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BEN 10: ALIEN FORCE

"Max Out"

TEASER

EXT. THE COZY CUP DINER - NIGHT

A MYSTERIOUS FIGURE in a brimmed hat stands in the POURING RAIN before a classic roadside diner as if considering. Then, decisively, he approaches and enters.

INT. THE COZY CUP DINER - CONTINUOUS

EDNA, the waitress, 50, earthy, looks up from the counter without smiling. She watches the MYSTERY MAN take a seat. Edna tries to hand him a menu, but he waves it off.

EDNA

Like to hear about the special?

MYSTERY MAN

Just coffee.

She heads back to the counter, but eyes him suspiciously.

EDNA

Don't get many strangers here. What brings you to Santa Mira?

MYSTERY MAN

Great fishing. Great weather.

EDNA

Our fish are all farm raised. And this is the rainy season.

MYSTERY MAN Tips his hat back, exposing his wry smile. It's GRANDPA MAX!

GRANDPA MAX

I was misinformed.

Edna returns with a COVERED PLATE. MAX is leery.

EDNA

Here's your special.

GRANDPA MAX

I didn't order that.

EDNA

It's on the house.

Edna TOSSES AWAY the steam cover to reveal a half-lobster, half-insect larva CREATURE lying on a plate of SLIME. This XENOCITE (a bizarre alien parasite) LEAPS from the plate right at Max's face!

MAX

<CRY of surprise>

Before it connects, Max manages to SWAT the creature to the floor just as Edna PINS Max in the booth with a HALF NELSON.

MAX

<GRUNT of effort>

On the floor, the repulsive Xenocite crawls up Max's leg, across his chest and is almost to his face when Max HEADBUTTS Edna.

EDNA

<impact GRUNT>

MAX

You're one strong lady.

(beat)

Or are you?

Max reaches up and puls off Edna's ID MASK and exposing her true from of A DNALIEN!

DNALIEN EDNA

<evil alien HISS>

Max suddenly braces his feet against the table and PUSHES for all he's worth, BREAKING the table, COLLAPSING the booth and sending them all FLYING.

On his feet first, Max BELTS the DNALIEN, stunning it.

DNALIEN EDNA

<impact GRUNT>

MAX

<push>

MAX

<roll and recover>

He scans the room, but he has lost track of the Xenocite. Max CREEPS through the diner, looking for his foe, when...

XENOCITE

<CRY of attack>

... the creature LEAPS at him. In a single motion, Max grabs the old- fashioned STEEL PERCOLATOR and SLAMS it down on the (off-frame) Xenocite.

GRANDPA MAX

I said... just coffee.

FADE OUT.

END TEASER

ACT ONE

FADE IN:

EXT. PARKING LOT - DAY

Kevin and Ben are in mid-argument over the hood of the GTO.

KEVIN

Uh... no. Or let me put this another way. No.

BEN

C'mon, Kevin. He's my cousin. He was supposed to be home from college two days ago.

Unconcerned, Kevin continues to WAX his hood.

KEVIN

And you want me to waste my time driving my car looking for your cousin?

BEN

I know how it sounds. The police said to wait. I'm sure he's fine, we just don't know where he is.

KEVIN

Daytona Beach or Ft. Lauderdale. He's a college student.

BEN

No, he called from the road and said his car broke down in some town called Santa Mira. We haven't heard anything since. His folks are worried.

KEVIN

And I'm supposed to care why?

Ben indicates GWEN, who is standing nearby, looking upset.

GWEN (O.S.)

Because he's my brother.

That's good enough for Kevin.

KEVIN

Get in.

DISSOLVE TO:

INT. KEVIN'S GTO - NIGHT

Kevin drives, Gwen rides shotgun and Ben in back. As usual.

GWEN

You're really sweet to do this, Kevin. Ken is--

KEVIN ALT

What!? Ken? Your brother's name is Ken? Gwen and Ken Tennyson? What're your folks' names, Sven and Jen? I'm talking to you, Ben.

BEN

Yes. Our names rhyme and you noticed. Good for you.

KEVIN

Just havin' some fun, Man. I don't see what the big deal is.

GWEN

Ken took Ben to his first soccer game. When his band played, he snuck me and my friends backstage. Ken's the coolest guy in the world.

Kevin looks a little annoyed. He steals a glance at Gwen.

EXT. MAIN STREET, SANTA MIRA - NIGHT

It's raining. The GTO rolls past a sign: Santa Mira - THE FRIENDLIEST LITTLE TOWN IN THE TRI-COUNTY AREA. The quaint little buildings are all DARK. They drive past the now closed COZY CUP

DINER.

BEN

Welcome to Santa Mira.

KEVIN

For a guy who's so 'cool' he sure picked a lame spot for Spring Break.

GWEN (O.S.)

Ken is totally cool and he didn't pick where the awesome-mobile broke down.

INT. KEVIN'S GTO - CONTINUOUS

This is too much for Kevin.

KEVIN

The "awesome-mobile"?!

BEN

(matter of fact)

His car. I told you, he's cool.

KEVIN

Who could doubt it?

BEN

I say we hit the garages in town? Find Ken's car, find Ken.

KEVIN

Good idea. I mean, how many garages can this hole support?

DISSOLVE TO:

EXT. SANTA MIRA GARAGE & TOWING - NIGHT

It's still raining. While the others look on, Ben is peering through the filthy garage window.

KEVIN

(irritated)

Five. Five garages. One horse town. Five garages?

BEN

Five garages so far. And if the awesome-mobile isn't in this one  
we'll have to keep-- BINGO!

KEVIN

You found a Bingo game?

INT. SANTA MIRA GARAGE & TOWING - NIGHT

KEN'S UGLY CAR. It is half-Gremlin, half-Pinto, half DUCT TAPE.

BEN

I found his car.

KEVIN

That's the "awesome-mobile"? That thing makes the Rustbucket look  
like a Ferrari.

GWEN

They've already locked up for the night.

Without hesitating, Kevin ABSORBS the metal of the garage door into his FIST. We hear the SFX of BREAKING GLASS.

GWEN

Kevin!

KEVIN

Don't worry. Ken is so cool, he'll be happy to pay for that.

INT. KEN'S CAR - NIGHT - SHORTLY

Ben, Gwen search through Ken's car. His luggage, laundry and FAST FOOD TRASH are inside. Kevin watches, his hand back to normal.

KEVIN

Ah, dirty laundry for mom to wash. This guy really is a class act.

GWEN

There must be a clue in here to help us find Ken.

EXT. KEN'S CAR - CONTINUOUS

Kevin shrugs and opens the hood, starts poking around.

KEVIN

What, like maybe he left a note?

(spotting something)

Whoa. What have we here?

Ben and Gwen join Kevin at the engine.

BEN

What is it?

Kevin pulls out a SHINY DEVICE the size of a matchbox.

KEVIN

The only thing in here not covered in rust. It's alien tech.  
Projects a field that dampens internal combustion.

GWEN

His car was sabotaged? Why? Ken's-

KEVIN

Too cool?

BEN

Too normal. He doesn't know anything about the aliens. Why would  
they go after him?

Ben and Gwen exchange concerned looks as Kevin traces the WIRES  
from the BOX, reaching inside the car. Gwen leans on the car.

KEVIN

Wonder when they did this. It's wired directly into the--

Gwen

Gross!

Gwen pulls her hand back. It is covered in DISGUSTING SLIME.

GWEN

What is this?

Omnitrix starts BEEPING and FLASHING RED.

BEN

I don't know, but the Omnitrix doesn't like it.

INT. KEN'S CAR - NIGHT

It gets louder as Ben moves his watch toward the SLIME dripping from the DASHBOARD. Gwen leans in.

GWEN

What's going on here?

MOE (O.S.)

Wouldn't mind knowing that myself.

INT. GARAGE - NIGHT

The GARAGE LIGHTS flicker on revealing two suspicious-looking small town mechanics, MOE, adult, threatening, and SHEM, adult, boy-from-Deliverance eyes, but not so smart. Shem carries a Styrofoam cooler labelled: XENO HATCHERIES.

MOE

What are you doing in my garage?

SHEM

You want I should call the sheriff?

Shem puts down the COOLER and picks up the phone...

BEN

Yeah, you do that...

(pauses to read Shem's nametag)

...Shem. I bet he'd be real interested to find out what happened to the kid who owns this car.

Shem HANGS UP. He and Moe exchange a LOOK.

MOE

Whattaya mean? How should we know? He dropped off the car. We fixed it. He didn't come back.

Kevin reaches into the car and turns the key. The engine makes a (SND EFX) <horrible GRINDING noise>.

KEVIN

You fixed it, huh?

As the conversation continues, Gwen steals back to the door, where Shem has left the XENO HATCHERIES cooler.

SHEM

We... we was aiming to fix it... but things got busy here.

Ben indicates the empty garage.

BEN

Yeah. Workload looks brutal.

Gwen bends down to open the cooler, her face right in front of the opening. Closer... closer... SHE OPENS IT!

NOTHING. The cooler is empty. Except for the... SLIME.

GWEN

More slime.

Ben takes a look. Sure enough, slime, just like the car.

BEN

Okay, that's it. What is that stuff anyway? What was in here?

There is a long BEAT. Moe and Shem hesitate. Then, a LIGHTNING STRIKE Flashing through the window causes Moe and Shem's ID MASKS to FLICKER BRIEFLY. We see that they are really DNAliens.

KEVIN

Check it out, it's the DNA Hillbillies!

MOE coughs up a RESIN BALL at Gwen which ENCASES HER.

MOE

<hacking sound>

GWEN

<impact>

SHEM attacks Ben and Kevin with Resin Balls that glue them to the wall. The aliens turn off their ID Masks and revealing they are DNAliens.

ALIEN SHEM

<hacking sounds>

KEVIN

<impact>

KEVIN

<impact>

SHEM

<wet hacking spit>

Ben struggles against the goop, his hand inching closer and closer to... the Omnitrix.

BEN

Awwwww.

BEN

<STRUGGLES>

He makes his selection and TRANSFORMS into Humongosaur.

HUMUNGOUSAUR

Humungosaur!

And tears his way free, RIPPING the garage to SHREDS as he makes his way toward Alien Shem.

GWEN

<struggles>

Gwen creates ENERGY TENDRIL from the only exposed part of her body, her face. The tendril snakes through the goop, setting her free.

She blasts Alien Moe with the tentacle.

ALIEN MOE

<IMPACT, then KEEP ALIVE>

Alien Shem is frightened by approaching Humungousaur. He turns and runs.

ALIEN SHEM  
<CRY of fear>

SMACK into a STEEL WALL and DROP O.S.

ALIEN SHEM  
<IMPACT, then KEEP ALIVE>

Reveal the wall as STEEL KEVIN.

STEEL KEVIN  
That's a work-related accident. You can sue.

STEEL KEVIN ALT  
We got em. Now what?

CUT TO:

EXT. THE COZY CUP DINER - NIGHT

Kevin, Ben and Gwen poke around.

GWEN  
I thought if we retraced Ken's steps we'd find a clue, but there's  
nothing here.

BEN  
I wouldn't say "nothing."

Ben looks through the window, his attention drawn by the ROCKING of  
the "XENO HATCHERIES" BOX TRUCK parked outside.

EXT. THE COZY CUP DINER - DAY

The kids face the rocking truck. They can now hear (SND EFX) <POUNDING> coming from inside. Ben reaches for the latch.

INT. BOX TRUCK - DAY - CONTINUOUS

Ben throws up the roll door, ready for anything. The kids enter to find DNALIEN EDNA, bound with PLUMBER ENERGY CUFFS and GAGGED to boot. The creature SCOWLS at them.

The truck is also full of COOLERS. We see (FRGRND) the LID of one pop open as a XENOCITE attempts to escape before submerging back into the ooze. Kevin yanks the GAG from the DNAlieN's mouth.

KEVIN

Okay, start talking.

The Omnitrix begins (SND EFX) <BEEPING> and FLASHING RED. Ben looks for the source of the reaction and sees a COOLER. As he approaches, the ALERT gets stronger.

BEN

(to Omnitrix)

What is up with you?

CLOSE ON COOLER

As Ben's hands begin to OPEN the lid. The OMNITRIX switches back to GREEN and Ben stops, looking at it.

OMNITRIX

Unknown DNA sample acquired.

BEN

That's new.

GWEN

Ben, you want to look at this.

Gwen is holding up the DNAlien's GAG. Ben STARTS.

BEN

<Surprised GASP>

Ben SNATCHES the HAWAIIAN print swatch from Gwen.

BEN

This is from his favorite shirt!

KEVIN

who's favorite shirt?

GWEN

Grandpa Max!

Gwen WHIPS around and ENCIRCLES the DNAlien with ENERGY TENDRILS.  
She then begins to SQUEEZE. She is SEETHING.

DNALIEN EDNA

<GRUNT of pain>

GWEN

Tell us who tied you up. Now.

DNALIEN EDNA

<GRUNT from squeeze>

DNALIEN EDNA

Max Tennyson. He wanted to find some kid.

GWEN

Where is he?

DNALIEN EDNA

I don't know! He cuffed me and left me here.

GWEN

Not him! He can take care of himself. The kid. Where's my brother?

The DNAlien STOPS TALKING. Gwen SQUEEZES HARDER.

DNALIEN EDNA

(choking out words)

... h-h-hatchery ...

EXT. XENO HATCHERIES - NIGHT

INT. HATCHERIES - NIGHT.

A college age boy, with red hair and brown eyes, (clearly KEN, based on his strong family resemblance to Gwen) is tied to a chair, being questioned by a DNAlien. He is TERRIFIED. Totally out of his element.

KEN

Look, I told you! I told you! I have no idea where my grandfather is! I don't know anything!

DNALIEN INTERROGATOR

I believe you.

Ken is as relieved as possible in the circumstances.

KEN

Who... who are you?

DNALIEN INTERROGATOR

I'm glad you asked, Ken. I think the best way to get to really get to know someone is to walk a mile in their shoes.

The DNAlien OPENS one of the XENO HATCHERIES coolers we've been seeing, revealing a Xenocite, swimming through slime.

KEN

What is that?!

The DNAlien holds the Xenocite up to Ken's panicked face.

DNALIEN INTERROGATOR

My shoes.

The Xenocite LATCHES ON to Ken's face.

KEN

<terrified SCREAM>

As he WRITHES in his bonds, Ken's entire body begins to MORPH before our eyes! Ken is TRANSFORMING into a DNALIEN!

FADE OUT.

END ACT ONE

ACT TWO

EXT. XENO HATCHERIES - NIGHT

It's still raining. An enormous FISH FARM lies beyond a decrepid barbed-wire fence. Dozens of watery TROUGHS lead past STORAGE TANKS toward the huge, factory-like PROCESSING BUILDING looming in the darkness. We see something SWIMMING in the troughs, just below the surface. The (SND EFX) <SLITHERING> convinces us that it's Xenocites. Very creepy.

KEVIN

I'm cold. And wet.

WIDER To include Ben, Gwen and Kevin, who have parked the GTO by a large HOLE that has been cut through the BARBED-WIRE FENCE.

BEN

No duh.

Ben gestures to a WEATHER CONTROL TOWER (see episode #003) on the other side of the fence.

BEN

Weather machine. The aliens are making it cold and rainy for... whatever it is they're doing.

GWEN

How do we get in without being spotted?

Ben gestures to the repulsive liquid-filled TROUGHS that lead into the building. Kevin looks at Ben like he's nuts.

KEVIN

You gotta be kiddin' me. Who'd be crazy enough to swim in that?

Int. PROCESSING BUILDING, XENO HATCHERIES - NIGHT

GRANDPA MAX'S head pops up from the LIQUID in a trough inside the processing building. He takes a DEEP breath, he's been holding it a long time.

MAX

<big INHALE>

A DNALIEN GUARD Spots Max and ANTICS sounding the WALL ALARM, but not before Max takes the guard down with a slick COMMANDO MOVE.

DNALIEN GUARD

<impact GRUNT>

Max draws a HIGH TECH GADGET (the NULL VOID PROJECTOR) from his coat and FIRES a BEAM at the guard, who VANISHES.

Stealthily, Max steals past another GROUP of GUARDS, then CLIMBS a rope up to the CATWALK, high above.

INT. CATWALK, XENO HATCHERIES - NIGHT

Max silently climbs onto the catwalk and CLOBBERS two DNAliens from behind.

DNALIEN GUARDS

<impact GRUNTS>

He uses the Null Void Projector on them, too.

Max approaches the STEEL HATCH they were guarding. It boasts a SERIOUS LOCK. Pulling a PLUMBER-TECH SKELETON KEY from his pocket, Max PICKS the lock via a RIPPLING BEAM.

The hatch HISSES open.

INT. INTERROGATION ROOM - NIGHT

Ready for anything, Max enters the apparently empty chamber.

DNALIEN KEN (O.S.)

<pathetic MOANS>

Max follows the sound. Behind the interrogation chair, crumpled on the floor he sees something and STARTS.

It's a HALF-KEN AND HALF-DNALIEN. He looks up pleadingly.

DNALIEN KEN

... Grandpa Max... help... me...

GRANDPA MAX

Kenny! It's okay, boy. I'm here.

Max attempts to help Alien Ken to his feet when...

GRANDPA MAX

<pained SCREAM then, KEEP ALIVE>

Alien energy CRACKLES around Max and he DROPS to the floor, STUNNED. Alien Ken seems to have RECOVERED. He GRINS. We see the alien tech TASER in his hand.

MAX

<gasp and faint>

EXT. XENO TRENCHES - NIGHT

Ben leads Gwen and a very reluctant Kevin as they wade through the waist-deep slime in the trenches.

KEVIN

Next time you ask me for a favor, remind me to say "no."

GWEN

Don't be a baby. My brother is in there, captured by DNAliens.

BEN

01:10:32:03

<inhale>

KEVIN

01:10:32:15

<inhale>

GWEN

01:10:33:15

<inhale>

KEVIN

At least he's dry. And this stuff smells like--

Kevin STARTS, reacting to something swimming just below the surface of the water.

KEVIN

What was that?!

Kevin scans the waterline. The others are incredulous.

SOMETHING SLITHERS just under the surface. Then, another one. Suddenly, the murky water FROTHS and FOAMS like it was full of PIRANHA

GWEN

<SHRIEKS>

As the boys look on helplessly, Gwen is PULLED UNDER!

INT. HIGHBREED CONTROL ROOM - NIGHT

Two DNALIEN GUARDS "escort" Max into the weird alien-looking control center of a Highbreed (seen in the teaser and tag of #001-002). A techno-organic house of horrors.

HIGHBREED (O.S.)

Max Tennyson.

The HIGHBREED steps into the light and grins maliciously.

HIGHBREED

You have been active in your retirement.

MAX

This is really just a hobby now. Man my age has to stay active.

The DNAlien Guards hold Max one on each arm.

HIGHBREED

You have been an great irritation to us, vermin. You have delayed our plans.

MAX

It's obvious you're producing those parasites here--

HIGHBREED

Xeno cites, yes.

The Highbreed picks one up, proudly. Smells it.

MAX

-- and that they somehow transform humans into these ugly freaks--

The Highbreed looks over the guard with disdain.

HIGHBREED

It can't be helped. Their human half makes them repulsive.

MAX

All I wanna know is... why?

HIGHBREED

You will soon see for yourself, insect. We are only hours away from completing the most crucial stage of our plan.

MAX

But why my grandson? Why change Ken?

HIGHBREED

He was brought here as bait. With you out of the way, there is no one who can stop us. <LAUGHS>

Max struggles impotently against the DNAliens who hold him.

MAX

<struggles>

EXT. XENO TRENCHES - NIGHT

Ben's head BURSTS through the surface, followed by KEVEN'S.

KEVIN

<gasp for breath>

BEN

Where is she!?

KEVIN

I can't see a thing down there!

They both DIVE back down into the muck. For a moment, all is still. Then, the boys reappear GASPING for air.

KEVIN

<GASPS for breath>

BEN

<inhale>

KEVIN

<inhale>

KEVIN

<exhale>

BEN

Keep trying!

Suddenly a glowing SPHERE OF ENERGY rises from the water, covered with Xenocites and BURSTS, sending the creatures raining back down into the muck. Reveal GWEN, repulsed.

XENOCITE

<squeel>

GWEN

(deadpan)

Disgusting.

Ben gestures to the Processing Facility, now quite close.

BEN

It's about to get worse. I only see one way in there from here.

Kevin follows Ben's look to the large SUBMERGED INTAKE GRIDS where the troughs DEEPEN and flow in and out of the building.

KEVIN

Oh. You're not saying...

Ben dives into the water. Gwen follows. Kevi hesitates.

KEVIN

Proving my point about this being the worst road trip ever.

Kevin dives in.

INT. SUBMERGED INTAKE GRIDS - NIGHT - SHORTLY

Ben, Kevin and Gwen are swimming through the murky water through a SCHOOL of repulsive XENOCITES who SWIRL around them like sharks.

The kids SWIM for all they're worth toward the Intake Grids.

INT. PROCESSING BUILDING, XENO HATCHERIES - NIGHT

The kids burst through the surface of the water, breathless.

BEN, GWEN & KEVEN

<GASPING for air>

Kevin finds he has a Xenocite in his hand. Repulsed, he THROWS it off to the side.

XENOCITE

<squeel>

KEVIN

<disgusted GRUNT>

ON XENOCITE Skipping to a stop. It's PICKED UP by an DNAlien.

WIDER Reveal that the Hatchery Pool the kids surfaced in is completely SURROUNDED by surrounded by DNAliens!

BEN

We are not stealthy.

KEVIN

But we kick much butt.

Ben activates the OMNITRIX, and TRANSFORMS to BIG CHILL.

BIG CHILL

Big Chill!

Big Chill PHASES through the guards, FREEZING them.

BIG CHILL

Thought you guys liked it cold..

Climbing out of the tank, Kevin ABSORBS, and then BECOMES, stone tile. Stone Kevin attacks the DNAlien, swatting the guards away.

Fighting with INTENSITY, Gwen BLASTS DNAliens right and left.

Big Chill is cutting an impressive swath through the alien guards, freezing them into unconsciousness one-by-one, all his opponents are gone.

STUNNED FOES strewn around her, Gwen has defeated all of her guards but one. She is relentless, driving the final DNAlien back with ENERGY BLAST after ENERGY BLAST.

GWEN

<EFFORT GRUNTS>

The last BLAST sends the DNAlien to its knees. Gwen is about to finish him off when her eyes go wide with SHOCK and HORROR. Kevin appears, raising his hand, preparing to POUND the DNAlien.

GWEN

Wait!

Gwen makes a SHIELD and SHOVES Kevin to the ground.

KEVIN

What's wrong with you? I was just following your lead!

BIG CHILL joins them ready for action. Gwen BLOCKS him with another shield.

GWEN

Get back! Get away from him!

REVEAL DNAlien's face. It's the half Ken/half DNAlien.

GWEN

It's Ken! It's my brother!!

It's now Big Chill and Kevin's turn to be shocked as we...

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

INT. PROCESSING BUILDING, XENO HATCHERIES - NIGHT

Big Chill TRANSFORMS into Ben. DNAlien Ken rises to his feet as Ben, Kevin and Gwen look on.

BEN

I can't believe it. You're right, it is Ken.

KEVIN

That's Ken? He's actually less cool than his car.

Gwen starts toward him, sympathetically.

GWEN

We've got to help him.

Ben holds her back.

BEN

He was fighting us. Whatever they did to him affected his mind.

DNAlien Ken touches the Xenocite attached to this side of his face and looks piteously at Gwen and Ben.

DNALIEN KEN

What this did to me...

Then, suddenly, he GRINS EVILLY, picks up the stunned body of one of the other guards and HURLS it at his relatives.

DNALIEN KEN

... IS SET ME FREE!

They DODGE the body. Kevin is ready to attack.

BEN AND GWEN

<dodge>

KEVIN

Let's get him!

GWEN

No! Don't hurt him! He's... he's just... sick.

Gwen traps DNAlien Ken in ENERGY TENDRILS. He struggles against them.

DNALIEN KEN

<struggling GRUNTS>

GWEN

It's that thing on him! It's making him do this!

KEVIN

Then let's get it off him.

Kevin reaches towards DNAlien Ken, yanking at the Xenocite.

DNALIEN KEN

<SCREAMS>

Ben grabs Kevin's wrist.

BEN

Kevin, wait! You're hurting him.

The Omnitrix, now very near the DNAlien Ken, begins flashing red and <SOUNDS AN ALARM>. Kevin And Ben both let go. Ben looks at the Omnitrix, confused.

OMNITRIX

Severe genetic damage detected!

Ben talks to the watch like it's a wrist radio.

BEN

Hello? Uh, Omnitrix, is that you?

OMNITRIX

Genetic code splicing error. Should we attempt to repair?

BEN

Try to fix Ken? Yeah. Let's do it!

Ben GRABS the Xenocite with his watch hand. The Omnitrix starts STROBING.

GWEN

What are you doing?

BEN

I'll let you know soon as I figure it out.

The Xenocite WRITHES. Suddenly PSEUDOPODS extend from its body and BORE into Ben's head!!

BEN

<startled CRY>

CAMERA PLUNGES into the Omnitrix like it was going down a cybernetic rabbit hole, leading us to...

INT. OMNITRIX SPACE - NIGHT

A weird GREEN VOID, filed with FLOATING SHAPES that resemble DNA STRANDS. Ben's ASTRAL FORM materializes in a match pose from the previous scene. He looks around, amazed.

BEN

Whoa. I'm inside the Omnitrix.

As he FLOATS, a HUGE SHAPE looms ups before him. It is a GIGANTIC Xenocite attached to an equally huge ASTRAL FORM version of KEN'S HEAD.

BEN

And so is the creepy-crawly.

Astral Ben FLIES forward through Omnitrix Space, growing as he approaches. The Xenocite attacks with MANY tentacles. They engulf Ben, smothering him

BEN

<CRY of pain>

CUT TO:

INT. PROCESSING BUILDING, XENO HATCHERIES - NIGHT

CLOSE ON THE OMNITRIX. Camera apidly puls out of the watch to reveal Real-world Ben holding the real Xenocite in his hand.

KEN

<gasp>

DNAlien Ken quickly TRANSFORMS back into his HUMAN SELF.

Ben looks at the Omnitrix. It's never done anything like this before.

BEN

I'm going to have to get a manual for this thing.

Gwen CATCHES DNAlien Ken as he drops to the floor.

KEN

<MOAN>

BEN

It's okay, Ken. Everything's going to be just fine.

Ken is WEAK, but AGITATED as he revives.

KEN

Nothing's fine. I captured Grandpa. Handed him over to them! I couldn't stop. It was like I was watching someone else.

BEN

They have Grandpa Max?!

All three kids exchange concerned looks. Ken is still weak.

KEN

That's why they took me. Knew he'd come for me. Needed him out of the way... their plan.. it's terrible.

BEN

Let's go get him.

Ken is clearly in no shape to help. He climbs to his feet, very shakily.

Ken

I'm coming with you.

Kevin's face tells us that he is impressed. Maybe this guy is pretty cool after all.

KEVIN

You want to help?

(smiles)

Cool.

INT. HIGHBREED CONTROL ROOM - NIGHT

The HATCH of the Highbreed chamber MELTS away revealing Ben, with Kevin, Gwen and Ken behind him.

GRANDPA MAX (O.S.)

Ben?

BEN

Grandpa Max!

Grandpa Max is still there. Ben races over to him.

GRANDPA MAX

... you're a sight for sore eyes.

Grandpa Max gets up just in time to receive Gwen, who RUSHES into his arms.

GWEN

I'm so glad you're okay.

GRANDPA MAX

Me too, honey.

Ken steps cautiously forward, looking guilty. Max BEAMS.

GRANDPA MAX

Kenny!

KEN

Grandpa... I didn't know what I was doing, I--

Max cut him off, EMBRACING Ken in a BEAR HUG. He locks eyes with Ben, smiling.

GRANDPA MAX

It's okay.

Max looks at Ben.

GRANDPA MAX

I always knew you could do it, Ben. I'm so proud of you. All of you.

Gwen, Ken and Ben BEAM, warmed by the praise. Kevin shuffles in the background.

GRANDPA MAX

You too, Kevin. I've been watching. You've come a long way. Might even earn that Plummer's badge you swiped.

Kevin's self-conscious SHRUG is interrupted...

HIGHBREED (O.S.)

(filtered over PA system)

Attention all personnel, initiate Project DNA now!

The group listens as (SND EFX) the complex WHIRS to life. They race to a WINDOW that overlooks the facility.

From ABOVE, we see DNAliens hauling up crates full of Xenocites from the hatchery pools. The Xenocites are placed on ANTI-GRAVITY PLATFORMS where they are taken to the STAGING AREA near a fleet of CARGO TRUCKS. There, DNAliens load Xenocites into the plane by the palatful.

BEN

What are they doing, anyway?

GRANDPA MAX

They're shipping those things somewhere. Putting together a DNAlien army.

Max puts his hands on Ben's shoulders. He's very serious.

GRANDPA MAX

Stop them, Ben. These Xenocites must be destroyed. Go!

Ben leads Gwen, Kevin and Ken toward the exit, but then hesitates at the door when Max doesn't follow.

BEN

What are you going to do?

Max smiles at Ben enigmatically.

GRANDPA MAX

What I have to...

That'll have to be enough answer for now. Ben turns and goes.

INT. STAGING AREA, XENO HATCHERIES - NIGHT

DNAliens robotically load Xenocites from the Anti-Gravs to the trucks behind them when... BLAM! One of the TRUCKS is destroyed by a huge ENERGY BLAST.

REVEAL Gwen, her hands cooling, surrounded by Ben, Kevin and Ken, all ready for business.

KEVIN

Nice one.

As the DNaLiens begin hacking up RESIN BALLS...

DNALIENS

<HACKING>

BEN

<leap> Jetray!

Ben SLAPS the Omnitrix and transforms into JETRAY

JETRAY

JETRAY!

JETRAY FLIES through the staging area DESTROYING more trucks with his NEUROSHOCKS!

Ken snatches up a dropped CROWBAR and starts smashing crates open..

KEN

<2 swings>

KEVIN

Let me hold that a second...

Ken lets Kevin absorb the METAL of the crowbar and MORPHS into that metal. But Kevin doesn't let go. He holds on until the ALIEN METAL covers him like a SUIT OF ARMOR.

Racing toward a pack of DNALIENS, he TOPPLES them over as if they were bowling pins.

KEVIN

<grit teeth charge>

DNALIENS

<impacts>

Gwen's face is very SERIOUS.

GWEN

You kidnapped my brother. Turned him into a monster. Captured my grandfather... **I have HAD IT!**

As she speaks, her ENERGY seems to be OVERLOADING within her body.

Finally, she LETS LOOSE with the biggest ENERGY BLAST we've seen!  
It STREAKS across the staging area and...

DESTROYS the whole row of TRUCKS! Everyone STOPS to watch.

The DNAliens break ranks. They FLEE.

Ben and Kevin both REVERT to their human forms. They watch the  
plane SMOLDER to pieces like they're watching FIREWORKS.

BEN

Wow.

KEVIN

Yeah.

Then there is a FLASH OF LIGHT from above. The entire team looks  
around for the source. Ken spots it, pointing...

KEN

Up there!

Ken indicates a section of the facility high above them, it is  
ALIEN and WEIRDLY ORGANIC. More flashes of LIGHT come from a WINDOW  
there. An exact match of the one they were looking through from the  
Highbreed's Control Room.

The team RACES O.S.

INT. HIGHBREED CONTROL ROOM - NIGHT

Ben, Kevin, Gwen and Ken BURST into the control room. It's been  
TRASHED.

KEVIN

'Gramps' has been busy.

MORE FLASHES come from an alien-looking CORRIDOR.

BEN

This way.

The Team races into the corridor.

INT. XENOCITE EGG CHAMBER - NIGHT

The kids race into vaulted chamber and are STOPPED COLD by what they see. This is a WEIRD PLACE. Half-factory, half-organism, a huge GULLET hanging from the ceiling continues to deposit slimy, XENOCITE LARVAE/EGGS into a PILE.

KEVIN

So. Was I right?

BEN

Yeah. Worst road trip ever.

BEN

Grandpa Max!

On the far side of the chamber, Max is BATTLING with the Highbreed. Clearly, this fight has been going on for some time. Though fighting valiantly, Max is on his LAST LEGS.

MAX

<6 swings>

MAX

<impact>

Ben and the others race over to the fight just as the Highbreed has Max's chest in his Fist

KEN

Let him go!

HIGHBREED

Stay back, or this one breathes no more!

BEN

Give it up! We've beaten you. Your factory's toast, your trucks are smashed. It's over.

The Highbreed HISSES at them, defiantly.

HIGHBREED

Fools! More trucks can be here in a matter of hours. And my DNAlien hordes...

Ben looks out a WINDOW. Outside, a CROWD is surrounding the Processing Facility. Hundreds of DNAliens. Too many to beat.

BEN

Are already here.

Concerned looks are exchanged. Highbreed EXULTS.

HIGHBREED

It ends now, Plumber! Nowhere left to run!

Max SMILES.

GRANDPA MAX

I wasn't running, chief. I was looking for the egg-machine.

The Highbreed follows Max's gaze to the EGG-MAKING GULLET.

Max then pulls out the NULL VOID PROJECTOR we saw earlier

HIGHBREED

A Null Void Warp projector?! You think you can imprison us all?

Max BRAEKS OFF the Focusing Lens. Energy CRACKLES within.

GRANDPA MAX

Nah. But without the focusing lens, this thing'll do a pretty good imitation of a hand grenade. I figure it'll take out half a mile.

HIGHBREED

You wouldn't dare! You'd be destroyed! And your offspring!

Max is done talking to the alien. He speaks to the kids.

GRANDPA MAX

Gwen, throw up an energy field around you and the boys and hold on tight. And... be a good girl.

Gwen eyes get as big as saucers as the realization sets in.

BEN

Grandpa Max. No. Please.

GRANDPA MAX

Sorry, Ben. It's the only way to make sure they can't do to the rest of the world what they did to Ken.

GRANDPA MAX

Ben, you'll have to take it from here. I know you can do it. I believe in you. In all of you.

BEN

Grandpa!

Tears in his eyes, Ben RUSHES FORWARD. Ken and Kevin HOLD HIM BACK. Grandpa Max WINKS at him and PULLS THE TRIGGER.

BEN

NOOOOOOOOOOOOOOOOOOOOOO!

Gwen CONCENTRATES and just manages to raise an ENERGY BUBBLE around them as the chamber fills with WHITE LIGHT.

EXT. XENO HATCHERIES - NIGHT

We see the entire Hatchery from a distance. Then it is ENGULFED in a BRILLIANT BALL of PURE ENERGY. The EXPLOSION is MAGNIFICENT. When it fades, there is NOTHING.

EXT. GROUND ZERO - NIGHT

The SMOLDERING WASTELAND stretches as far as the eye can see. Only Gwen's ENERGY BUBBLE remains. The shield DISSIPATES exposing the kids.

Physically, they are fine. But they are all silent as the reality of the situation sinks in. Finally...

KEVIN

(respectfully)

That was... pretty hardcore.

Gwen puts her arms around Ben and Ken, comforting them.

GWEN

(through her tears)

He... he saved the whole world.

BEN

Yeah. He did...

Ben is strangely steely-eyed. As if he feels a new weight. A new responsibility.

BEN

... for now. But I don't think those things are giving up anytime soon.

GWEN

What are you saying?

Ben turn to his friends. His determination is impressive.

BEN

I'm saying that it's up to someone to protect this planet. And like it or not, I think it's up to us...

PULL OUT as the others consider the weight of Ben's words. Resigned looks are exchanged. They can do this...

FADE OUT.

END ACT THREE

TAG

EXT. GROUND ZERO - DAY

Time has passed. It is STILL RAINING, but day has broken on the site of the Xeno Hatchery. TOWNSPEOPLE have arrived and are starting to CLEAN UP the site. They sort through rubble. Collect the debris. And... pick Xenocites from the puddles.

LIGHTNING FLASHES

The townspeoples' ID MASKS briefly FLICKER, revealing that everyone here is a DNAlien! This is NOT over...

FADE OUT.

THE END

BEN 10 "Max Out" 8/21/07

"Max Out"

680-007

Ben 10: Alien Force

By

Jim Krieg

Story Editor

Dwayne McDuffie

As Broadcast Script 05/05/08

BEN

KEVIN

GWEN

KEN

MAX

EDNA

MYSTERY MAN

GRANDPA MAX

DNALIEN

XENOCITE

MOE

SHEM

HUMONGOSAUR

STEEL KEVIN

OMNITRIX

DNALIEN INTERROGATOR

ALIEN KEN

BEN, GWEN & KEVEN

BIG CHILL

MUCK KEVIN

HIGHBREED

DNALIEN

KEN

K

SWAMPFIRE

ALIEN MOE

ALIEN SHEM

DNALIEN GUARD

DNALIENS

KEVIN ALT.

STEEL KEVIN ALT

HUMUNGOUSAUR

BEN AND GWEN

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

THE COZY CUP DINER

PARKING LOT

KEVIN'S GTO

MAIN STREET, TROUTDALE

TROUTDALE GARAGE & TOWING

KEN'S CAR

KEN'S CAR - NIGHT

GARAGE

GARAGE - NIGHT

BOX TRUCK - DAY

XENO HATCHERIES - NIGHT

CORRIDORS, XENO HATCHERIES

CATWALK, XENO HATCHERIES

XENO TRENCHES

HIGHBREED CONTROL ROOM

SUBMERGED INTAKE VENTS

SUBMERGED INTAKE VENTS - NIGHT

PROCESSING BUILDING, XENO HATCHERIES

OMNITRIX SPACE

STAGING AREA, XENO HATCHERIES

XENOCITE EGG CHAMBER

GROUND ZERO

ACT TWO

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

SHORTLY

NIGHT

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

MATCH DISSOLVE:\

MATCH DISSOLVE: