

BEN 10: ALIEN FORCE
"IF ALL ELSE FAILS"

Outline

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LOG LINE/MOG: In pursuit of hypnotized Grandpa Max, the kids learn he's part of a Highbreed doomsday plan set in motion by an alien soldier who doesn't know the war's over. Soon, a giant plant-like creature is rampaging across the desert, with Max at its heart. The team must defeat the monster - without hurting their loved one inside.

TEASER

EXT. DESERT - DAY

We start close on a jackrabbit nibbling desert brush near a distinctive rock formation, a peaceful scene. Then an earthquake shakes the terrain, and the rabbit scurries away as we TILT DOWN in a CROSS-SECTION POV through the strata as the quake continues to rumble. Finally, we come to a hidden bunker deep below the surface. It's filled with Highbreed technology...and a Highbreed himself, in suspended animation. On that dramatic revelation, we begin to
INTERCUT WITH:

EXT. TRAILER PARK/INT. BUNKER - DAY - INTERCUT

At the trailer park, we find Grandpa Max entertaining Ben, Gwen and Kevin at a cookout. He's telling one of his football stories from his youth. Ben and Gwen happily indulge him, even though they've heard the story a million times, but Kevin's hungry, and tries to get Max to wind up the story so they can eat: "And then you scored the winning touchdown. The end." Meanwhile, the tremors rattle sensitive machinery in the bunker, and we see red

lights turn to green. The Highbreed's sleep pod opens with a hiss and he emerges, groggily. Regaining his senses, he takes on an air of grim determination. Moving to one of the computers, he switches on a recorder, and narrates his log: "The fact I am awake means the worst has happened. I must fulfill my mission." Taking a deep breath, he pushes a glowing button. As he does, we CUT HARD BACK TO MAX, who jolts ominously in mid-story, dropping Kevin's hot dog to the dirt just as he was about to hand it over. Ben asks if his grandfather feels all right, to which Max responds with a shudder, "It feels like someone walked over my grave." From that, we make a hard cut to MAIN TITLES.

ACT ONE

EXT. CAMPSITE - RESUME

As the kids look on, Max shakes off his "spell," and serves up the hot dogs, continuing with his stories. But he continues acting erratically, stopping in mid-story, spouting gibberish, dropping food, and just generally blanking out. The kids kid him for it, and Kevin suggests that Max "inhaled too many hot dog fumes." Max laughs along with them, supposing he just didn't get enough sleep the night before, and they manage to make it through the rest of dinner without incident.

EXT. CAMPSITE - LATER

As they clean up after the meal, Max's symptoms return in force. His sentences wander, his limbs spasm and, most alarmingly, he stops in mid-sentence and his eyes glaze over. It's like he's not even in control of himself. The kids look at each other. "Forget lack of sleep," Kevin comments. "This is definitely hot dog fume-related." Ben

and Gwen are inclined to take it more seriously. Should they really worry about Grandpa Max? Should they get him to a hospital? But he snaps out of it as quickly as he succumbed, like nothing happened, and his normal behavior wipes away the kids' fears. Maybe it really was lack of sleep...or the desert heat...or hot dog fumes. Whatever the case, it's back to business as usual. But as they go about that business, we pan around to the back of Max's neck, where we see, but they don't, a fine, vine-like growth taking hold.

EXT. TRAILER PARK - NIGHT

That night, Ben, Gwen, Kevin and Max sleep under the stars in sleeping bags. Suddenly, Max pulls himself out of his sleeping bag, zombie-like and stands, as though listening to something we can't hear. His eyes are glazed over once more, and we see more of him is covered in the strange, vine-like growth. Moving stiffly, he gets in the Rust Bucket and drives off, leaving the sleeping kids behind.

EXT. TRAILER PARK - THE NEXT MORNING

Kevin wakes first, and sleepily starts rolling up his sleeping bag, telling Max that he'll make his own breakfast this morning, to "reduce the risk of getting a dirt-covered donut." Getting no response, he turns to see that Max isn't there - and neither is the Rust Bucket! Hurriedly, he wakes Ben and Gwen. Remembering Max's behavior of the night before, the kids kick themselves for not taking it more seriously. Gwen uses her powers to get a fix on Max's location, and they speed off in Kevin's car, Kevin sure to point out that he still hasn't had breakfast.

EXT. DESERT - LATER

The Rust Bucket comes to a stop in front of the distinctive rock formation seen earlier, and Max emerges, still moving stiffly and zombie-like. There are several other zombified humans there, and another arrives on foot as Max approaches. They all seem to have nothing in common, being of both genders and different races. They stand in close formation, and again we PAN DOWN to the BUNKER.

INT. BUNKER - CONTINUOUS

The Highbreed watches as, from a terrarium-like enclosure attached to serious machinery, plant-like tendrils emerge and snake their way up through the ceiling and into the levels of soil.

EXT. DESERT - CONTINUOUS

The tendrils burst through the soil to enclose Max and the other humans in a weird, opaque chrysalis.

EXT. DESERT - LATER

Kevin, Ben and Gwen arrive, pile out of Kevin's car, and rush to the chrysalis. Inside, they can make out Max's silhouette among the others. Ben transforms into Shard, intending to use a crystalline finger to delicately rip open the chrysalis without harming anyone inside, but the Bunker Highbreed gets between him and the chrysalis before Shard can act. The kids are surprised to see him, needless to say, not to mention the fact that he's acting aggressively toward them. But he declares his mission, "is to protect the chrysalis until the Hybrid can be born." He won't tolerate interference. Naturally, that's not in the kids' plans, and a desperate battle ensues, with the

Highbreed impressively managing to hold not just Shard, but Gwen and her spells, as well as cactus-armored Kevin, at bay. The battle abruptly stops, however, when, with a terrible, wet tearing noise, the chrysalis opens, and something monstrous grows out of it to tower tens of feet above them. It's a humanoid-looking plant-thing, and the kids can tell just by looking at it that it's a creature of immense power and destructive capability - and Max is somewhere inside of it. The kids shout up to the Hybrid, hoping their voice will reach Max: "Grandpa, it's us! Tell us how we can help you!" But the Hybrid just stands, as though listening or receiving programming, much as we saw Max do earlier. Then it stalks off with great, thundering steps and an air of determination, completely ignoring the kids. Our heroes turn to the Bunker Highbreed, whose attitude is a mixture of resignation and pride in duty: "The Hybrid lives. The destruction of Earth is imminent and cannot be stopped."

ACT TWOEXT. DESERT - RESUME

As the Hybrid moves away, the Highbreed stands down from his defense of it. "There is no point," he says solemnly. "The Hybrid cannot be stopped now, and my mission is complete." Needless to say, the kids don't like the sound of that, and hurry off to try and stop the Hybrid despite the Highbreed's comments. The Highbreed himself follows, more to watch what happens than anything else...There's nothing left for him to do, so he might as well. Ben switches from Shard to Humongosaur, something closer to the Hybrid's size, but can't hold it back or even restrain it for more than a moment. Gwen uses her powers to try and block the Hybrid, but it steps either over or through her shields. CactusKevin tries to tear into the Hybrid, but has no success. The kids hold back more than a little: "We don't want to hurt Grandpa Max...or anyone else stuck inside this monster begonia!" Throughout, the Hybrid doesn't acknowledge them at all, just keeps moving implacably toward its unknown destination.

EXT. DESERT - CONTINUOUS

The kids reluctantly step up their efforts: Ben full-on grapples with the Hybrid as Humongosaur, but it shrugs him off as though he was nothing. Kevin touches a boulder to become StoneKevin and tries to dig a trench to trip up the Hybrid, but it simply steps over it. Gwen rises on a platform shield to search for a weak point somewhere on the Hybrid's body, but can't find one. Ben's frustrated - they don't know enough about this thing to effectively stop it. Then he's struck with inspiration. Telling Kevin and Gwen to slow down the Hybrid "any way you can...I've got a plan!"

he switches to Bluestreak and takes off. Kevin grumbles, "Nice of him to make a plan and not let us in on it!" They go back to trying to detain the Hybrid, but with the same success as before - none. They're interrupted by the arrival of human authorities, specially-trained troops, apparently, with all manner of high-tech weapons. They blast away at the Hybrid, despite Gwen's anguished warnings that, "There are real people in there!" Fortunately or unfortunately, the troops' weapons are also ineffective, and the thing lumbers on.

EXT. DESERT - LATER

As the kids and the troops continue their fruitless efforts, Ben returns - inside Ship, accompanied by the Highbreed Commander. Disembarking, the Commander hustles to the Bunker Highbreed and orders him to make the Hybrid stand down, explaining that the war is over, that peace has been made between Highbreeds and humans, and that the Highbreed race has not been exterminated. "Some accident must have triggered an erroneous activation signal that woke you." The Bunker Highbreed understands the situation, but there's nothing he can do...Once the Hybrid has been activated, that's it, game over. The Commander and the Bunker Hybrid explain to Kevin and Gwen what Ben has already learned: The Hybrid was to be the Highbreed's fail-safe, their method of taking ultimate revenge against any culture that might defeat them in a war to the death - a doomsday device. It was to be awakened and activated from post-hypnotic seeds planted in former human hostages (such as Max) only in the event that the entire Highbreed race was wiped out in a war. Now grown, it will find a suitable power source to prime its destructive energies,

then explode, releasing fallout that will decimate Earth in minutes. And bad news: It's headed for a nuclear power plant. The Highbreed Commander joins the kids in renewing their assault on the Hybrid, really cutting loose now that they know the Hybrid can take it. But even the Highbreed's technologically advanced weaponry can only get the Hybrid's attention for a moment before it marches on...and the nuclear power plant, and worldwide destruction, is now only a few giant steps away!

ACT THREEEXT. DESERT - RESUME

The kids are running out of options, and they know it. Pulling back from physical attacks at Ben's urging (and to Kevin's chagrin), they try to consider the situation more rationally. "All we're doing is tiring ourselves out!" Gwen notes that the Hybrid appears primarily composed of plant matter, and that all plants expel gases in some way. Since this is a big plant, maybe it has a big "exhaust port" through which it expels its gases. "I do not like the sound of that," Kevin replies with a disgusted frown. Nevertheless, he touches a discarded candy bar wrapper to make himself paper-light as Ben changes to Bluestreak and lifts Kevin and Gwen into the air. They circle the Hybrid until they find a giant pore expelling fumes. Gwen uses her powers to shield all of them from any toxicity, and the kids slip inside, Ben changing back to human form.

EXT. DESERT - CONTINUOUS

The Hybrid continues to close in on the power plant.

INT. HYBRID - CONTINUOUS

The kids make their way through the "veins" and circulatory system of the Hybrid, Ben theorizing that getting to the center makes the most sense for finding a way to "shut this thing down." Along the way, they're attacked by human-sized identical versions of the Hybrid, each connected to the walls of the vein-corridors by a vine-like umbilical. Before Ben can switch to a form more suited for combat, Kevin touches Ben's metal belt buckle ("Excuse me.") to absorb properties more imposing than paper. Ben then transforms back into Shard and an exciting skirmish

follows. These mini-Hybrids are just as tough as the biggie, and have the added advantage of actually wanting to do the kids direct harm. Ben, Gwen and Kevin use their abilities to barely stay ahead of the mini-Hybrids until Kevin accidentally severs one from its umbilical. It immediately freezes, topples over, and starts to rapidly decay, leaving behind...one of the zombified humans we saw earlier with Max, now unconscious. The kids now have a strategy, and work to sever the remaining mini-Hybrids from their umbilicals. It isn't easy, but once it's done, the kids are free to move on. They note with concern that Grandpa Max wasn't among the humans they found. They plunge ahead to the center of the creature.

INT. HYBRID - NERVE CENTER - MOMENTS LATER

Arriving in the dense "nerve center" of the creature, Ben, Gwen and Max are startled by a horrifying sight: Max "wired in" to the creature by dozens of umbilicals, apparently lending his own physicality for the Hybrid to mimic. Scaling the vines to get closer to Max, Ben calls desperately, "Fight it, Grandpa! I know you can hear me!" Max's eyes flutter - Ben is reaching him - and he struggles weakly, but the vines have too tight a grip on him.

EXT. POWER PLANT - CONTINUOUS

The Hybrid bends down, reaching for the power plant.

INT. HYBRID - CONTINUOUS

Recognizing that Max can't free himself on his own, the kids desperately try to yank free all the umbilicals holding him, but more snake out of the walls and attach themselves to Max even as they do. Kevin's sarcastic,

frustrated comment that, "Any house I ever have is gonna have desert landscaping - No plants!" gives Ben a moment of clarity. Vegetation is controlling Max...and Ben has a form that controls vegetation! He hastily shifts to Swampfire, but knows he's not powerful enough to take over the entire Hybrid. So instead, he uses Swampfire's abilities to sever the Hybrid's connection to Max - by eradicating the alien plant material inside Max (we do a cool CSI-zoom through Max's veins to watch the plant life recede)! The umbilicals drop off Max, freeing him, and he begins to come groggily awake. The kids start to celebrate.

EXT. POWER PLANT - CONTINUOUS

Its grasping hand feet away from the power plant's reactor, the Hybrid suddenly freezes, having lost the human brain that provides its motion commands. It's just inanimate vegetation now. The human authorities on the ground begin to celebrate - but then the Hybrid, overbalanced, starts to topple over!

INT. HYBRID - CONTINUOUS

Still inside, the kids feel the Hybrid starting to tilt. If it crashes to the ground with them inside, they'll be crushed!

EXT. POWER PLANT - CONTINUOUS

The Hybrid falls with the deafening crash of a thousand trees being felled. Just as it does, however, there's an explosion from within, and the kids, Max and the other formerly zombified humans burst free in a force bubble created by Gwen. They descend to Earth, the power plant safe, and all the humans beginning to shake off the effects

of their hypnosis. The Highbreed Commander, riding with the human authorities, assures the kids that the post-hypnotic commands were a one-time only deal for this fail-safe plan, and the humans won't have to worry anymore about suddenly finding themselves unwilling parts of old Highbreed plots. But Kevin's more concerned with, "Are there any other doomsday plans left on Earth we should know about?" The Highbreed Commander shakes his head. "No," he says definitively. Then he scratches his chin and says, less definitively, "At least, I don't think so." The kids look at each other as if to say, "Great."

TAG

EXT. POWER PLANT - LATER

The Highbreed Commander praises the Bunker Highbreed for doing his job and following his orders under difficult circumstances. Now it's time for a well-earned return home and retirement. The Bunker Highbreed is just happy he's not the last of his race. Ben orders Ship to take them back to their planet (or he asks them to wait until he can pilot Ship back to their planet for them?), and they depart. Gwen turns her attentions to Max. Is he really okay? Max grimaces and clutches his stomach. "I think so, but I don't want to look at a salad for a really long time." Suddenly, the wind shifts and an overpowering smell assaults them. They turn to see the massive Hybrid quickly decaying, giving off a horrible stench. All of the kids agree with Max: No salads for the foreseeable future.