

(Name of Show)

("Title of Episode")

by

(Name of First Writer)

(Based on, If Any)

Revisions by

(Names of Subsequent Writers,
in Order of Work Performed)

Current Revisions by

(Current Writer, date)

Name (of company, if applicable)

Address

Phone Number

BEN 10: ALIEN FORCE
"If All Else Fails"
by Adam Beechen

**

TEASER

FADE IN:

EXT. DESERT - DUSK

**

A JACKRABBIT nibbles brush beneath a DISTINCTIVE ROCK FORMATION on a pretty day.

Suddenly, the rabbit looks up, scared, its ears straight up. The ground <RUMBLES>, and PEBBLES fall from the rocks above. It's an EARTHQUAKE, a good one, <CRACKS> forming in the sun-baked ground. The rabbit scurries away.

*
*
*

TILT DOWN - Through a CROSS-SECTION POV of the layers of earth below, all shaking. Finally, we come to a REINFORCED CHAMBER deep below the surface.

*

INT. BUNKER - CONTINUOUS

PAN through the <RATTLING> bunker, and the Highbreed TECHNOLOGY contained within. Finally, we stop on a SUSPENDED ANIMATION CHAMBER, with a Highbreed inside!

*

CUT TO:

EXT. TRAILER PARK - SIMULTANEOUS

The kids are outside the Rustbucket, setting up a PICNIC TABLE as GRANDPA MAX works a barbecue loaded with what appears to be burgers and fries. SLEEPING BAGS are laid out on the ground.

*
*

MAX

I only had enough charge for one ray blast, but I knew I was faster than a Plutonian, so...

*
*

KEVIN rolls his eyes. GWEN leans in toward him, smiling.

**

GWEN

**

(sotto)
Having fun?

KEVIN

(sotto)
Pros of campouts? Fresh air, barbecue burgers. Cons of campouts? Grandpa Max's Old Plumber stories we've heard ten times before.

*
*

Kevin moves closer to Max, eyeing a <SIZZLING> burger.

KEVIN (CONT'D)

You said you were going to tell a
story about my dad.

*
*

He reaches for the burger. Max lightly <WHACKS> his hands
with the tongs.

*

KEVIN (CONT'D)

Ow!

MAX

A story's a lot like barbecue
squid. Can't rush either one.

*
*

KEVIN

Squid? I thought those were
hamburgers.

*
*
*

Ben bends down and peers at the grill.

*

BEN

That would explain the tentacles...

*
**

The ground SHAKES a bit.

GWEN

Whoa! Feel that? Earthquake!

*

CUT TO:

**

INT. BUNKER - CONTINUOUS

The chamber continues to <SHAKE>, and LIGHTS on the
Highbreed's SLEEP POD jar from RED to GREEN. It OPENS with a
<HISS>! The Highbreed staggers out, woozy, waking up.

*
*

BUNKER Highbreed

Uhhh...

Recovered, he looks around in despair.

BUNKER Highbreed (CONT'D)

Awake...

*

His expression changes to grim determination and he moves to
a CONSOLE, pressing a few <BUTTONS>.

BUNKER Highbreed (CONT'D)

Station log: My hibernation pod has
opened. That means the unthinkable
has occured. The war is lost. I
must complete my final mission.

**
**
**
**

He looks to a GLOWING BUTTON and makes a decision. *

CUT TO:

EXT. TRAILER PARK - CONTINUOUS

Max lifts Kevin's squid patty off the grill, moving it to a bun as Kevin watches hungrily. *

MAX

Zap! One shot took down the three of them. Now all I had to worry about was the bomb, but time was running out... *

Max hands Kevin the plate. *

KEVIN

This is a regular burger, right?

Ben leans over and lifts up the bun on Kevin's sandwich.

BEN

I see eyes and a beak in there. Is that okay? *

Suddenly, Max JOLTS. *

MAX

<GROANS> **

KEVIN

I thought you liked weird food. **

INT. BUNKER **

Bunker Highbreed PUSHES the GLOWING BUTTON. The control panel LIGHTS UP. **

BUNKER HIGHBREED

The deed is done. **

EXT. TRAILER PARK - CONTINUOUS **

Max screams. **

MAX

(SCREAMS) *

He staggers into the Grill, knocking it over as he falls. The kids rush to his side. *

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BEN
Grandpa? Grandpa!

*
*

SMASH CUT TO MAIN TITLES!

ACT ONE

FADE IN:

EXT. TRAILER PARK - RESUME

Gwen and Ben take Max's arms to steady him as he gets back to his feet. *

GWEN

Are you sure you're okay? **

MAX

I'm fine, thanks...Just got a little dizzy for a second. Let's eat! *

KEVIN

I can't. You dumped my burger. *

GWEN

(concerned)

You dumped the whole grill. Remember? *

MAX

That was the last of my ground octopus, too. **

As he talks, he begins cleaning up, by righting the grill. *

MAX (CONT'D)

I've got some hamburger meat in the freezer though. I guess we could eat that. *

Kevin grins, holding out his plate eagerly.

KEVIN

Well, if you're out of the squid, what can we do? *

Max freezes again. *

MAX

(monotone)

Drone seeds located and activated. Command and control sequence: activated. Commencing command code self-test... **

Max lowers his arm, letting the Grill fall over again. *

KEVIN
Wasn't hungry anyway. *

BEN
Grandpa!

Max snaps out of it. He shakes his head as much to clear his head as he does out of embarrassment. He sees them looking at him. **

MAX
What? **

GWEN
It happened again. **

BEN
We should get you looked at. **

MAX
There's no need, I'm fine! Look! **

He spreads his arms, and they wait to see if anything will happen to him. Nothing does. The kids still look doubtful. **

MAX (CONT'D)
Tell you what, let's get some sleep, and if I'm still acting goofy in the morning, we'll see someone about it then.

Kevin and Gwen look to Ben. He wrestles with it, then nods. *

BEN
Okay. *

MAX
Goodnight kids. **

Max smiles and stretches, using his free hand to scratch the back of his neck. **

CLOSE to show a FINE, VINE-LIKE GROWTH spreading out from the base of Max's neck. *

DISSOLVE TO:

EXT. TRAILER PARK - NIGHT

The three kids and Max sleep huddled in their individual sleeping bags. All is silent. *

Suddenly, Max stirs, suddenly SITTING UP in his sleeping bag. **
His eyes are GLAZED, and he cocks his head and seems to look
up at the stars.

CLOSE ON MAX, motionless. We see the VINE-LIKE GROWTH has *
spread, creeping around to the side of his face. *

DISSOLVE TO:

EXT. TRAILER PARK - THE NEXT MORNING

ON KEVIN, stirring in his sleeping back. He comes awake, *
<YAWNS> and starts rolling up his sleeping bag.

KEVIN
<YAWNS> I'll get the chow...Last **
time Max made breakfast we had **
scrambled eggs and eyeballs. **

Getting no response, he turns to see --

MAX'S SLEEPING BAG IS EMPTY, and the RUSTBUCKET is gone!

KEVIN (CONT'D)
Uh...Hey, Tennyson? Gwen? Wakey, *
wakey...

Ben and Gwen come wake. They look around with alarm. *

BEN *
Where's the Rustbucket?

GWEN *
Where's Grandpa Max?

KEVIN *
Yeah, that's why I didn't let you *
sleep in. *

BEN *
Gwen, can you get a fix on him? *

Gwen's eyes GLOW for a moment. *

GWEN
Got him. He's headed west.

Ben dashes for KEVIN'S CAR. Gwen follows. *

BEN
Then so are we!

Kevin trudges after them.

KEVIN

(grumbling)

No dinner last night, no breakfast
this morning, what is this, fat
camp?

**
**
**
**

CUT TO:

EXT. DESERT - LATER

A group of FIVE ZOMBIFIED MEN AND WOMEN, covered with vines stand before the DISTINCTIVE ROCK FORMATION seen earlier, all looking down at the ground. After a moment, the RUSTBUCKET <RUMBLES UP> and comes to a stop. Max gets out and joins the others, still zombified.

*
*
*
**

MAX

(monotone)

Seedling three, reporting present.

**
**
**

ANOTHER MAN wanders up on foot from the other direction to take his place among the group.

ANOTHER MAN

Seedling two, reporting present.

**
**

MAX

(monotone)

Five of 91 seedlings present.
Sufficient animal biomass--

**
**
**
**

TILT DOWN again through the CROSS-SECTION POV until we come to the --

INT. BUNKER - CONTINUOUS

The BUNKER Highbreed watches the five Zombies on a screen.

**

MAX

(monotone)

-- for Failsafe activation.

**
**
**

BUNKER HIGHBREED

Excellent. Activating final stage.

**
**

Bunker Highbreed manipulates CONTROLS in front of a TERRARIUM-LIKE ENCLOSURE attached to MACHINES.

**
**

PLANT-LIKE TENDRILS rise from the soil of the terrarium and snake to the DIRT CEILING infiltrating it and working their way upwards.

CUT TO:

EXT. DESERT - MOMENTS LATER

As the zombified humans continue to stare at the ground, the tendrils <BURST> through the soil and TWINE around Max and the others, covering them completely. All is still for a moment, then the vines <PEEL BACK>, revealing an OPAQUE CHRYSALIS, the SILHOUETTES of the humans inside vaguely visible.

*

DISSOLVE TO:

EXT. KEVIN'S CAR - LATER

Kevin's car <SPEEDS> along the deserted highway.

GWEN (V.O.)
We go off-road from here.

KEVIN (V.O.)
You sure?

INT. KEVIN'S CAR - CONTINUOUS

Gwen, eyes closed, sits in the passenger seat, using her powers, eyes closed. Ben, in the back, leans forward with concern.

*

GWEN
I'm sure.

Kevin ACTIVATES a control on the dash.

**

EXT. KEVIN'S CAR - CONTINUOUS

The car MORPHS a set of large, OFF-ROAD TIRES, then angles off the highway, <BUMPING> across the desert.

**

*

EXT. DESERT - MOMENTS LATER

The car <SCREECHES> to a halt at the rock formation, the CHRYSALIS beneath it. The kids pile out and look at it in shock and horror.

*

BEN
What is it...?

*

GWEN moves close to it, her eyes glowing with power.

**

GWEN
I don't know, but that's Grandpa
Max inside!

*

**

BEN
Not for long.

**

HOLD ON BEN, who <TAPS> his OMNITRIX! And TRANSFORMS into SPIDERMONKEY. *
**

SPIDERMONKEY **
Spidermonkey! **

Spidermonkey steps toward the chrysalis, popping razor-sharp talons from his fingertips. He extends his INDEX FINGER. **
**

SPIDERMONKEY (CONT'D) **
I think I can cut this thing **
open...

Suddenly, the BUNKER Highbreed steps around the other side of the chrysalis, stepping between it and the kids. He holds a Highbreed Raygun. *
*

BUNKER HIGHBREED **
Come no closer to the seedpod, **
inferior filth! *

GWEN **
A Highbreed?! **

KEVIN
Lighten up, willya? The war's over. *

BUNKER HIGHBREED **
Perhaps, but our defeat will bring you nothing but sorrow, vermin. *

SPIDERMONKEY **
I'm getting my Grandpa out of there. I'd step aside, if I were you. *

The Highbreed <FIRES> his weapon at him. Spidermonkey dodges bck, but the blast wxplodes at his feet, upending the rocky ground he's standing on, and sending him backwards through the air. **
**
**

SPIDERMONKEY (CONT'D) **
(flying CRY) **

Spidermonkey goes over a cliff and disappears. **

SPIDERMONKEY (CONT'D) **
<Impact oof!>

Gwen leans over the edge to see Spidermonkey sprawled at the bottom. **

GWEN
You good?

SPIDERMONKEY (CONT'D)

Did not see that coming.

**

*

BUNKER HIGHBREED

My mission is complete.

The Kids look way up at the Plant-Thing, which stands still, as though listening to silent orders.

**

KEVIN

We've smashed bigger guys than that.

**

**

**

GWEN

When?

**

**

SPIDERMONKEY

No smashing, Grandpa Max is still inside of that thing!

**

**

**

The Plant-Thing suddenly stalks away with giant, <THUNDERING> steps, <TEARING> free of the CHRYSALIS at its feet, completely ignoring the kids.

**

**

The kids turn to the Bunker Highbreed.

SPIDERMONKEY (CONT'D)

What did you do?!

**

*

BUNKER HIGHBREED

(calmly)

I have activated the Failsafe. Nothing can save you now. The destruction of your world is at hand.

*

**

**

*

OFF the kids' stunned reactions --

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. DESERT - RESUME

The kid and the Bunker Highbreed watch the Failsafe stride toward the horizon. Spidermonkey turns back to the Highbreed anxiously. **

SPIDERMONKEY **
What is that thing?! **

BUNKER HIGHBREED **
The end of the human infestation. **
The end of our war.

KEVIN *
Don't you watch the news? The war *
is over!

GWEN *
We're friends now! *

SPIDERMONKEY **
Could we go back to the "end of the *
human infestation" part? **

BUNKER HIGHBREED **
You are doomed. **

SpiderMonkey stares up at the Highbreed, looking tough. **

SPIDERMONKEY **
Don't think so. You're going to **
tell me how to stop that thing, or **
I'm going to have to hurt you. **

Spidermonkey suddenly <TRANSFORMS> back to Ben, who isn't happy about it. **

BEN **
Oh, figures. Stupid Omnitrix... **

BUNKER HIGHBREED **
I don't have time to toy with an **
inferior. I go now to watch the **
destruction of your pitiful **
species. **

The Highbreed unfurls his wings and flies off after the Failsafe. **

KEVIN *
C'mon, we'll follow in my car.

NEAR THE CAR **

The kids arrive. Kevin opens the door. Ben stops. *

BEN *
Forget the car. I've got a better
idea.

He <TAPS> his OMNITRIX and TRANSFORMS into Humongosaur. *

HUMONGOSAUR **
Waybig! Aw, man! Humongosaur. **
(beat) **
Wonder if the Omnitrix is still **
under warrantee. **

HUMONGOSAR grows to half the creature's size, runs it down **
and TACKLES it from behind by the waist. **

HUMONGOSAUR (CONT'D) **
(TACKLE) **

FAILSAFE easily <DRAGS> him along, never breaking stride, or **
otherwise reacting. Humongosaur's feet dig TRENCHES in the **
dirt. *

HUMONGOSAUR (CONT'D) **
(EFFORTS) **

The Failsafe SLOWS marginally, but --

HUMONGOSAUR *
It barely knows I'm here!

KEVIN'S CAR **

Has pulled up nearby. Kevin and Gwen just got out. **

GWEN *
Maybe I can get its attention!

She projects an ENERGY BARRIER in front of the Failsafe, but **
it walks right THROUGH it. <SMASH>! *

GWEN (CONT'D) **
So not my day!

KEVIN rushes to the creature's ANKLE. *

KEVIN *
Maybe it just needs a good pruning! **

He forms his arm into a BLADE and <SLASHES> at the Failsafe's foot, cutting through the plant matter there, but it's so big it doesn't matter. **

KEVIN (CONT'D) *

Huh. Usually I'm murder on houseplants. *

The kids BREAK OFF for a moment to catch their breath. The Failsafe continues its <STOMPING MARCH> away from them. *

GWEN

The problem is Grandpa Max is inside that thing -- along with a bunch of other people -- and we don't want to hurt any of them. **

HUMONGOSAUR *

So far, not really a problem. **

HUMONGOSAUR races in front of the Failsafe and tries to full-on TACKLE it above the waist, <SLAMMING> into the thing!

HUMONGOSAUR (CONT'D)

<Impact effort/oof!>

Humongosaur strains mightily, and the Failsafe actually comes to a stop.

GWEN rises on an ENERGY PYLON nearby, studying the Failsafe. *

GWEN

Good job, Ben! Hold it still and I'll look for weak spots! *

HUMONGOSAUR

(straining)

Look...fast! *

But with a SHRUG - the first real acknowledgement of the kids the Failsafe has shown -- the creature backhands Humongosaur aside like a doll. **

HUMONGOSAUR **

(IMPACT) **

His body smashes Gwen's pylon. *

HUMONGOSAUR/GWEN **

(IMPACT)

They both fall, but Humongosaur catches her. *

HUMONGOSAUR **
(CATCH) **

GWEN **
(IMPACT) **

KEVIN **

Now ahead of the lumbering Failsafe, FORMS his arms into a PLOW that he uses to <DIG UP> a WIDE TRENCH in front of the Failsafe's path. Failsafe comes to the Trench, lifts a "foot" and pauses. **

KEVIN *
(smug) *
What're you gonna do now? *

But the Failsafe's lifted leg GROWS LONGER, extending, allowing it to step OVER the trench and continue on.

KEVIN (CONT'D) *
That so worked in my head. *

Gwen watches Humongosaur TRANSFORM back to BEN, as Kevin moves to join them. *

KEVIN (CONT'D) **
We've tried going easy, and we've tried goin' hard...Now what?! **

BEN *
We don't know enough about that thing to stop it! *
(then; realizing) *
But maybe there's someone who does. **
Slow it down...I'll be back as soon as I can. **

He starts running off, <TAPPING> his OMNITRIX and turning into Jetray. *

Jetray takes to the air and <ZOOMS> away at high speed. *

KEVIN *
Would be nice if he'd let us in on the plan every once in a while. **

GWEN *
Can I borrow you for a second? *

Gwen conjures an ENERGY PLATFORM, raising Kevin a few feet.

KEVIN *
Sure. Now what? *

GWEN

Now I throw you at it, real hard!

*

Pull back to reveal that Kevin is standing on one end of a simple, ENERGY CONSTRUCT BULLISTA.

**

**

STONEKEVIN

Hang on, do I get a vote in --

**

With a flinging gesture, Gwen LAUNCHES Kevin in the direction of the Failsafe at high speed, Gwen smiles.

**

**

GWEN

Nope.

KEVIN

<Thrown yell!>

**

**

KEVIN hurtles toward the Failsafe, and raises a spiky MACE FIST, he's going to bash the thing, with all the momentum of his flight.

**

**

**

KEVIN (CONT'D)

(attack CRY)

**

**

Instead, with a wet <PLOP>, he bounces off the Failsafe and falls to the ground. <CRASH!>

KEVIN (CONT'D)

(IMPACT)

GWEN rushes to his side as he rises to his feet.

*

GWEN

(explaining)

I was trying something.

*

*

Hearing <RUMBLING MOTORS> O.S., they turn to look...

**

THEIR POV - MILITARY-LOOKING JEEPS carrying SPECIAL TROOPS (maybe the army from "Vengeance of Vilgax"?) bump across the desert floor along the path of the still-lumbering Failsafe, who doesn't appear to notice them.

**

**

A COLONEL in the lead jeep yells through a BULLHORN as his vehicle comes to a stop.

COLONEL

Weapons ready!

*

The jeeps stop in the Failsafe's path. The SOLDIERS in each jeep raise HIGH-TECH WEAPONS.

**

GWEN AND KEVIN rush to the Colonel's jeep.

GWEN

Don't! There are people inside of that thing! **

The Colonel points to the distance, to a low clump of BUILDINGS and THREE REACTOR TOWERS.

COLONEL

I'm sorry about that, but that's Twin Mesa Nuclear Plant. Do you understand what happens if we don't stop it? **
**
**
**

GWEN

But-- **

COLONEL

(into bullhorn) **
FIRE!

THE WEAPONS <FIRE> powerful-looking ENERGY BEAMS!

THE FAILSAFE - the BEAMS <STRIKE> the creature with NO EFFECT!

THE COLONEL signals to his men as the BUNKER HIGHBREED arrives, looking satisfied. **

COLONEL (CONT'D)

(into bullhorn) **
FULL POWER! BRING THAT BOGEY DOWN! *

BUNKER HIGHBREED

Idiotic cattle. You cannot hope to succeed. **
**

Kevin grabs the Bunker Highbreed.

KEVIN

Suppose we make you tell us how to stop it? **

BUNKER HIGHBREED

Unhand me, Vermin. **

Bunker Highbreed easily shoves Kevin away, Kevin falls backwards onto his butt. **
**

BUNKER HIGHBREED (CONT'D)

A lower life form cannot force me to do anything. **
**

REINEY (O.S.)

No, but I can! **

They all turn to see --

SHIP - Having landed nearby, and opened to reveal BEN and REINEY, THE SUPREME Highbreed (Last seen in "War of the Worlds") rushing urgently toward them, as the human soldiers continue trying to stop the Failsafe O.S. **
**
*

The BUNKER Highbreed looks at Reiney.

BUNKER Highbreed
Who are you?!

BEN
He's Reinrassig the third, seventh son of the noble Highbreed House of Di Razza, direct descendent of the pure-blooded High Order of Rasecht...and Personal friend of mine. *

REINEY
I am the Highbreed Supreme!

BUNKER Highbreed
Then our people have not been exterminated...

REINEY
Clearly! **

BUNKER Highbreed
But...But I was only to be awakened if we lost the war... **
**

REINEY
The war has ended...and it was settled peacefully, thanks to Benbentennyson. **
**

BUNKER Highbreed
(disbelieving)
Peace...with the humans... then what awaked me from hibernation? **
**

REINEY
It must have been some sort of accident. **
**

GWEN
(realizing)
The earthquake! Don't you see? **

REINEY

Whatever the cause, your orders are clear. Shut down that weapon.

**
**
**

The Bunker Highbreed bows his head.

BUNKER HIGHBREED

Supreme one, I would deactivate it if I could, but once a Failsafe sprouts, nothing can stop it!

**
**
*

KEVIN

You mean that thing's got an "on" switch, but no "off?"

*

GWEN

What good is a failsafe if you can turn it off?

REINEY

We implanted post-hypnotic seeds in several dozen humans who had been our prisoners. Those seeds were to be activated, and the Failsafe process started, only upon our demise.

**
*
**

KEVIN

So what's it going to do, stomp us all to death?

BUNKER HIGHBREED

No. The Failsafe needs a large power source to prime its destructive energies.

**
**

They turn in horror to see the POWER PLANT, the creature lumbering toward it, heedless of the SOLDIERS <BLASTING> away!

GWEN

And when it's primed?

REINEY

It will explode. And the resulting fallout will destroy your planet within minutes.

*
*
**

The kids react with SHOCK AND SURPRISE as we --

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. DESERT - RESUME

The FAILSAFE continues on its path toward the NUCLEAR POWER PLANT as the SOLDIERS keep <BLASTING> it. The kids and the two Highbreed race on foot to keep up. *

KEVIN

We're not gonna just stand here and let the Brussel Sprout that walks like a man nuke us, are we? **

BEN

No, but fighting it head on hasn't worked... **

GWEN

So who said head on? All plants release gases in some way, right? So this one must have some kind of exhaust port. *

BEN

(nodding)

And if we can find it, we can get inside and try to stop it from there! **

KEVIN

Really. We're going to climb up its exhaust port? *

BEN

You're going to climb. I'm going to fly. **

He <TAPS> his OMNITRIX and TRANSFORMS. *

BEN (CONT'D)

Jetray! *

DISSOLVE TO: *

INT. FAILSAFE - CIRCULATORY SYSTEM - MOMENTS LATER

The three of them make their way through a corridor made of VINE-LIKE TENDRILS. *

GWEN

Oh! It reeks in here. *

KEVIN
If you ever tell anybody about
this... *

Jetray TRANSFORMS back into BEN. The kids look around as they
start walking. Ben holds his nose. *

BEN
(holding nose) **
Trust me, it'll be our secret. **

KEVIN
What do you think would happen if I
lit a match? *

BEN
Don't.

Ben runs his hand along a vine lining the walls. **

BEN (CONT'D) **
These are like veins, and we're in **
its circulatory system, or
something... **

GWEN **
The little ones carry fluids, the **
big ones exchange carbon dioxide **
for oxygen. **

Ben nods as they approach a JUNCTION of several more tunnels.

BEN **
Then let's try and get to the **
center -- the heart or brain of
this thing -- and shut it down! **

Gwen stops abruptly, pointing ahead.

GWEN
I don't think they'll let us.

THEIR POV - SIX SMALLER VERSIONS of the FAILSAFE, roughly the
kids' size, round the corners of the tunnels ahead, shambling
toward them, trailing VINES.

BEN **
We're like germs... **

GWEN **
...so it sent antibodies to stop **
us! *

BenHe <TAPS> his OMNITRIX and TRANSFORMS. **

DIAMONDHEAD *
Diamondhead! *

The kids leap into A BRIEF, EXCITING BATTLE. In QUICK CUTS, *

we see: *

KEVIN grappling with a MINI-FAILSAFE, as another comes up *

behind him and wraps its TENDRILED ARMS around his NECK. *

KEVIN *

<Strain efforts> *

- GWEN fending off two MINI-FAILSAFES with an <ENERGY BLAST>, *

but the creatures simply wade forward through it. *

GWEN *

<Strain efforts> *

- Two MINI-FAILSAFES extend VINE TENDRILS from their HANDS *

toward DIAMONDHEAD, but he uses his DIAMOND SHARD BLASTS to *

<CUT> through them -- They start to grow again as soon as *

they're cut! *

DIAMONDHEAD *

<Slashing efforts!> *

KEVIN *

These things are as tough as the *

big one! *

GWEN *

But the big one didn't notice us, *

and these things definitely do! *

DIAMONDHEAD falls to the ground, limbs encircled by VINES. He *

PULLS and <SLASHES> at anything he can reach. *

DIAMONDHEAD *

<Oof!> Don't stop moving! <Slash *

efforts> Keep going forward! *

HIS HAND grabs a VINE and PULLS HARD. The vine -- *

<POPS> free from where it's attached to the WALL! *

THE MINI-HYBRID connected to the vine immediately FREEZES and *

TOPPLES OVER, its PLANT MATTER instantly starting to DECAY! *

KEVIN **

What did you do?!

GWEN

They're all attached to the walls

by vines...like umbilical cords!

KEVIN
Or power cords.

**
**

The PLANT MATTER melts away from the MINI-HYBRID'S fallen form, revealing...ONE OF THE HUMANS that had stood with Max inside the chrysalis!

The KIDS look at each other with determination.

DIAMONDHEAD
Cut 'em.

*
**

More QUICK SHOTS:

- DIAMONDHEAD'S FINGERS <SLICE> through an umbilical vine! *
- KEVIN'S HANDS roughly <TEAR> free an umbilical vine. *
- An <ENERGY BLAST> <CUTS> yet another vine! *
- MINI-HYBRIDS fall over like puppets with their strings cut.
- DIAMONDHEAD uses TWO FINGERS to <SCISSOR> through a vine! *
- GWEN grabs a vine, her HANDS GLOWING, and it <EXPLODES> between them!

THE KIDS stand over the MINI-HYBRIDS, looking on anxiously as the PLANT MATTER melts away, revealing the OTHER HUMANS.

GWEN
No sign of Grandpa Max...

*

DIAMONDHEAD
(grimly)
So we keep looking.

*

He picks a tunnel and plunges ahead. Kevin and Gwen follow.

*

DISSOLVE TO:

INT. FAILSAFE - NERVE CENTER - MOMENTS LATER

ON THE KIDS, emerging from the TUNNEL into a LARGE SPACE we can't fully see yet. Diamondhead is still in the lead. Gwen looks at him before she takes in the chamber they've reached.

*

GWEN
Are you sure this is the right way?

DIAMONDHEAD
(looking around)
Pretty sure. Yeah.

*
**

Gwen looks too, as does Kevin, and they all register awe... *

THEIR POV - The massive, towering NERVE CENTER of the FAILSAFE, like a giant vertical SHAFT, filled with VINES of all thickness running up and down, many converging on --

GWEN *
(looking up, shocked)
GRANDPA!

-- MAX, suspended in the center of the chamber, "wired in" to the Failsafe through DOZENS of umbilicals **growing** his body. **
His eyes are rolled back, blank.

GWEN (CONT'D) *
The Failsafe's using him as its
brain!

DIAMONDHEAD starts scaling the vines, trying to get up closer *
to Max. Kevin and Gwen follow as best they can. *

BEN **
Grandpa! **

Grandpa Max stirs, his eye flick towards the kids. **

CUT TO:

EXT. POWER PLANT - CONTINUOUS

The FAILSAFE looms over the REACTOR TOWERS, coming to a stop, then bending down to grasp for them. POWER PLANT WORKERS run *
away in terror.

CUT TO:

INT. FAILSAFE - NERVE CENTER - CONTINUOUS

Diamondhead continues to climb toward Max, reaching a level *
where he can look Max in the eyes.

DIAMONDHEAD *
You're the only one who can stop
it, Grandpa! Focus on my voice! *

Max continues to TWITCH, but the VINES seem to <TIGHTEN>
around him.

KEVIN **
The power of love isn't cutting it. *

GWEN **
So let's do some cutting ourselves. *

The kids frantically pull and slash at the vines, <TEARING> them away in clumps...

DIAMONDHEAD/GWEN/KEVIN
<Pull/tear efforts>

*

...but the vines REGROW AND RECONNECT to Max just as quickly!

KEVIN
(frustrated)
Any house I ever have is gonna have
desert landscaping. No plants!

*

*

*

DIAMONDHEAD
Why didn't I think of it before?

*

*

Diamondhead <TAPS> the OMNITRIX and transforms back to Ben.

*

GWEN
Think of what?

*

BEN
We're fighting a giant plant, and
I've got an alien that can control
plants!

*

**

*

He <TAPS> the OMNITRIX again and TRANSFORMS into Swampfire.

*

SWAMPFIRE
Swampfire!

*

*

SWAMPFIRE stands before Gwen and MetalKevin.

GWEN
Can you control all this?

**

SWAMPFIRE
Probably not. But I should be able
to cut the connection to Grandpa
Max!

*

*

Swampfire closes its EYES.

MAX shudders violently!

ZOOM IN THROUGH MAX'S EYES, CSI-STYLE, down into his VEINS, where we see infiltrating PLANT LIFE RECEDE and pull away!

OUTSIDE MAX - UMBILICALS drop away from his body, and Max falls into Kevin's arms, groggy.

*

MAX

So Devlin Levin laid own cover
fire, while I defused the bomb ... **
Have I told this story before? **

SWAMPFIRE/GWEN/KEVIN

Yeah!/All right, Grandpa!/Cool! *

CUT TO:

EXT. POWER PLANT - CONTINUOUS

The FAILSAFE'S HAND FREEZES just before it can grasp a CORE
TOWER. The entire creature stands frozen. *

The Highbreed watch anxiously. **

COLONEL

Did they -- ? **

REINEY

It appears so.

SOLDIERS

<Celebratory cheers!>

Then there's a MASSIVE <CREAKING NOISE>, and all the CHEERING
STOPS as they see the FAILSAFE starting to topple over!

REINEY

This may be a problem. *

CUT TO:

INT. FAILSAFE - NERVE CENTER - CONTINUOUS

The kids and Max lose their balance as the Failsafe starts to
tilt. VINES and PLANT MATTER rain down around them! *

SWAMPFIRE

There's no brain making this thing
stand anymore. *

GWEN

If we're still inside when it falls
over...! *

BUNKER HIGHBREED (O.S.)

You have a bigger problem. **

The Kids and Max turn to see Bunker Highbreed, standing
behind them. Kevin's ready to fight. Pieces of the walls and
ceilings are beginning to crumble and fall. **

KEVIN **
Here to finish the job, huh? **

BUNKER HIGHBREED **
As a matter of fact, insect. That **
is precisely why I'm here. **

BEN **
We'll fight you. **

BUNKER HIGHBREED **
You understand nothing. My orders **
were to destroy you, so I unleashed **
this weapon. Now my orders are to **
stop it, and so I shall. **

GWEN **
This place is coming apart, if you **
stay here... **

BUNKER HIGHBREED **
All the more reason for you to **
gather the other humans and leave **
this place. **

Bunker grabs the control vines. **

BUNKER HIGHBREED (CONT'D) **
Go! **

The Kids and Max scramble down the vines. **

CUT TO:

EXT. POWER PLANT - MOMENTS LATER

The Highbreed and the Colonel shield their eyes as the **
rumbling Failsafe takes two steps back, then falls over with **
a <DEAFENING CRASH>, just missing the Power Plant! As we **
watch, the giant corpse CRUMBLES TO DUST. **

REINEY
Benbentennyson...!

KEVIN (O.S.) *
...is just fine. And so are we, *
thanks for asking.

The Highbreeds look up to see the KIDS, the FORMERLY *
ZOMBIFIED HUMANS, AND MAX in a FORCE-SPHERE maintained by *
Gwen. The bubble disappears, and SWAMPFIRE reverts to BEN. *

GWEN

We found a way out, just in time.

**

KEVIN

Not through the exhaust port,
thankfully.

BEN turns to MAX, who still looks a bit dazed.

BEN

You okay, Grandpa?

MAX

I am. Good work, Kids.

*

Reiney acknowledges Ben.

REINEY

Yes, Benbentennyson. You have once
again done well.

**

**

A saddened Ben's looking over at the debris from the
Failsafe.

**

**

BEN

Not that well, the other Highbreed
was in there, he's the one who
saved the power plant.

**

**

**

**

REINEY

He was a soldier, doing his duty.
There is no higher honor for a
Highbreed.

**

**

**

**

**

FADE OUT:

END OF ACT THREE

TAG

FADE IN:

EXT. POWER PLANT - RESUME

Ben is talking to Reiney.

**

GWEN

**

Just tell us: Are there any more
Highbreed doomsday plans left on
Earth we should know about?

**

**

**

**

The Highbreed Commander shakes his head.

**

REINEY

**

Absolutely not.

**

(beat; suddenly unsure)

**

I will check the records.

**

As the Gwen and Kevin exchange looks as if to say, "Oh,
great... Ben gestures for them to follow him back the way
they came.

**

**

BEN

C'mon, Reiney! I'll have Ship give
you a ride home.

**

**

Gwen turns to Max, who's looking a little green.

GWEN

Grandpa, are you really okay?

**

MAX

I really am, except for one thing.
This little adventure's definitely
put me off my vegetables.

**

**

**

The <WIND> ruffles their hair, and they all wrinkle their
noses. They turn to see the FAILSAFE, rotting in the sun.

**

**

ALL

<Noises of disgust>

**

**

**

FADE OUT.

END OF EPISODE