring their aim!

LUCY / FAY / MIYU
Dude! / Omigosh! / Holy CRAP!

SLIPPY
YEAH, GO FOX GO!

FALCO
He did it?!

FOX
I did it?!

PEPPY
ATTABOY, MCCLOUD! Now let's blow this
popsicle stand!

Falco's friend pops out of his tank-hatch just in time to watch the Arwings shoot overhead, banking skyward!

INT. HOSPITAL ROOM - DAY

Sirens blare in the distance as Vixy, half-asleep in a chair, stirs and looks up.

Out the window, seven white exhaust lines climb the sky. And there's one in the lead.

In the hospital bed, Admiral Pepper quietly smiles.

EXT. ACADEMY STEPS - DAY

The immortal James McCloud watches his son ascend away, as dawn rips over the horizon.

EXT. UPPER ATMOSPHERE - ARWINGS

The Arwings soar through thinning skies, headed for space. In his cockpit, Fox wipes his brow, grinning.

FOX
All ships, check in!

SLIPPY
I'M FREAKING OUT, THAT WAS AMAZING!

FALCO
McCloud, how did you do that?!

FOX
I don't know, I just *did it!*

LUCY
I've NEVER seen an Arwing move like that.

SLIPPY
That's because it was IMPOSSIBLE! You just broke so many laws of physics it gave me a NOSEBLEED; I am JACKED!

LUCY
So where to next?

PEPPY
We need to get somewhere with a hi-def galaxy map!

FAY
Hey, uh, I don't wanna bother anybody, but I gotta pee CRAZY bad! Can we stop somewhere, maybe?

FOX
I think there's an old numbers station not far from here. Everyone, set course for my coordinates!

MIYU
I have no idea what's happening, but I am *living for it!*

The sky peels back to reveal stars, and all ships zoom off.

WIPE TO:

EXT. SPACE - NUMBERS STATION

A tiny, derelict space station flickers in the dark as the Arwings buzz inside. A dry voice crackles on the radio.

BROADCAST
Two. Twenty-one. Nineteen. Ninety-three.

INT. NUMBERS STATION - HANGAR

In a cramped hangar, the Arwings jostle for landing space as the automated airlock closes behind them.

LUCY
Watch your wings!

SLIPPY
Sorry, sorry!

They land and cut their engines. The voice is louder here, coming in from PA speakers all over the station.

BROADCAST
Nine. Twenty-nine. Twenty. Seventeen.
(etc; continues)

FOX
Slippy, how are we on life support?

SLIPPY
Seems stable to me.

Everyone opens their cockpits and jumps out. Fay immediately takes off running toward a flickering corridor.

FAY
Gotta pee, gotta pee, gotta pee...

SLIPPY
Hey, be careful! W-We don't know what else might be in here!

Lucy taps at a device on her wrist.

LUCY
There's no vital signs on my scanner.
This place is a ghost town.

FOX
There should be a control room
somewhere around here. C'mon.

INT. NUMBERS STATION - CORRIDOR

The group proceeds down a cramped hallway. It's dark, damp, moody lighting; think Alien. The voice is louder here.

BROADCAST
Four. Twenty seven. Nineteen. Ninety-
seven.

People talk in small groups.

SLIPPY AND MIYU

MIYU

What's that weird voice?

SLIPPY

I'm pretty sure that's Andross.

MIYU

Andross needs some cough drops.

(beat)

Why's he saying a bunch of numbers?

SLIPPY

I think it's an old spy thing. The Venomians have stations like this all over the galaxy, broadcasting hidden messages to people who know the code.

MIYU

If we know about them, why not destroy them?

SLIPPY

No point. We cracked the codes a long time ago, so the Venomians stopped using them. Now stations like this just run old messages on loop.

MIYU

Creepy.

LUCY AND PEPPY

PEPPY

That was some fancy flying down there.

LUCY

Yep. Fox is top of his class for a reason.

PEPPY

I meant all of you. Lucy, I'm so proud of--

LUCY

Look, no offense, but can we not?

FOX AND FALCO

FOX

You're staring at me.

FALCO

Oh, now you're gonna tell me where I
can and can't look?

FOX

Falco, whatever you want to say, just
say it.

FALCO

You're a privileged little twerp and
I'm about this close to kickin your
ass and stealin that magic rock.

FOX

Cool, good talk.

(beat)

I found the control room.

INT. NUMBERS STATION - CONTROL ROOM

Andross's voice buzzes out of a tinny speaker in the console
of a retro computer lab, as the group enters.

BROADCAST

Nine. Twenty-two. Two zero. Zero two.

LUCY

Well this is ominous.

FOX

Everyone look for a galaxy map.

FALCO

(indicating speaker)

Can we shut this guy up?

SLIPPY

Nuh uh, no way, I know how this goes.
Somebody pushes the wrong button and
all the sudden it's BANG, doors
slamming shut, poison gas coming out
of the walls, killer robots chasing
us with knives--

FALCO

Knives?

SLIPPY

Nobody touch ANYTHING!

Lucy pushes a button. A hologram whooshes into the room
(Slippy screams). It depicts planets, stars, and asteroid
belts. A caption reads "LYLAT SYSTEM"

FOX

Alright, Peppy. You want to tell us
why we're here?

Peppy cracks his knuckles and begins manipulating the map in the air -- scrolling way, way out. "MIYAMOTO GALAXY"

PEPPY

The last time I talked to your old man, he said he'd found a new lead on Andross's origin. He took the Greatfox alone to scout it out. But Pigma sabotaged the ship's power supply before he left...and James never came back.

Fox looks increasingly troubled by something. Peppy zooms in on a new cluster. "WILD SPACE SECTOR #VX-4425". The stars here have names like "Ass-teroid Field" and "Planet Peppy Smells".

PEPPY (CONT'D)

So I think whatever James found on that mission must have been right on the money. Now then, here's the system where we last made contact.

LUCY

What's with these names?

PEPPY

Oh, uh, heh. All the planets in that system were uncharted before we logged em, so...

(beat)

Anyway. These here are the planets James visited on the weeks before his last scouting mission.

Thirty or so planets light up. That's it; Fox steps forward.

FOX

Wait, what do you mean weeks?

PEPPY

Well, we spent about two months in that area of--

FOX

TWO MONTHS? Hang on, I thought all this, the attack on Venom, Pigma, my dad's last mission, happened right after you all went missing.

(beat)

Peppy -- how long was it from when everyone *thought* my dad died, to when he *actually* died?

Whoops. Peppy swallows. He looks to Lucy for help.

LUCY

...Dad?

PEPPY

Uh, you know, it wasn't...that long.

Just four. Maybe five.

(beat)

Years.

Peppy winces. Lucy covers her mouth. Falco and Slippy exchange glances. Miyu smirks. It's pin-drop silent, but for

BROADCAST

Two. Fourteen. Twenty. Five.

FOX

Five years. You... He...

LUCY

You let everyone think you were dead for **five years** before you tried to come home?

PEPPY

(pleading)

We were trying to stop--

LUCY

You were goofing off with your buddies! This gas-cloud is named "Jimmy's Farts"!

Fox holds up a hand, silencing them. He walks toward the map. Stares at it, jaw quivering with cold fury.

FOX

So these are the planets he logged before he died? And one of these holds the key to stopping Andross?

SLIPPY

It could take us years to search all these--

FOX

It's that one.

Fox stabs a finger at a green planet. "FORTUNA".

MIYU

How can you tell?

FOX

Fortuna. It's my mom's middle name.

Fox turns to storm out...and walks right into a blaster barrel aimed at his face. And Miyu is doing the aiming.

MIYU

Awesome. Thanks, Fox!

FOX
M... Miyu? No... You can't be--

MIYU
Loser say what?

FOX
What are y**AUGH!**

Miyu shoots Fox in the face. He screams and hits the floor, clutching his eye.

SLIPPY/PEPPY/LUCY
AAH! / FOX! / NO!

FALCO
You **STUPID CAT!**

Falco lunges at Miyu. She aims at Slippy. Falco freezes.

MIYU
Oh, relax. It was set to stun; he'll be fine. Well, he might lose an eye. Aw man, I bet he'll look super hot with an eye-patch though! So jealous.

FALCO
Drop that blaster and I'll give ya one to match!

SLIPPY
But you fought with us on Corneria!
You shot down bad guys!

MIYU
Psh, Andross doesn't care what we do to each other. He just cares about results. Like this!

She bends, plucking Fox's pilot wings from his chest.

LUCY
We trained together! We were **friends!**

MIYU
(genuine surprise)
Oh no, are we not friends anymore?

LUCY
Of course not, you sociopath!

MIYU
What's a sociopath?

FAY (O.S.)
Somebody who hurts people and doesn't feel guilty about it.

Everyone's eyes light up as Miyu whirls toward the door--

MIYU
Fay!
(MORE)

MIYU (cont'd)

(beat)

Took you long enough.

Everyone's faces fall. Fay enters the room, also holding a blaster, but at least she has the decency to look ashamed.

FAY

I sent the coordinates. Did you get what we needed?

MIYU

You know it! High five!

FAY

No. Let's go.

MIYU

Psh, fine. This place sucks anyway.

(to others)

Bye, everybody! Love yooouuuu!

FAY

For what it's worth...I'm sorry.

Fay pushes a button as they leave; the door seals shut. Falco hurls himself at it; the others rush to Fox's side.

SLIPPY

Fox, are you okay?!

PEPPY

Kid, say somethin!

Fox pulls himself to his feet, one eye squinched shut.

FOX

I'll be fine... We have to find a way out of here before--

(beat)

Wait, do you hear that?

SLIPPY

I don't hear anything.

Ah, there it is: The numbers broadcast has stopped. The second they all realize it, the radio SCREECHES--

ANDROSS (V.O.)

Are you in there, little creatures?

Can you hear me?

Everyone goes ice-cold with horror as a strange red light roams the walls. Which are actually blast shutters, covering windows. And there's something outside.

ANDROSS (V.O.)
 Cats... Dogs... Frogs... Hares...
 Trembling little foxes...
 Come out, come out, wherever you are.

Slippy bumps a button. All doors and shutters open.

A GIANT RED EYE

Stares in the window like King Kong. It's looking at Fox.

ANDROSS
 Awww. Aren't you precious?

FOX
 RUN!

Everyone books it into the hall as, out the window behind them, Andross rears back, lifting his right hand--

INT. NUMBERS STATION - CORRIDOR - MOVING - CONTINUOUS

Everyone sprints back toward the hangar. The walls here are now open, too, revealing a wide panorama of space/Andross.

FALCO
 Hey remember when I said Andross
 wasn't real? I may have been wrong!

Outside, Andross's palm opens, revealing a black hole, and through the black hole, a portal to another world. It's full of rocky crags, spouting lava, endless machines...

SLIPPY
 Is that Planet Venom?!

PEPPY
 Yup!

SLIPPY
 IT'S REALLY SCARY!

PEPPY
 SURE IS.

A swarm of Venomian ships explode out of the portal, opening fire on the corridor! Explosions chase Fox and friends to--

INT. NUMBERS STATION - HANGAR - CONTINUOUS

Everyone BURSTS OUT, doors slamming shut behind them.

FOX
 Get to your Arwings! We have to--

BOOM; the hangar door explodes in front of them! Instant explosive decompression. The Arwings jostle against their docking stations; one rips free, hits a wall, and explodes.

FOX

"Falls" toward the open hangar door, catching the cockpit of an Arwing by his fingertips!

FALCO

Lands, slams hatch, takes off out the door, already firing!

FALCO
I'll hold em off!

LUCY

Struggles to climb into her cockpit; Peppy sails past.

LUCY
DAD!

SLIPPY

Is just closing his cockpit hatch when Peppy bounces off, grabbing hold of his Arwing's tail.

SLIPPY	PEPPY
Mister Peppy!	Don't worry bout me, kid, just go!

Slippy debates, hyperventilating; he throws open the hatch!

PEPPY	SLIPPY
No!	UNCLE WILLY, HERE I COME!

Slippy "falls" down to join Peppy, grabbing him by the waist, then frog-jumps back toward the cockpit, grabbing hold as the Arwing rips free, spinning through the air!

They scramble inside and slam the hatch JUST as--

EXT. SPACE - BATTLE

--Slippy's Arwing shoots out of the exploding station, into total chaos. Dog-fighting in every direction.

LUCY

Swoops and dives, blasting enemies, but searching for...

LUCY
Damn it, where are they?!

MIYU AND FAY

Soar out of the battle; Fay tense, Miyu having a blast.

MIYU
Bahahahaha! This is great!

FAY
Sir, we have the spellstone! We need
a wormhole to-- Miyu, where was it?

MIYU
VX-4425, Planet *Fox McCloud's Mom!*

Andross's left hand shifts in front of them, opening a new
wormhole to a lush green jungle planet. They fly for it--

FALCO (O.S.)
OH NO YOU DON'T!

FALCO

Zooms after them in pursuit, firing wildly -- but Andross's
RIGHT hand shifts in front of HIM, and from the Venom portal

A PIG-SHAPED BATTLESHIP

Hyper-jumps in, blocking Falco's path! And at the helm...

PIGMA (MASKED PIG)
This is General Pigma of the Venomian
Army; surrender and we'll only kill
half of ya!

INT. FOX'S COCKPIT - MOVING - CONTINUOUS

In his cockpit, Fox twists at the sound of Pigma's voice--
--then grunts as his ship is rocked by enemy fire! With only
one good eye, he's not doing so hot here. He searches for an
opening, shooting out of the chaos into open space.

WIDE ON ENTIRE BATTLE

The battle is a tiny maelstrom of insanity before Andross's
huge, laughing face. Fox instantly recognizes the futility.

FOX
We have to get out of here.

Fox swoops back down into the battle.

FOX
Where is everybody?!

Slippy zooms left, pursued by enemies. Falco zooms right, chasing Miyu and Fay. Lucy's battling Pigma.

SLIPPY
I can't shake em!

FALCO
These two are mine!

LUCY
I could use some help here!

And suddenly Andross's right hand is weaving through the battle, sucking ships back to Venom! Including...

SLIPPY
AAAAHHH!

PEPPY
They've got us!

LUCY
Slippy! Dad!

FOX
Lucy, wait!

ANDROSS'S HANDS

Rise on either side of his big, grinning face. Right, the portal to Venom, which Lucy is flying toward. Left, the one to Fortuna, into which Miyu and Fay are escaping.

And now it's just Fox and Falco, caught in the middle again.

FALCO
Slippy! Lucy! NO!

FOX
Falco, we have to work together here!

FALCO
Okay! Okay, let's do this!

Falco veers for the Venom portal.

FOX
No, not that one!

FALCO
What are you talking about?!

FOX
If we attack Venom now, we'll be wiped out in five minutes, just like the original Star Fox! Andross is too strong! We have to go to Fortuna and find a way to beat him!

FALCO
We can't just abandon them!

FOX
We have to trust them!

Falco kicks on the boosters, surging for Venom.

FALCO
This is not a debate!

FOX
You're right. It's not.

Fox shoots out Falco's left engine.

Falco's ship veers sharply, screaming left toward the Fortuna portal, and Fox shoots after him, through it, emerging into a lush green jungle world, tree branches smashing the windshield THWAP THWAP THWAP until it CRACKS--

SLAM TO BLACK.

SLOW FADE IN:

Fox stands before a field of stars. It feels familiar...

INT. PODSHIP - FLASHBACK

Fox's childhood residence. He stands at the window as the door opens behind him and someone enters, silhouetted.

FOX
Dad?

But no. It's Vixy. Specifically, young Vixy. In scrubs.

VIXY
Sorry, hon. Dad got delayed again.

And Fox is young again, too. This is some kind of memory.

FOX
That's the third time this month!

VIXY
Fox, please don't whine. I've had a long day, and this sucks just as much for me as it does you.

(beat)
Did you do your homework?

FOX
I can't.

VIXY

Why not?

FOX

It's too hard.

VIXY

Go get your book, let me see.

Vixy sits down at her desk, rubbing her eyes. Fox joins her a moment later, tapping on a holo-tablet. Trig problems float into the air. Vixy flips through them.

VIXY

What's the answer to this one?

FOX

Seventeen.

VIXY

And this one?

FOX

Ninety-one point three.

VIXY

So what's the problem here?

FOX

We're not allowed to just **do** them. We have to show the work.

VIXY

(sighs, nodding)

But you can't do it when you have to show the work.

Fox gives a pouty little kid shrug.

VIXY

Fox, you do the problems however **you** need to do them. And if your teacher has a problem with it, you tell him your mom knows where he lives, and she can operate a helicopter.

Fox smiles as Vixy tussles his hair, then sits back, resting her eyes.

FOX

Do you ever miss flying?

VIXY

Sometimes.

FOX
Why'd you quit?

VIXY
Too stressful. And having one pilot
in the family seemed like enough.

FOX
Did you ever shoot anybody like dad?

VIXY
Different kinda pilot, honey. I
helped the people who **got** shot.

FOX
That sounds boring.

VIXY
It wasn't.

Fox looks up at his mom in a new light. From this angle, in her lap, she looks just as big and heroic as James.

FOX
Did you ever get scared?

VIXY
Sometimes. But you don't have time to
be scared when somebody else is dep-
ending on you. You just do the best
you can. Trust the people around you.
Trust yourself. Then you just sit up
straight, take a deep breath--

INT. FOX'S COCKPIT

Fox snaps awake, bloodied, bruised, and battered. But alive.

VIXY (V.O.)
--and **do it**.

He looks around the inside of his wrecked cockpit. It's filled with branches. He pushes at the hatch. No give.

He breathes deep, sits up straight, pulls back his arm...

EXT. TREE - CONTINUOUS

A downed Arwing, wrapped in thick green vines, sparks and smokes as Fox triumphantly PUNCHES open the cockpit door!

FOX (O.S.)
Hi-YAH! -- **Whoa!**

He tumbles out of the cockpit and plummets upward into

EXT. FORTUNA - JUNGLE - DAY

Fox slams into the thick forest...ceiling?

FOX

Ow! What the--

He sits up as the camera rolls over. Above, his cockpit hangs upside-down in a tree. As in, JUST the cockpit.

FOX

Hah. Well, so much for bringing it back in one piece.

(sigh)

Admiral Pepper's gonna kill me...

FALCO (O.S.)

McCloud!

FOX

Unless someone else beats him to it.

From across the clearing, Falco Cometh. HE MAD.

FOX

Lemme guess. You're pissed cuz I shot you down and now you wanna fight me?

By way of an answer, Falco whips off his jacket.

FOX

Guess that's a yes.

(rolling up sleeves)

Alright Lombardi. I know you've been itching for this for years, and to tell you the truth, so have I. But I've got things to do, and I need your help to do them, so I'm only gonna give you this one shot.

(beat; raises fists)

You got thirty seconds.

Falco breaks into a sprint.

They collide. They fight. I'm not going to give you the blow-by-blow. It's a fast, nasty hand-to-hand throwdown, raw fury vs cold precision, and RIGHT when it's building steam--

FOX

You good?

FALCO

I'm good.

They stop fighting. A beat of awkward silence...and then...

Falco GRABS Fox in a hug. It's explosive. The music soars.

FALCO
 (whispered)
 You saved my life up there. You know
 I know that, right?

FOX
 Just returning the favor.

They step apart. Falco wipes at his face with his sleeve.

FALCO
 How's your eye doin', anyway?

FOX
 Well, the good news is, it doesn't
 hurt anymore...

FALCO
 Ah, man. That sucks. You **are** gonna
 look hot with an eye-patch, though.

FOX
 Only if we get outta here.

Fox and Falco clasp arms in a bro-ish handshake. Then two Arwings shoot overhead!

FOX
 That's Fay and Miyu! Come on!

EXT. BLACK ROCK

Slippy, surrounded by wreckage, lays unconscious on black rock. His clothes are singed, his hat is on fire, and he's missing his boots. Beneath him, the rock begins to glow red.

SLIPPY
 ...mmm... five more minutes...

The rock cracks. Slippy bolts awake and jumps back with a scream as a GEYSER OF LAVA erupts in front of him.

SLIPPY
 What the heck?! Where am I?!

He stands and looks around.

SLIPPY
 Oh. Oh no.

EXT. VENOM - DAY

Slippy stands amidst the wreckage of his Arwing on an island of black rock surrounded by a sea of boiling lava that laps at the feet of ancient post-apocalyptic skyscrapers and giant Lovecraftian rock formations. The sky is a shroud of black, angry storm-clouds, flickering with green lightning.

SLIPPY

Oh this is bad. This is so bad.

Something catches his eye nearby.

SLIPPY

Mister Peppy!

Peppy's passed out on the ground. Slippy starts toward him, but two diesel-punk Venomian cruisers drop out of the sky!

Slippy dives for cover as they touch down. Armored minions pour out, aiming guns. Pigma emerges last, picking Peppy up off the ground in a single hulking fist.

PIGMA

Well, well, well. Peppy Hare, as I live and breathe. Figured you'd be dead by now.

PEPPY

Heh... And miss your trial for war-crimes? Fat chance, you fascist pig.

PIGMA

Heck of a landing you made here. Surprised you managed it by yourself.

Peppy spots Slippy in the wreckage. Pigma starts to turn--

PEPPY

What can I say? This old bunny's still KICKING!

--and stops as Peppy kicks him in the belly repeatedly (drum noises). Pigma snort-laughes, tossing Peppy to a minion.

PIGMA

Put him in with the other hopalong.

A ship opens, and the minions shove Peppy in with...

LUCY

Dad!

PEPPY

Oh thank god.

PIGMA (CONT'D)

And find me that fox! Or whatever's left of him.

Slippy pokes his head back out. While the soldiers search, one of the ships is unoccupied, the cockpit hanging open.

Slippy looks back and forth between the two ships. He could rescue his friends...or escape with his life.

He quivers with fear and shame, then rushes out.

PIGMA

Flinches as a booming, echoing voice hails him. He turns to find Andross's face staring out of the clouds, Mufasa-style.

ANDROSS

General Pigma!

PIGMA

[Squeal]! Emperor Andross! To what do I owe the, the honor? The pleasure? The esteemed, uh, uh, inimitable--

ANDROSS

Silence.

The thunder booms. Andross grumbles, like he has a migraine.

ANDROSS

I am weary from the battle. I retire to my chamber to meditate on your incompetence. When I awake, I expect the son of James McCloud impaled upon his vessel for all the galaxy to see.

PIGMA

Sir, pardon for me sayin so, but ain't all this a little...uh, small for you? Why not just pop on down to Corneria with yer big ol' face, all--

PIGMA

"Raah, I'm Andross! Bow down before me, or suffer my--"

ANDROSS

I...said...**SILENCE!**

CRACKA-BOOM! Pigma quivers in terror. (Behind him, Slippy scrambles from one piece of wreckage to another.)

ANDROSS

Corneria is but one flower in my garden, and the insects which crawl along it shall be exterminated on the hour of MY choosing. As will YOU, if you fail me again!

PIGMA

Your wish is my--

KRA-KOW! Andross disappears. Pigma sighs with relief, then whips to the second ship as its cockpit slams behind him.

PIGMA

Hey, you!

A minion pokes out. It's not Slippy.

PIGMA

We're headin back to base! I want a full sweep of this sector by the time I get back or I'll TAN YER HIDE!

MINION 2

Sir, yes sir!

Pigma climbs onto the prisoner ship, hanging off the side like a burly garbage man. He slaps the roof.

PIGMA

Let's ride!

The engine roars and the ship takes off, heading for the distant squiggle of an evil techno-city on the horizon.

Beneath it, Slippy hangs in the undercarriage.

SLIPPY

(receding away)

I'M GONNA DIIIIiiiiiee...

EXT. FORTUNA - JUNGLE - MOVING - DAY

Fox and Falco run through the jungle, parkour-ing over logs, swinging on vines, sliding down roots like Disney's Tarzan.

EXT. CLIFF - CONTINUOUS

At the edge of a waterfall canyon, they stop and scan below.

On an opposite ridge by a waterfall, two Arwings sit parked, cockpits open. And at the base of the waterfall...

FOX

I don't believe it.

Big money-shot: The Greatfox, covered in plant-life, shrouded in rainbowy cascading waterfalls. Falco whistles.

FALCO

Your old man had taste, I'll give him that.

FOX

The Greatfox... It's *still here*?

FALCO

Looks like a crash-landing. Though, props to your pops, as far as crash-landings go, I mean--
(chef's kiss)

FOX

Yeah, those were something of a James McCloud specialty. Now let's see...

(beat)

A-ha! There's Miyu and Fay!

They're climbing down the cliff to the Greatfox.

FOX

We have to get there before they do!

FALCO

I thought we were here to learn some secret way to stop Andross?

FOX

We are. And if my dad found something, it would be on that ship.

FALCO

What if he didn't? Or couldn't?

FOX

Then we can come back here with Admiral Pepper and a fleet to search every inch of this planet -- **after** we use that ship to rescue the others.

(beat)

Of course that's assuming we can get it airborne...

FALCO

Oh man. I just a crazy idea.

EXT. WATERFALL - DAY

The pilot wings gleam on Miyu's chest as she bounds down the rocks. Behind her, Fay is struggling.

MIYU

Will you hurry up?

FAY

I'm trying! Can you just **WHOA!**

Fay's blaster almost slips from her belt, and when she lunges to catch it, she nearly falls.

At the base of the rock wall, Miyu lands, laughing. She pats the two blasters on her hips.

MIYU

If you're gonna carry a blaster, you should get a holster like me!

Suddenly, Falco and Fox slips in behind her, pull both blasters from her holsters, and points them at her face!

FALCO

And if you're gonna carry two blasters, you should get holsters with snaps.

MIYU

Noted. But for the record
(beat)
I carry **FOUR BLASTERS!**

Miyu flip-kicks them back, pulls two blasters from god knows where, lands, and aims them right back. It's a standoff.

FOX

Just give us the spellstone, Miyu.

MIYU

Or what?

FALCO

(beat)
We'll shoot you!

Fay drops behind Fox! She aims her blaster, hands shaking.

FAY

If you shoot her, I'll shoot you!

FOX

Unless you're planning to take out my other eye, you might want to set your blaster to kill.

Fay fumbles the switch to kill, hands shaking even worse.

FALCO

Well I'm gonna be honest, I don't give a crap about anyone here, including myself. So the way **I** see it, the two of ya's better drop em now, or I'll go ahead and do us all.

FAY
Y-You wouldn't.

FOX
(hissing breath)
Not a good answer.

Five. FALCO MIYU
He's bluffing!

FOUR. FALCO FOX
He's really not.

THREE. FALCO FOX
Wait, you're really not!

TWO. FALCO FOX
Falco, don't do it!

Fay turns her blaster on Miyu. Fox and Falco bump fists.

MIYU
Aw, what?!

FAY
Drop your weapon, Miyu.

MIYU
You're triple-crossing me?! Ugh, this
sucks...

Miyu drops her blasters. Fox takes the spellstone from her.

FAY
I've got this. You two go.

FOX
You know this doesn't absolve you.

FAY
I know. We'll deal with that later,
if we make it out of this. Now get
going, before she--

Miyu kicks Fox, does a crazy spinny leg-move, throws him
into Falco, ducks a blast from Fay, and tackles her!

FOX
Fay!

FAY
I said GO!

Fay flips on top of Miyu; Miyu grabs a blaster and fires
upside-down at Fox and Falco! They take off running!

INT. GREATFOX - DAY

Fox and Falco tumble into the darkened ship through a janky airlock, showering dust and vines as they hit the floor.

FOX

Damn it. I hope she'll be okay...

FALCO

She won't. But neither will we if we don't get this ship outta here.

FOX

This way!

EXT. WATERFALL - CONTINUOUS

Miyu tries to run after Fox and Falco. Fay, on the ground, grabs her by the ankle. Miyu face-plants.

MIYU

Let go!

FAY

Make me!

Miyu hisses, bares her claws, and slashes Fay across the face! Fay screams; Miyu kicks her off the cliff, picks up a blaster and takes off for the Greatfox!

INT. GREATFOX - ENGINE ROOM

Fox and Falco climb a steep room. Sunlight shines in through the slats of an open shutter above them.

Fox pulls the spellstone out from inside the pilot wings.

FOX

Alright Falco, we got the stone, let's hear this big idea of yours.

FALCO

Okay, so I thought to myself, yo, if that shiny rock can make an Arwing go faster, maybe it can--

PEW! A blaster shot hits Falco in the shoulder.

FALCO

FRIGGIN HELL!

Above them, Miyu's face looms in the shutter. She's clinging to the hull outside and firing in at them! Fox tosses Falco the spellstone and jumps up, grabbing her blaster-arm!

FOX
 Whatever you're gonna do, do it!

Falco fumble-catches the spellstone, casts about, and spots an engine pod below him marked "reserve fuel". He drops toward it!

EXT. WATERFALL - CONTINUOUS

Fay clings to the cliff by her fingertips. She hears Fox scream, looks up, and spots Miyu on the Greatfox's hull!

There's a blaster nearby. Fay lets go with one hand to grab it; struggles to aim and hold on at the same time--

INT. GREATFOX - ENGINE ROOM - CONTINUOUS

Fox clings to Miyu's blaster arm; she claws his face. Then she yowls as a blaster bolt hits her in the back!

EXT. WATERFALL - CONTINUOUS

Fay grins triumphantly down the sights as Miyu falls, flailing and screaming, off the hull!

INT. GREATFOX - ENGINE ROOM - CONTINUOUS

And as Miyu falls, that means Fox has nothing to hold on to, so he falls too, plummeting down through the engine room!

Below him, Falco rips open the fuel pod, tosses the spellstone inside as Fox tumbles past--

FOX	FALCO
Falco!	I got you!

Falco catches Fox as the engine room ROARS to life!

EXT. GREATFOX - DAY

Blue lightning SURGES up the length of the ship!

INT. GREATFOX - ENGINE ROOM - CONTINUOUS

Fox and Falco lock eyes, grinning!

FOX
 Nice work! Now let's get to the cockpit!

INT. UNKNOWN

We're in a dark room of indeterminate size. Iron catwalks. A black hood rips off someone tied to a chair, revealing:

LUCY

Ugh, finally. Seriously, you need to wash that bag. It smells like feet.

In a chair across from her, another figure gets un-hooded:

PEPPY

Be nice to your captor, sweetheart, he's trying his best.

Pigma crosses his arms, glowering down at them both.

PIGMA

Alright, let's make this real simple. First one to tell me where the fox is gets to watch while I kill the other.

PEPPY

That ain't how threats work, idiot.

LUCY

Besides, how should we know? Don't you people talk to each other?

PIGMA

Don't sass me, girl!

LUCY

Or what? You'll wake Grampa Cloudface up from his big boy nap? I'm shaking.

(hopping chair around
to face Pigma)

You know, I've always wondered, if Andross is so powerful, why hasn't he just wiped out Corneria already? But I finally figured it out. He **can't**.

PIGMA

You got no idea what he's capable of.

LUCY

Oh, he can do some scary stuff, for sure. But only so often. And only for a few minutes. That it, isn't it?! I can see it on your face!

PIGMA

Peppy old buddy, you need to talk some sense into your daughter.

PEPPY

Why? She's right. You people are morons,
and your fearless leader is just a
grumpy old man. And I should know!

LUCY

I'll bet that's why he wants Fox so
bad. He's pissed cuz you guys made
him look bad, and he can't let it go!

PEPPY

Ha! You might be onto somethin there.

PIGMA

You two think you're real smart.

LUCY

You know what, pal? We're done with
you. I heard your boss rip you a new
one out there--

(fancy-pants voice)

*"I'm retiring to my chambers because
you suck, bla bla bla--"*

Pigma walks toward Lucy. Thump. Thump. Thump.

LUCY

So why don't we just skip to the part
where you take us there and we find
out he's a bedridden old geezer who
needs a replacement heart or some--

THUMP. Pigma gets in Lucy's face, a hand on her chair-back.

PIGMA

First off, it's *chamber*. Singular.
And second off--

(beat)

--you're sitting in it.

Pigma picks Lucy's entire chair up one-handed. As she rises
into the air, Lucy realizes with shock that this whole time
they've been in a massive chamber (think X-Men's Cerebro).

LUCY

...whoa...

CLANG. Pigma stands Lucy's chair on the rail.

PIGMA

So you think Andross is some old man
behind a curtain, huh?

PEPPY

Pigma, stop this!

PIGMA
 You think I betrayed my best friend
 on accounta some monkey in a cape?!

Pigma tips Lucy's chair over. She screams, tumbling forward;
 then JOLTS as he catches the chair by one leg, letting her
 hang at a horizontal angle, looking straight down.

BENEATH THEM

A sea of red clouds boils and seethes, like the surface of a
 cauldron. Something eldritch looms beneath the surface.
 Huge. Tentacles. The suggestion of a skull.

LUCY
 WHAT IS THAT THING?!

PIGMA
 EMPEROR ANDROSS! STILL WANNA MEET HIM?!

BOOM. Across the chamber, there's a distant explosion.

PIGMA
 What the...?

Screams. Blaster-fire. Pigma drops Lucy back onto the
 catwalk and yanks a radio from his belt.

PIGMA
 Sector 7, report in!

A shadow swoops the wall. Lights go off, BANG, BANG, BANG.

PIGMA
 Sector 8? Sector 9! Would somebody
 tell me what the heck is goin on?!

RADIO (V.O.)
 (Bale Batman voice)
*Your men won't be answering,
 Commander. I've disabled every
 defensive system in this base.*

PIGMA
 You're not McCloud, so who are you?!

Slippy lands on the catwalk, superhero-style.

SLIPPY
 I'm a mechanic.

LUCY
 Slippy!

PEPPY
 Kid!

SLIPPY
 Now let my friends go!

EXT. FORTUNA - WATERFALL - DAY

Boulders clatter down the ridge as the Greatfox stirs.

INT. GREATFOX - COCKPIT

Fox and Falco burst into the cockpit. It's spacious; bigger than the Millennium Falcon, but smaller than the Enterprise.

FOX

So this is the cockpit of the Greatfox...

FOX

What a dump!

FALCO

It's amazing...

Fox and Falco give each other an anime nod, then drop into two pilots' chairs and start rifling glove compartments.

FOX

Okay, we're looking for flight logs, notebooks, anything my dad might have left that explains how to defeat--

FALCO

Hey McCloud, get a load of this!

Falco grins before a cabinet full of plastic rectangles. Above them, there's a machine built into the dash, labeled "Super Drive". It looks an AWFUL lot like a Super Nintendo.

FALCO

The jump drive on this thing still uses *cartridges*! You ever seen one of these in person bef--

The cockpit lurches; both whip toward the windshield!

EXT. WATERFALL - CONTINUOUS

Miyu, back in her Arwing, banks around for a second pass!

MIYU

Hiii boys! I'm gonna need you to stop what you're doing and **BEG FOR MERCY!**

INT. GREATFOX - COCKPIT - CONTINUOUS

Fox and Falco look HORRIFIED.

FALCO

How many lives does this cat have?!

Another impact. Fox goes into pre-launch button pressing.

FOX
Okay, new plan! Look for clues later;
launch the ship now!

FALCO
But we still don't know how to get to
Venom!

FOX
No, but this ship has been there
before! Which means one of those
cartridges should have coordinates!

FALCO
Right!

Falco scans through the cabinet full of Super Drive
cartridges. Each one bears a label for a different planet.

FALCO
Corneria, Katina, Tatooine...A-HA!

He finds one with "VENOM" hand-written in black marker. But
the second he reaches for it, it shoots out and hits him in
the face -- followed by *all the rest of them!*

FOX
Here we go!

INT. GREATFOX - VARIOUS - CONTINUOUS

Blue lightning races through the ship. Rusty shutters and
airlocks slam shut. Engines spark and ignite.

EXT. WATERFALL - CONTINUOUS

The Greatfox lurches into the air, screeching and groaning,
boulders rolling, vines snapping, water cascading around it.

Then the boosters kick on and it SHOOTs OFF over the jungle,
still trailing bric-a-brac, with Miyu's Arwing in pursuit!

INT. GREATFOX - COCKPIT - CONTINUOUS

Fox fights with janky old controls worn from disuse.

FOX
Come on, you hunka' junk...
(over shoulder)
Where are we on those coordinates?

Falco sits up from a pile of cartridges covering the floor.

FALCO
I'M WORKIN' ON IT!

Note: We're gonna be cutting back and forth between Fortuna and Venom a lot now. In the interest of keeping the scene headings reasonable, I'll denote changes like this:

VENOM SEQUENCE - INT. BASE - HANGAR CORRIDOR

Pigma and minions run down a hallway, headed for a hangar. He yells to other minions who are already there.

PIGMA
Don't let 'em steal a ship!

Slippy, Peppy, and Lucy run a fuel-line across the floor.

HANGAR MINION
Sir, they're stealing a ship!

PIGMA
Prepare my cruiser!

HANGAR MINION
It's already prepared! That's the one they're--

Pigma bursts into the hangar just in time to watch his own ship ROAR PAST and BASH OUT through the hangar door!

EXT. SURFACE - DAY - CONTINUOUS

Pigma's diesel-punk cruiser roars through the sky!

INT. CRUISER - MOVING - CONTINUOUS

Lucy and Slippy work together to operate a flight yoke that looks like giant Pigma-sized motorcycle handlebars.

LUCY
Do you know how to drive this thing?!

SLIPPY
NOT EVEN A LITTLE!

In the back, Peppy jumps on a turret-gun as

EXT. SURFACE - MOVING - CONTINUOUS

Pigma's tusked battleship SMASHES out of the base, along with a swarm of enemy fighters! A rocket screams after them!

INT. CRUISER - MOVING - CONTINUOUS

Peppy tries to shoot the rocket, but can't get a bead on it!

LUCY (O.S.)
Missile locked on!

SLIPPY (O.S.)
I can't shake em!

PEPPY
DO A BARREL ROLL!

Lucy and Slippy lock eyes over the handlebars. Slippy PULLS as Lucy PUSHES and--

EXT. CRUISER - MOVING - CONTINUOUS

The cruiser cork-screws. The rocket hits them anyway.

PEPPY (V.O.)
That's an aileron roll! I said
barrel! **BARREL!**

FORTUNA SEQUENCE - EXT. JUNGLE - DAY - MOVING

The Greatfox sputters and swerves, skimming the treetops, as Miyu's Arwing chases after it!

INT. MIYU'S COCKPIT - MOVING - CONTINUOUS

Miyu, in her Arwing, deftly shoots out individual engine-thrusters, one after the next, like popping balloons.

INT. GREATFOX - COCKPIT - MOVING - CONTINUOUS

Fox snarls, rattling in his chair.

FOX
She's tearing me apart up here!

On the floor, Falco frantically searches through cartridges.

FALCO
So shoot back! You have ten times
more guns than her!

FOX
Weapons systems are still warming up!
We need to get out of here!

FALCO
WELL MAYBE YOU SHOULDA WARNED ME
BEFORE YOU LAUNCHED AND I COULDA--
(finds it)
Never mind, I found it; go team!

VENOM SEQUENCE - EXT. SURFACE - DAY

The cruiser shoots for orbit as the swarm rips into it with cannon-fire, and the battleship comes up to full speed behind them, a freight train gaining steam.

PEPPY

They're gaining on us!

LUCY

Just...have to...make it...to orbit!

FORTUNA SEQUENCE - INT. GREATFOX - COCKPIT - MOVING

Falco, the Venom cartridge in-hand, runs for the Super Drive console at the front of the cockpit.

EXT. GREATFOX - MOVING - CONTINUOUS

Behind the Greatfox, Miyu's Arwing kicks on the boosters, surges past, and moves to a new position right off the nose.

INT. GREATFOX - COCKPIT - MOVING - CONTINUOUS

Falco recoils as Miyu spins her Arwing around, reverses the thruster, and flies backward, shooting at the cockpit!

FOX

Damn she's good! Well let's see how she handles THIS!

Falco is about to stick the cartridge when--

Fox swerves to avoid Miyu's fire; Falco slams into a wall!

Fox swerves the other way; Falco hits the opposite wall!

Fox slams on the brakes. Falco hits the windshield!

FOX

Falco, what are you doing? Get that cartridge in the Super Drive already! And for crying out loud, put on a seatbelt!

VENOM SEQUENCE - EXT. ATMOSPHERE - MOVING

Pigma's battleship THUMPS the cruiser from behind.

INT. CRUISER - MOVING - CONTINUOUS

Everyone jolts. The ship is now vertical; Slippy and Lucy are literally *hanging* from the handlebar steering wheel.

LUCY

We need more speed!

Peppy, in the gun-bay, kicks the turret out!

EXT. ATMOSPHERE - MOVING - CONTINUOUS

The battleship swerves to dodge the turret, then fires a big claw on a chain! It GRABS the back of the cruiser and RIPS!

INT. CRUISER - MOVING - CONTINUOUS

Peppy leaps, grabbing the back of a chair!

PEPPY

They took out our engine!

SLIPPY

Hold on, I'll try to get it online!

PEPPY

No, I mean they *literally took it!*

Slippy looks back. Half the ship is missing.

Beat. Then EVERYONE SCREAMS.

EXT. SPACE - ATMOSPHERE ABOVE VENOM

The cruiser *~pops~* out of the clouds like a fish...

...then slows, stalls, and tumbles back in!

FORTUNA SEQUENCE - EXT. JUNGLE - MOVING

Fox takes the Greatfox between canyons and ridges, desperately trying to shake the Arwing hovering off his nose.

FOX (V.O.)

I don't think the Greatfox can take much more of this!

INT. GREATFOX - COCKPIT - MOVING - CONTINUOUS

Falco claws his way to the Super Drive, slams the cart in--

FALCO
Hold on to something!

--and HITS THE POWER SWITCH!

But nothing happens.

FOX
What's happening?!

FALCO
I don't know, it's not working!

FOX
Check the RCA connectors!

FALCO
The what?!

Falco fumbles behind the Super Drive and pulls out a trio of red, white, and yellow cables. He scans the dash, finds where they're supposed to plug in, rams em home.

FALCO
Got it! Let's DO THIS!

He throws the power switch again! Out the windshield, the super drive spools up...and craps out.

FALCO
OH *COME OOOONNNN!!!*

VENOM SEQUENCE - EXT. ATMOSPHERE - MOVING

The cruiser free-falls through the Venomian sky.

INT. CRUISER - MOVING - CONTINUOUS

Slippy, Peppy, and Lucy tumble, spinning, screaming!

FORTUNA SEQUENCE - INT. GREATFOX - COCKPIT - MOVING

Falco frantically pages through a Super Drive manual.

FALCO
I don't understand this!

FOX
Did you check the coaxial line?

FALCO
Yes!

FOX
What about the power brick?

FALCO
I tried it!

FOX
Well you better figure it out quick,
cuz our engine's about to BLOW!

Falco drops the manual. Slaps his forehead.

He ejects the Super Drive cartridge, flips it over, and gives it a good hard BLOW. Dust flies out, revealing gleaming copper connectors underneath!

VENOM SEQUENCE - EXT. SURFACE - MOVING

The shredded cruiser tumbles toward the lava sea below!

FORTUNA SEQUENCE - INT. GREATFOX - COCKPIT - MOVING

Falco slams the cartridge in!

VENOM SEQUENCE - INT. CRUISER - MOVING - CONTINUOUS

Slippy, Peppy, and Lucy brace for imminent death.

LUCY
This is it!

SLIPPY
I LOVE YOU ALL!

PEPPY
Everyone--

FORTUNA SEQUENCE - INT. GREATFOX - COCKPIT - MOVING

Falco throws the Super Drive power switch one last time!

FALCO
--GRAB YER BUTT AND **HOLD ON!**

EXT. GREATFOX - CONTINUOUS

The ship crackles, contracts, and explodes forward!

- A F L A S H O F B L U E ! -

INT. MIYU'S COCKPIT - MOVING - CONTINUOUS

Miyu shields her eyes from the blast.

EXT. CLIFF - DAY

Fay, climbing a cliff, looks back and does the same.

INT. MIYU'S COCKPIT - MOVING - CONTINUOUS

As the glow fades, Miyu twists to and fro in the cockpit!

MIYU

Where the heck did they--

A mountain rushes toward her.

MIYU

...mew?

EXT. JUNGLE - CONTINUOUS

Miyu's Arwing hits the mountain and explodes.

VENOM SEQUENCE - INT. CRUISER - MOVING

The lava sea approaches out the windshield, closer and closer and closer and closer and OH GOD THEY'RE GONNA HIT!

Then the Greatfox SWOOPS out of thin air, cargo bay doors whooshing open like a Universal Studios ride!

EXT. SURFACE - CONTINUOUS

Inches above the lava, the Greatfox SWOOPS in for the catch!

INT. GREATFOX - CARGO BAY - CONTINUOUS

The cruiser skids across the bay floor, spraying sparks as it slides to a stop, finishing a slow spin to reveal Slippy, Lucy, and Peppy, all hugging and screaming, eyes closed.

One by one, they stop screaming and open their eyes.

Fox and Falco stand before them, triumphant.

FOX

Hey guys.

FALCO

Need a lift?

Everyone explodes into a big group hug.

EXT. FORTUNA - TREE - DAY

Miyu, tangled in parachute lines, hangs from a tree.

MIYU

I quit.

EXT. VENOM - SURFACE - GREATFOX

The Greatfox glows a healthy blue, burning off jungle debris.

FOX (V.O.)

Shields, online!

Gleaming guns raise up from every nook and cranny.

FALCO (V.O.)

Weapons systems, online!

Blue lightning cracks across the damaged engine thrusters, which crackle impossibly back to life!

FOX (V.O.)

Engine thrusters....online?

INT. GREATFOX - COCKPIT

Fox and Falco work while the others look around, awestruck.

PEPPY

I can't believe you found the old gal. How'd you get her flyin again?

FALCO

Magic.

FOX

Friendship.

PEPPY

(to Fox)

You know you're sittin in the wrong seat, right? That's the copilot's--

FOX

Fascinating. Now as much as I'd love to chat, you might want to strap in, cuz this is gonna be one bumpy escape!

SLIPPY

Escape? What do you mean **escape?!**

FALCO

He means we're gettin outta here the second that Super Drive cools down.

SLIPPY

But we found Venom! We're through its defenses! We have a battleship hovering over Andross's base, I rigged the whole place with explosives, *and he's vulnerable!*

LUCY

But he could wake up any second, and we still don't know how to beat him.

FALCO

Also, *that!*

EXT. SURFACE - GREATFOX - CONTINUOUS

The Greatfox shelters behind a cliff as the Venomian swarm blankets the sky, descending with Pigma's ship at the head.

INT. GREATFOX - COCKPIT - CONTINUOUS

Peppy puts a hand on Slippy's shoulder.

PEPPY

Listen kid, you been real brave today, but there's such a thing as quittin' while you're ahead. We'll come back here with Admiral Pepper and the fleet--

Slippy wrenches out of his grasp.

SLIPPY

Unless Andross attacks Corneria again next week! Or tomorrow! Or in five minutes! We have a chance! Right now! And it might never come again! The rest of you can do what you want but I'M - NOT - LEAVING!

Slippy pounds a button. *Click.* A recording starts to play.

RECORDING

Testing? Testing, is this thing on?

Fox turns in slow-motion...

RECORDING

This is CSS Greatfox from the planet Fortuna. My name is Major James
(MORE)

RECORDING (cont'd)
 McCloud, leader of Star Fox, and
 this...oh jeeze...

The ghost of James McCloud sits in the seat next to him.

JAMES
 This is my final recording.

Fox reaches a hand out to touch him. It's a hologram. James
 shakes and strains; background noise suggests he's crashing.

JAMES
 Whoever's listening to this, I don't
 have a lot of time here, so I'm gonna
 make it quick. I came to this planet
 searching for the truth about
 Andross. And I found it.

Blue lightning crackles through the cockpit, up everyone's
 bodies, hands, faces; gazes roll back, eyes flash white--

FLASH TO:

EXT. FORTUNA - TEMPLE - FLASHBACK

James stands outside a ruined temple, Indiana Jones-like.

JAMES (V.O.)
 There's this temple in the jungle.
 The coordinates are, um...
 (rattles off numbers)

Fox and the crew stand behind him, ghostly spectators.

FALCO
 Um, guys? I didn't want to say
 anything, but I ate some funky
 mushrooms earlier--

SLIPPY
 Apparently so did I?

FOX
 What...what is this?

LUCY
 Some kind of vision?

PEPPY
 The spellstone...

FLASH TO:

INT. FORTUNA - TEMPLE - FLASHBACK

They're all inside the temple now, before a huge painted wall. Sunlight shines in rays through the shattered ceiling.

JAMES (V.O.)
--anyway, inside, you'll find these murals on the walls.

James (and our crew) gape at a painting that depicts a race of blue fox people.

JAMES (V.O.)
Records of the people who lived here.

Nearby, there's an image of an ape with dark, sunken eyes.

JAMES (V.O.)
Until Andross came.

FLASH TO:

EXT. FORTUNA - VILLAGE - FLASHBACK

They're in a clearing now. A blue fox priestess with a staff stands at the head of a welcoming party as a figure steps out of something not unlike an Arwing.

JAMES (V.O.)
He was some kind of explorer. A scientist, maybe. Probably from some planet a lot like Corneria.

The figure is Andross. An ape in a labcoat. He seems...nice?

JAMES (V.O.)
He came to them as a friend.
(beat)
But it was a lie.

FLASH TO:

INT. FORTUNA - TEMPLE - FLASHBACK

They're in the temple again, before its destruction. The priestess shows Andross to a blue, floating gem. Andross's eyes glitter with dark fascination.

JAMES (V.O.)
They had this...crystal thing. The source of their magic, and also their deity. A spirit of courage and trust.
(beat)
Andross stole it.

FLASH TO:

EXT. FORTUNA - VILLAGE - FLASHBACK

They're in a burning village now. Death and destruction everywhere. They all look horrified -- especially Slippy.

JAMES (V.O.)

He took their magic. Twisted it; made himself into a god.

Above the village, the temple. Andross--now in the huge spectral form we recognize--hovers over it, reaching in.

INT. FORTUNA - TEMPLE - FLASHBACK - CONTINUOUS

Inside the temple, the priestess and Andross--through the shattered roof--are locked in a battle of wills, red vs blue, over the crystal. And Andross is winning.

JAMES (V.O.)

But they saved a piece of it.
Sacrificed themselves to protect it.

The priestess, sensing defeat, breaks off the last little chunk of blue with her staff!

She catches it; holds it to her chest; shields it with her body as the temple collapses. Falco reaches for her--

EXT. FORTUNA - TEMPLE - FLASHBACK - CONTINUOUS

Fox and crew stare out from a cliff as the temple goes up in flames, Andross rising into space. Lucy's fist clenches.

JAMES (V.O.)

And that piece survived. Even when nothing else did.

FLASH TO:

INT. FORTUNA - TEMPLE - FLASHBACK

In the ruined temple, the spellstone lays on dewy grass.

JAMES (V.O.)

I don't know how that little blue rock found its way to me, but it did, and it's what led me here.

END FLASHBACK.

INT. GREATFOX - COCKPIT

We're back in the present now. As everyone comes out of the vision, Fox is staring into his dad's holographic eyes. James is distorting badly now, seconds from final impact.

JAMES

And it's what brings me to you. Whoever you are, however you're hearing this, you have a mission now. It's gonna be hard...so hard. And I'm sorry for that. But it's yours.

FLASH ON IMAGES FROM THROUGHOUT THE MOVIE

Fox as a kid. Academy training. Discovering the spellstone. Peppy. Slippy. Lucy. Falco. Gain speed; build to crescendo.

JAMES (V.O.)

My son has the spellstone. Find him, wherever he's gone, and harness its power. Retrieve my ship, and use it to locate Planet Venom. Then gather the craziest buncha bad-asses you know, and wait for the right moment. I promise, you'll know when it comes.

BACK TO SCENE

Fox and James look another in the eyes from across time.

JAMES

(quiet)

And when it does?

(big finish)

**DESTROY THAT CRYSTAL! DESTROY ANDROSS!
YOU'RE THE ONLY ONE WHO CAN, AND
EVERYONE IS DEPENDING ON YOU! I KNOW
YOU CAN DO IT! I LOVE YOU FOX, I LOVE
YOU SO DAMN MUCH I--**

James vanishes mid-sentence; Fox EXPLODES out of his chair, lightning in his eyes as the MUSIC SOARS. He whips to the others, one by one; they answer him before he even asks.

PEPPY

There are Arwings in the hangar bay.

SLIPPY

I can get us through the base.

LUCY

I know where the crystal is.

FALCO
I'm here too.

Fox grins, clenches his fist, and speaks:

FOX
Star Fox Squadron...**SUIT UP!**

INT. GREATFOX - HANGAR BAY

Four classic battle-worn Arwings glimmer in the dark.

SCRAMBLE SEQUENCE

Hi, it's me, the writer again. The script is not supposed to comment on music, but I'm gonna break that rule here. For this sequence, we're gonna need a hard-driving rock reprise of a tune from the games, e.g. <https://tinyurl.com/gon7rxm>

Also, action descriptions are about to get very sparse. That's intentional. Just hand this whole sequence to a board artist and let them run wild. It should be the most visually-exciting five minutes of the movie.

Intercut between:

SEQUENCE 1

Peppy, in the Greatfox cockpit, works the controls.

SEQUENCE 2

The Greatfox skims over the lava sea as the Venomian swarm pursues, amassing like a storm-cloud behind it.

SEQUENCE 3

Lucy, Slippy, Falco, and Fox suit up in fresh pilot outfits. Fox pins the pilot wings on -- for good.

SEQUENCE 4

One by one, they veer into a corridor, running side-by-side. First Lucy, then Slippy, then Falco, and finally, Fox.

Blue lightning races down the corridor with them.

INT. GREATFOX - HANGAR BAY

Fox leaps into an Arwing as blue lightning CRACKS across frame, sparking off the wings; the ship ROARS to life.

FOX
All pilots, report in!

Lucy does the same. Then Slippy. Then Falco.

LUCY

Lucy Hare, reporting in!

SLIPPY

Slippy Toad, reporting in!

FALCO

Falco Lombardi, reporting in!

FOX

Fox McCloud, reporting in! Alright team -- **LET'S FLY!!!**

EXT. VENOM - SURFACE - MOVING - DUSK

Four Arwings explode out of the Greatfox, streaking like arrows across the sky. Above, the clouds spark and spin as Andross's face appears, grinning. His voice booms out.

ANDROSS

Fox McCloud. You should have fled when you had the chance. The boiling seas of Venom will be your tomb!

FOX

(ignoring him; casual)

Hey, what are you all thinking for dinner after this?

LUCY

Pizza. Definitely pizza.

FALCO

You ever been to Luigi's?

SLIPPY

Is that the place that does the roasted mushrooms?

FALCO

You know it.

FOX

How's the crust? Is it real flaky?

FALCO

Nah, it's super greasy, it's great, it'll blow your mind.

FOX

Sounds good to me. And speaking of blowing minds--

Andross's grin twists into a snarl. He roars as the Venomian swarm swoops into view, a solid wall, falling toward them!

FOX
Peppy, start us off!

INT. GREATFOX - COCKPIT - MOVING - CONTINUOUS

Peppy finishes tying a headband and grabs the throttle.

PEPPY
You got it!

EXT. SURFACE - MOVING - CONTINUOUS

The Greatfox swoops in front of them, blasting into the swarm with *hundreds* of guns, missiles, and lasers.

Explosions race across the wall of ships.

PEPPY
Give em hell for me!

FOX
Will do!

The Arwings soar right through them, swooping down to

EXT. SURFACE - OUTSIDE BASE - MOVING - CONTINUOUS

A few meters off the lava, they bomb toward Andross's base.

Pigma's battleship drops in behind them.

PIGMA
You kids have had your fun; it's time to fly home! If you think you can take down Andross with four busted ships, you got another thing coming!

FOX
Hey guys, maybe he's right. These ships do seem pretty old. Falco, what do you think?

Falco breaks off from the other three, dropping back to duel Pigma's battleship, buzzing around it with crazy skill.

INT. BATTLESHIP - MOVING - CONTINUOUS

Alarms blare as Pigma struggles to get a bead on Falco.

PIGMA
Damn it, hold still!

EXT. SURFACE - OUTSIDE BASE - MOVING - CONTINUOUS

Pigma's ship explodes, veering off, as Falco drops back in.

FALCO
I dunno, these ships seem okay to me.

FOX
Well alright, if you say so.

INT. BASE - HANGAR

Minions, evacuating the base, panic as four Arwings SCREAM through the hangar and HURTLE down a hallway. One dives out of the way of a passing wing and smashes an alarm button!

INT. BASE - MOVING - VARIOUS - CONTINUOUS

Sirens scream and red lights flash as the Arwings race down vehicle corridors that are not zoned for spaceships.

Panels rip off the wall, forming a crude polygonal face that flies backwards in front of them, screaming.

ANDROSS
(tinge of panic)
Do you really think you can win, Star Fox?! You have no idea the depth of my power! You can't even fathom it!

LUCY
Fathom this!

They blast through his mouth and out the other side as the corridors they're racing through begin to narrow.

FOX
Slippy, you're up! Lucy, take point!

LUCY
Alright; everyone, fall in on me!

Single-file, they zoom through pedestrian hallways, offices, and other places spaceships straight-up do not belong. Slippy shouts instructions that correspond with the action.

SLIPPY
Left! Right! Left again! Over the staircase! Through that cafeteria! Watch out for the blast doors! Okay,
(MORE)

SLIPPY (cont'd)
 everybody into the elevator shaft!
 Dive, dive, DIVE, **DIVE, DIVE!**

INT. ANDROSS'S CHAMBER

An elevator arrives. *Ding*. Then four Arwings explode out!

SLIPPY
 Sub-basement ninety-three! Socks,
 smocks, and big evil monkeys!

FOX
 Great work! Now where's that crystal?

Above the chamber, they kick on the brakes and look down at the roiling sea of black mist and silhouetted tentacles.

LUCY
 I'll give you one guess!

FOX
 Star Fox Squadron -- **ATTACK!**

They blast down through the chamber, swerving around catwalks and bursting through the mist!

INT. MISTS - MOVING - CONTINUOUS

Andross's body emerges through the mists like a hydra, roaring. He looks cthuloid, like a giant brain squid, with cyborg elements that evoke the skull of a monstrous ape.

FALCO
 Yeesh, talk about ugly!

SLIPPY
 That doesn't look like any monkey I
 ever saw!

LUCY
 Look out for those tentacles!

ANDROSS
 Vermin! Parasites! Vile little pests!

The Arwings bob and weave, peppering Andross with fire.

FOX
 Anybody see the crystal?

SLIPPY
 I don't think it's here! It must be
 somewhere further down!

FALCO
We'll keep him busy! Fox, it's all you!

FOX
Okay! I'm going in!

Fox veers around Andross, following a helix of chunky power cables into a dark crevice!

INT. VENOM SUBSTRATE - MOVING - CONTINUOUS

Fox fires through cramped subterranean passages: sewers, geothermal equipment, half-flooded caverns, a crack in the rock that opens wider and wider like the Marianas Trench.

ANDROSS (V.O.)
Do you think you can defeat me, little fox? There was another who once thought the same. He chased whispers of my name across the stars -- and he died alone.

A light blooms ahead. The helixed cables fan out into

INT. VENOM CORE - MOVING - CONTINUOUS

Fox's Arwing, tiny, enters the core of the planet: a vast red cavern, where the crystal hangs suspended between a lightshow of lasers that draw power from it. Andross's face shines, a reflection in the facets, as Fox flies toward it.

ANDROSS
You're not half the pilot he was; no pilot at all! Just the same scared child you were that day, face pressed against the glass, crying out to--

FOX
Dad. This one's for you.

Fox hurls a missile, swoops out of the chamber, and guns it. Andross screams as the missile hits. Right between the eyes.

INT. VENOM SUBSTRATE - MOVING - CONTINUOUS

Explosions chase Fox back up through the planet.

INT. MISTS - MOVING - CONTINUOUS

The brain-squid roars in agony as Fox shoots past, the others falling into formation behind him.

FALCO
Let's go!

INT./EXT. - VARIOUS - MOVING - CONTINUOUS

Pursued by explosions, four Arwings burst back out through the mists--

--back up through the chamber, into the elevator--

--up the shaft, into the base, down corridors--

--into the hangar, which is shaking itself apart--

--out onto the surface, where the lava sea is roiling, sending up blazing tsunamis and vicious red geysers--

--into the sky, where the Greatfox swoops in to catch them--

--into the hangar bay, where they leap out of their Arwings, sprint up the hallway, and round a corner to:

INT. GREATFOX - COCKPIT - MOVING - CONTINUOUS

Everyone leaps into a chair and straps in!

FALCO
Get us outta here!

PEPPY
What's going on?!

FOX
WE DID IT!

EXT. GREATFOX - MOVING - CONTINUOUS

The Greatfox shoots for space, as the planet shakes, the base explodes, volcanoes erupt, the sky belches lightning!

Andross's massive face emerges from the clouds, reaching after them, desperate, terrified, giving one last roar as the whole planet detonates behind him!

- A F L A S H O F W H I T E -

FADE OUT.

FADE IN:

EXT. CORNERIA - CITY STREETS - DAY

It's a spring day. The sky is blue, there's old confetti in the street, and everything is blissfully quiet outside a little pizza joint -- except for the sound of laughter.

ON SCREEN: "Six Months Later"

INT. LUIGI'S PIZZA

At a corner booth, Vixy is telling a story to Falco, Slippy, and Lucy. They're all in civilian clothes.

VIXY

--so I finally get the window rolled down, I stumble out of the wreckage, and the head surgeon comes running up to me, like "What are you doing?! You can't crash an ambulance into a hospital!" So I say to him, "Well I woulda crashed it into the bakery, but the guy in the back's allergic!"

Falco, Slippy, and Peppy lose it as Fox returns to the table with a pizza. He's got an eye-patch now. He looks super hot.

LUCY

Oh my god, Fox, your mom is a trip.

FOX

Which one did you tell them?

VIXY

The one about the bakery.

FOX

You should tell them the one where you stole the helicopter.

VIXY

I don't know what you're talking about.

Slippy looks up as the door dings. A cluster of army guys enter, led by one we recognize...Falco's buddy.

SLIPPY

Uh oh, Falco, three o'clock.

FALCO

I'll handle this. Everybody stay cool.

Falco gets up from the table, squaring up chest-to-chest with the bulldog from the market.

BULLDOG MP
Falco Lombardi?

FALCO
Listen pal we don't want any trouble.

BULLDOG MP
Well you got trouble, *pal*.

A moment of tension. Intense stares. Then both grin. They raise hands and start shadow-boxing.

FALCO
This guy! What are you doin here, Bill? You wanna join us?

BILL (BULLDOG MP)
Nah, I can't, I'm on the clock.

FALCO
Oh yeah? What do they got you doin in a pizza joint? Arresting pepperonis?

BILL
Actually I'm here to arrest **you**.

FALCO
Yeah, you and what army?

BILL
Those guys. Now you gonna come quietly, or do we gotta rough you up in front of McCloud's mom?

VIXY
(chewing pizza)
Hey, don't stop on my account.

Everyone calmly gets up from the table.

FOX
So. The Admiralty Board finally reached a decision, huh?

BILL
Yup. Come on, we got a car outside.

FALCO
Yeah, alright. But I'm bringin this pizza!

BILL
Good, I'm starving.

FALCO
Who said I'm sharing with you?

Fox turns and kisses his mom goodbye.

FOX
Bye mom.

VIXY
Have fun in prison!

INT. COURTROOM - DAY

Admiral Pepper (and a dozen other admirals) look up as the courtroom doors open, and Fox and friends walk in.

In the gallery, members of the press snap pictures.

PRESS MEMBERS
It's Star Fox! / Slippy, can I get an
interview? / Hey Lombardi! Lombardi,
over here! / Ms. Hare, is there
anything you'd like to say?

Fox and friends smile and wave, making their way up front.
Admiral Pepper bangs a gavel and begins.

ADMIRAL PEPPER
Members of Star Fox Squadron. You
stand accused of multiple offenses,
including obstruction of justice,
destruction of military property,
acting without orders in wartime--
(shuffles papers)
--and grand theft auto. To these and
other crimes, how do you plead?

Fox taps the microphone.

FOX
Uh, pretty guilty, yeah.

FALCO
I mean, we also did that other thing.

The press laughs. The admirals don't. Pepper bangs a gavel.

ADMIRAL PEPPER
Very well then. After considerable
deliberation, the board has reached a
verdict as to your sentence. You will
each serve a term of no less than
three-hundred years in Zoness
Industrial Prison, unless--

The press goes NUTS; they hurl insults at the admirals. And fruit, even! BANG BANG BANG; Pepper's gavel snaps in half.

ADMIRAL PEPPER (CONT'D)
 --UNLESS, you accept positions as
 instructors here at Corneria Academy.

Fox looks at his friends. Slippy steps up to the mic.

SLIPPY
 Ahem. Pass.

ANGRY ADMIRALS
 You what?! / Makes no sense! / You
want to go to jail?!

SLIPPY
 Yeah, pass. We pass. Thanks, though!

ADMIRAL PEPPER
 So be it. Bailiff--

The members of Star Fox are escorted out, smiling and waving, as the court EXPLODES into cacophony behind them.

EXT. AIRFIELD - DAY

A car pulls up to an idling prison transport ship. Fox, Falco, Lucy, and Slippy step out of the back. Bill and Admiral Pepper get out of the front.

ADMIRAL PEPPER
 Well, it's a shame it had to come to
 this. Thank you for your service. No
 hard feelings, Fox.

Fox salutes. Admiral Pepper and Bill salute back. Then *jingle-jangle*, something hits the ground.

ADMIRAL PEPPER
 Oh damn. Look at that. I've gone and
 dropped the keys to your handcuffs.

BILL
 Sir, watch out, they're getting away.

ADMIRAL PEPPER
 Bloody hell, someone stop them.

Fox smirks as the Greatfox lands behind them.

INT. GREATFOX - HANGAR BAY

Peppy greets everyone as they enter. He and Lucy hug.

LUCY

Hi dad.

PEPPY

Howdy, kiddo! Y'all have a nice trial?

SLIPPY

We're going to prison!

FAY (O.S.)

Hey, me too.

Fay steps out of a side corridor. She and Falco high-five.

FALCO

Right on, cell buddies. Okay, first day, you and me are startin a gang.

PEPPY

God, you just hate to see that.

VIXY (O.S.)

And so young, too.

Fox enters the ship last -- and spots Vixy!

FOX

Mom? What are you doing here?!

VIXY

Oh, I heard about this new band of mercenary outlaws, sailing the stars, righting wrongs, takin' out bad guys.

(beat)

Figured they could use a ship doctor?

Vixy grins. Fox grins back. They hug.

INT. GREATFOX - COCKPIT

Star Fox drops into their positions throughout the bridge, with Fox in the command chair.

FOX

So what's next, team?

PEPPY

One of Andross's senior lieutenants has taken over mining operations on planet Titania.

FOX

Hunting escaped fascists. I like it.

Lucy pushes buttons.

LUCY

The Sector Y Spice Guild requests our protection from the Red Fleet.

SLIPPY

Space pirates! That could be fun.

Slippy spins in his chair.

SLIPPY

Ooh, ooh, there's a Grand Prix in Mute City! Everybody wears masks and there's a ball and they race cars at A MILLION ZILLION MILES AN HOUR!

FOX

Dang, these all sound good. Falco, what do you think?

Falco pops a cartridge into the Super Drive.

FALCO

Hey, I'm just along for the ride.

Fox grabs the throttle. Blue lightning sparks along it.

FOX

Alright gang. Let's do it!

EXT. CORNERIA - AIRFIELD

Climbing into his town car, Admiral Pepper watches with a smile as the Greatfox lifts up, fires its thrusters, surges with blue lightning, and rips off into the wide blue sky.

FADE TO BLACK.

ROLL CREDITS.

POST-CREDITS SEQUENCE

FADE IN:

EXT. ZONESS - DAY

On a turbulent ocean planet, lightning crackles over a menacing marine fortress. It looks like an oil derrick.

ON SCREEN: "Zoness Industrial Prison"

INT. ZONESS PRISON

A guard in power armor patrols a cell block with laser-bars. Pigma pokes out as he passes.

GUARD

All clear in sector 3.

PIGMA

Hey! Hey, you! I got a bone to pick!
This mattress is hard as a rock!

GUARD

Shut up, pig.

PIGMA

I'll have you know I'm a general!

R.O.B. (O.S.)

Beep beep.

As the guard disappears around a corner, Pigma turns to his cell-mate: Admiral Pepper's assistant.

PIGMA

What'd you say to me, you little
plastic piece of--

MIYU (O.S.)

He said you're not a general anymore.

In the next cell, Miyu files her nails in bed.

MIYU

Now keep it down. You're bugging me.

Pigma kicks the wall, throwing her out of bed.

PIGMA

Listen here, you 8-bit excuse for a spy--

Suddenly, the whole prison shakes, the power goes out, and the laser-bars to their cells shut off.

Miyu, Pigma, and a bunch of other inmates step out, looking around, as alarms begin blaring. The guard comes back around the corner, the cannons on his power-armor spinning up!

GUARD

I got a cell breach in sector 3!
Multiple hostiles! I repeat--

Something crashes through the ceiling, crushing him.

A metal gangplank. A set of black boots descends, clanking.

As the dust clears, Pigma squints -- and recognizes someone.

PIGMA

I shoulda known you'd show up
eventually.

MIYU

Who the heck is this guy?

A shadowy figure blooms into view by the light of a cigar. He's a grizzled wolf; black and silver fur, mid-40s, with an eye-patch. He is INSANELY hot.

WOLF

Name's O'Donnell. But you can call me
Wolf. Now then...
(beat; smirk)
Who wants a job?

A cheerful whistle sounds as R.O.B. jumps for joy.

BLACK.