

**EXT. LOSE LAIR - MORNING**

Tight on VOLTAR. DRAMATIC MUSIC swells as he furiously concentrates.

VOLTAR

You may be a worthy opponent, but  
no longer shall you elude the  
clutches of the mighty Voltar!!!

REVEAL VOLTAR lounging in a deck chair on the front lawn, straining his tiny arms to reach a BOWL OF ICE CREAM.

VOLTAR (CONT'D)

Get over here so I can eat you!!!

DOCKTOR FROGG and RED MENACE walk out into the yard, exhausted and covered in dust.

FROGG

There, our rooms are <COUGH> clean.

RED MENACE

Voltar, did you finish cleaning  
your bedroom?

VOLTAR

The all-powerful Voltar does not  
live like some common pig. My room  
is spotless!

A <RUMBLE> is heard from above. The LOSE looks up at the WINDOW TO VOLTAR'S ROOM, buckling under the strain of what must be MOUNTAINS OF GARBAGE.

Suddenly, the WINDOW EXPLODES OUTWARD, and PILES OF GARBAGE and KNICKKNACKS rain into the yard.

A large RED BOWLING BALL lands on Frogg's head with a <CRASH>, laying him out cold.

VOLTAR (CONT'D)

I was looking for that...

RED MENACE

Voltar, you promised to clean your  
room so we could all have ice cream  
tonight!

A battered FROGG stumbles over.

FROGG

(dazed)

Yeah, you prom-iced Voltar-cream...

VOLTAR

But that ice cream was going to be a reward for *everyone* cleaning their rooms! Besides, I lied and already ate all the ice cream myself! Hahahaha!

RED MENACE

What?!?! No ice cream?! You leave me with no choice but to... go get some ice cream from the store. Come, Docketor.

RED and FROGG turn to leave.

VOLTAR

What? Well fine, I order you to get back here and clean my room for me!

RED and FROGG return.

FROGG

Wait. You are not the boss of us!

VOLTAR

I am the boss of us! I mean, you!

RED MENACE

I thought we were more of a co-op.

VOLTAR

Well fine, if you stupid jerks are not my minions, then I should have minions to clean my room *for me!*

FROGG

Hey, you cannot call us stupid!

RED MENACE

Yeah, it's impolite at best!

VOLTAR

Oh yeah?! I can do whatever I want you dummies!

The LOSE shouts over each other, and soon is tangled in a HEAP on the lawn, FIGHTING like children <SMASH/ SLAP/ OOF!>

SUDDENLY they are interrupted by the sound of FEET MARCHING.

REVEAL - It is COMMANDER CHAOS, walking down the street followed by a dozen HENCHMEN. They all wear identical jumpsuits (patterned after Chaos') and march in perfect time.

VOLTAR (CONT'D)  
 Wooooowwww... will you look at  
 Commander Chaos' new henchmen...

COMMANDER CHAOS comes across a PUDDLE. He SNAPS HIS FINGERS,  
 and 3 HENCHMEN dive across the puddle. CHAOS walks safe and  
 dry over their backs.

VOLTAR (CONT'D)  
 Now *those* are minions...

COMMANDER CHAOS  
 Why hello there boys. I see you  
 admiring my new squadron of highly  
 trained henchmen. They're great!  
 They waxed my giant destructo-ray,  
 alphabetized my battle armors, and  
 carried out all my evil schemes for  
 me. Speaking of which...

SUDDENLY a VAN drives out of nowhere and <SCREECHES> to a  
 halt in front of CHAOS. TWO HENCHMEN jump out.

HENCHMAN #1  
 Commander Chaos, we've returned  
 from cleaning your bedroom!

COMMANDER CHAOS  
 At last everything is falling into  
 place... BWAH-HAHAHAHA!

HENCHMEN  
 (emotionless)  
 Hahahahaha...

COMMANDER CHAOS  
 Now, to steal all the banana splits  
 in Metroville!

CHAOS and TWO HENCHMEN jump into the VAN, which speeds off.  
 The remaining HENCHMEN QUICKLY MARCH after the van.

As a CLOUD OF VAN EXHAUST clears, the LOSE COUGHS.

VOLTAR  
 Don't you two see? That is exactly  
 what we need!

RED MENACE  
 Yes, *ice cream*! We've been saying  
 that all along...

VOLTAR jumps and SMACKS RED in the back of the head.

VOLTAR

Not ice cream! Henchmen! With a group of highly-trained, obedient henchmen think of all we could accomplish!

VOLTAR, FROGG, and RED all look up to think...

ANGLE ON: Voltar's FANTASY, as he imagines several of Commander Chaos' henchmen literally STEALING CANDY FROM A BABY in a stroller. They hand the LOLLIPOP to a jubilant VOLTAR as the BABY CRIES.

ANGLE ON: Docktor Frogg's FANTASY, as he imagines the same scenario as above - except the henchmen walk past him and still hand the LOLLIPOP to Voltar.

ANGLE ON: Red Menace's FANTASY. He wears a crown and sits gleefully atop a THRONE made of MASHED POTATOES.

RED MENACE

I am the King of Mashed Potatoes!  
Ready my canon!

A loud <KA-BOOM> is heard OFF CAMERA. A large mound of MASHED POTATOES shoots straight into Red's mouth, which he happily munches on.

DISSOLVE back to the FRONT LAWN. Red's eyes are closed, and he continues to CHEW ON THE IMAGINARY POTATOES. Voltar and Frogg look at each other, confused.

VOLTAR

Uh, anyway... Then we're agreed!  
The League of Super Evil needs...

VOLTAR/ RED MENACE/ FROGG

Henchmen!

VOLTAR, RED, AND FROGG take off down the sidewalk.

**EXT. STREET - LATER THAT MORNING**

The LOSE drives along in the V-MOBILE, with VOLTAR, RED, and FROGG in the car and DOOMAGEDDON in the rear car.

FROGG

But Voltar, how are we going to afford to hire henchmen?

RED MENACE

Yeah, we don't even have money to hire an accountant.

(MORE)

RED MENACE (CONT'D)  
You have Doomageddon doing your  
taxes from last year.

ON DOOMAGEDDON - who wears a green account's visor. He plugs  
number into a CALCULATOR, which he then EATS.

VOLTAR  
I'm thinking, I'm thinking...

VOLTAR stops the V-Mobile suddenly. FROGG AND RED topple to  
the floor. Voltar sees something.

VOLTAR (CONT'D)  
I've got it! If we can't hire  
henchmen, then maybe we can train  
some of our own for free...

VOLTAR motions to a SCHOOL BUS. A TROOP OF BEAVER SCOUTS line  
up to board the bus. Their Boy Scout-like uniforms include  
caps with large beaver teeth under the brim, and a beaver  
tail sticking up from the back. The SCOUTMASTER checks names  
off a list as they board.

SCOUTMASTER  
All aboard for the annual Beaver  
Scout nature hike! Single file,  
scouts!

FROGG and RED eye each other skeptically.

RED MENACE  
I don't know about this Voltar...

VOLTAR isn't listening.

ANGLE ON: Voltar's POV. Voltar watches gleefully as the  
Beaver Scouts DISSOLVE, from a troop of young boys to a squad  
of UNIFORMED HENCHMEN.

VOLTAR  
It's perfect! We'll take a troop of  
do-gooding Beaver scouts, and train  
them to be our own evil henchmen!

FROGG  
But Voltar, how will we become  
Scoutmasters?

VOLTAR  
I have a plan!

The LOSE moves into a huddle. VOLTAR JUMPS up to be part of the huddle, but keeps SLIPPING down to the ground.

CUT TO:

**EXT. SCOUT TROOP BUS - MOMENTS LATER**

The BEAVER SCOUTS board the bus.

SCOUTMASTER  
Hurry it up boys, those nature  
trails aren't going to hike  
themselves!

From around the corner of the bus he hears a weird BIRDCALL  
<CROO-CUCKOO-RAW>

The Scoutmaster walks around the bus to investigate, but  
finds... the LOSE!

VOLTAR  
Now, Docktor Frogg!

FROGG pulls out a small DEVICE. He presses a button, and a  
huge BEAM OF ENERGY <ZAPS> the Scoutmaster inside the device!

The Scoutmaster's HAT and SCARF are the only items left  
behind. Before they can fall to the ground, Voltar grabs them  
and PUTS THEM ON.

VOLTAR (CONT'D)  
It worked! Score one for the League  
of Super-Evil!

Voltar bolts around the corner of the Scout Bus.

RED MENACE  
Hey Docktor, where does that gizmo  
beam people to?

Frogg shrugs.

FROGG  
I never really did figure that part  
out.

CUT TO:

**EXT. PARALLEL UNIVERSE - DAYTIME?**

The SCOUTMASTER runs <SCREAMING> through a bizarre, technicolor landscape. He is chased by a giant ANTHROPOMORPHIC HAMBURGER WITH TEETH.

SCOUTMASTER

I just wanted to teach kids about Morse Code!

HAMBURGER

Om nom nom nom!!!

**INT. BOY SCOUT BUS - CONTINUOUS**

VOLTAR, complete with HAT and SCARF, strides proudly onto the bus, followed by FROGG and RED. The Beaver Scouts all CHATTER excitedly amongst themselves.

VOLTAR

Ah-ahem!

The Scouts continue to chatter. They cannot see Voltar over the seats.

VOLTAR (CONT'D)

Red!!!

RED MENACE

Sorry, Voltar.

RED picks VOLTAR up by the armpits.

VOLTAR

Not so rough!

RED MENACE

I told you, this would be easier if we got you one of those baby-carrying pouches.

VOLTAR

We're *not* doing that...

Voltar looks. All of the Scouts have stopped talking, and are watching them argue.

VOLTAR (CONT'D)

Greetings, minions-in-training! Bow down before me! I am your new master, Voltar!!!

The Scouts all cheerfully reply in unison:

SCOUT TROOP  
Hi, Scoutmaster Voltar!

Voltar's eyes narrow.

VOLTAR  
Close enough for now. Questions?

BEAVER SCOUT  
Where's Scoutmaster Brian?

VOLTAR  
No more questions! Docket Frogg,  
how's that bus coming?

Frogg is headfirst under the STEERING WHEEL in a mess of wires.

FROGG  
It is a piece of-

Frogg is <ZAPPED> by electricity as he tries to hot-wire the bus. He sits up, CHARRED, and coughs out smoke. RED leans in:

RED MENACE  
Hey look, the keys were in the  
ignition the whole time.

FROGG  
...cake.

**EXT. SCOUT TROOP BUS - CONTINUOUS**

The bus STARTS UP, and drives away.

LOSE WIPE TO:

**EXT. NATIONAL PARK - LATER THAT DAY**

The bus pulls into the park. The BEAVER SCOUTS (and RED MENACE) are singing:

SCOUT TROOP/ RED MENACE (O.S.)  
*379 bottles of pop on the wall...*  
*379 bottles of popppp!*  
*You take one down, pass it around-*

VOLTAR (O.S.)  
For the *last time*, will you knock  
that off!?!?

RED MENACE (O.S.)  
Hey, we're here!

SCOUT TROOP/ RED MENACE (O.S.)  
Yaaaayyyy!!!

The bus <SCREECHES> to a halt. The entire SCOUT TROOP rushes out, followed by RED MENACE and DOOMAGEDDON.

RED MENACE  
Oh boy oh boy oh boy!

VOLTAR and FROGG wearily exit the bus.

VOLTAR  
That trip was longer than I expected.

FROGG  
WHAAATTTTT?!?!?!?!?

Voltar jumps, as Frogg removes a pair of EARPLUGS.

VOLTAR  
Don't you ever wear earplugs without offering them to me first!

FROGG  
Sorry, Voltar! I won't do it again!

Frogg takes the earplugs and immediately SWALLOWS them. He then realizes what he has done, and <GAGS>.

VOLTAR  
Alright, future henchmen! Let's get down to business...

Voltar looks. The Scouts are hard at work. One group is tying knots. A BOY SCOUT ties a knot impossibly fast. RED tries to imitate him, but instead TIES HIMSELF to a nearby tree.

BEAVER SCOUT 1  
Aw, not again...

The Scouts move to untie Red.

Another group of Scouts are building a neat, organized campfire. DOOMAGEDDON then EATS the entire campfire, and <BELCHES> out a huge burst of flame.

SCOUTS  
Yaaayyy/Awesome/ Do it again!

VOLTAR  
 Stop! Enough of this arts and  
 crafts! Assume Henchmen Attack  
 Formation Alpha-10!

The Beaver Scouts line up neatly, buzzing excitedly.

SCOUT  
 Oh boy, nature hike!

VOLTAR  
 Aaaaanndd... march!

The Scout Troop and the LOSE march into the woods.

RED MENACE  
 Now where were we... oh yeah!  
 (SINGING)  
*378 bottles of pop on the wall...*

The Scout Troop joins in.

SCOUT TROOP  
*378 bottles of poppppp!*

Frogg turns to Voltar, wearily:

FROGG  
 I wish I had some earplugs...

Volar JUMPS up, whacks Frogg in the head, and MARCHES off  
 after the troop.

LOSE WIPE TO:

**EXT. HIKING TRAIL - LATER THAT AFTERNOON**

VOLTAR is now at the head of the SCOUT TROOP, leading them  
 through the woods.

BEAVER SCOUT 2  
 Scoutmaster Voltar! What kind of a  
 bird is that?

ANGLE ON the bird, which is very clearly a BLUE JAY.

VOLTAR  
 That... uh... that is obviously  
 a... red speckled... garbanzo bird.  
 Very dangerous and, uh, poisonous.

One Boy Scout leans to another.

BEAVER SCOUT 1  
 ("Is he for real?")  
 Seriously?

BEAVER SCOUT 3  
 Scoutmaster Voltar! Which side of a  
 tree does moss grow on?

VOLTAR  
 The *outside*, obviously!

The two Scouts share another skeptical look. Voltar stops.

VOLTAR (CONT'D)  
 Alright, flunkies! There are two  
 paths to take. I say we go left!

ANGLE ON: the left path. It is foreboding and spooky, with a  
 large sign reading "DANGER: REALLY HUGE BEARS!!!"

FROGG  
 I am pretty sure we are supposed to  
 go right, Voltar.

ANGLE ON: the right path. It is bright, sunny, and has a  
 large conspicuous ICE CREAM STAND at the end of the path.

SCOUT TROOP/ RED MENACE  
 Ice cream/ Now we're talking/ I've  
 been saying all along...

RED and the SCOUT TROOP run to the PATH ON THE RIGHT, but  
 Voltar BLOCKS them.

VOLTAR  
 No! I'm in charge, and I say that  
 we take the left path! You have to  
 do what I say!

BEAVER SCOUT 2  
 Why?

VOLTAR  
 Because! *I'm in charge* and I have  
 this *hat* and you have to LISTEN TO  
 ME!!!

VOLTAR is now face-down on the trail in full-on 3 year old  
 temper tantrum mode. He cries as his tiny fists pound the dirt.

BEAVER SCOUT 1  
 Fine, we'll take the left path...

The Scout Troop and the LOSE head down the creepy LEFT PATH.  
One Scout turns to Frogg:

BEAVER SCOUT 2  
How do you put up with that guy?

FROGG  
Sigh...

Once the GROUP is gone, Voltar stands and dries his tears.

VOLTAR  
Very good <SNIFF> As you were, men.

One BEAVER SCOUT walks back and hands Voltar a KLEENEX.  
Voltar BLOWS HIS NOSE.

VOLTAR (CONT'D)  
Thanks... I mean, *back in line!!!*  
March! Left right left right...

**EXT. DANGEROUS NATURE TRAIL - LATER**

VOLTAR leads the group down the CREEPY NATURE PATH. They stop  
at the entrance to a LARGE CAVE.

VOLTAR  
A cave! This will be the perfect  
place for you henchmen to build my  
new evil lair!

The Scouts will not go into the cave.

SCOUT TROOP  
Whoa/ I'm not going in there/  
Probably spiders...

VOLTAR  
Oh really? Well if you don't march  
straight into that cave, then you  
won't get your...

ANGLE ON Voltar's sinister eyes.

VOLTAR (CONT'D)  
...*Merit Badges.*

Voltar holds up several MERIT BADGES.

The BEAVER SCOUTS look at the badges. <GULP>. Stalemate. The  
Scout Troop, followed by the equally frightened FROGG and  
RED, march into the CAVE.

Voltar does a happy little JIG, and follows the group into the cave.

**INT. CAVE - CONTINUOUS**

The cave is PITCH BLACK.

BEAVER SCOUT 1 (V.O.)  
Scoutmaster Voltar! We can't see anything!

VOLTAR (V.O.)  
Keep marching, minions!

A loud <THUD>, and lots of stumbling <OOF/ OUCH/ WATCH IT>

RED MENACE (V.O.)  
Hey Voltar, I can't go any further.  
I bumped into something big and furry and pointy.

VOLTAR (V.O.)  
Will someone turn on a light?

All of the BEAVER SCOUTS turn on their FLASHLIGHTS. We see that RED has bumped into a large pile of TRASH, which sits at the END OF THE CAVE.

VOLTAR (CONT'D)  
See, it was only a pile of fur coats and old knitting needles someone dumped. Nothing to worry about. Now let's get out of this cave-

VOLTAR turns to find A HUGE GRIZZLY BEAR blocking the exit!!!

The BEAR <ROARS>. The Beaver Scouts and the LOSE <SCREAM>.

VOLTAR (CONT'D)  
Henchmen, protect me! Attack that bear!

The Beaver Scouts cower in the corner.

BEAVER SCOUT 2  
Are you crazy?! That's a bear!

VOLTAR  
Amateurs! Alright, Red Menace, Docktor Frogg! Attack that bear!

Voltar looks around. Red and Frogg are nowhere to be seen.

BOY SCOUT 3

There they are!

The group turns to see FROGG and RED hiding, head first, in the pile of trash.

VOLTAR

Get out here! It seems we have to do everything ourselves! It's time for the League of Super Evil to show this bear who's boss!

The bear <ROARS> again. The Beaver Scouts <SCREAM> again.

VOLTAR (CONT'D)

Quickly!!!

FROGG

I know!

Frogg reaches into his jumpsuit, and pulls out a small CHEMISTRY SET. He furiously mixes chemical and beakers.

FROGG (CONT'D)

A dash of phosphates... some nitrates, and... *tada!!!*

Frogg produces a SMALL PERFUME BOTTLE.

FROGG (CONT'D)

Behold! Docktor Frogg's Patented Bear Repellent Spray!!!

Voltar SNATCHES the bottle.

VOLTAR

Give me that!!!

Voltar SPRAYS a thick cloud of mist over himself. He tosses the bottle back to Frogg, who sprays himself and Red Menace.

VOLTAR (CONT'D)

Alright! Today's the day this teddy bear has his picnic... *of pain!*

Suddenly the bear GRABS VOLTAR, pulls him up to his snout, and... begins LICKING Voltar from head to toe.

VOLTAR (CONT'D)

What is he doing?! Why isn't this bear repellent working, Frogg!?

Frogg <SNIFFS> his own arm.

FROGG  
 Oh no, I mixed the formula wrong!  
 Instead of making bear repellent, I  
 made-

The bear GRABS FROGG with his other paw and begins SUCKING on him like a lollipop.

FROGG (CONT'D)  
 (MUFFLED)  
 Mmmm-mmmm-mmmfff!

RED MENACE  
 What?

The bear pulls the now soaking wet Frogg from his jaws long enough for Frogg to shout:

FROGG  
 Artificial Honey Flavouring!!!

Back into the bear's jaws Frogg goes.

VOLTAR  
 Red, do something!!!

RED MENACE  
 But I can't hurt a fuzzy anima-

The bear WALLOPS Red Menace with Voltar! A dazed Red Menace looks up to see TINY BEARS circling his head (curiously, chirping like birds).

The Beaver Scouts are still huddled in the corner.

BEAVER SCOUT 1  
 Now's our chance to get out of  
 here!

BEAVER SCOUT 2  
 But we have to help the  
 Scoutmaster!

The Beaver Scouts look back. The bear is alternately licking the terrified Voltar and Frogg, while sitting on Red Menace.

BEAVER SCOUT 2 (CONT'D)  
 Come on! I have a plan!

Voltar watches the Beaver Scouts run out of the cave.

VOLTAR  
Lousy good-for-nothing henchmen!  
Great! Run away!!! We're doing just  
fine on our-

<SLURP> Back into the bear's jaws Voltar goes.

Suddenly, a loud <ROAR> is heard from outside the cave.

FROGG  
Oh no, another bear!

The bear drops the LOSE with a loud <THUD>. He turns and RUNS  
out of the cave.

CUT TO:

**EXT. BEAR CAVE - CONTINUOUS**

The BEAR emerges from the cave... and suddenly FLIES UP INTO  
THE AIR, hoisted upward by a ROPE SNARE!

The SCOUT TROOP emerges from the bushes to find the angry  
bear dangling upside down from a large tree.

SCOUT TROOP  
Yaay/ Woo/ Great job!

The LOSE stumble out of the cave, battered and dripping with  
BEAR SALIVA. Voltar perks up as he addresses the Scouts.

VOLTAR  
Good work minions! You've carried  
out my orders perfectly!

BEAVER SCOUT 1  
No way! It was Jimmy's idea to make  
the rope trap!

BEAVER SCOUT 2  
Yeah, and I used my bear call to  
lure him out of the cave!

He produces a SMALL WHISTLE DEVICE which he blows. It makes a  
loud <BEAR ROAR>. RED jumps into FROGG'S arms, who then  
collapses under the weight.

BEAVER SCOUT 3  
You should thank *us* for saving you!

VOLTAR  
The mighty Voltar never thanks  
anybody!

FROGG  
Trust me, he doesn't...

VOLTAR  
It was *my* leadership...

BEAVER SCOUT 2  
It was *my* bear call...

The Scouts and Voltar squabble, but it is cut short by a loud <ROAR> from up in the trees.

BEAVER SCOUT 1  
Let's get out of here!

VOLTAR  
Agreed!

The LOSE and the Scout Troop BOLT down the trail. Seconds later, the bear comes CRASHING down from the tree, gets up, <YAWNS>, and wanders back into his cave.

LOSE WIPE TO:

**EXT. SCOUT TROOP BUS - EVENING**

The exhausted BEAVER SCOUT TROOP, followed by the still SOAKING WET LOSE walk up to the bus.

VOLTAR  
Stupid bear... now I'll never have  
evil minions to do my bidding and  
make my bed...  
(to Frogg)  
Better let out you-know-who...

FROGG pulls the SMALL DEVICE out of his jumpsuit, and presses a button. With a FLASH and a loud <ZAP>, the screaming SCOUTMASTER re-appears. He cowers on the ground.

SCOUTMASTER  
Aaahhhh!!! I'll be a vegetarian for  
life! No more hamburgers! I swear!

VOLTAR'S ARMS reach in from OFF-SCREEN and place the Scoutmaster's HAT and SCARF awkwardly back on his head.

The BEAVER SCOUTS rush up to their Scoutmaster excitedly.

SCOUT TROOP  
Scoutmaster Brian/ We had the best  
day/ stopped a bear!!!

The shell-shocked Scoutmaster does not acknowledge them, but absently tosses out MERIT BADGES.

SCOUT TROOP (CONT'D)  
Yaaaaayyy!!!

Voltar and the LOSE watch this from a distance.

VOLTAR  
Alright League, lets hide in the  
luggage compartment to sneak a ride  
home.

The LOSE walks off, but a SMALL HAND TUGS at Voltar's sleeve.  
It is one of the BEAVER SCOUTS. He hands a badge to Voltar.

ANGLE ON: The Badge. It reads "SCOUTMASTER".

BEAVER SCOUT  
Thanks for an awesome day,  
Scoutmaster Voltar!

The Beaver Scout runs onto the bus. Voltar's eyes WELL UP.  
Then he JUMPS UP AND DOWN.

VOLTAR  
It worked! I *am* their evil master!  
They will do *my* bidding...

Voltar hears the BUS STARTING UP AND DRIVING OFF. He watches  
it drive away through he forest.

Voltar is left alone. Off in the distance, he hears a loud  
<ROAR>.

Voltar runs after the bus, clutching his "Scoutmaster" badge.

VOLTAR (CONT'D)  
Wait for me!!! Men! Mennnn???

FADE OUT

**END**