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BEN 10: ALIEN FORCE

"Inside Man"

Written by Matt Wayne

TEASER

EXT. DESERT HIGHWAY - NIGHT

A lone SEMI TRUCK barrels down the highway, way too fast.

It overtakes a car, sounding its <HORN>, then passing inexpertly.

Through the windshield of the truck cab, we see TYLER, a twenty-something man, at the wheel, looking haunted and intense.

His head jerks back.

FLASH BACK TO:

INT. HIGHBREED NEST - EARLIER

ARMED DNALIENS are loading a massive object under a tarp (the OSCILLATOR KEY, a huge tuning fork-like device) onto the back of the idling semi.

FLASH TO:

EXT. LOS SOLEDADES

The GATEWAY arch is nearing completion. Cranes lift pieces toward the top.

FLASH TO:

INT. HIGHBREED NEST

A XENOCITE <SPLATS> itself against the side of a plexiglas tank.

FLASH TO:

Armed DNaliens double-time marching past a HIGHBREED COMMANDER.

FLASH TO:

Tyler hoists himself into the driver's seat, throws it in gear.

TYLER

<EFFORTS>

The cab lurches forward... and the engine <CLANKS> to a stop.

The armed DNaliens turn.

Tyler starts the truck, <GRINDS> into another gear, and <JOLTS> forward.

He <ZOOMS> through a gate.

BACK TO:

EXT. DESERT HIGHWAY, ALONG RIVERBED

The moon's out and the truck speeds along the highway.

Behind the windshield, Tyler wipes his brow. Grim, he pulls the wheel over.

The truck <ROARS> down an embankment into a dry riverbed.

Tyler's jostled by the rough terrain, almost rolling it.

The truck skids behind a ROCK FORMATION that hides it from the road.

As it disappears from view, we hear it <CRASH>.

DISSOLVE TO:

EXT. DESERT HIGHWAY - MINUTES LATER

The glare of headlights REVEAL TYLER, untouched, walking along the road side.

A PICKUP comes to a stop. Tyler piles in and the pickup moves out.

INT. PICKUP - CONTINUOUS

The driver, a man in a FISHING HAT, smiles at the intense Tyler.

DRIVER

Name's Jeff.

Tyler pulls out his WALLET and reads his ID.

TYLER

Uh... Tyler.

DRIVER

<CHUCKLES> You gotta look it up?

He pulls a BASS GUITAR PICK out of his wallet and studies it.

TYLER

The Aliens did something to my mind but I still have to find a way to stop them.

The driver takes this in.

SMASH CUT TO:

EXT. DESERT HIGHWAY - SECONDS LATER

Tyler's standing on the shoulder as the door <SLAMS> and the Pickup <PEELS OUT>.

Grim, Tyler starts thumbing again. The headlights of a passing car sweep over him and continue on.

END OF TEASER

ACT ONE

EXT./INT. DESERT HIGHWAY PATROL STATION - NIGHT

Tyler argues with the Desk Sergeant.

DESK SERGEANT

A nest of aliens, huh?

TYLER

You have to believe me. <pained cry>

FLASH TO two Highbreeds before an image of the GATEWAY rising above Los Soledad, Tyler hiding nearby.

BACK - Tyler grabs his head and winces.

TYLER

<pained cry> I don't understand it all myself, but I got away.

(beat)

That proves something, right?

The Desk Sergeant motions to two officers, who start leading him away.

DESK SERGEANT

Good news. The Highway Patrol has a special alien-proof room.
Officers Molen and Liu are gonna take you there.

TYLER

No. This is real! <STRUGGLES>

The cops pull him OFF.

DESK SERGEANT

Relax. It's only until the alien-proof bus can come for you.

Behind the sergeant, a SHIFTY COP watches, a phone to his ear.

SHIFTY COP

(sotto)

He's here.

CUT TO:

INT. HIGHWAY PATROL HOLDING CELL - CONTINUOUS

The barred door <CLANGS> shut. Tyler paces, trying to remember details.

TYLER

(to self)

Details. My name is Tyler, I'm...

He checks his ID.

TYLER

I'm twenty-six years old, maybe a little confused, but I'm not
crazy.

(beat then yells)

Somebody listen! There are aliens! I saw them!

Tyler sinks onto the bunk. His head jerks back.

TYLER

<CRY of pain>

FLASH TO:

INT. HIGHBREED NEST

The Highbreeds admire the image of the arching gateway nearing
completion on a screen.

HIGHBREED #2

These humans are resilient.

FLASH TO:

INT. HIGHWAY PATROL HOLDING CELL - LATER

Tyler reacts to his vision.

TYLER

<gasps>

SHIFTY COP

I said, wake up!

WIDER TO REVEAL the Shifty Cop and another, NEW COP standing outside the cell. They open the cell door.

SHIFTY COP

Nothing to be afraid of, Tyler. We need your statement.

NEW COP

Where did you hide the key?

TYLER

Key...?

SHIFTY COP

Awww. Don't play stupid, Tyler.

Shifty pulls a weapon from his holster. It's a futuristic DNAlien weapon. Tyler recoils, but his back is to the wall.

NEW COP

Nowhere to run, Tyler.

Shifty Cop grabs Tyler's chin in his hand.

TYLER

<whimpers> <closed mouth struggles>

SHIFTY COP

Make it easy on yourself and tell us where to find it.

Tyler grabs at New Cop's wrist but can't move it.

Tyler

<EFFORT>

Tyler blindly reaches up and pulls off the Shifty Cop's ID Mask, REVEALING that Shifty Cop is a DNAlien!

TYLER

You're one of them!

The DNAlien moves to shoot again, but Tyler kicks the weapon away. New Cop removes his mask, REVEALING he is a DNAlien!

SHIFTY COP

(DNAlien)

We don't have to harm you, Tyler.

NEW COP

(DNAlien)

Not at first.

Cornered, Tyler grabs the bunk bed and uses superhuman strength to shove them back with it, then <BEND> it around them!

DNALIEN COPS

<IMPACT>

Tyler slams the cell door hard, bending the bars. He runs OFF.

TYLER
<EFFORT>

The DNAliens tear away the mangled bunk bed.

DNALIEN COPS
<EFFORT>

Shifty <KICKS> down the cell door and they run OFF in pursuit.

CUT TO:

EXT. HIGHWAY PATROL STATION - CONTINUOUS

Tyler runs into the parking lot, panicked.

He turns to see one of the DNAlien cops coming after him.

TYLER
<gasp>

DNALIEN COP
<HURK and SPIT>

The DNAlien glob misses, Tyler changes direction and stops short.

TYLER
<CRY of surprise>

Reveal the other DNAlien cop circling around in front of him. He's surrounded.

DNALIEN COPS

<HURRRRK>

But before they can spit and finish him off, KEVIN'S GTO <SCREECHES> to a stop.

The door is thrown open to reveal BEN TENNYSON.

BEN

Get in!

Tyler dives for the door.

The GTO <PEELS OUT>.

The DNAlien cops expel two big gobs.

DNALIEN COPS

<SPITTING>

The GTO <ZOOMS> off and the gobs fall short.

CUT TO:

INT. KEVIN'S CAR - CONTINUOUS

Tyler shuts the door. Ben's seated behind him; GWEN TENNYSON's behind the driver, KEVIN LEVIN.

TYLER

Who are you?

BEN

I'm Ben, this is Gwen and Kevin.

GWEN

We're here to help you.

Tyler's apprehensive. He grabs Ben's face and pulls.

BEN

Ow! Why'd you do that?

TYLER

You'd never believe me.

KEVIN

Think, Tennyson. Those DNAliens came out of the police station.

BEN

They must've had ID masks.

Tyler's amazed.

TYLER

You know about the aliens?

Kevin holds up his plumber's badge as he drives.

KEVIN

Been scanning for communications that mention any kind of tech above level two. Your name came up, Tyler.

TYLER

You know who I am?

BEN

Only that somebody back there made a call about you. Said you've got an oscillator key, whatever that is.

KEVIN

Level 5 alien tech.

BEN

And fighting aliens is kind of our specialty.

GWEN

Where'd you get your hands on alien technology?

Tyler concentrates.

TYLER

I don't know... Something messed up my memory.

Tyler digs through his pockets, producing a bass pick out of his pocket. He looks at it, confused.

KEVIN

What's that, more alien Tech?

BEN

It's a pick. A bass pick, to be exact.

GWEN

Are you a musician?

TYLER

That sounds right. But I don't have any clear memories...

KEVIN

Well that helps. You stole a hyper-dimensional oscillator key from a Highbreed nest... and oh, you play the bass..

BEN

Lights off!

KEVIN

Huh?

BEN

Do it!

EXT. DESERT HIGHWAY - CONTINUOUS

A LOT OF DNAliens are searching the area with FLASHLIGHTS.

Kevin's GTO rolls by, lights and engine off.

A DNAlien turns and shines a light on the road, but by then the GTO's passed.

INT. KEVIN'S CAR - CONTINUOUS

The kids and Tyler don't move for a beat, all eyes on the rear view.

Kevin <STARTS> his car and puts it back in gear.

BEN

They're out in force. Something big is up.

KEVIN

A hyper-dimensional oscillator key's about as big as it gets. It's
for warping space.

TYLER

I had to steal it away. To stop the aliens.

BEN

From doing what?

Long beat.

TYLER

It'll come to me.

The three teens exchange looks.

KEVIN

(mutters)

Helpful.

GWEN

You guys, we do have one advantage. They may need it but they don't
know where it is.

Tyler's resolute.

TYLER

I do.

DISSOLVE TO:

EXT. DESERT HIGHWAY, ALONG RIVERBED

Tyler leads the three teens around the big rock formation. Ben's carrying a lit flashlight.

TYLER

I ditched it over here.

The beam of Ben's flashlight REVEALS the crashed truck wrapped around an outcropping of rock.

Kevin looks over the trailer. It's basically intact, but the cab is jackknifed, twisted over, and flattened against the rock.

KEVIN

Nice job parking, slick.

TYLER

(defensive)

You can't see it from the road. Driving a truck isn't easy.

Ben looks at Tyler suspiciously.

Gwen's all business, tugging at the trailer's bent latch.

GWEN

Neither's keeping a piece of equipment this size from the aliens.
I'm still wondering about that. <EFFORT>

Gwen uses ENERGY TENDRILS to yank at the latch.
Tyler's shocked by Gwen's powers. He steps back.

GWEN

<EFFORT>

The latch comes off in Gwen's tendril.
Annoyed, she tosses it aside. Ben hits his Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's CHROMASTONE, still holding Ben's flashlight.

CHROMASTONE

Chromastone!

Chromastone emits a LASER BEAM that shoots out at the truck panel, smoldering.

Tyler looks scared.

TYLER

What are you people?

KEVIN

Get used to it.

CHROMASTONE

Let me speed this up a bit.

Chromastone points his flashlight at himself.

He GLOWS WHITE, absorbing the extra light and boosting his laser's effectiveness.

The BEAM becomes wider and brighter. It cuts a doorway in the side of the trailer.

Chromastone pulls back the panel he's cut.

CHROMASTONE

Now let's have a look at this oscillator key...

He jumps into the trailer and emits a blazing WHITE LIGHT to see by.

INSIDE is the massive OSCILLATOR KEY, which resembles a gigantic techno tuning fork (maybe it looks like an Esher drawing, impossible in three dimensions).

...and about a dozen DNALIENS , wrapping cables around the big device, who now stop to look at Chromastone.

DNALIENS

<Evil HISS>

Chromastone reacts.

CHROMASTONE

Aw, man!

FADE OUT.

END OF ACT ONE

ACT TWO

EXT. DESERT HIGHWAY, ALONG RIVERBED - RESUME

Gwen, Kevin and Tyler crane their necks to see into the trailer.

DNALIENS (O.S.)

<Evil HISS>

KEVIN

Tennyson?

They wince at an O.S. <CRACK>

Chromastone <CRASHES> back through the metal side of the truck and lands hard.

CHROMASTONE

<IMPACT> DNaliens!

DNaliens launch themselves after him, <BURSTING> through the side of the truck, one after another, till it looks like a swiss cheese.

DNALIEN #1

Protect the key!

DNALIENS

<HURRRK>

Two DNaliens run into the indestructible Chromastone as he gets up, plowing a groove in the dirt.

CHROMASTONE

<IMPACT>

They spit gluey gobs all over him.

DNALIENS

<multiple HACK, COUGH>

Gwen moves forward to meet the DNaliens.

GWEN

<Attack CRY>

She fires ENERGY TENDRILS, taking one DNalien down while dodging the other's spit-gob.

GWEN

<EFFORT>

DNALIEN

<IMPACT>

DNALIEN

<HACK COUGH>

The other DNalien swings at her. She blocks the blow with a SHIELD.

GWEN

<IMPACT>

KEVIN touches a piece of metal debris and TRANSFORMS INTO METAL KEVIN. He <KNOCKS> two DNAliens together.

DNALIENS

<IMPACT>

A third DNAlien jumps him and holds him. The first two get up, menacingly.

METAL KEVIN

<STRUGGLE>

TYLER's left alone, staring up at the truck.

GWEN attacks but the DNAlien grabs her hand in mid-strike.

GWEN

<CRY of surprise>

DNALIEN #1

We're stronger than you, human. Much, much stronger.

GWEN

<STRUGGLING> Yeah? Well, body odor isn't everything.<EFFORT>

She creates an ENERGY TENDRIL that takes him out.

DNALIEN #1

<IMPACT>

More DNAliens advance on her. She throws up an ENERGY SHIELD just in time as they drive her back with glue-gobs.

DNALIENS
<HARK, SPIT>

GWEN
<IMPACTS>

CHROMASTONE'S tossing his DNaliens aside.

DNALIENS
<IMPACTS>

A DNalien produces a XENOCITE.

DNALIEN #2
You're coming with us.

He rips it open it and the Xenocite LEAPS onto Chromastone's face.

CHROMASTONE
<SPUTTER>

KEVIN'S legs are being pulled apart like a wishbone, with a
<BENDING METAL CREAK>.

METAL KEVIN
<EFFORT>

TYLER stares up at the oscillator key, transfixed. It's triggering
a memory.

His head jerks back.

HIGHBREED #1 (V.O.)

Once the oscillator key completes the jump gate...

FLASHBACK TO:

INT. HIGHBREED NEST

The Highbreeds admire the image of the arching gateway nearing completion.

HIGHBREED #1

....how long will it take?

HIGHBREED #2

Perhaps a day, Master. Perhaps longer. These humans are resilient.

HIGHBREED #1

They are degenerate filth. The Highbreed fleet will pour through and wipe this planet clean, as quickly as any other.

FLASH TO:

LOS SOLEDAD - NIGHT

The actual gigantic gateway, with countless DNAlien workers on scaffolding.

FLASH TO:

The top of the gateway arch, where there's a space that will just about fit the oscillator key.

FLASH BACK TO:

The oscillator key, visible through the ripped-up truck.
Tyler looks up and smiles with recognition.

TYLER

Got it.

CHROMASTONE stands, arms folded, looking impatient with a Xenocite on his face as two DNAliens watch expectantly.

Chromastone

Indestructible superdense silicon, guys.

He pulls it loose, then tosses it aside.

XENOCITE (O.S.)

<SQUEALING>

CHROMASTONE

Nice try, though.

He fires laser bolts into them, taking them down.

DNALIENS

<STRUGGLE, KEEP-ALIVE MOAN>

REVEAL METAL KEVIN, surrounded by even more DNAliens. They're prying his metal coating off of him!

METAL KEVIN

<pain>

Chromastone shoots several LASER BLASTS into the DNAliens holding Kevin. They drop.

METAL KEVIN

<IMPACT>

DNALIENS

<STRUGGLE, KEEP-ALIVE MOAN>

Chromastone helps metal Kevin to his feet.

CHROMASTONE

You okay?

METAL KEVIN

(woozy)

No.

GWEN advances on the last DNAlien, energy swirling around her hands.

GWEN

You're it, guy. Last monster standing.

The DNAlien looks around, and sees it's true.

DNALIEN #3

Scum! There are countless others.

He puts an ID MASK on, changing him into a SECURITY GUARD.

He pulls a KEY REMOTE out and presses it.

NEW ANGLE REVEALS an ARMORED TRUCK's engine <STARTING> and lights coming ON.

The masked DNAlien runs to it, followed by the others, limping, crawling.

DNALIENS

<MOANS and GROANS>

The disguised DNAlien jumps into the driver's side as the others pile into the back.

Gwen raises her hands, about to fire a big bolt of energy. Chromastone and Metal Kevin rush IN.

CHROMASTONE

Let 'em go.

Gwen considers and stops.

GWEN

Right. It's the big key we're after.

Tyler rushes IN and approaches Chromastone as he TRANSFORMS back into Ben and Metal Kevin TRANSFORMS back into Kevin.

TYLER

Ben! I got it! The aliens. Not these, the other ones in charge...

KEVIN

Highbreed. The big ones...

TYLER

Yeah. They're building a dimensional gateway in Los Soledad.

BEN

Where are they going?

TYLER

Not going. Coming. The whole Highbreed fleet's gonna invade and
destroy the Earth. I remember!

BEN

Yeah, and I think I know why you remember.

Ben pulls Tyler's ID mask away, revealing he's a DNAlien!

BEN

You're a DNAlien.

END OF ACT TWO

ACT THREE

EXT. DESERT HIGHWAY, ALONG RIVERBED - RESUME

DNAlien Tyler <RIPS> the mirror off the truck and looks at himself,
stunned.

DNALIEN TYLER

A DNAlien? Me?

Ben indicates the wrecked Truck.

BEN

No way a regular guy could go through a wreck like that without being hurt.

DNALIEN TYLER

But, I'm a regular guy!

BEN

They all are, at first. The Highbreed use us "lesser creatures" to do their dirty work.

FLASH TO:

INT. HIGHBREED NEST - REPRINT

The Highbreed Commander says

HIGHBREED #1

They are degenerate filth.

BACK

Kevin puts his foot on the <hissing, spitting> XENOCITE, that Chromastone threw aside earlier.

KEVIN

They manufacture these Xenocite things, slap one on your face, and your humanity gets overwritten with DNAlien code.

BEN

And suddenly you're not you anymore. They took over a whole town that way. Like Los Soledad.

GWEN

We lost our Grandpa Max, and nearly lost my brother.

BEN

We were there a few weeks ago. We thought we'd destroyed whatever they were building. At least slowed them down.

FLASHBACK TO:

EXT. LOS SOLEDAD - REPRINT

The gate being built

BACK

Tyler shakes his head.

TYLER

Not by much.

BEN

Somehow you got the big key away.

FLASHBACK TO:

INT. HIGHBREED NEST

REPRINT - Armed DNAliens double-time marching past a HIGHBREED COMMANDER.

REVEAL Tyler about to get into the truck, as a DNAlien gives him orders.

DNALIEN #4

You know your mission?

TYLER

Los Soledad. No stops.

FLASH TO:

EXT. DESERT HIGHWAY - NIGHT - REPRINT

The semi overtakes a car, sounding its <HORN>, then passing inexpertly.

BACK

Tyler concentrates at the memory.

TYLER

I was supposed to take it!

GWEN

I wondered how you got it away from them.

He looks at himself in the truck mirror.

TYLER

But... I'm one of them.

BEN

No. You've been fighting the reprogramming, the whole time.

GWEN

Which means they're all fighting back. Some way, you managed to reverse it on your own. That's what we have to do with those others.

KEVIN

But first, we need to get the oscillator key out of here.

BEN

Yeah, they'll be back with reinforcements.

(to Tyler)

We could use your help.

FLASHBACK TO:

INT. HIGHBREED NEST

HIGHBREED #1

The Highbreed fleet will pour through and wipe this planet clean, as quickly as any other.

BACK

Tyler is looking at himself in the mirror. He steps out of the shot.

TYLER

Don't worry about me. I'm a monster. Save the rest of them.

He leaps, fully aware of his DNAlien strength, and <TEARS> the rest of the truck away from the oscillator key.

Gwen shrugs. The three teens go after him.

GWEN

Mr. Healthy Outlook.

Gwen extends ENERGY STRAPS underneath the oscillator key.

GWEN

<EFFORT>

She lifts it a hair off the platform.

GWEN

<STRAINING> You guys..?

Ben hits the Omnitrix and TRANSFORMS into HUMUNGOUSAUR.

HUMUNGOUSAUR

Humungousaur!

TOP OF THE EMBANKMENT

Gwen struggles, teeth gritted, to project the energy straps.

Gwen

<EFFORTS>

Humungousaur grabs the straps and laboriously drags the Key toward the GTO.

HUMUNGOUSAUR

<EFFORT> Drive alongside, I'll drag it.

KEVIN

(re; Gwen's energy)

The glow's gonna attract attention.

HUMONGOUSAUR

And a tuning fork the size of a building won't? The clock's running.

Suddenly, an EERIE GLOW from above washes over them.

TYLER

The clock's run out.

ABOVE, the DNALIENS have returned in a vast SPACESHIP appears. A BAY opens up in the underside exposing DNaliens in big raygun turrets. The entire bottom of the ship LIGHTS up and a focused BEAM shoots out of the middle.

HUMONGOUSAUR

Head for cover!

They slide back down the embankment, Oscillator key in Humongosaur's tow.

The beam SWEEPS along the ground toward the oscillator, pulling cactus and rocks into the hold. The big rock outcropping trembles and <CRACKS>, creating a few good-sized boulders.

KEVIN

That's not a weapon, it's a tractor beam!

Just in time, Gwen throws up an ENERGY SHIELD to meet the beam.

GWEN

<STRAINING>

Above, DNAliens armed with RAY GUNS rappel down on lines.
Tyler raises his fists and leaps out from Gwen's shield.

TYLER

<ATTACK CRY, HURRK>

He DODGES the DNAlien <BLASTS>, rolls and comes up spitting goo.

TYLER (CONT'D)

<SPIT>

The rappeling DNAliens train every weapon on him.

Humongosaur grabs him and takes multiple hits from the <FIRING>
RAY GUNS to pull him back.

TYLER

Look, I'm finished either way.

HUMUNGOUSAUR

No. No sacrifices.

GWEN

<STRAINING> Can't do this all night...

HUMUNGOUSAUR

(to Tyler)

Keep them off Gwen.

Tyler glares back, then relents. Kevin touches a rock and TRANSFORMS into ROCK KEVIN.

HUMUNGOUSAUR hits the Omnitrix and transforms into JET RAY.

JET RAY

Jet Ray!

He <WHIPCRACKS> skyward.

The DNAliens in the bay fire RAYGUNS at Jet Ray, who dodges them with <WHIP CRACK> sounds.

He swoops and circles back on top of the ship, <NEURO- BLASTING> a hole with his stinger... and another... but two DNAliens run out to a RAYGUN TURRET and start BLASTING BACK.

Jet Ray <WHIP CRACK> dodges.

On the ground, Rock Kevin and Tyler scatter the advancing DNAliens with fresh boulders from the cracked outcropping, disarming a couple.

ROCK KEVIN/TYLER

<EFFORTS>

DNALIENS

<IMPACTS>

Tyler sees one of the DNAliens coming around the other side to fire at Gwen.

TYLER

<SPIT>

He splats the DNAlien with goo and the shot goes straight up.

ABOVE THE SHIP, Jet Ray <STRAFES> the top of the ship with neuro-blasts, tearing holes and disabling the big ray gun in the gun turret.

The DNAliens bail from the turret and run.

Jet Ray swoops down and grabs one.

JET RAY

How do I shut off the tractor beam?

DNALIEN

<HURRK>

Before it can spit, he turns its head toward the hull and mashes its face down in the glob as it spits.

DNALIEN

<SPIT, MUFFLED STRUGGLE>

JET RAY

Never mind.

Jet Ray <WHIP CRACKS> down into one of the holes he's made.

ON THE GROUND, Rock Kevin <SLAMS> two DNAliens together.

ROCK KEVIN

<EFFORT>

DNALIENS

<IMPACT>

He drops them and looks over to Gwen. She's shaking.

GWEN

<STRAINING>

A DNAlien comes up on her from behind. Kevin <SLAMS> into him and they tussle.

ROCK KEVIN/DNALIEN

<IMPACT, STRUGGLE>

Two DNaliens grab Tyler.

DNALIEN #5

We're going to overwrite you Tyler. And you won't remember ever defying us.

TYLER

No!

Gwen can't take it any longer. Her shield <SHATTERS>.

GWEN

<pained EFFORT> <Impact>

The Oscillator Key, DNaliens and Tyler are pulled skyward as Rock Kevin, just outside the beam, YANKS Gwen out.

ROCK KEVIN

<EFFORT>

UNDER THE SHIP, Jet Ray <CRASHES> through the bottom, exposing a big parabolic mirror as the <ENGINES REV UP>.

The ship begins to speed away as the oscillator the DNAliens and Tyler draw close.

JET RAY

Tyler!

On the ground, Kevin calls up from tending to a collapsed Gwen.

ROCK KEVIN

Tennyson! Shoot the mirror!

Jet Ray looks from the mirror to Tyler, who looks defeated. His eyes meet Jet Ray's.

At the last second, Jet Ray <WHIP CRACKS> over to grab Tyler away from the DNAliens.

The oscillator key <CRASHES> into them and into the open bay.

Jet Ray deposits Tyler back on the ground as the ship <ZOOMS> away.

JET RAY

There's got to be another way to win.

ROCK KEVIN

What's wrong with you?

Gwen gets to her feet, weak.

GWEN

Really not sure about your choice, Ben.

JET RAY

No sacrifices.

He TRANSFORMS back to Ben as Kevin TRANSFORMS back to angry Kevin.

KEVIN

No save the world.

TYLER

We lose twice. They're going to finish that gateway and invade, and I'm this... thing. It's over.

BEN

See, that's what you don't get.

Ben puts his left hand on DNAlien Tyler's face.

TYLER

<Surprised CRY> What are you...?

The omnitrix FLASHES.

OMNITRIX

Genetic damage repaired.

The Xenocite drops to the ground revealing the REAL TYLER, who looks just like the one we know.

Gwen produces a compact mirror and holds it up for him.

TYLER

This is really me! And I can remember it all. I grew up in Evanston, and I was in glee club in high school...

KEVIN

And you play the bass?

TYLER

I do.

The Xenocite at his feet <SQUEALS>. Tyler <STOMPS> on it.
Tyler smiles in agreement.

BEN

It's never hopeless. We know what the Highbreed are doing, and
where they're gonna do it.

WIDER. Ben Gwen and Kevin, resolute.

BEN

And we know who's gonna stop them.

FADE TO BLACK.

THE END

BEN 10 "Inside Man"

"Inside Man"

680-024

Ben 10: Alien Force

By

Matt Wayne

Story Editor

Dwayne McDuffie

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CROWD

BEN

HOLO MAX

GWEN

KEVIN

ARGIT

BIG CHILL

ECHO

PICKAXE #1

VULKANUS

PICKAXE ALIEN #3

PICKAXE ALIENS

SLEEPING ECHO

<BIG CHILL>

BRAINSTORM

WATER KEVIN

VERDONA
TITLE CARD
BEN/KEVIN
JET RAY
JET RAY/STEEL KEVIN
MIKE
KEVIN/GWEN
NATALIE
CUT TO:
ENERGY VERDONA
BEN/GWEN/KEVIN
SPIDER MONKEY
ASPHALT KEVIN
TYLER
HIGHBREED
DRIVER
DESK SERGEANT
SHIFTY COP
HIGHBREED #1
HIGHBREED #2
NEW COP
DNALIEN COPS
DNALIEN
ALL DNALIENS
CHROMASTONE
OMNITRIX
DNALIEN #3
XENOCITE
METAL KEVIN
DNALIEN #2

DNALIEN #4
HUMONGOUSAUR
HUMONGOUSAUR, ROCK KEVIN, TYLER
ROCK KEVIN
DNALIEN #5
DNALIEN TYLER
ROCK KEVIN/TYLER

(V.O.)
(O.S.)
(O.C.)
(CONT'D)
(SUBTITLE)
(to himself)
(to kevin
(CONT)
(OS)
(O.S. LOUDSPEAKER)

INT
EXT
I/E
EXT./INT

SUNNYDALE HIGH
THE GOALIE
BEN
THE SAME LOCATION
A BICYCLE RACK
THROUGH THE HOLE

A SERIES OF STILLLS

DOJO

REPRINT

TRAINYARD

MAGISTER

GWEN

ON THE SHOULDER

SWAMPFIRE

EXTERIOR KEVIN'S CAR

CASTLE

DARK ALLEY

TRAILER PARK

RUSTBUCKET

MIDDLE OF THE DESERT

ON KEVIN

WAREHOUSE, MILES AWAY

MAX'S COVE - DAY

KEVIN'S CAR

HIGHBREED NEST

DESERT HIGHWAY

PICKUP

DESERT HIGHWAY PATROL STATION

TYLER'S CELL

HIGHWAY PATROL HOLDNG CELL

LOS SOLEDADES ERIOR KEVIN'S CAR.

LOS SOLEDADES

LOS SOLEDAD

BACK

DESERT HIGHWAY, ALONG RIVERBED

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DUSK

LATER.

SHORTLY

MINUTES LATER

CONITNUOUS

SECONDS LATER

RESUME

REPRINT

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

FADE TO BLACK.

END OF TEASER

FADE TO BLACK.

END OF TEASER

FLASH TO:

FLASHBACK TO: