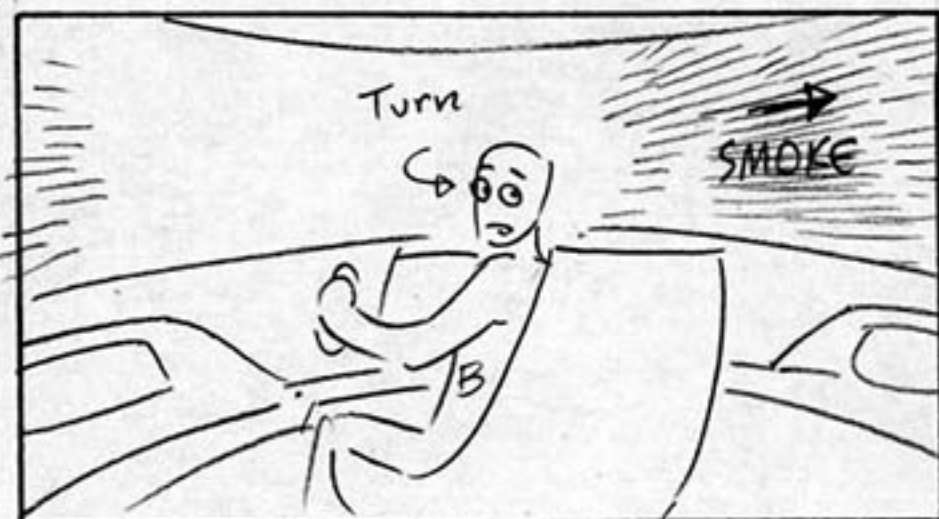
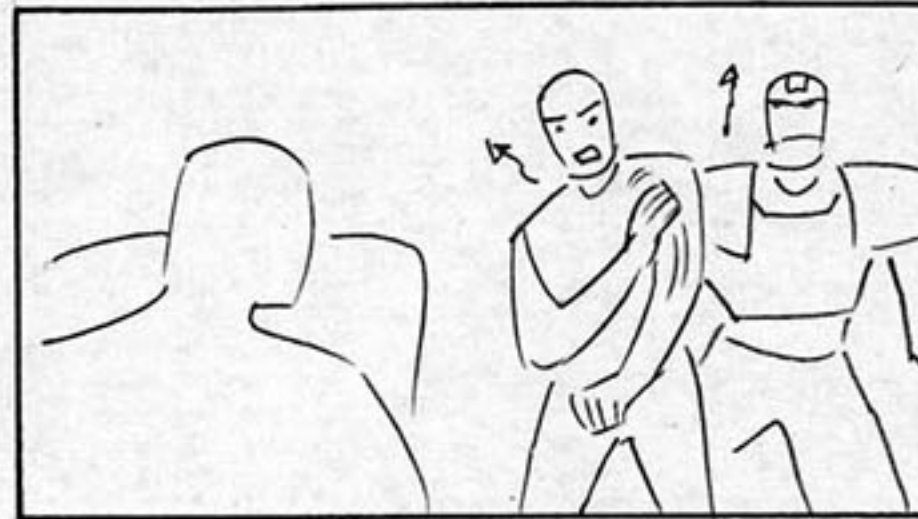




94 B: Max!



What happened down there?



95 M: Well, the world officially has one less ghost town to worry about.



96 B: W-what about the people?



97 M: I already told you, bro.



(can't wipe off grit)
The place was abandoned. There was one freaky guy -



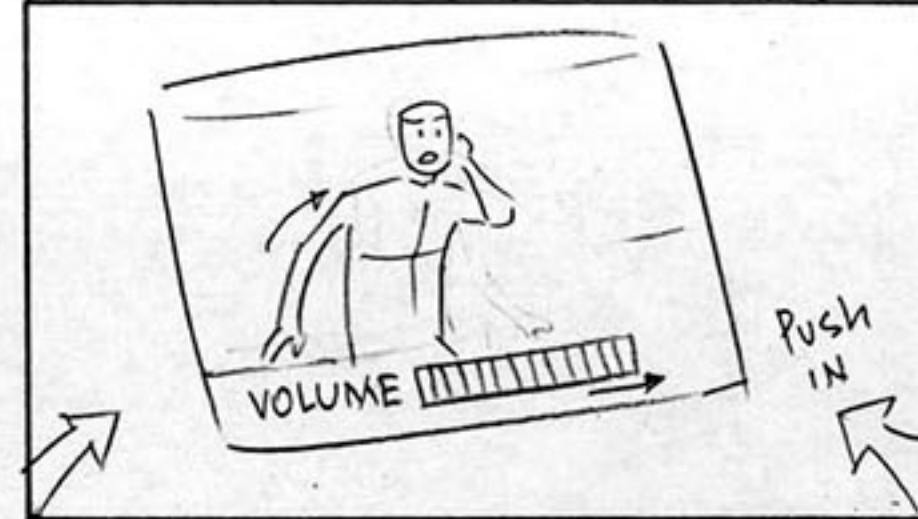
-but I'm pretty sure he got out.



98 B: So... how do we -



Cam pivots to see monitor @ co-pilot's station
99 TV: Mike Nickelsen here -



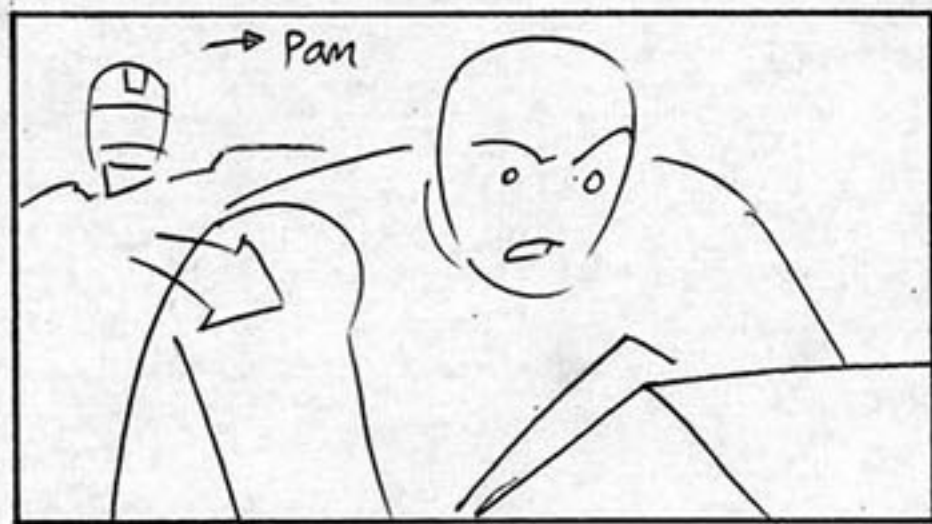
-with breaking news!
NTek experiment



-DESTROYS desert community!



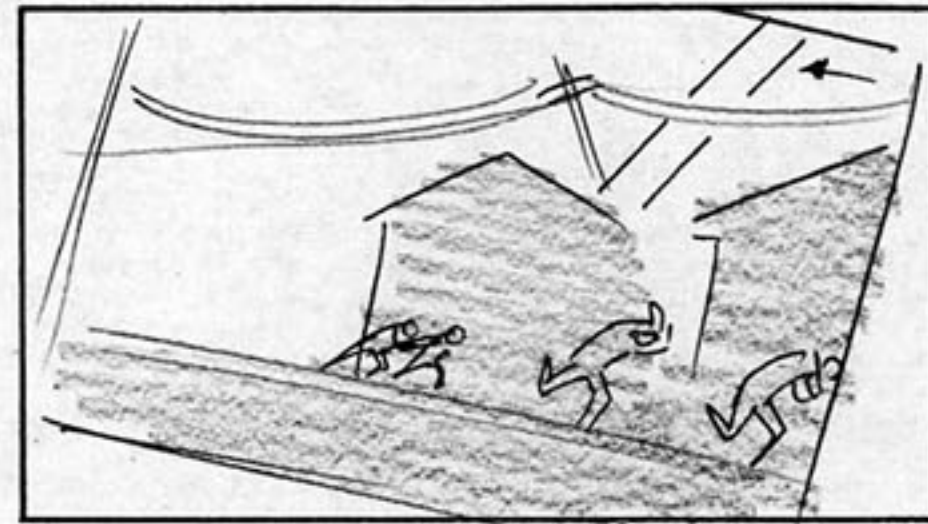
VO: Thousands feared dead!
(100) M: What?



M lunges FWD
(101) TV: My secret sources have obtained these images of Gabriel's ridge...



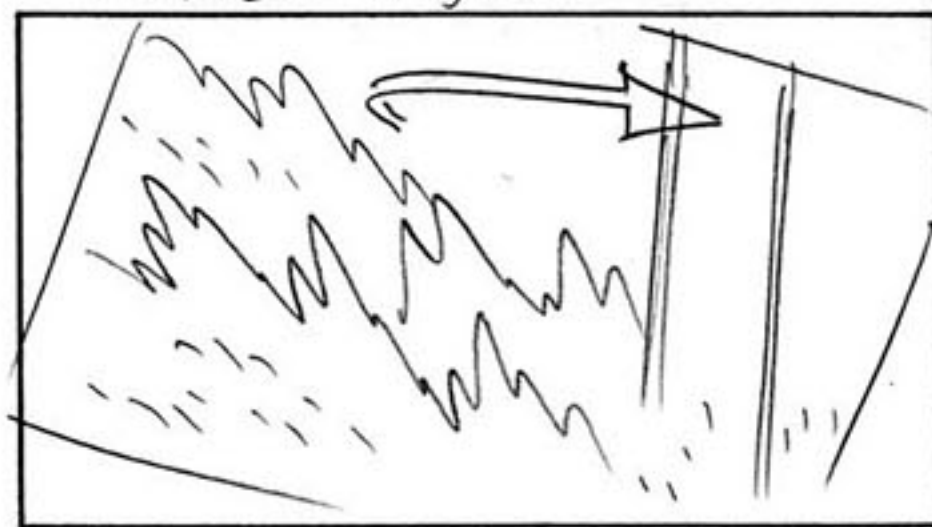
- a peaceful town that just...



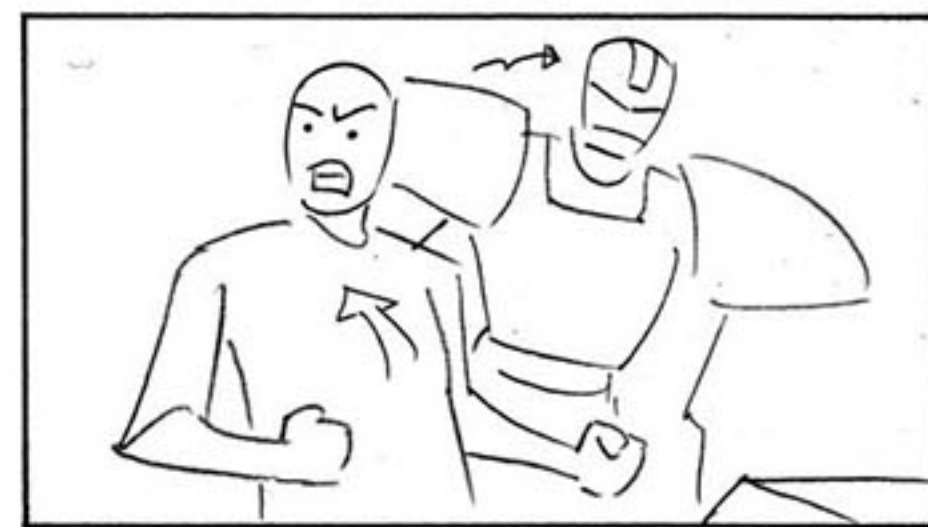
(beam into BG)
happened... to be in the



wrong place... at the wrong time.



(102) M: There was nobody there!



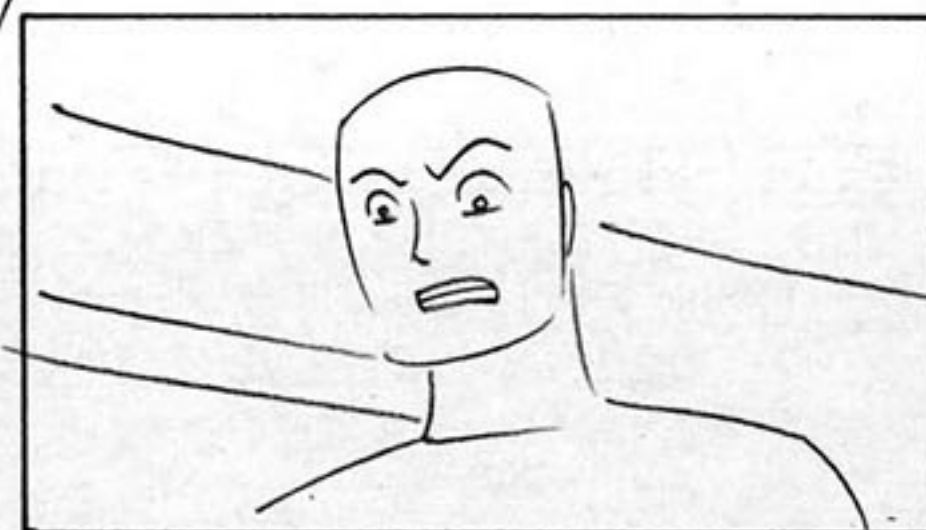
(Widen as Max rises)
Berto, patch me through to the TV station!



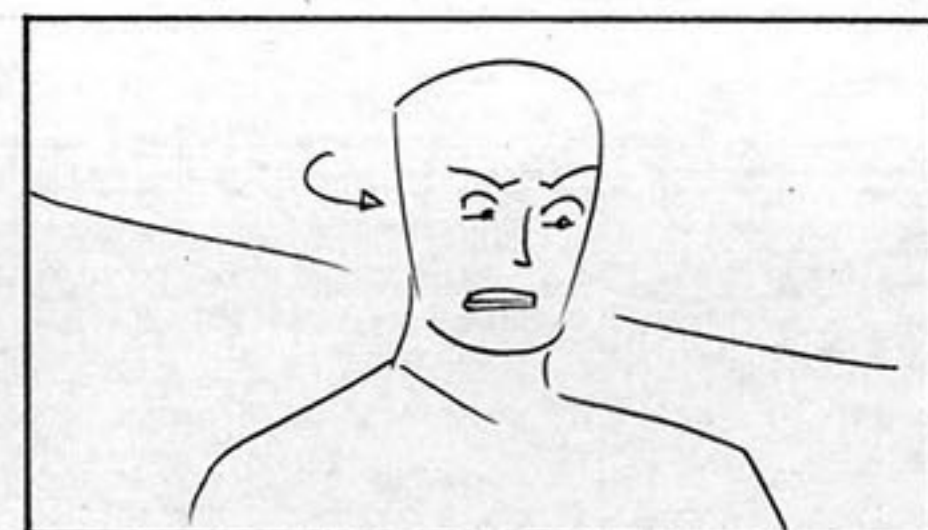
(103) B: Already trying, Max.



The lines are jammed!



(104) TV/VO: But the real story here is not about—

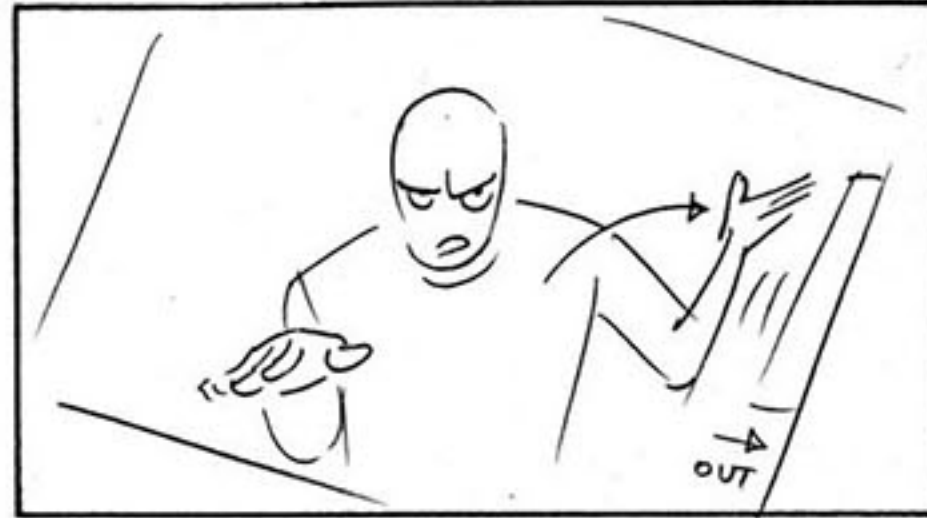




-Berto Martinez and his



- killer space rays slaughtering the masses.



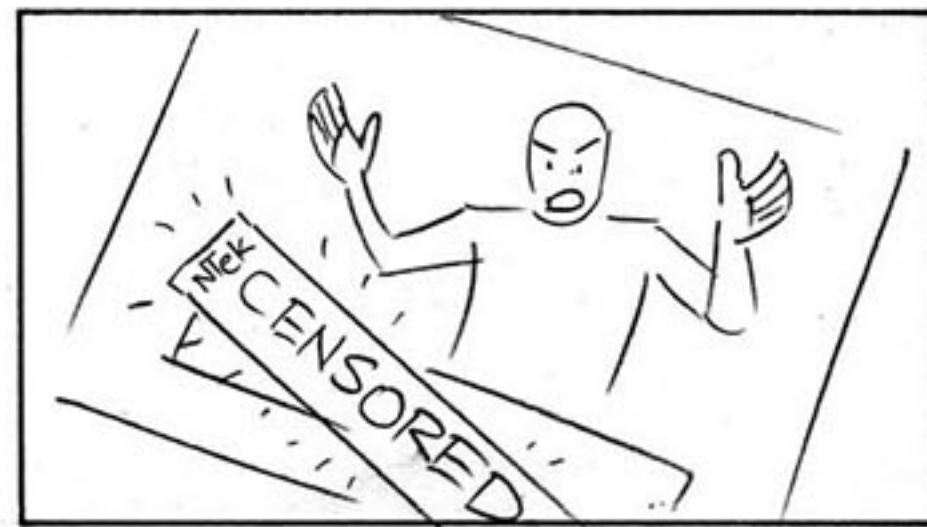
-Oh, no. It's about



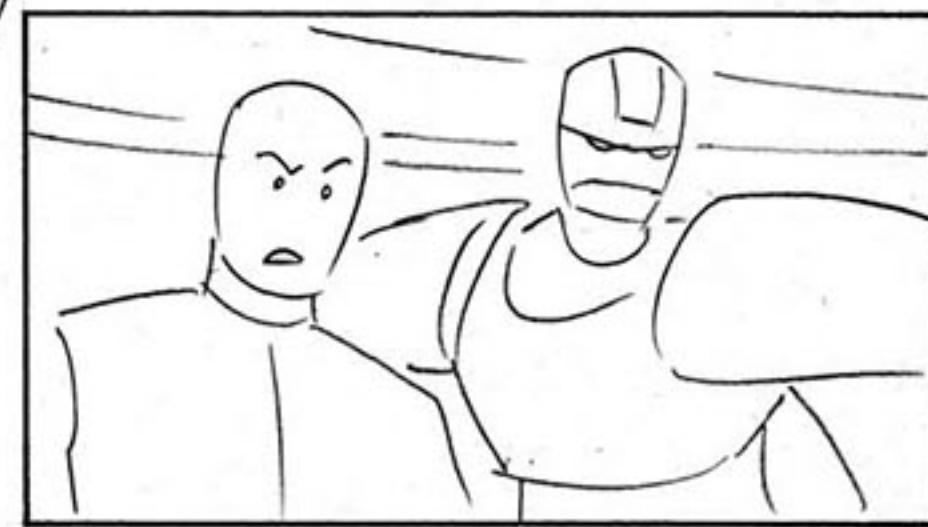
- much more than that!



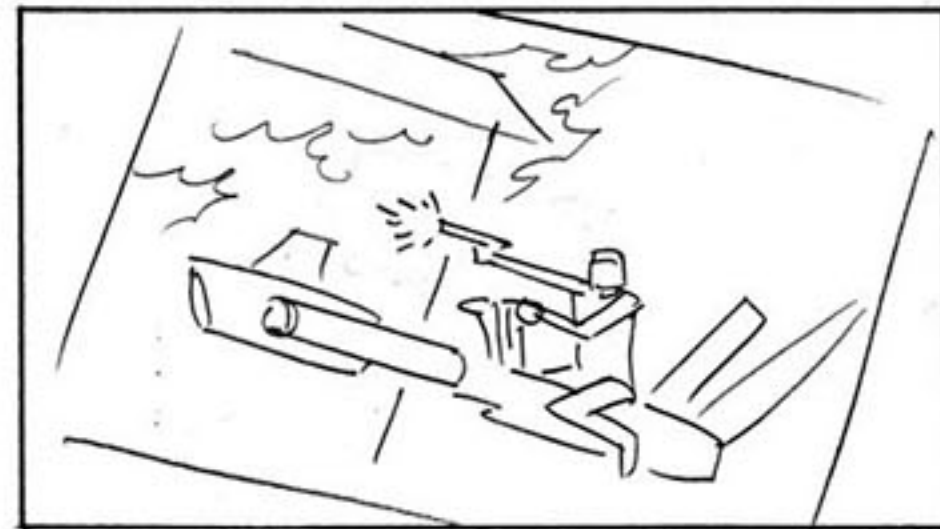
It's about Ntek's attempt to cover it up!



(POP)

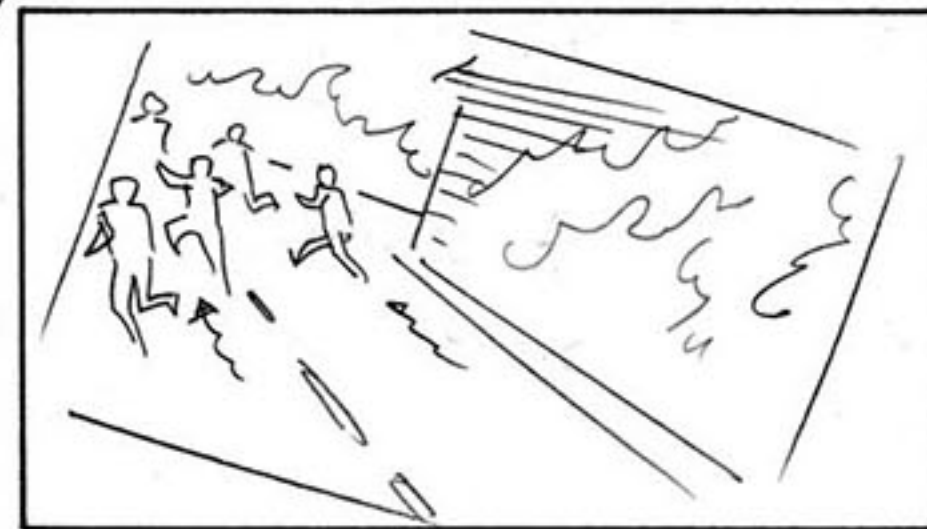


(105) VO: A dark assassin—



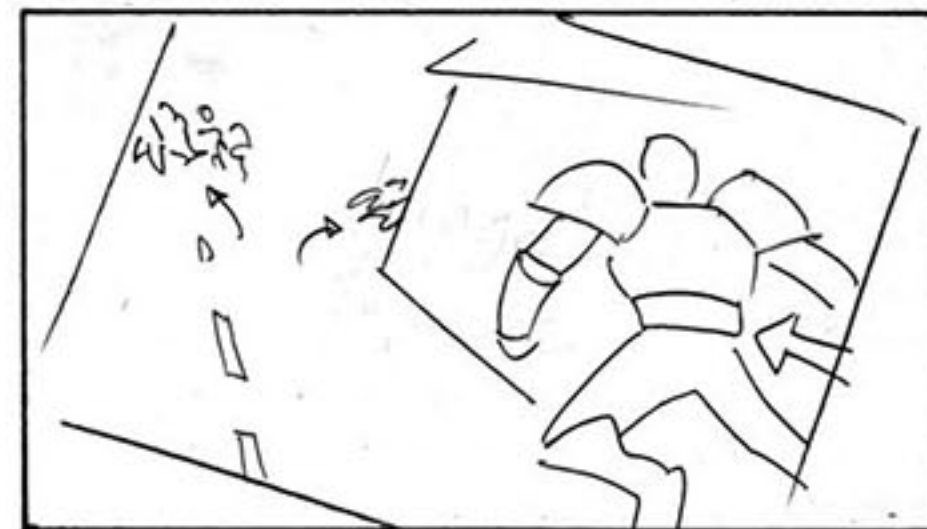
- dispatched to clean up the mess

DOCTORED SCENE-MAX FIRING GUN

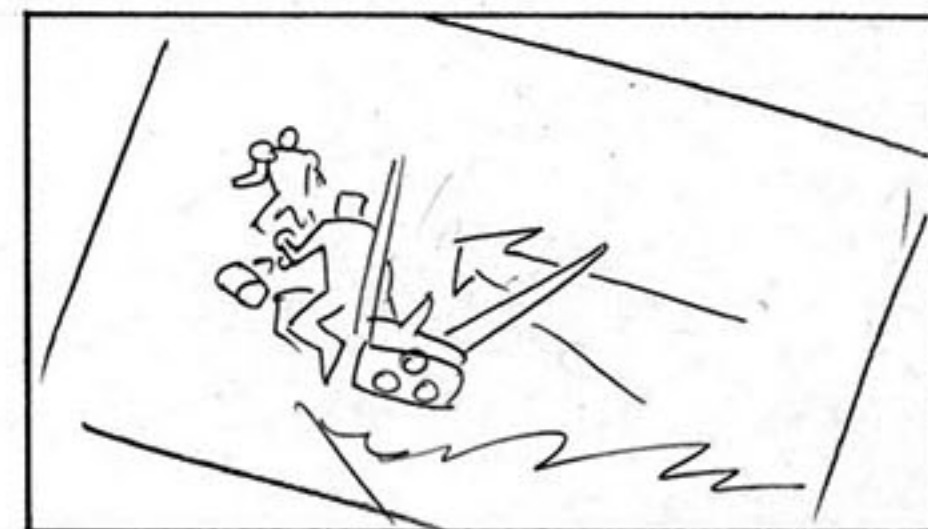


-to silence the survivors the only way he knows how.

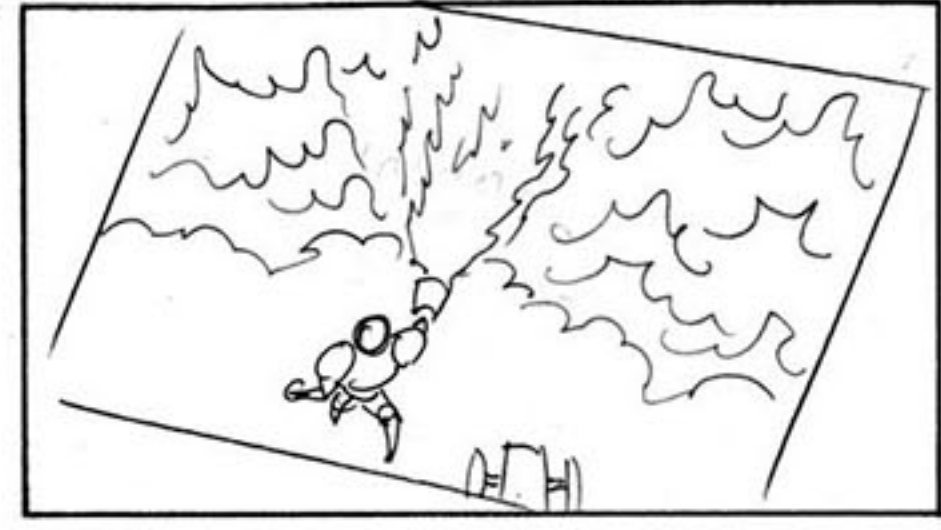
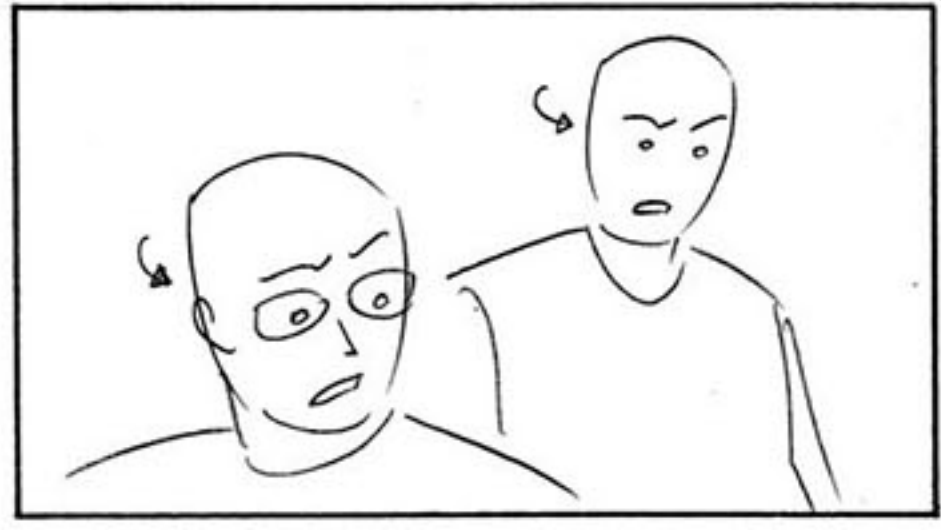
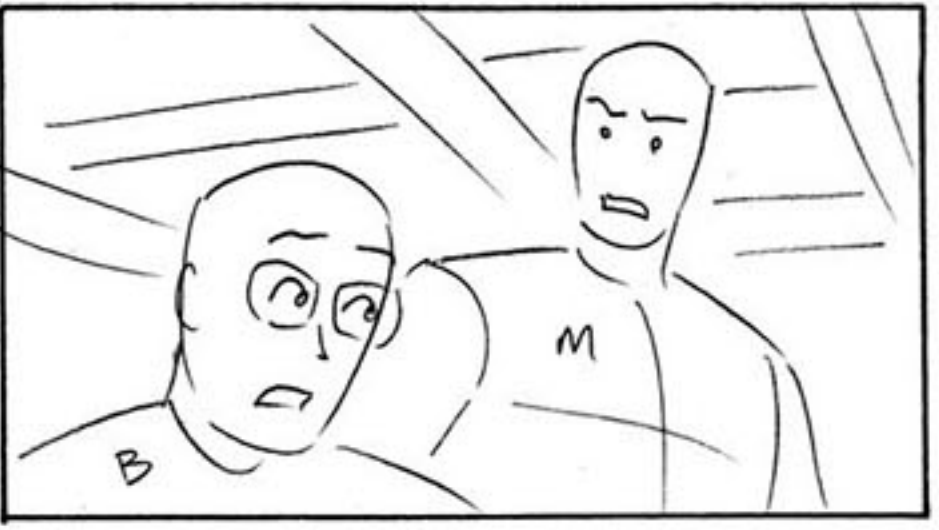
DOCTORED SCENE:
CROWD RUNNING



CYTRO FLIES IN



-MAX FOLLOWS



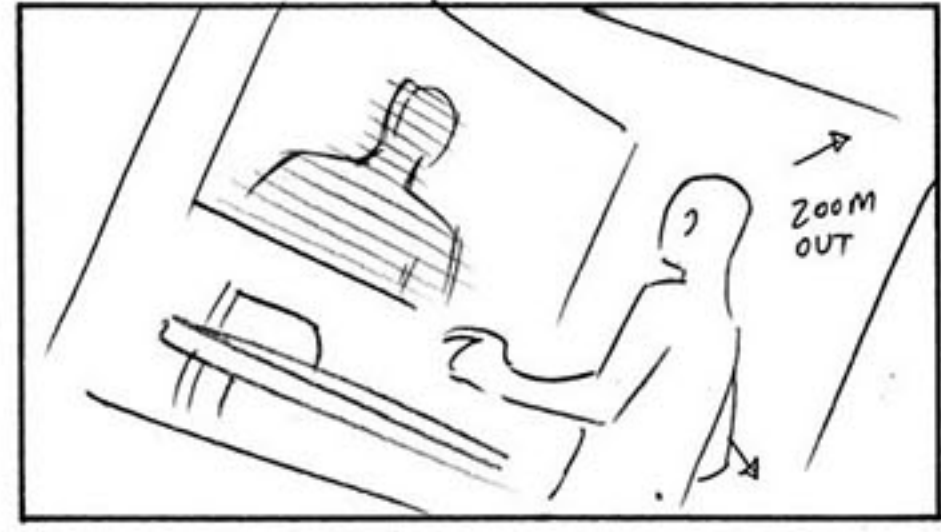
DOCTORED SCENE - CYTRO SHOOTING FIRE INSTEAD OF WATER



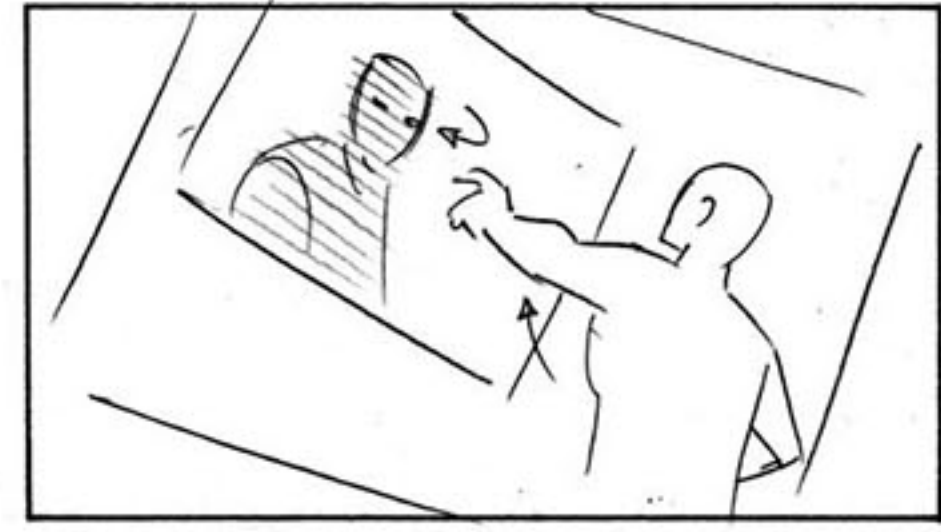
106 MN: Oh, this just in!



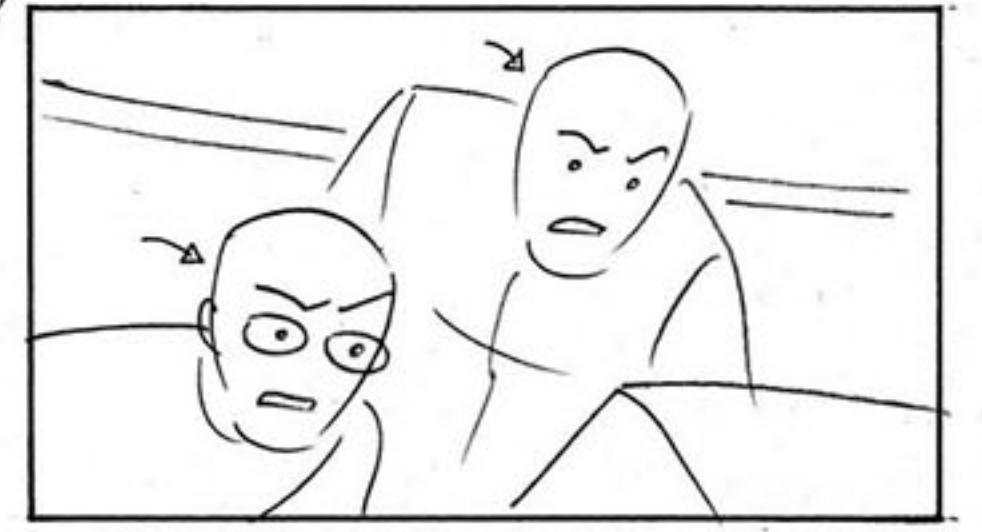
we - we've got a positive ID.



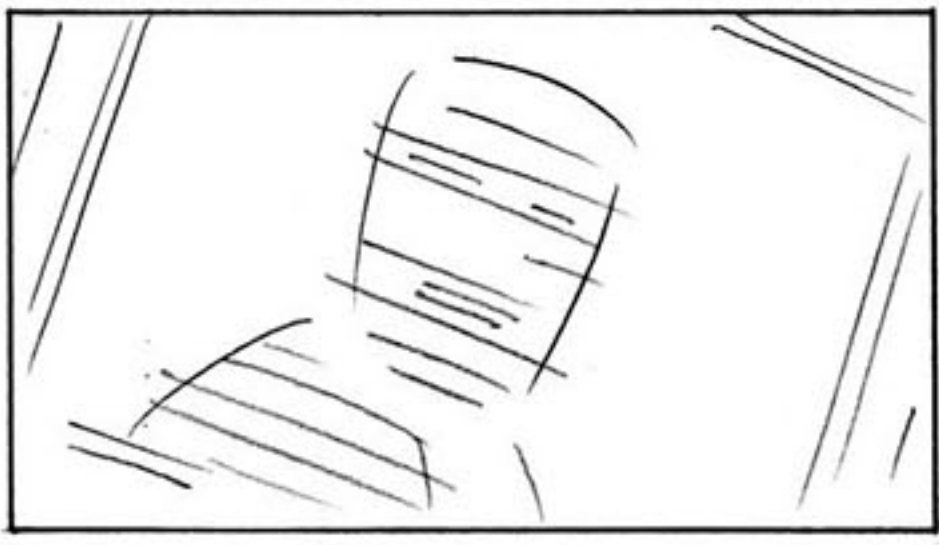
Freeze it...



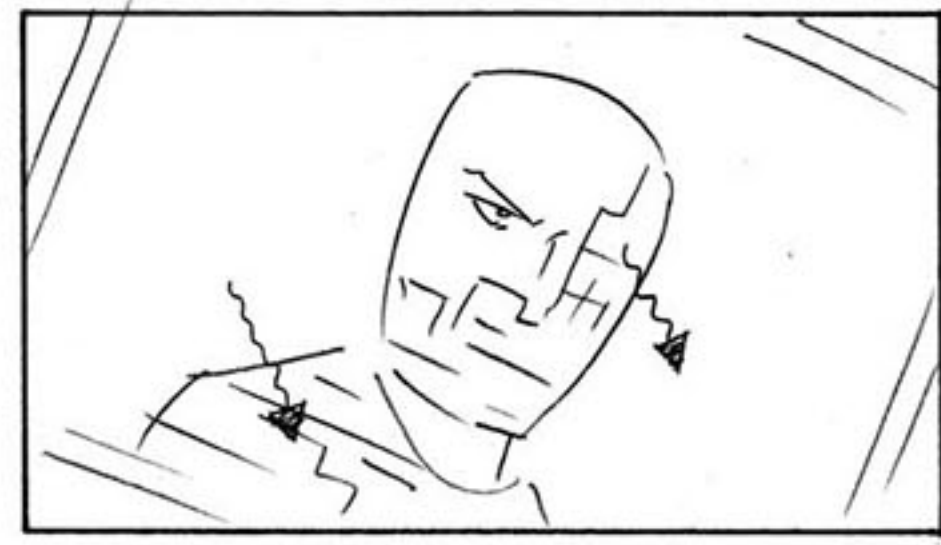
right there, boys!



107 VO: Now take it in tighter...



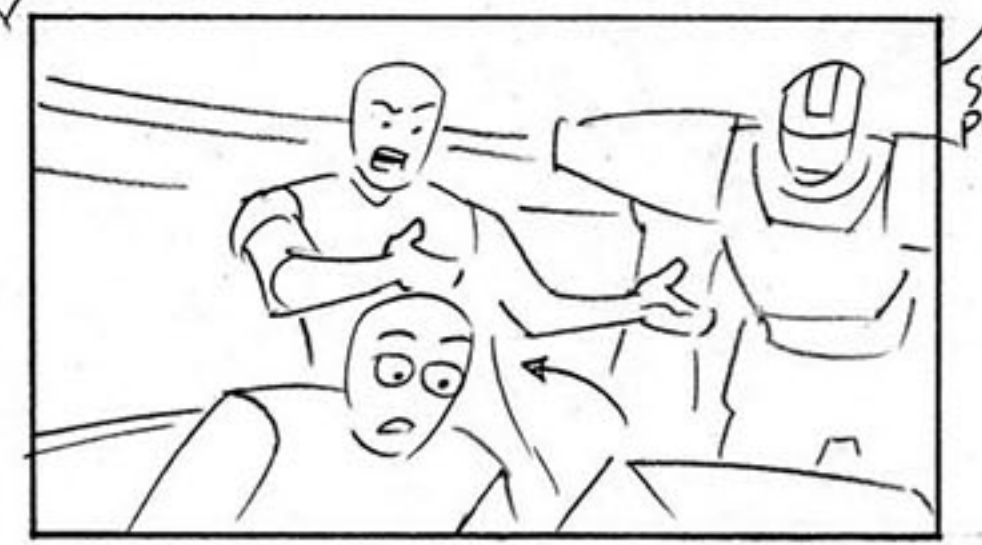
CLOSE ON MONITOR
108 VO: No...



It's...



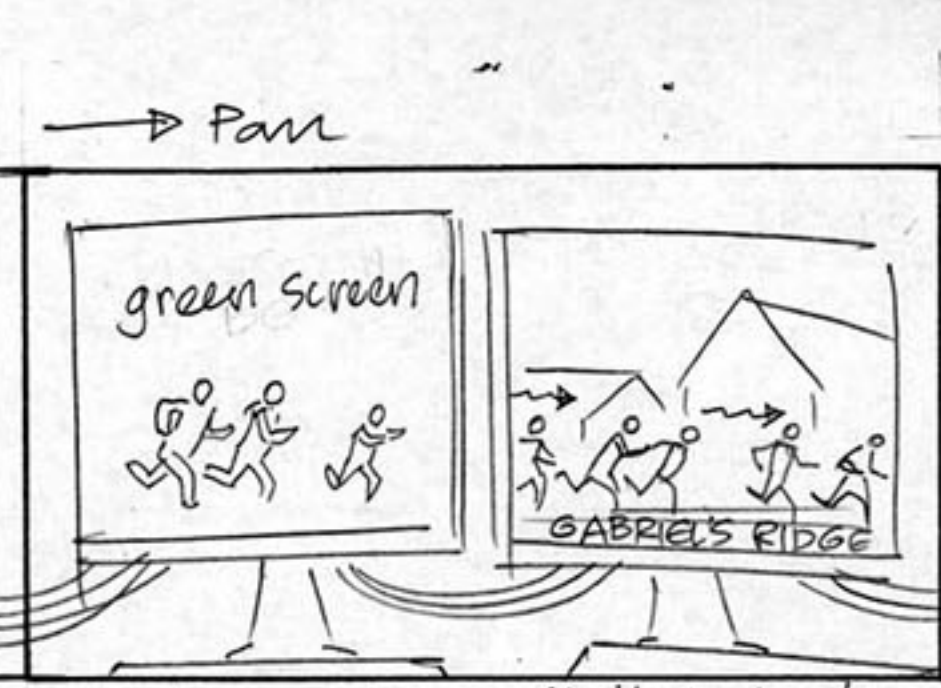
Max Steel?



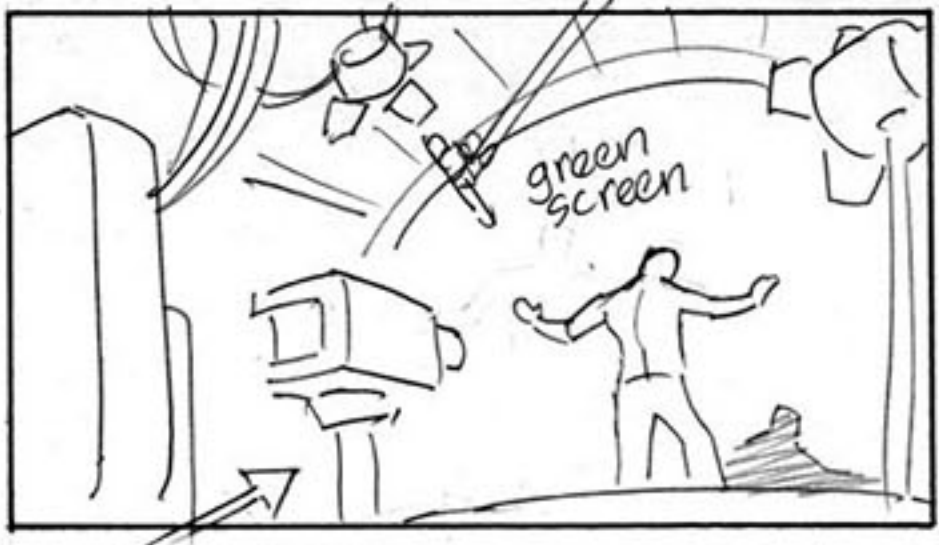
TRUCK OUT as Max rises
109 M: WHO IS THIS GUY?



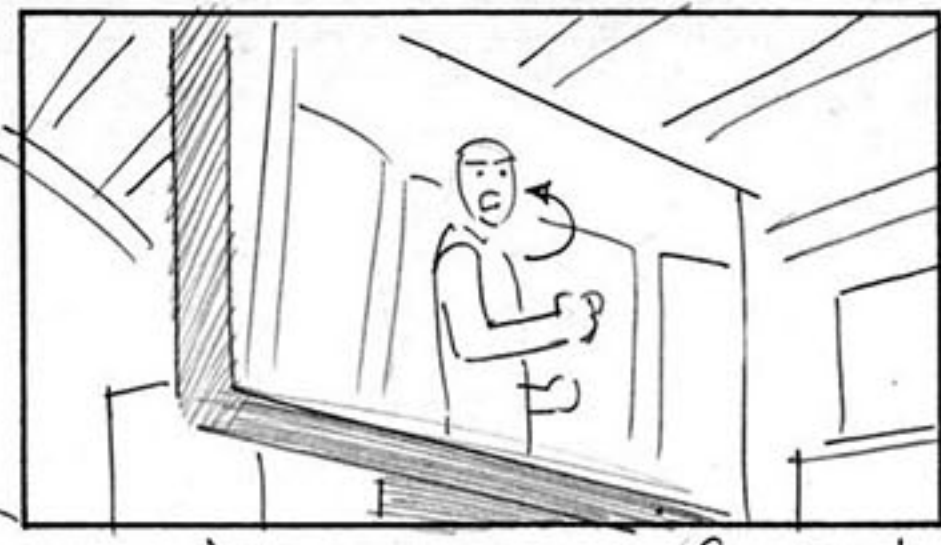
110 MN: Forgive me, people, but this isn't easy.



I wanted to believe in Max Steel just as badly as all of you. But now my eyes are open



111 My eyes are open to the true nature of N-Tek...



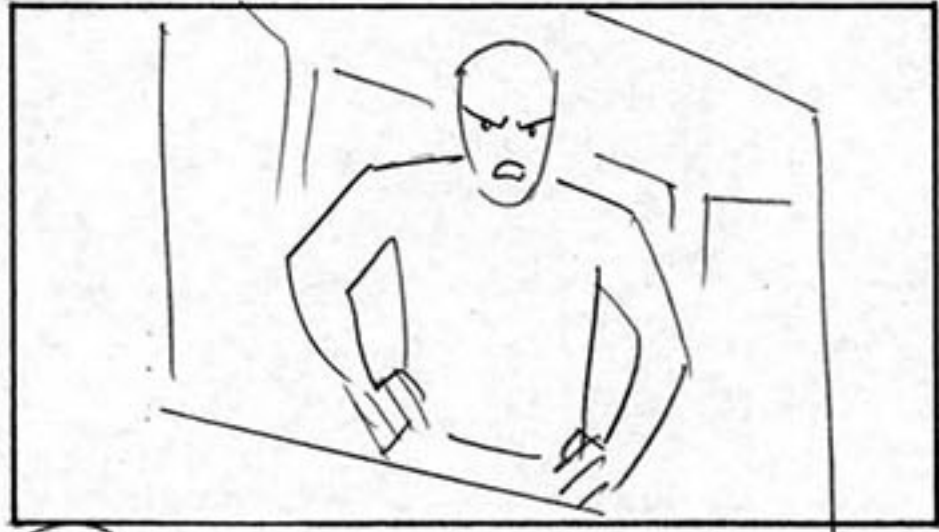
end cam move on finished product - MN on phony BG - a rogue organization operating above the law!



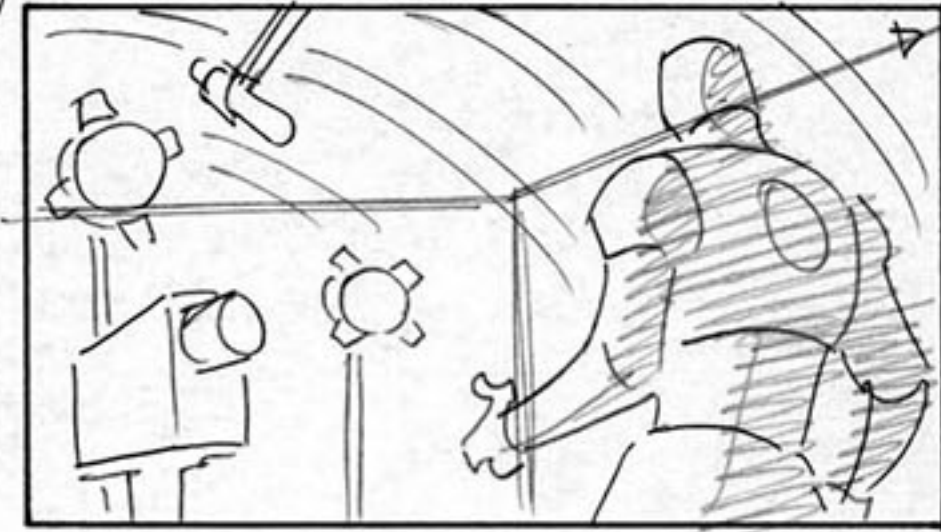
112 M: We don't answer to



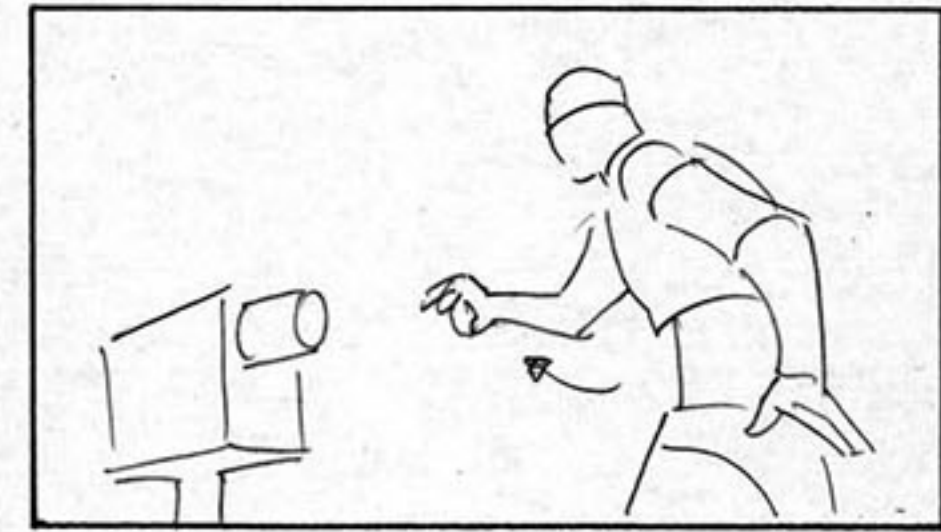
Repeat



113 MN: From the horse's mouth to your ears.



Max Steel only cares about himself and, obviously, we doesn't care about-

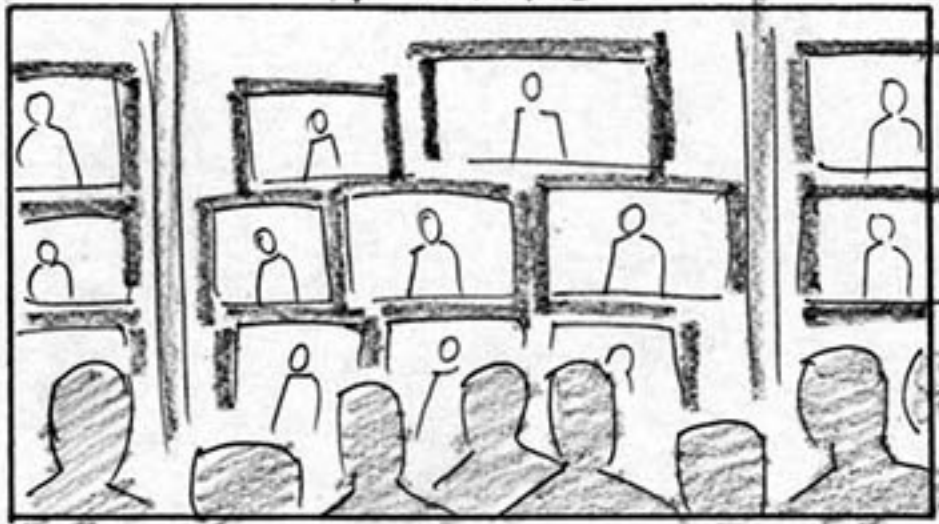


- who he hurts.



114 MK: This is Mike Nickelson reporting.

TV STORE



The truth will set
you free!

RURAL VILLAGE



And you heard it first
from me!

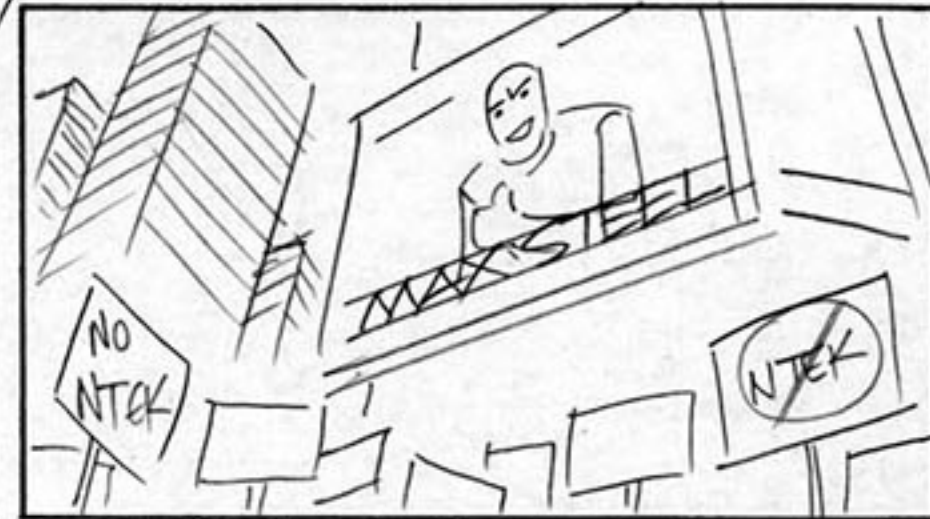
iPhone in Paris



Max Steel must be brought
to justice!

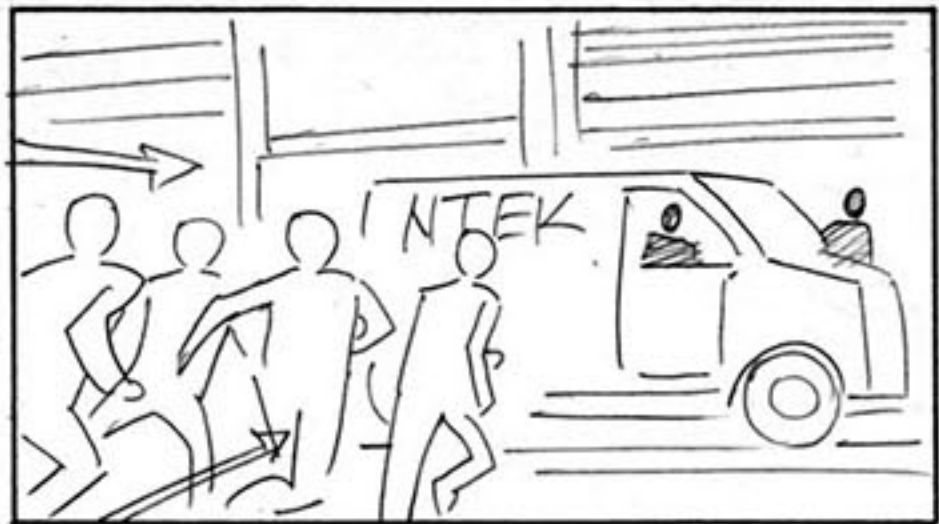
(image changes to Max here)

Times Square Jumbotron

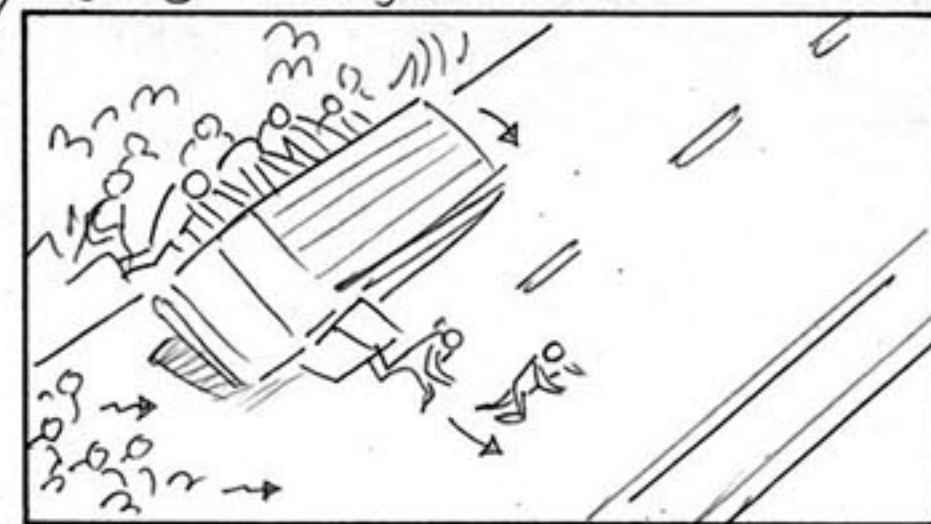
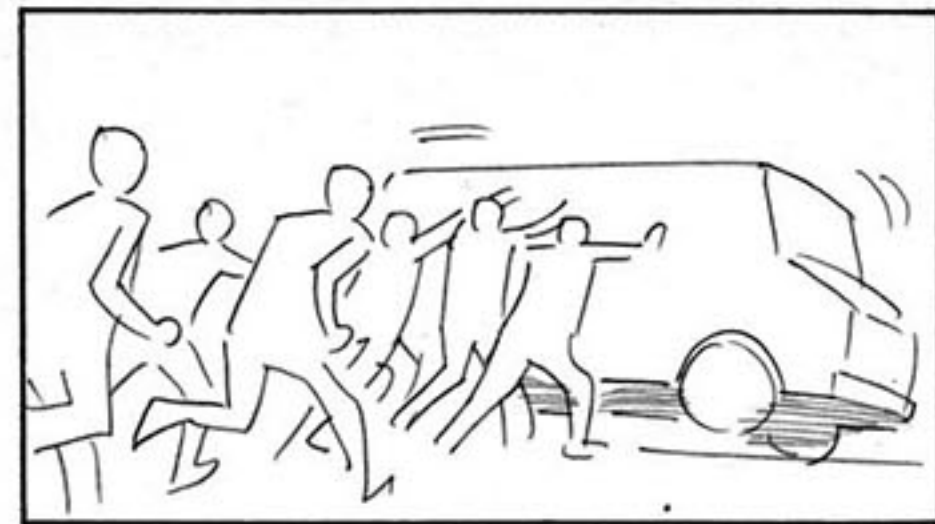


(Protest Signs bobbing in FG)

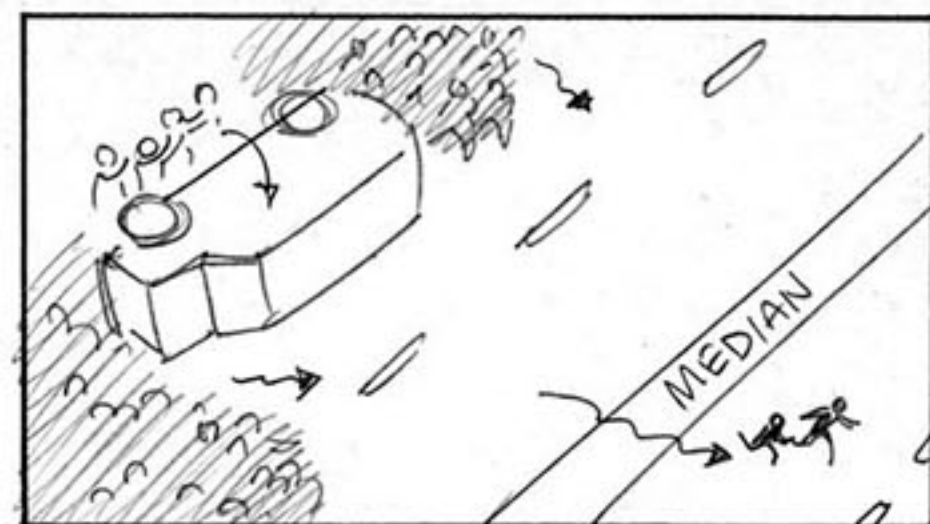
Ⓥⓐ And N-Tek must be destroyed!



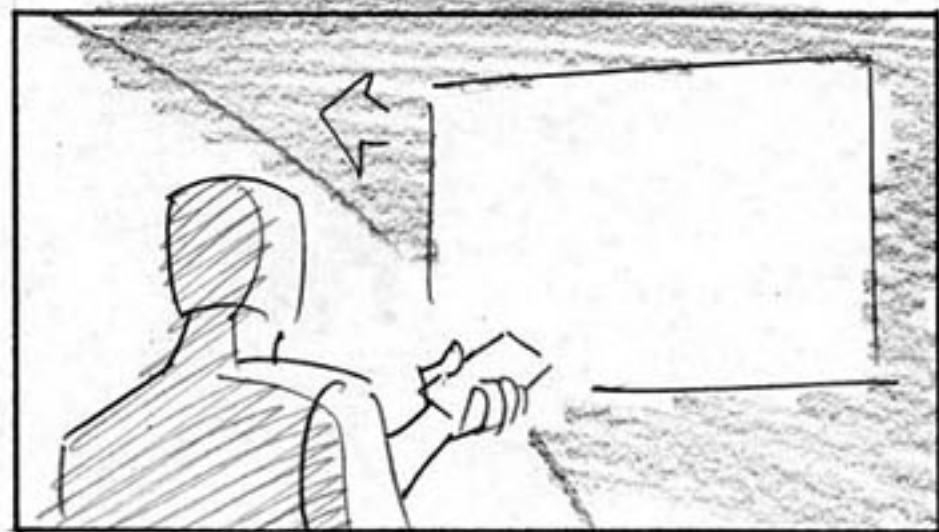
Mob rushes van



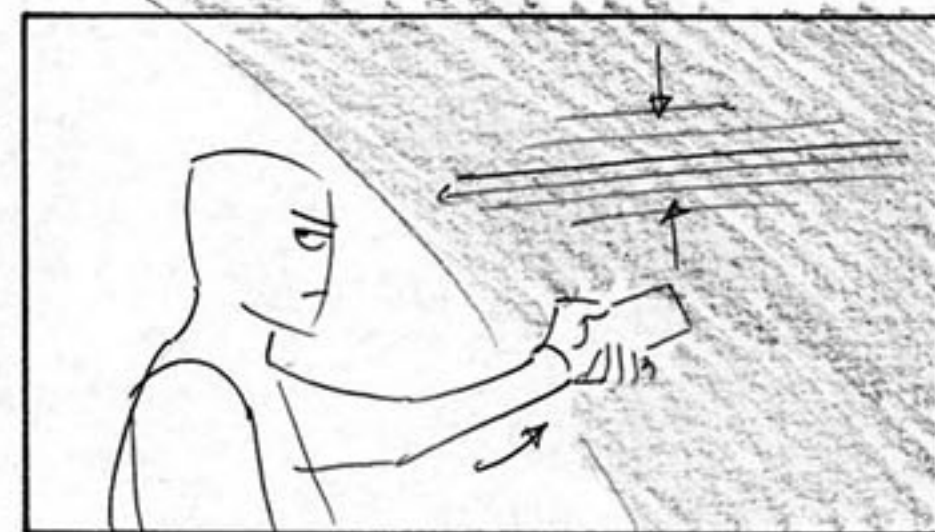
Agents flee



Truck out as van
tips & mob advances



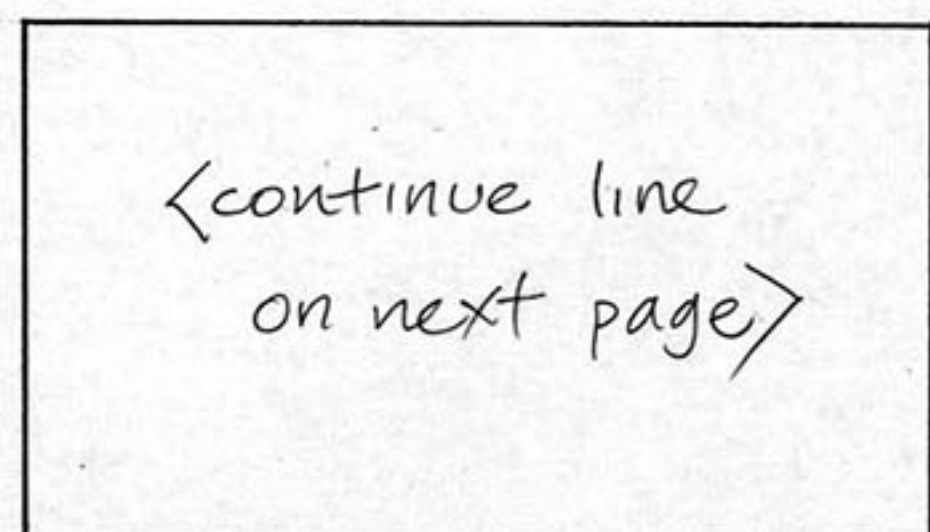
Can't T.O. to see Forge
watching scene on floating
screen



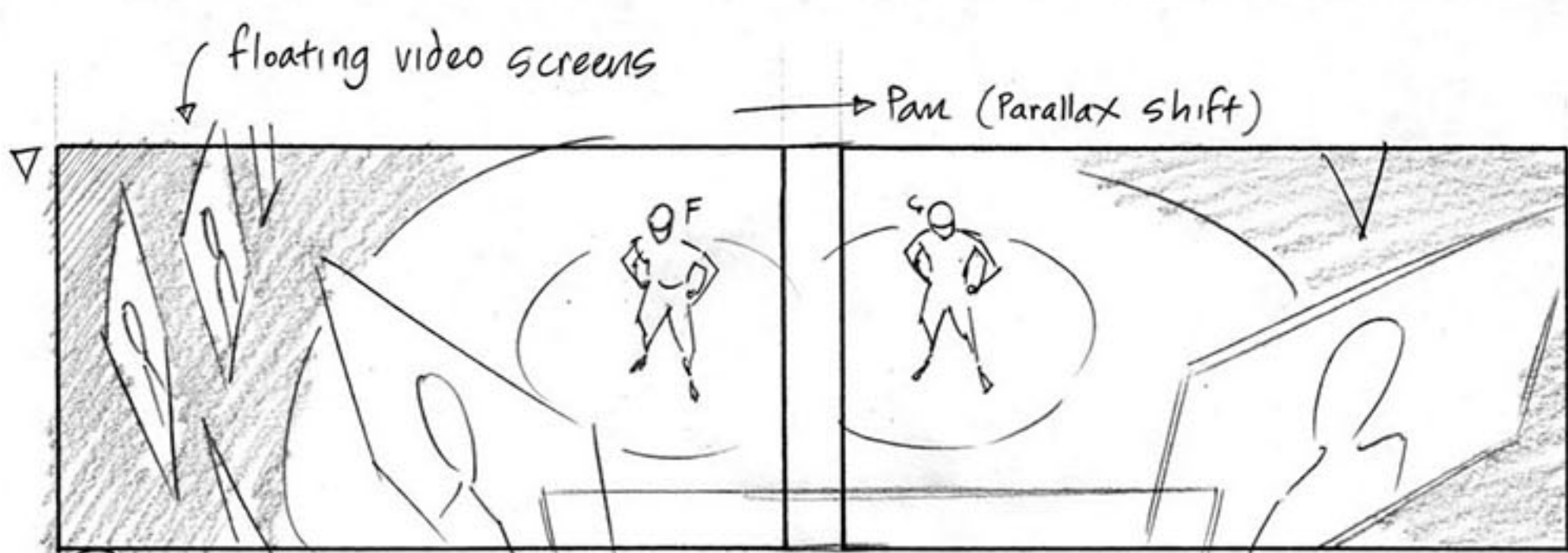
He hits switch on remote,
screen "folds up"



ⓁⓁⓅ F: I hoped it wouldn't
come to this, people...

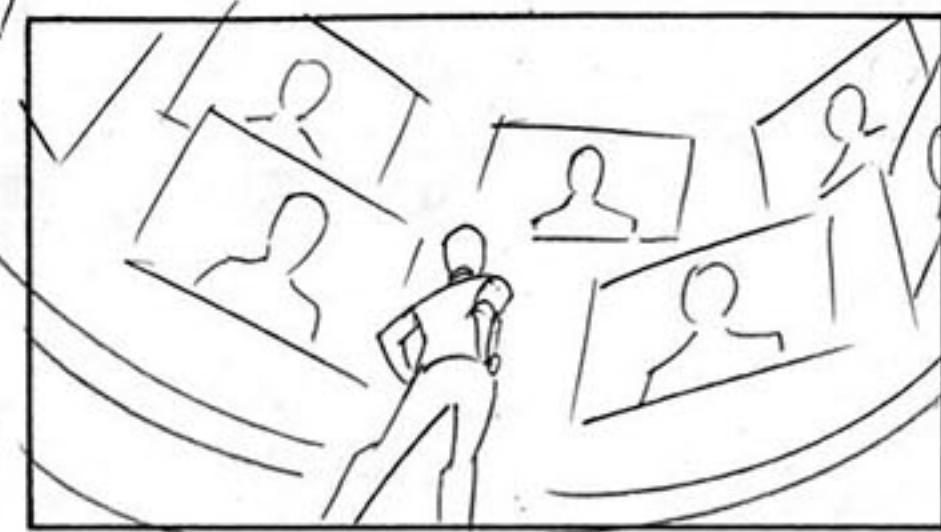


<continue line
on next page>

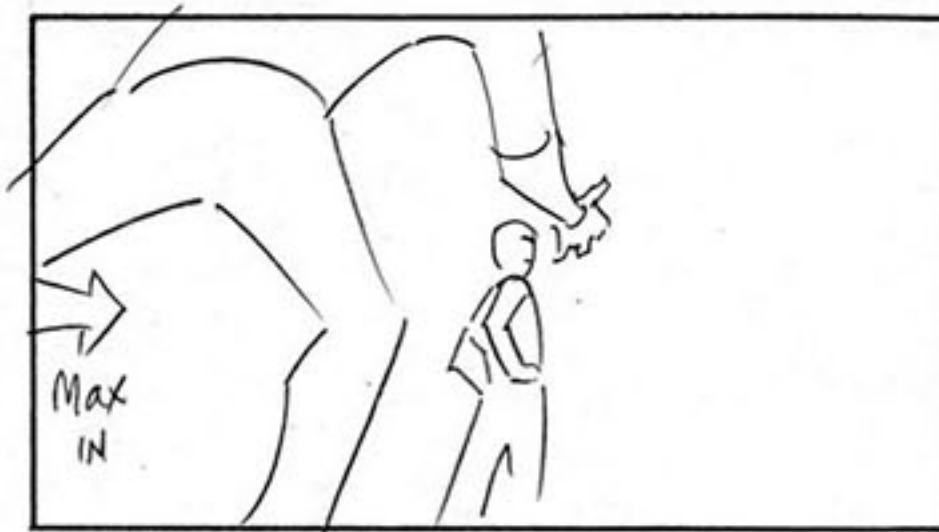


115 F: I hoped it wouldn't come to this, people

- but I'm left with no choice.
Effective immediately, N-Tek is going dark.



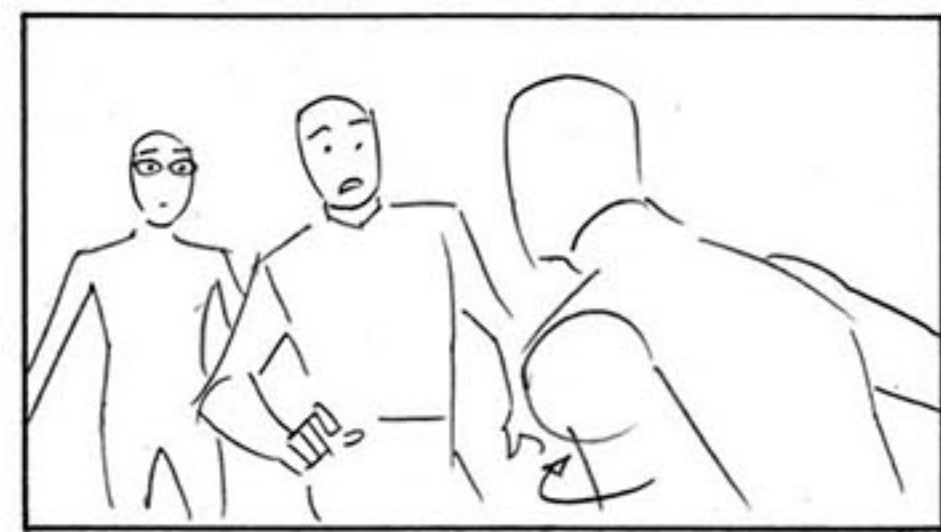
Until further notice, you will vacate all bases. You will not speak or communicate -



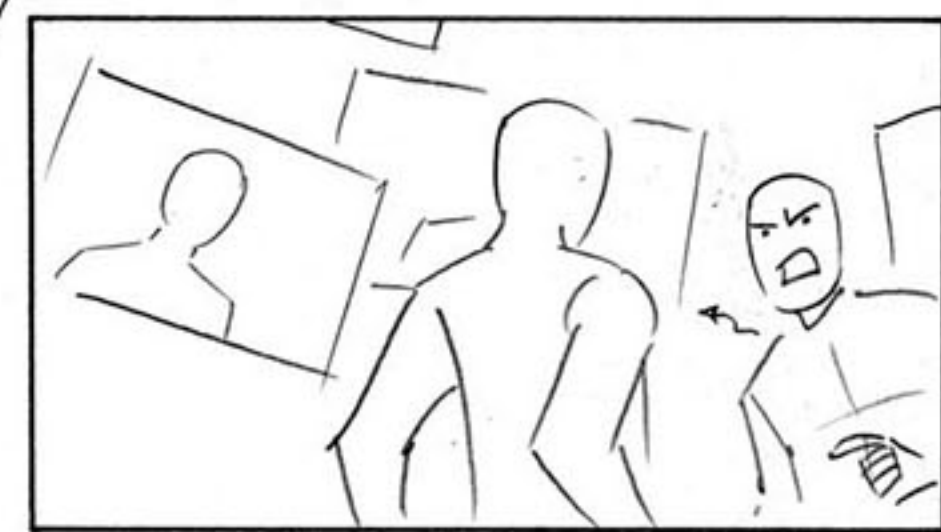
116 M: Mr. Ferris, wait!



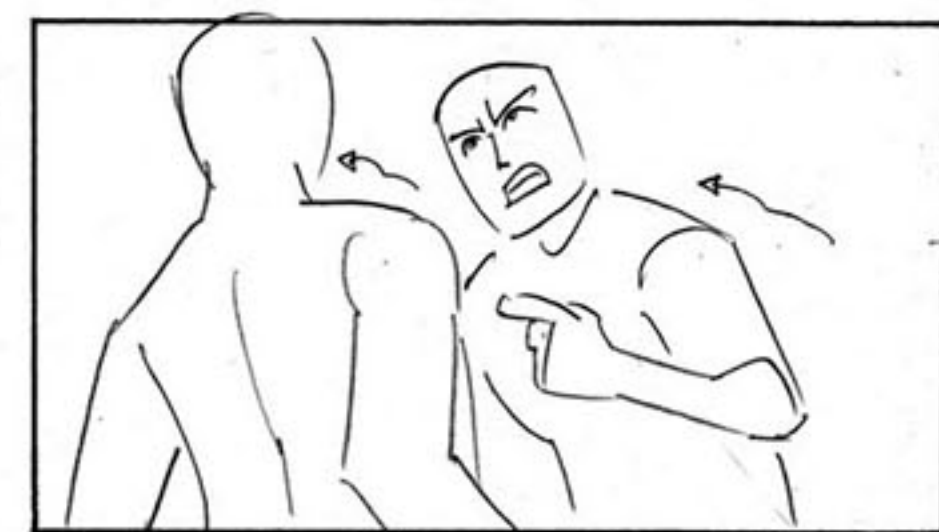
- You don't have to do this!



117 F: And you didn't have to -



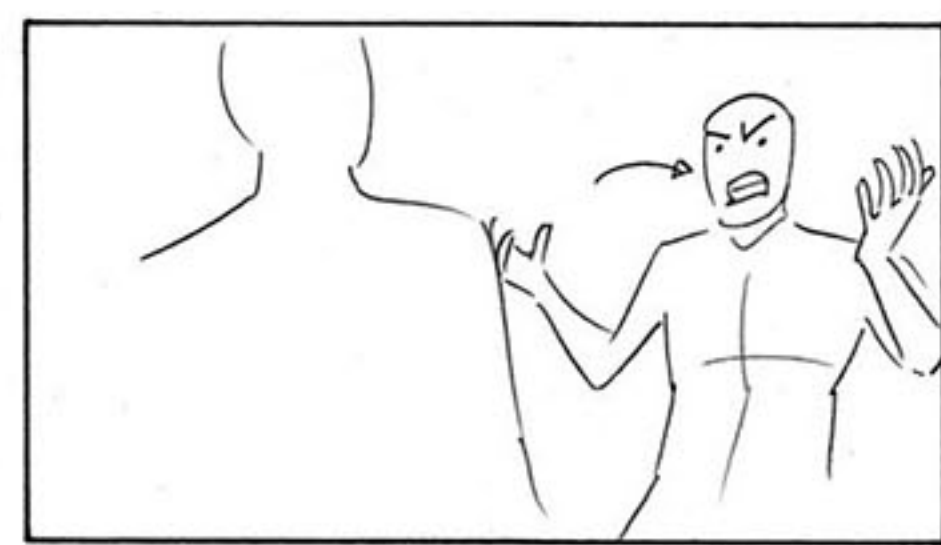
- walk into that



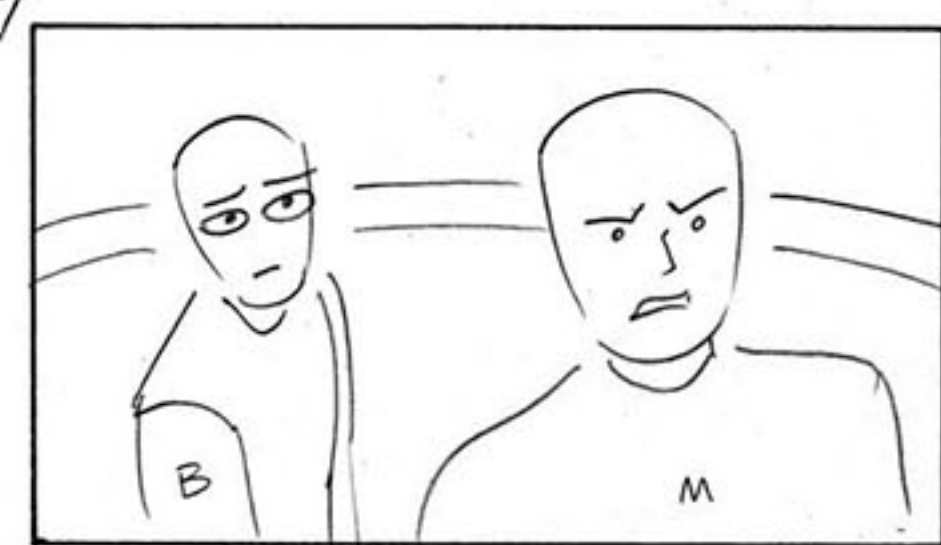
- trap, Steel! But you did and



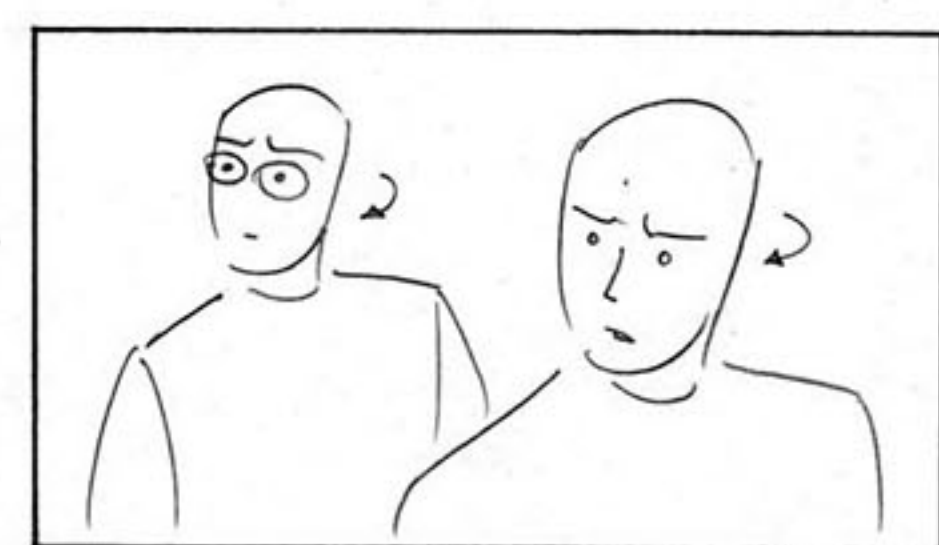
- now here we are!
With our dirty laundry



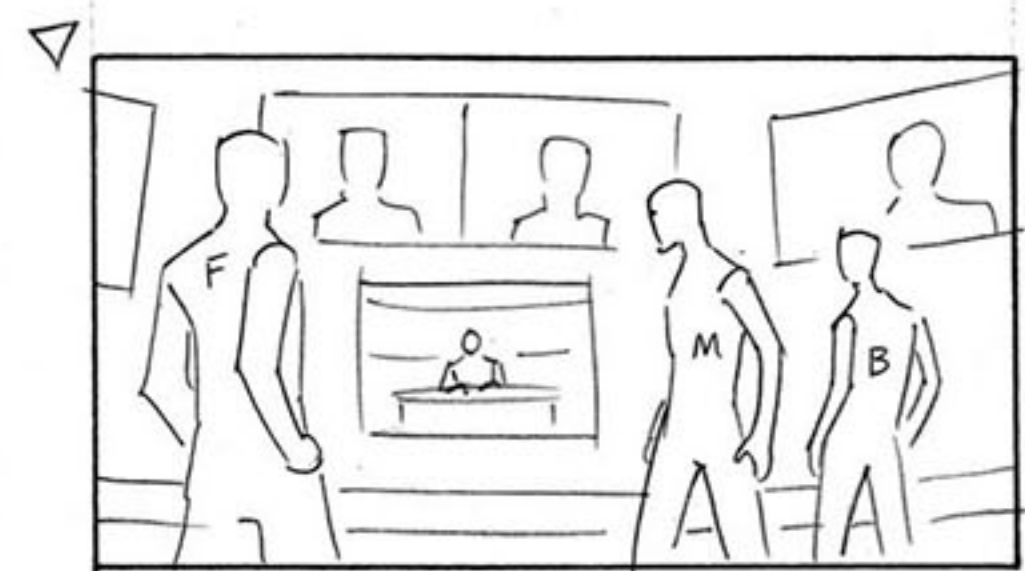
- blowing in the wind!



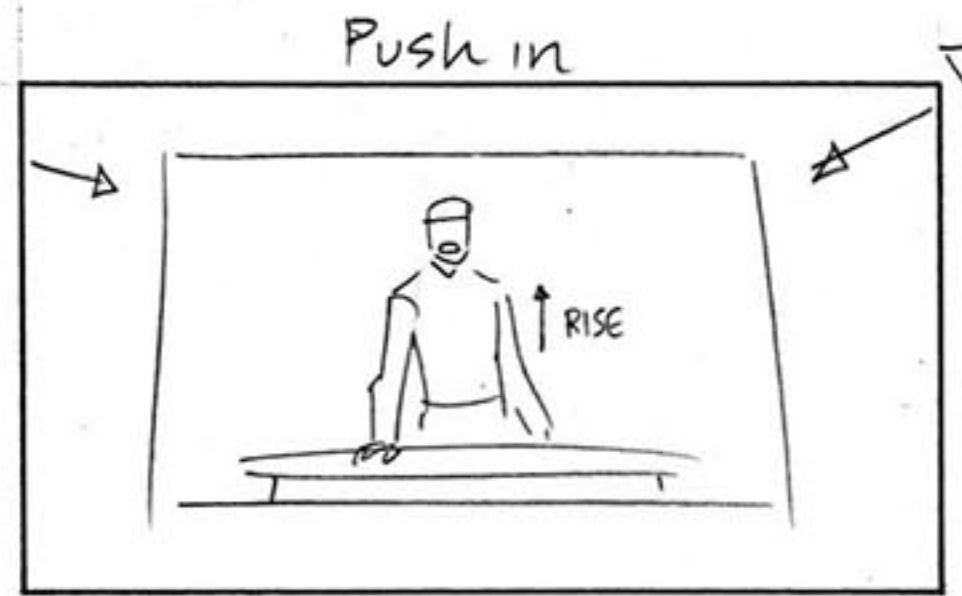
118 M: We can fight this thing.



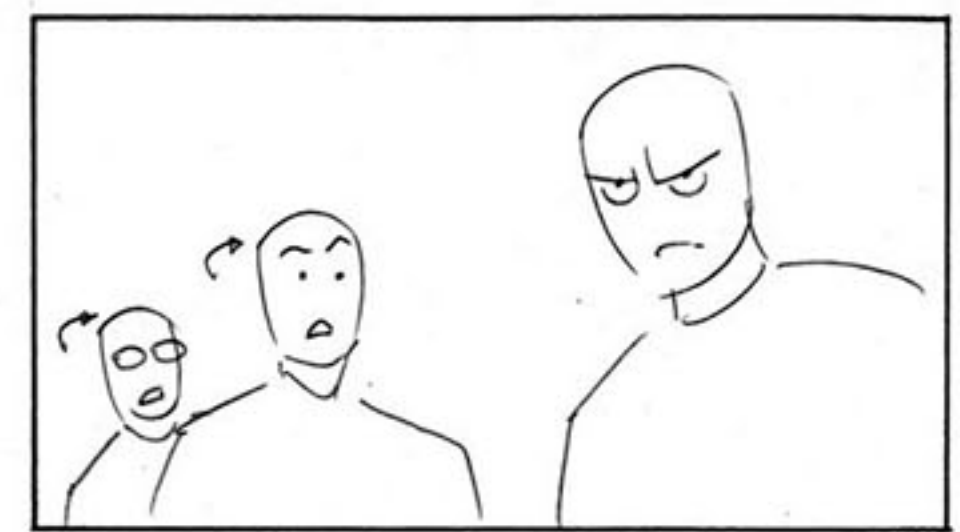
119 VO: This just in...



Rumors coming out of N-Tek indicate that the organization is going underground!



(vo.) Mike Nickelson, bringing you the latest!



You're welcome.



But begs this question...



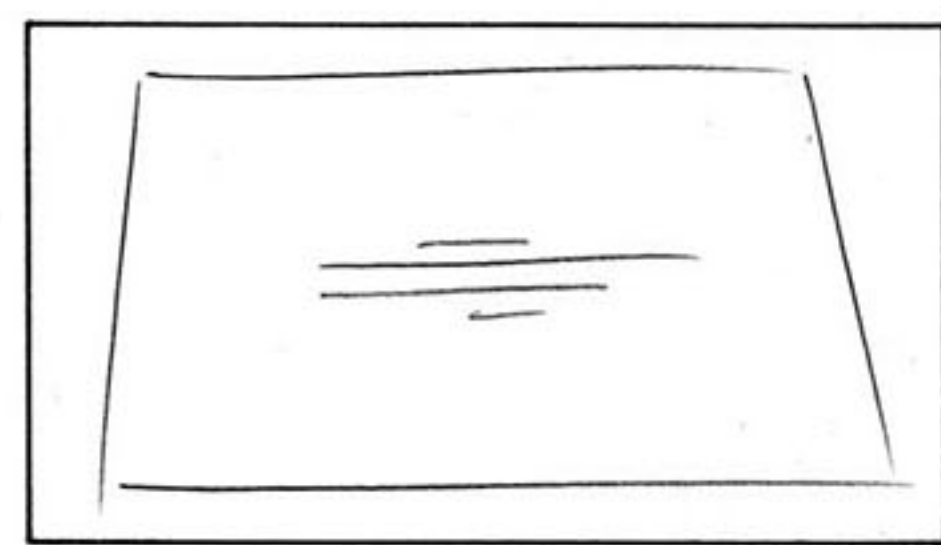
(pause for effect)



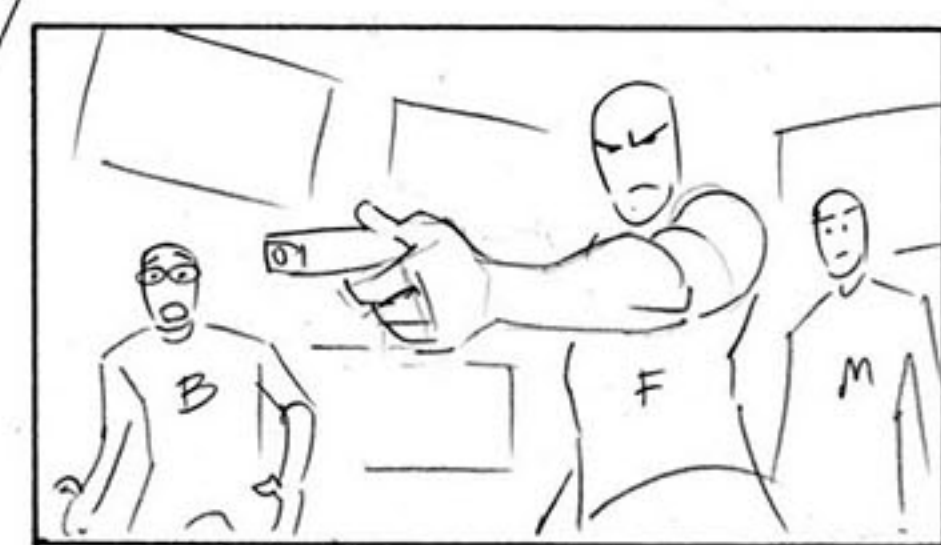
How do we fight an enemy-



-we can't even see?



(CLICK)



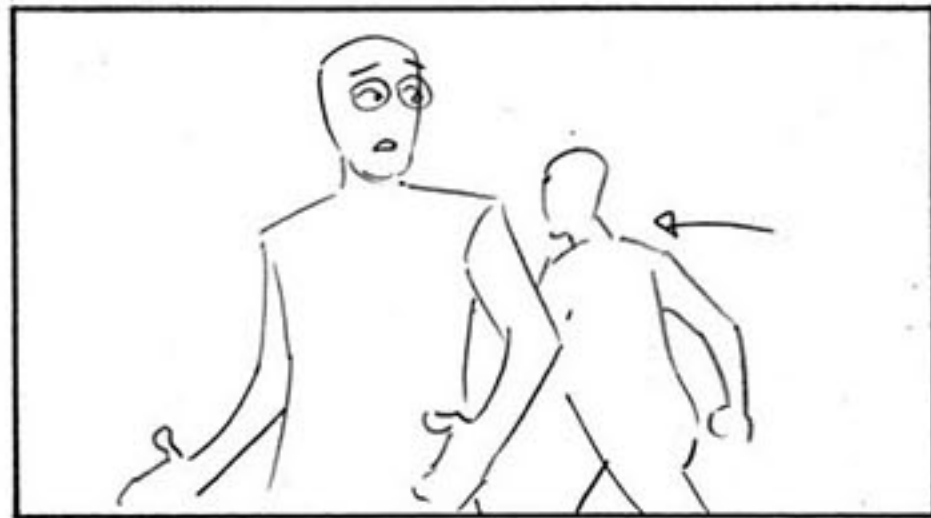
↑ Remote should look as much like a gun as possible here



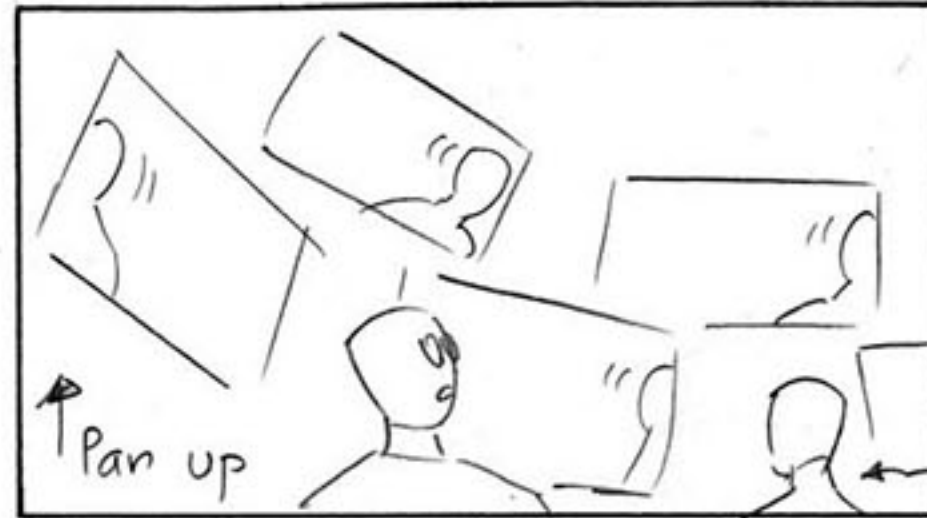
You just said... How could he -



-have known...
(121) F: That's it, people!



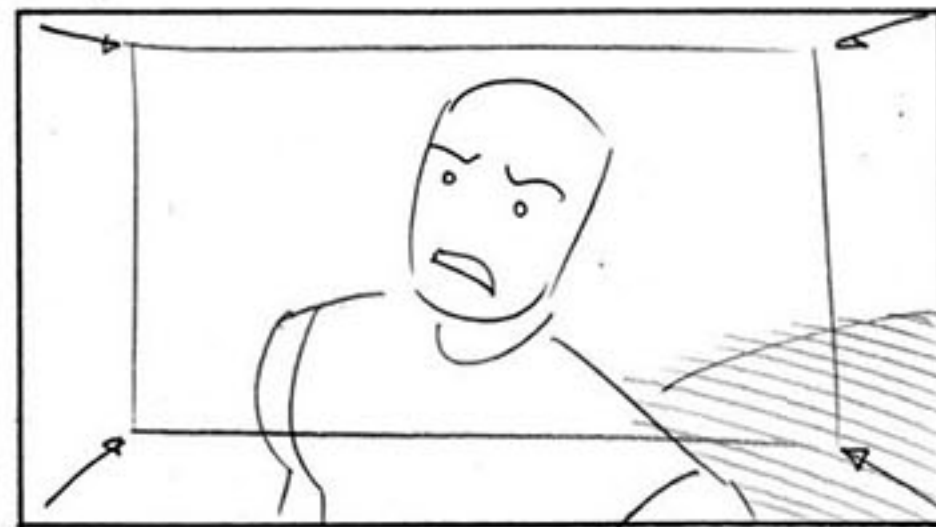
We're buggin' out!



Agents on screens
walk off



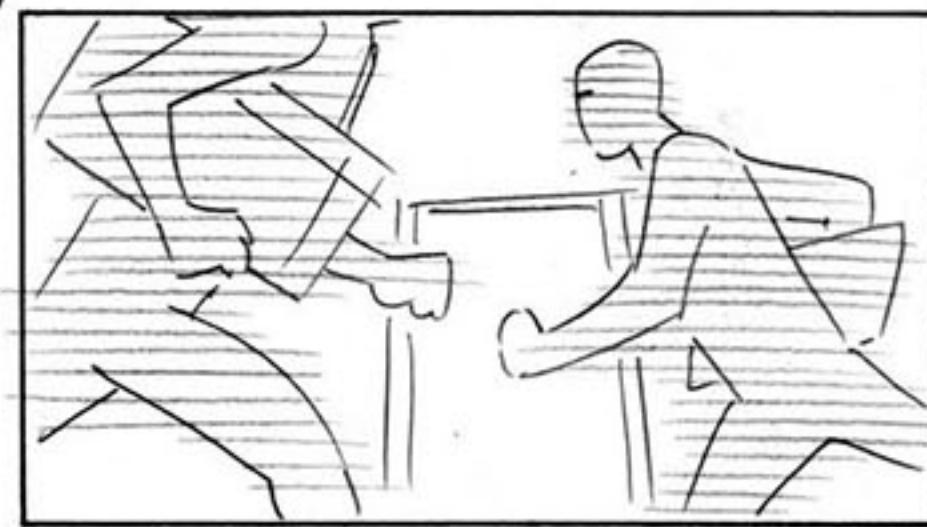
All screens fade/roll up/fritz out



Push in on Max



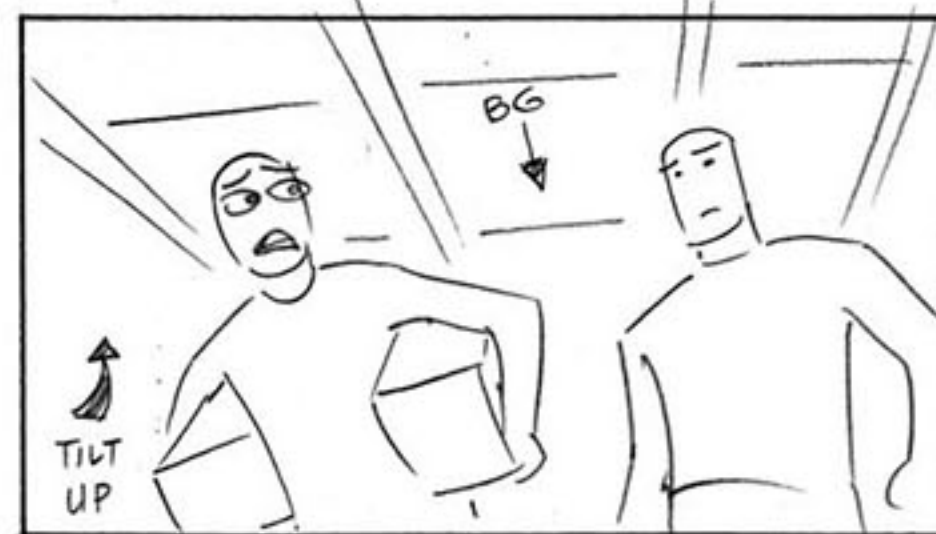
(122) M: Berto, wait!
Pg 21



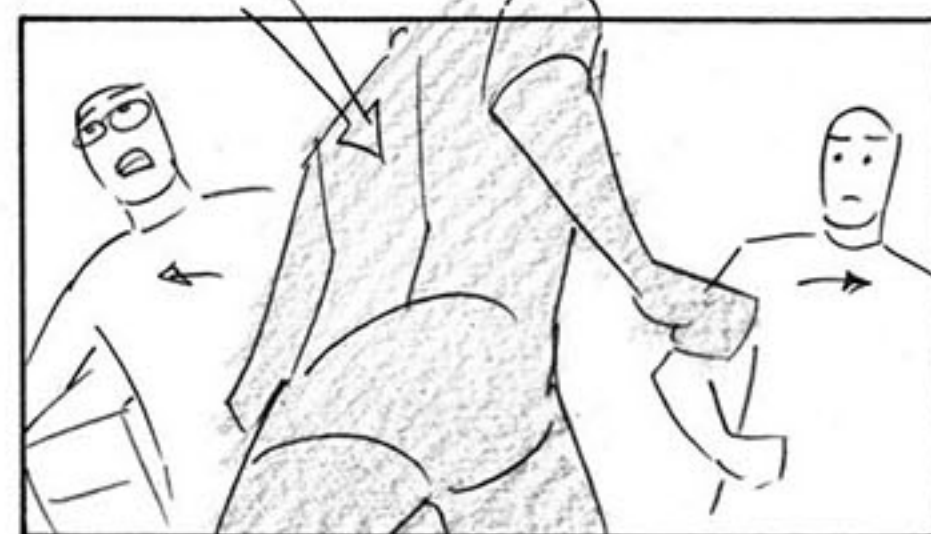
Corridor-agents zipping
thru FG (soft focus)



(122) Con't - You're really leaving?
(123) B: Ferris is right, Max-



-it's not safe here! Maybe
it's better-



-to lay low until this



-thing blows over.
(124) M: /F it blows over.



Both stop - B looks around



125 B: Listen, somebody's tapped into N-Tek.



I still don't know who or how, but I did manage to—



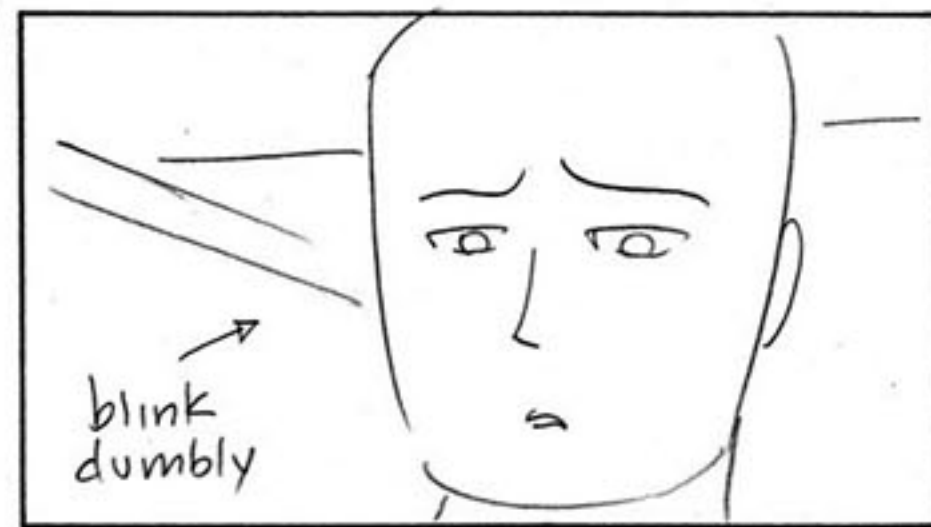
—isolate the server that's been relaying classified info.



It's heavily encrypted, but once I cracked it—



—it was just a matter of using a reverse track & trace protocol—



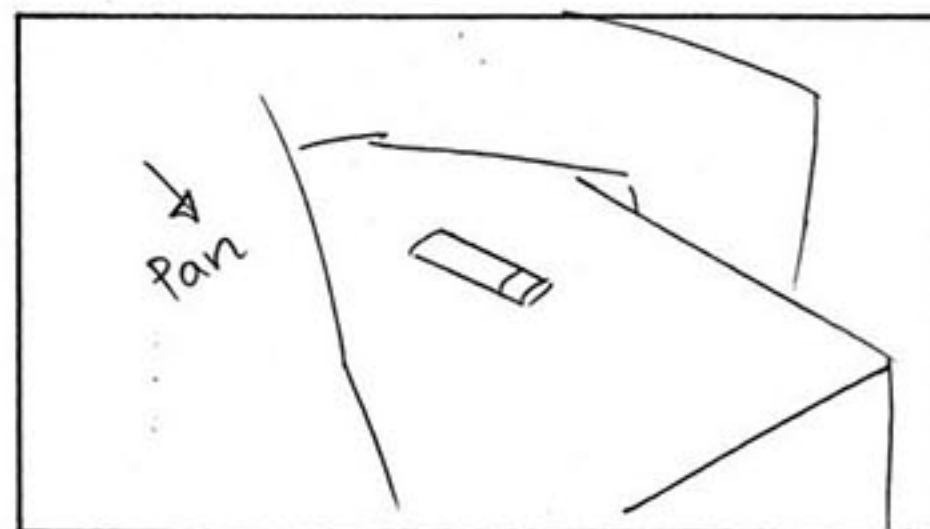
— to ping the IP address and isolate the point of origin.



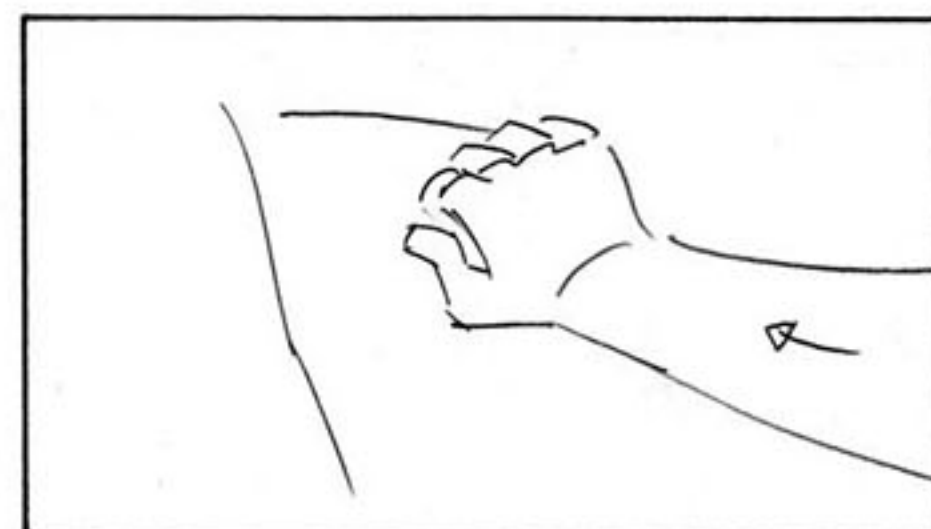
126 M: Translation?



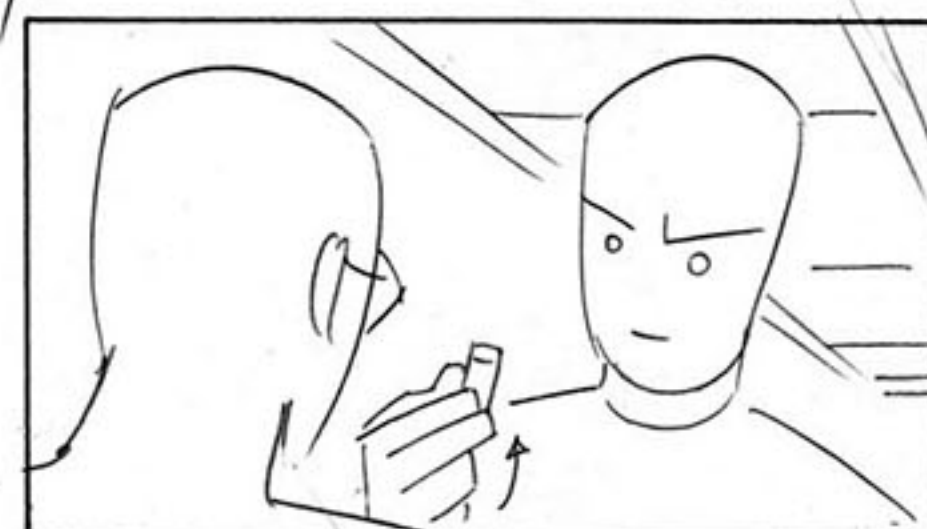
127 B: I found Mike—



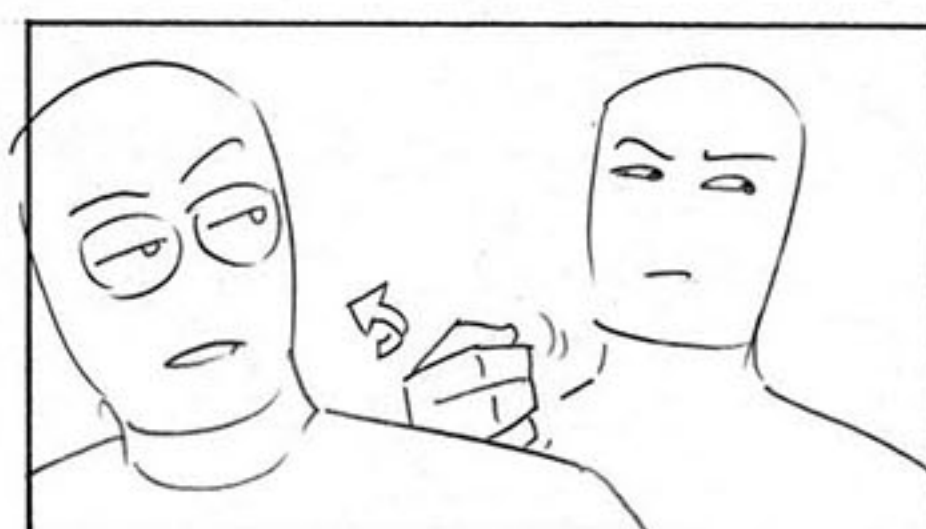
Nickelson's secret source!



(M's hand in)



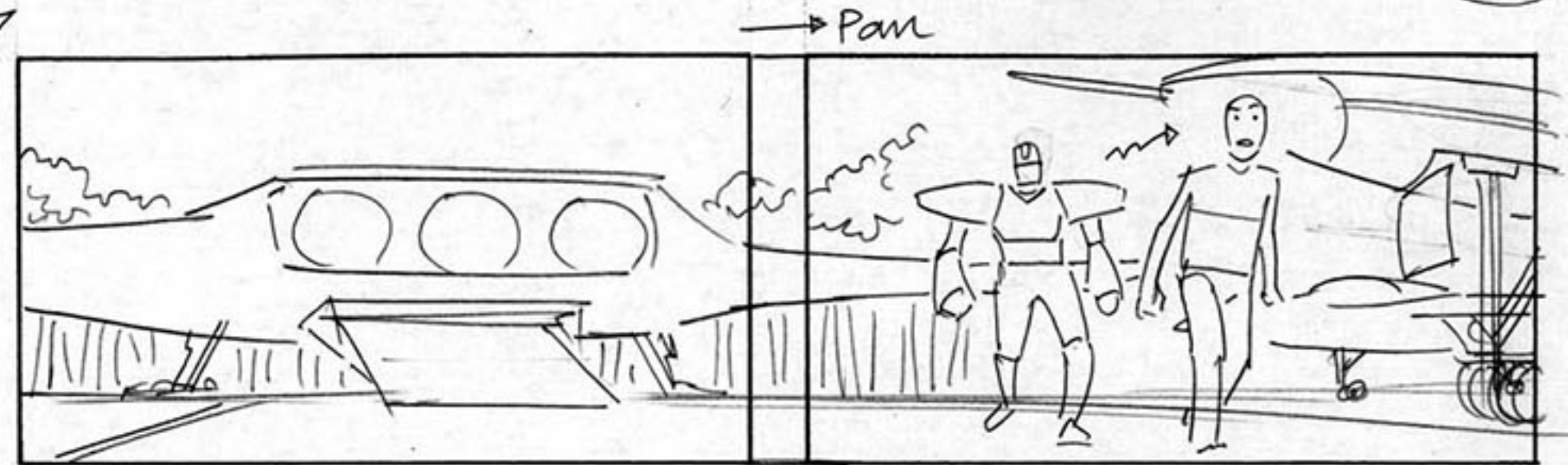
127 B: Good luck Max.



—I'll see you soon.

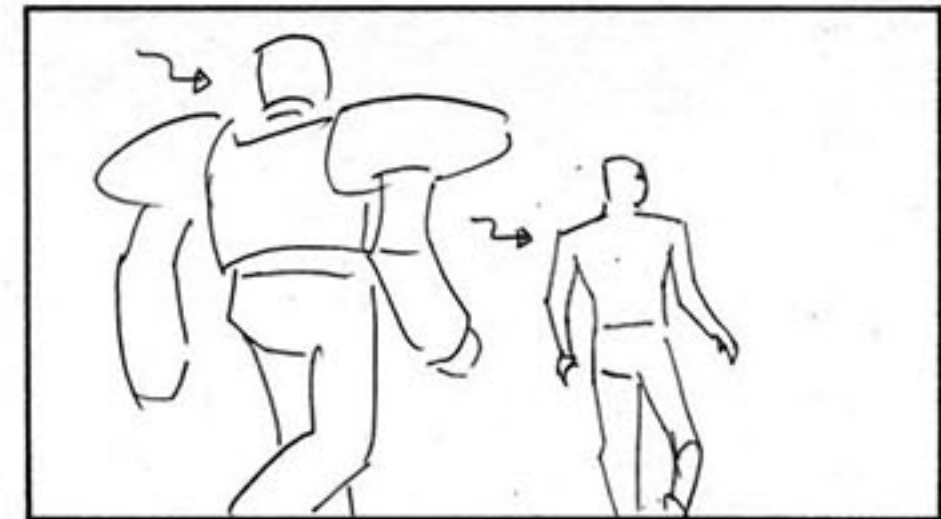
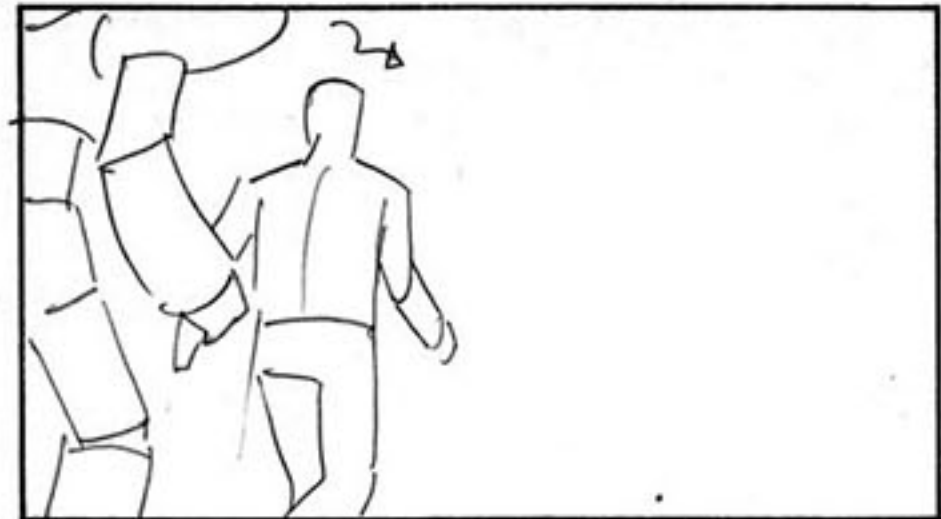
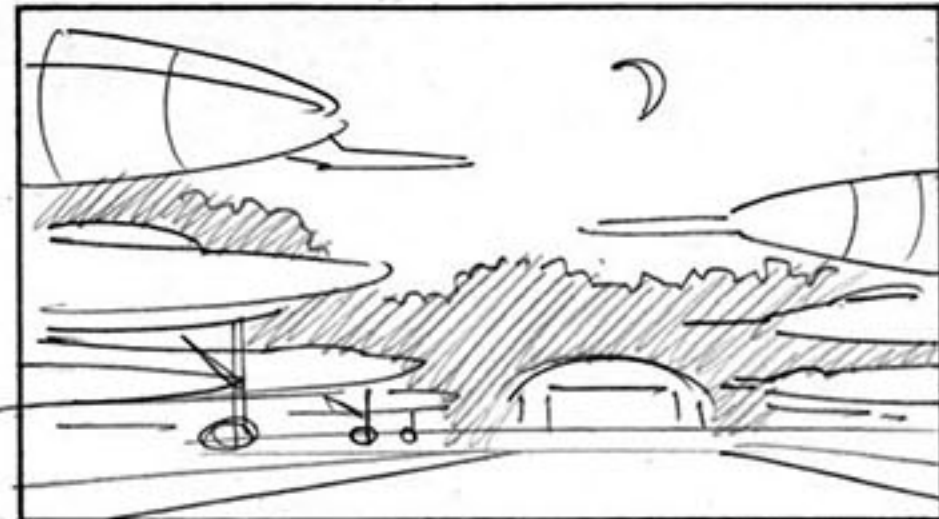


128 M: I hope so, bro.



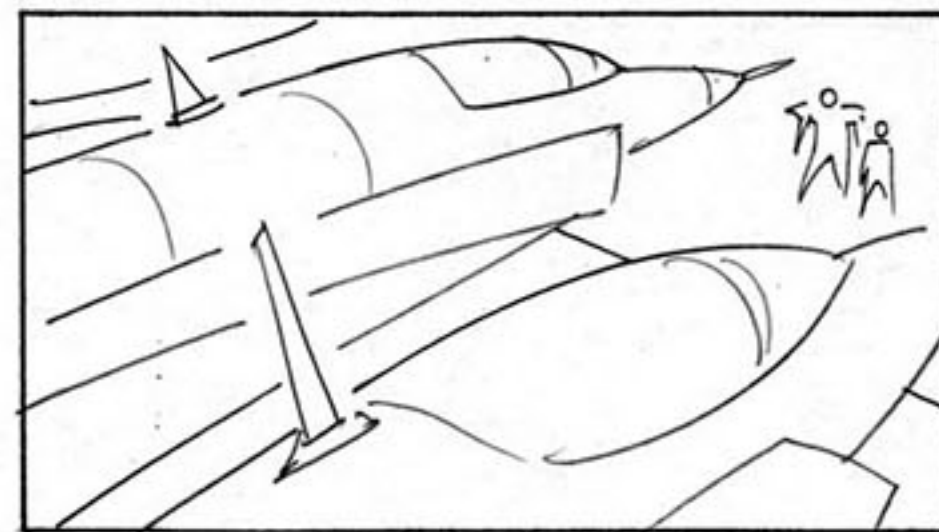
129 M: A jungle military depot...

Pg 22

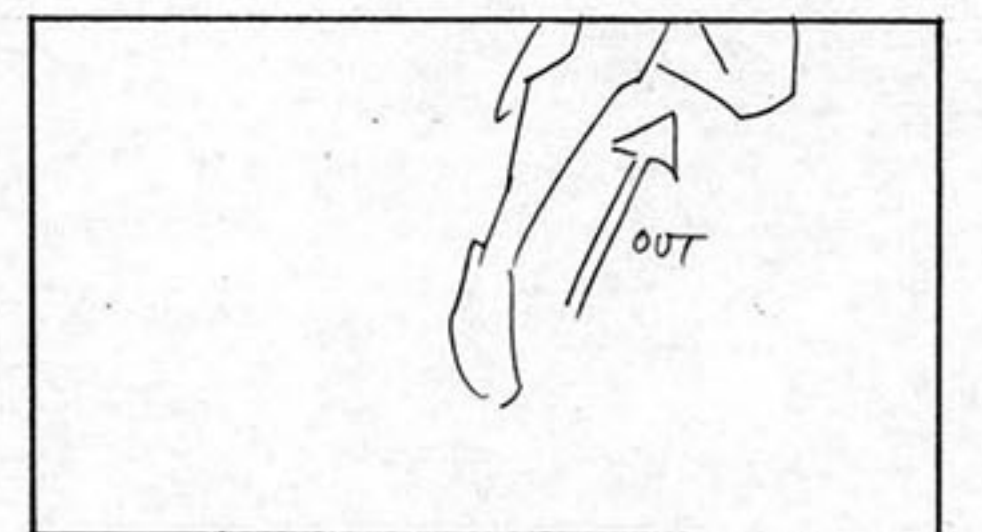
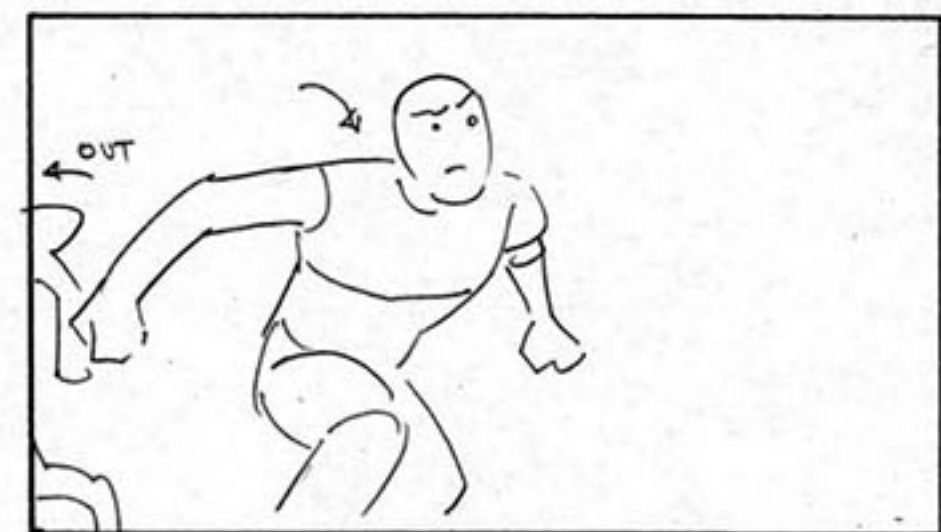
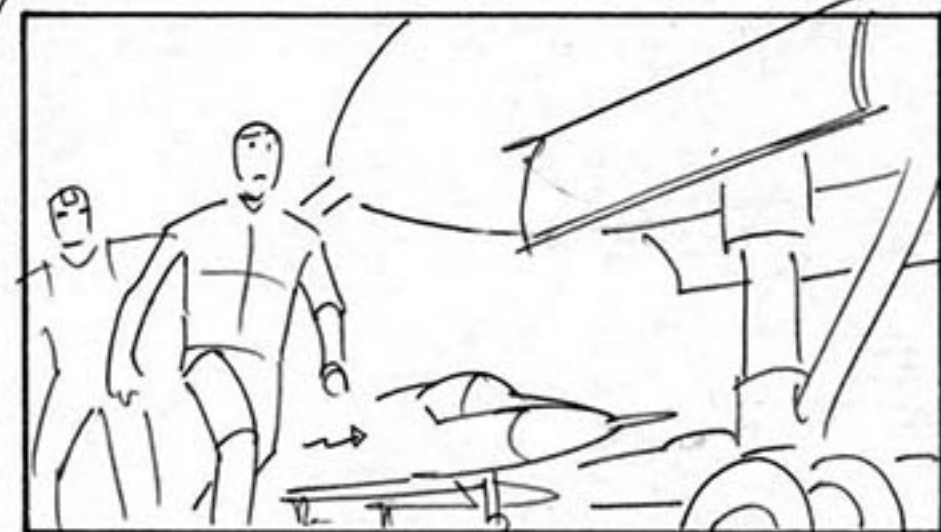


Strange, but these are the coordinates that Berto gave me. I guess we're looking for-

-some kind of big relay antenna.

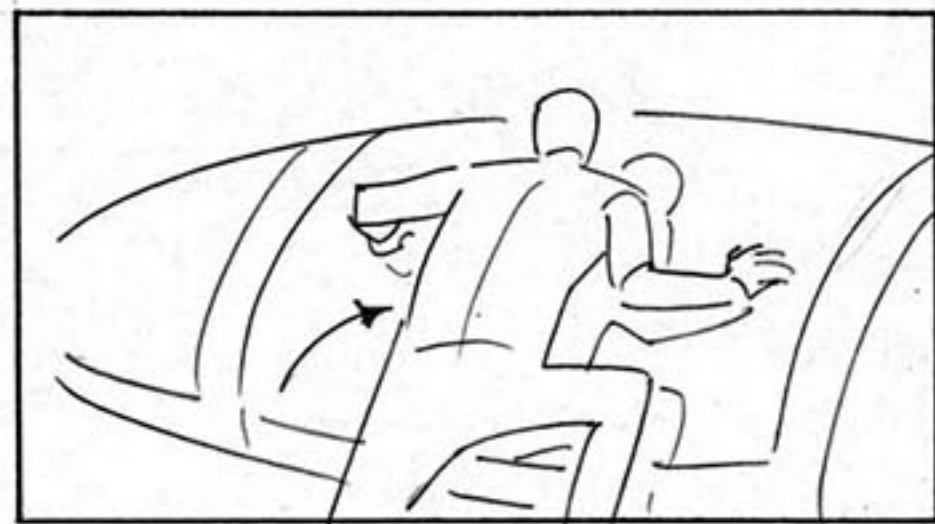
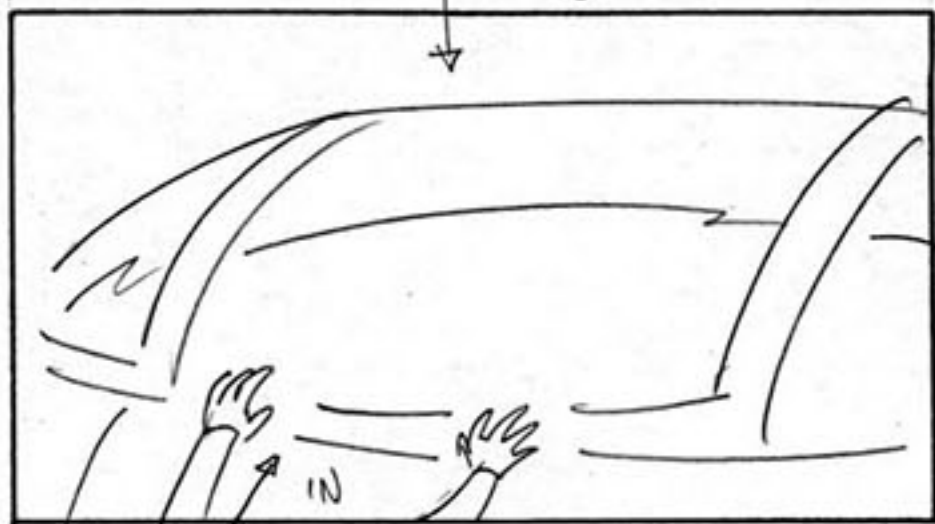


TRUCK OUT

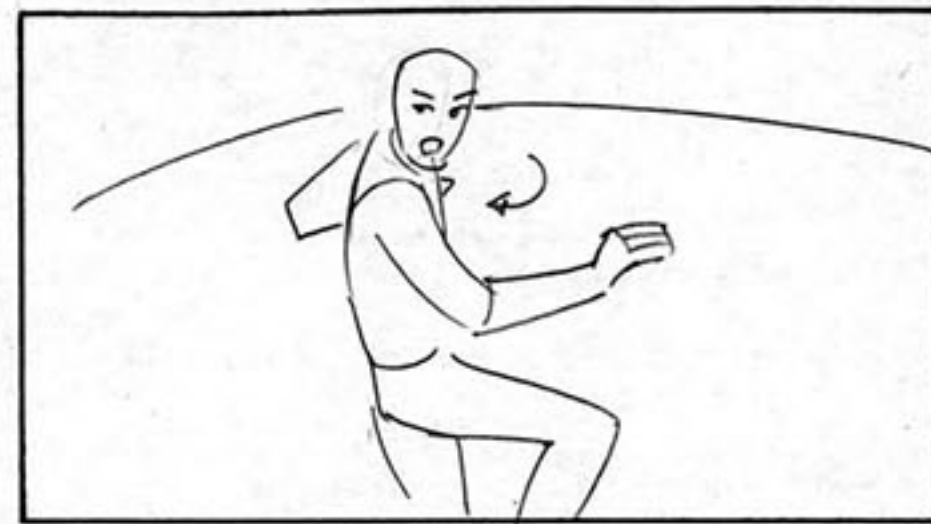


130 C: Or, perhaps, many small antennae?

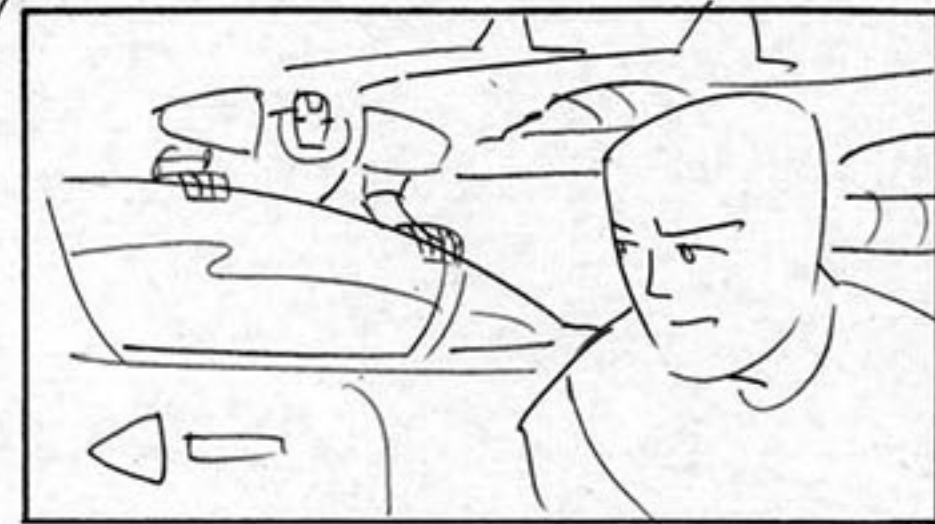
Canopy = mirrored glass



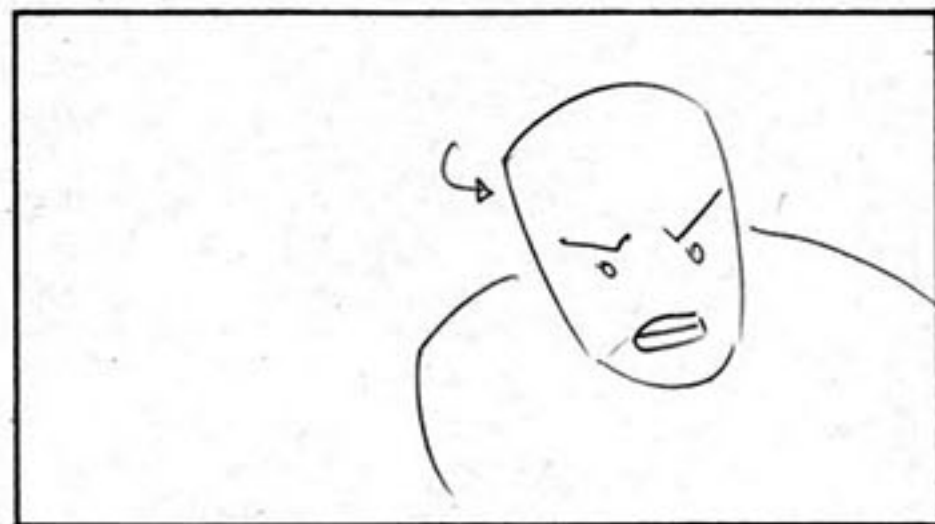
131 M: This radio's tuned-



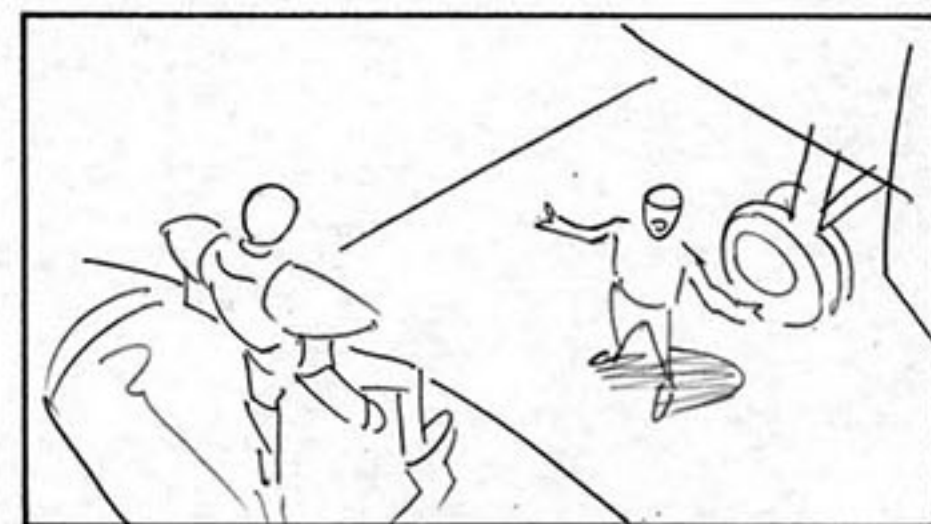
-to 300 gigahertz.



132 C: This one as well!

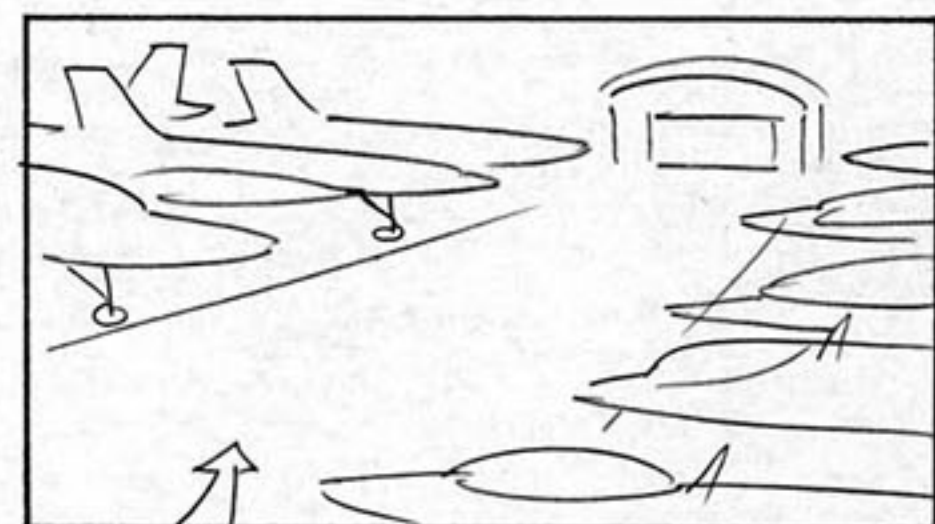


133 M: That's it!



TRUCK OUT

By linking all these radios on the same wavelength-

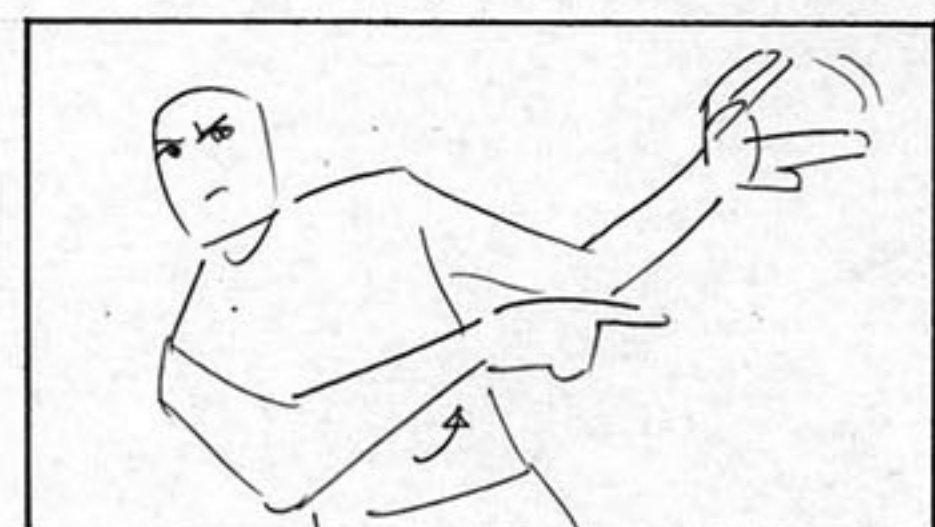
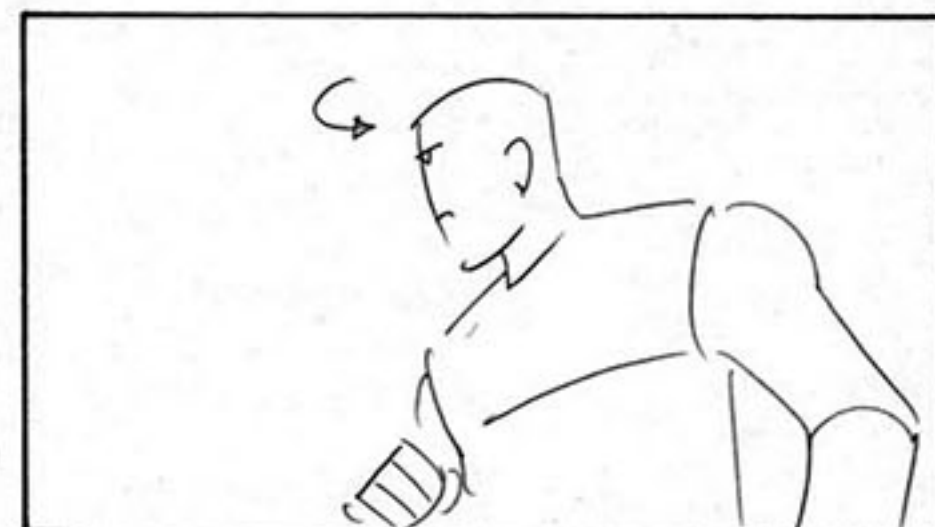


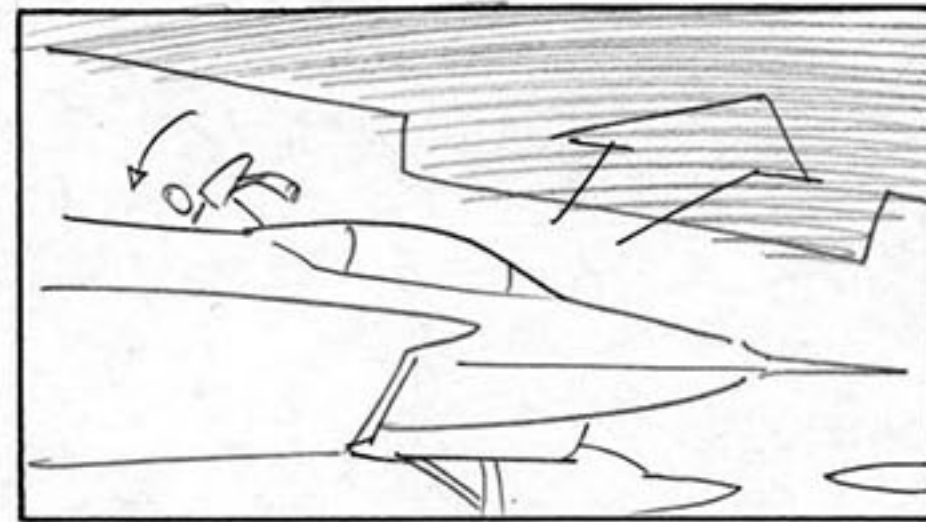
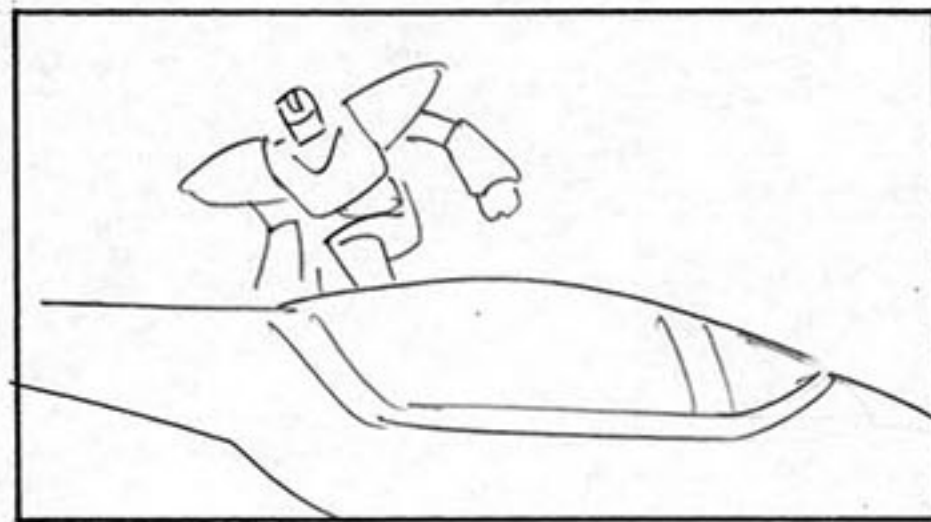
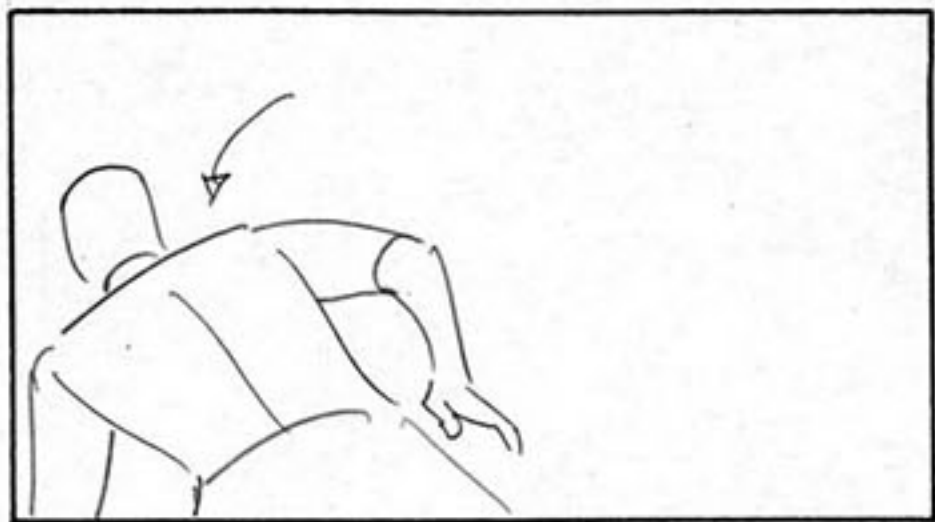
TILT UP

-Nickelson's source has turned them into one giant transmitter!

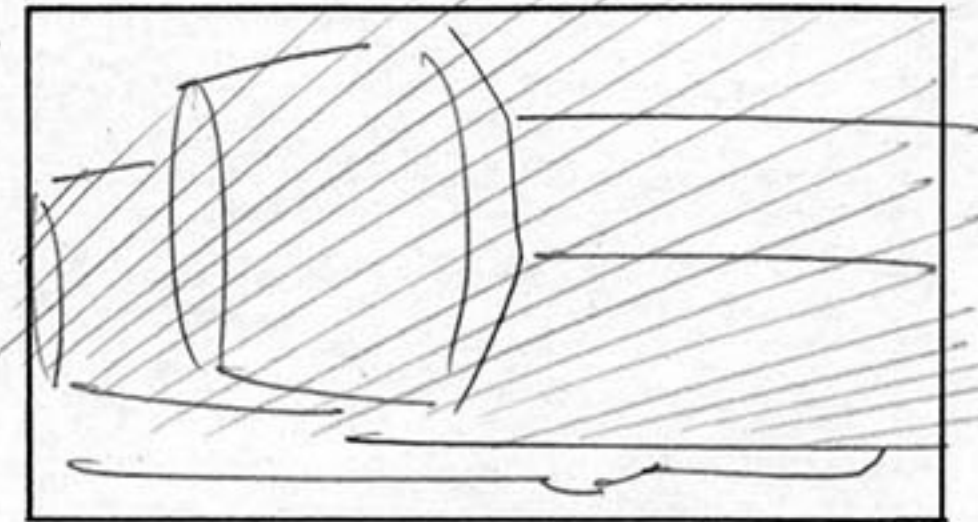


SFX: CLANG!





Pull back



Can't pullback - blur past
several planes



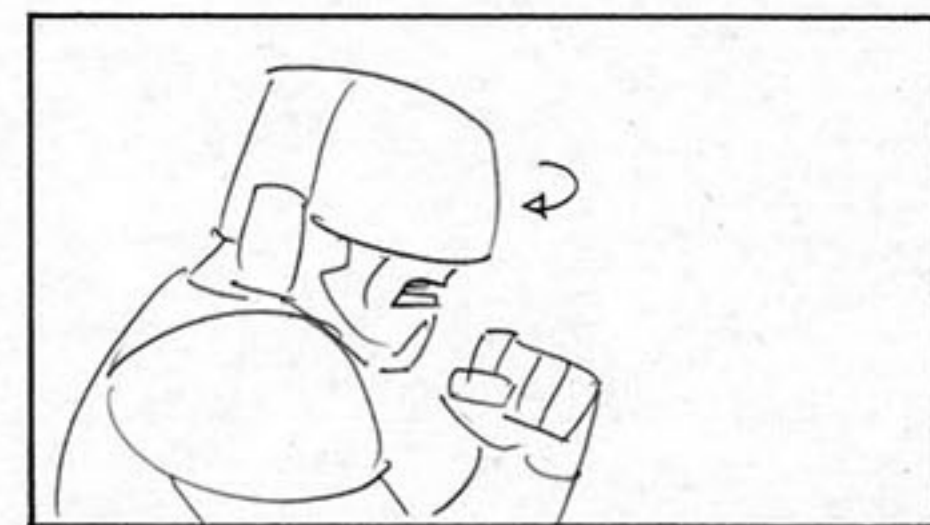
End on Makino
(134) MK: No ... it's too soon!



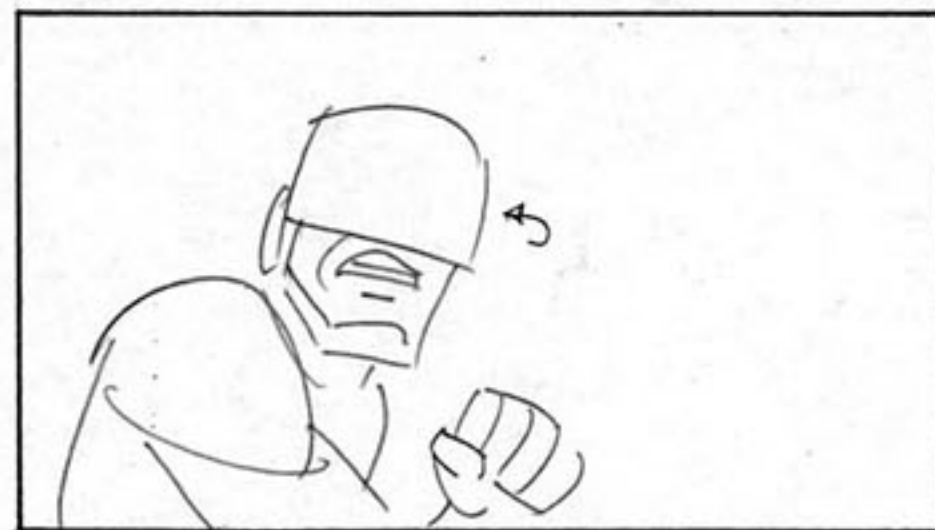
He's not following the script!



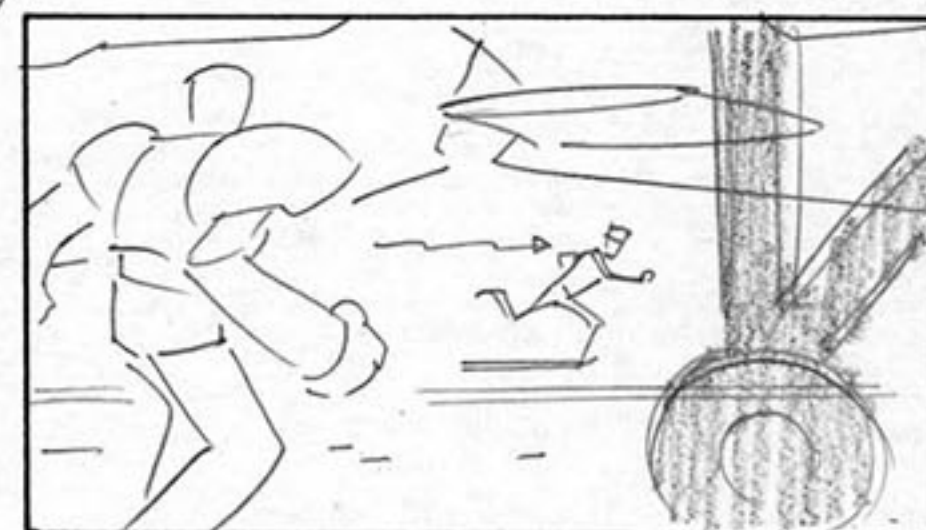
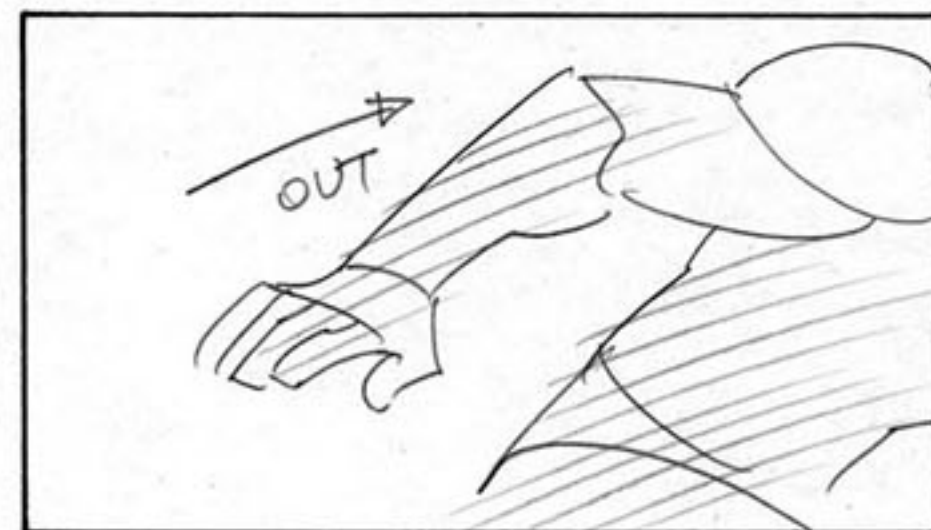
(reflection in window)
And I'm not ready for my
closeup!

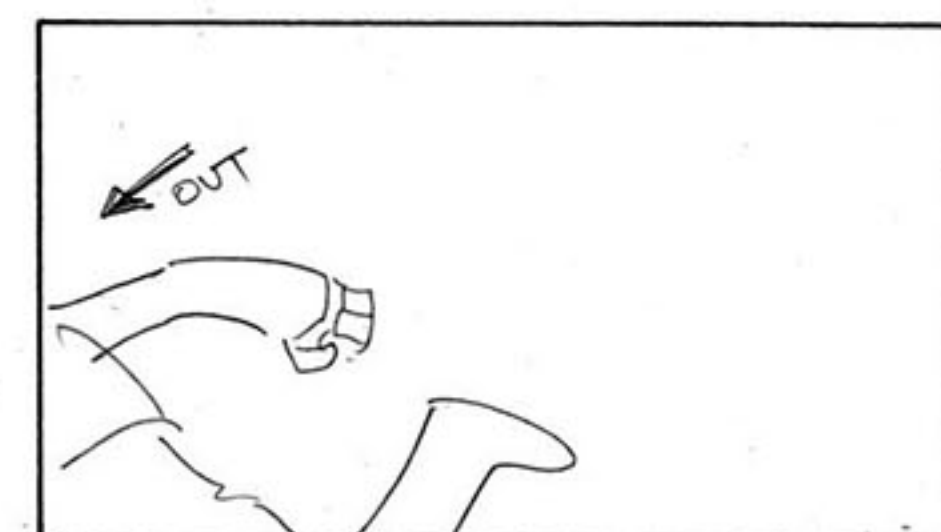
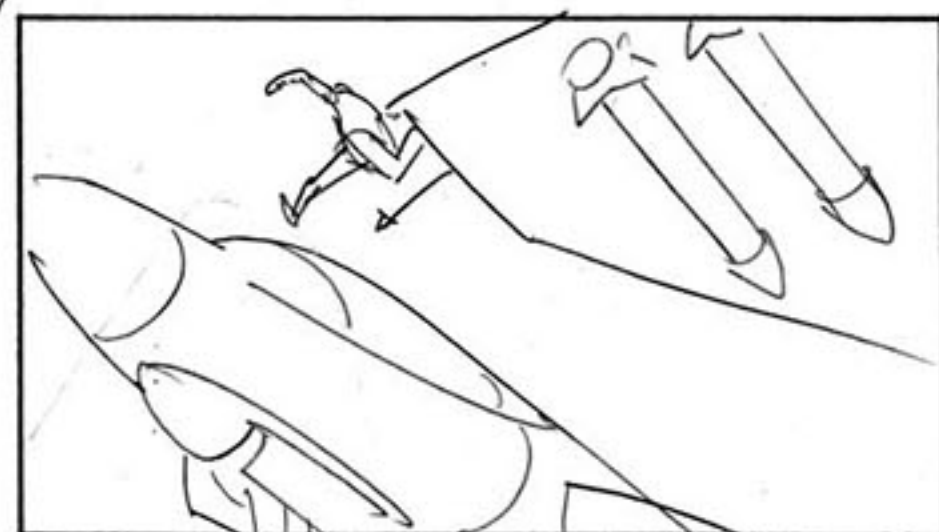
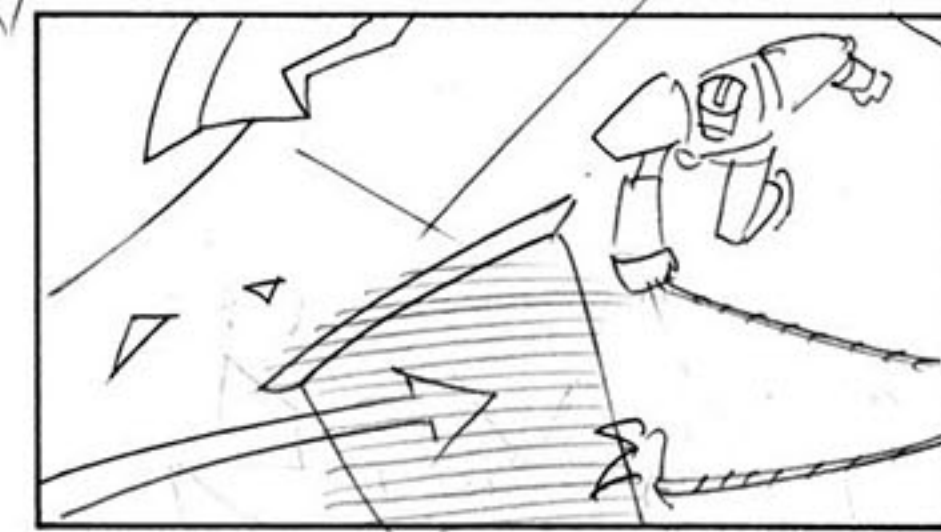
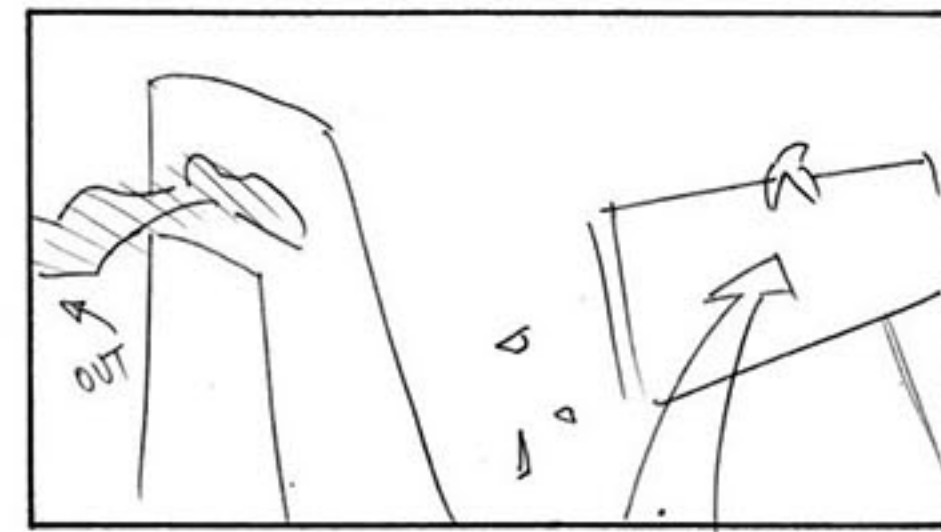
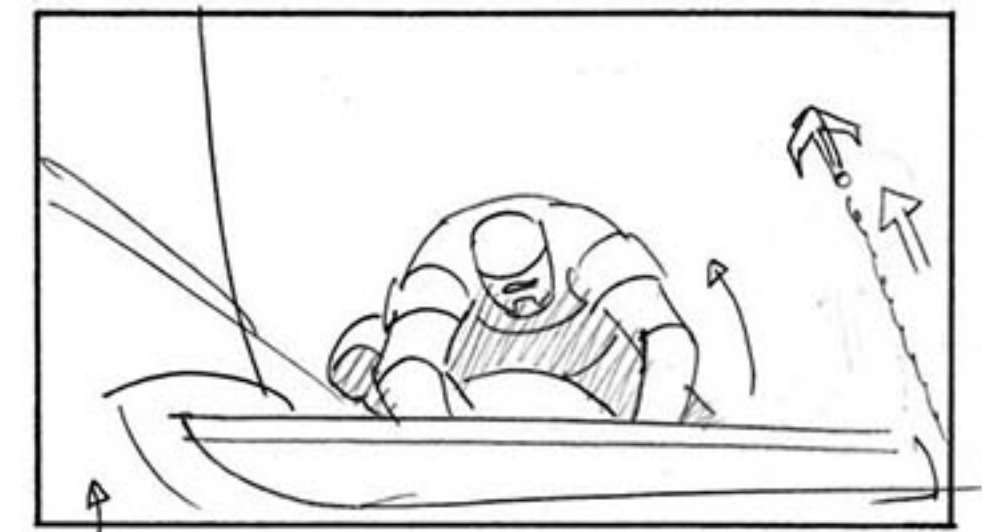
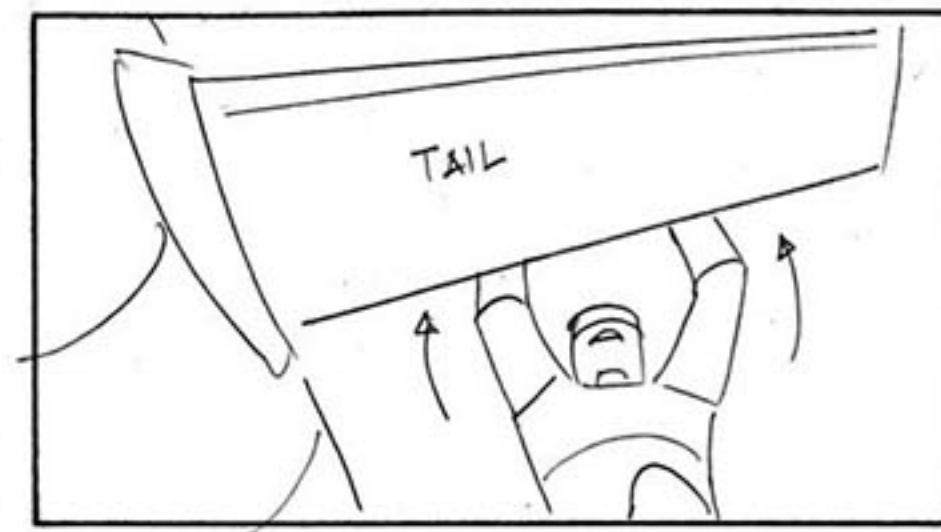
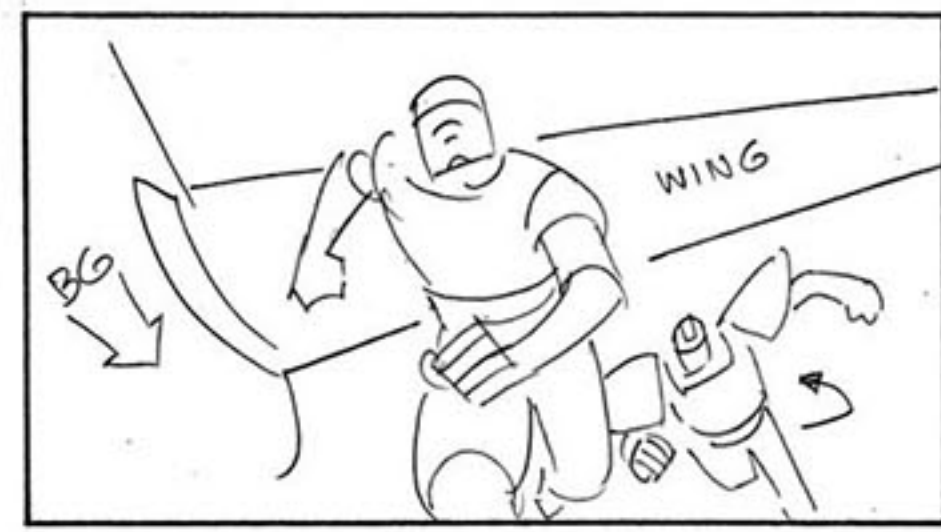
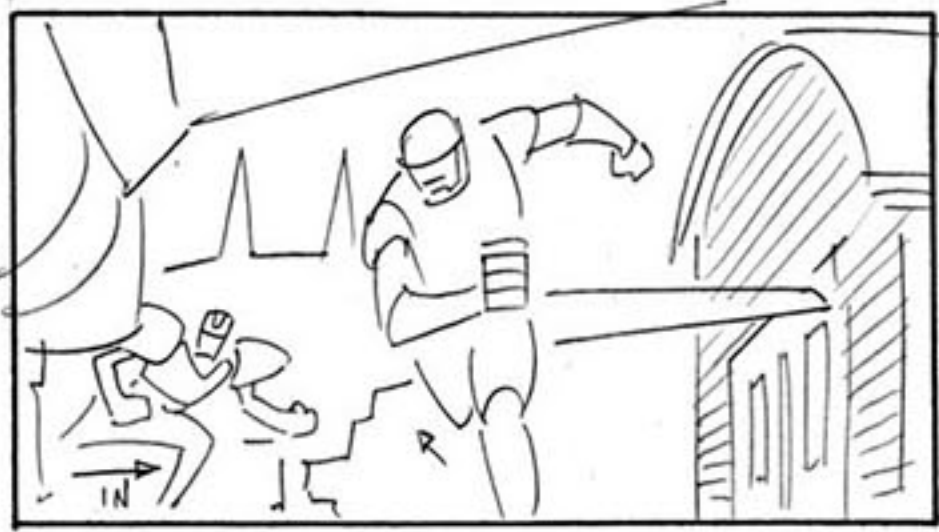


I'm still weak, vulnerable!
(135) C(vo): Max! Over-



-here!

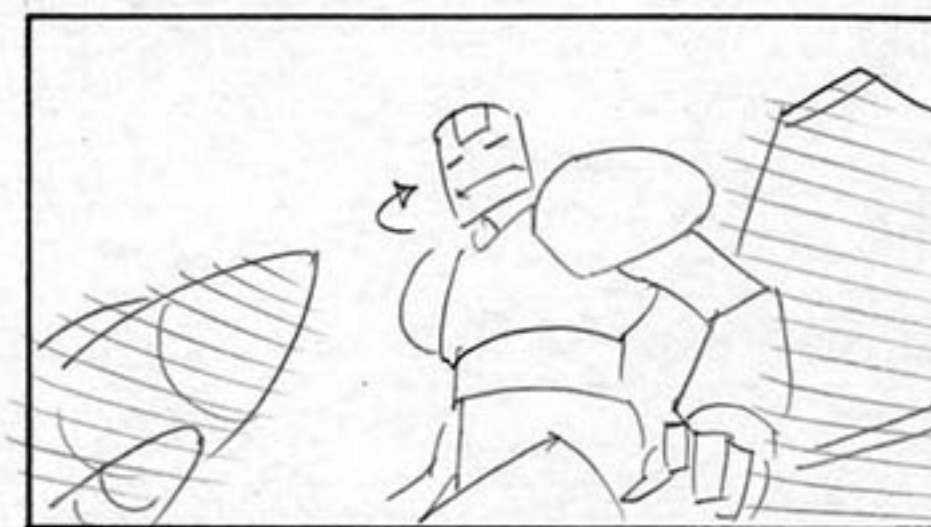
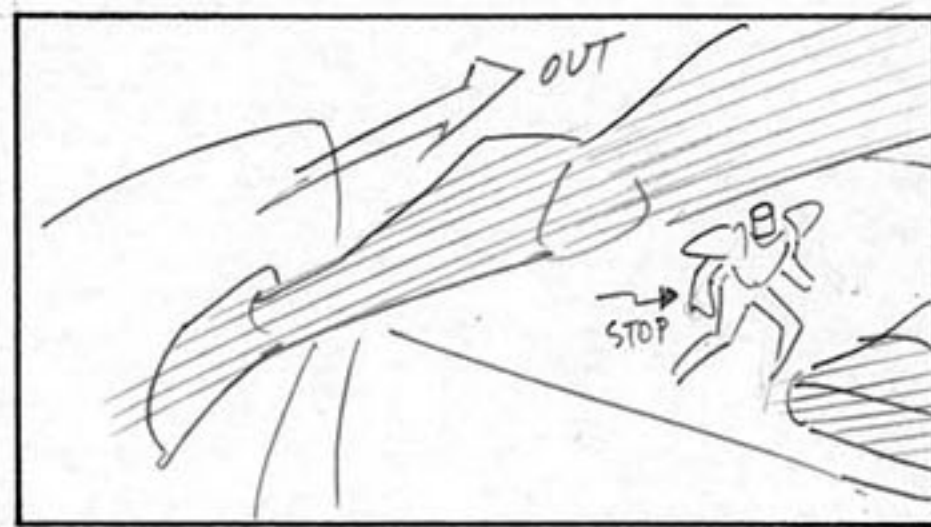
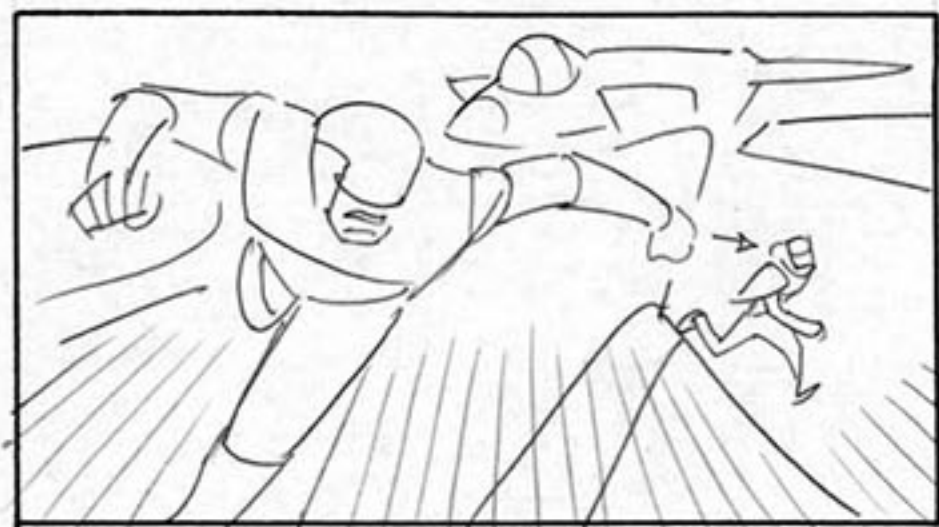




MK leaps over planes

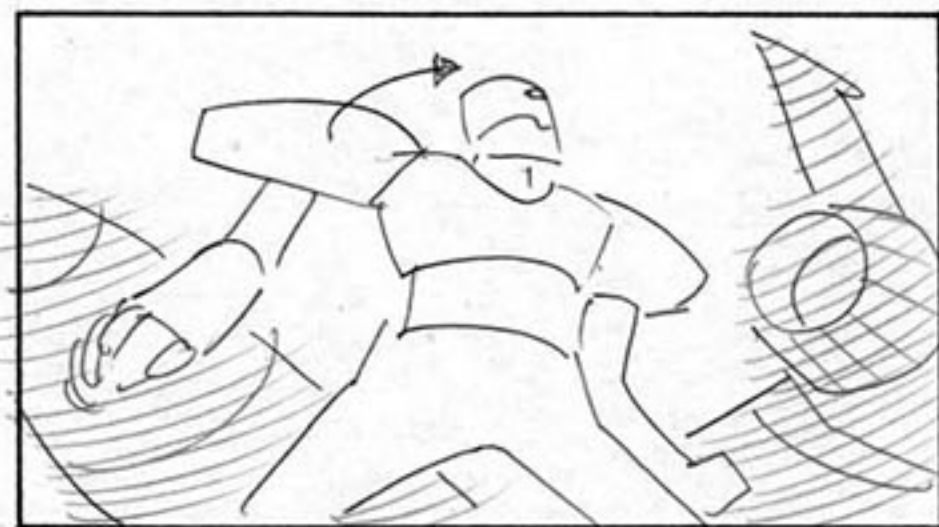
C. runs under

Track with MK running/jumping over rows of planes



SFX: Echoing footsteps

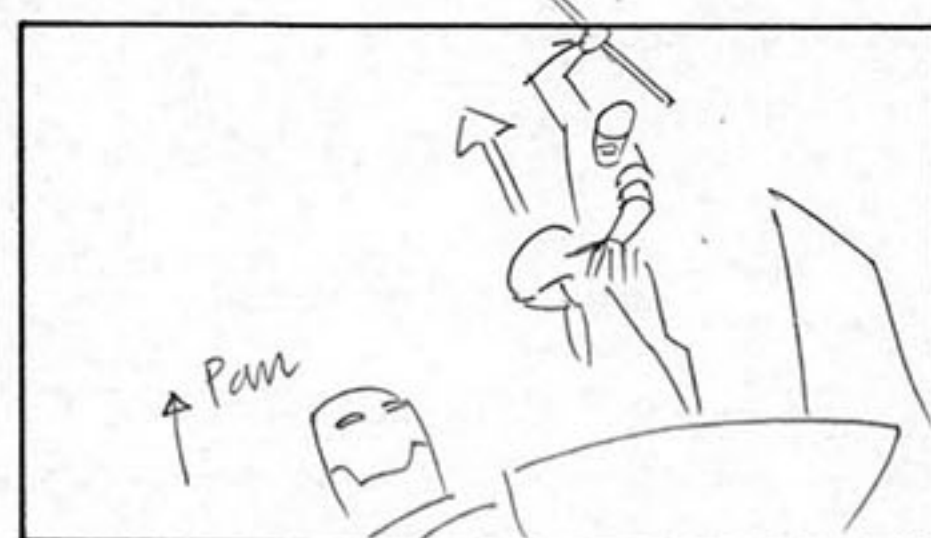
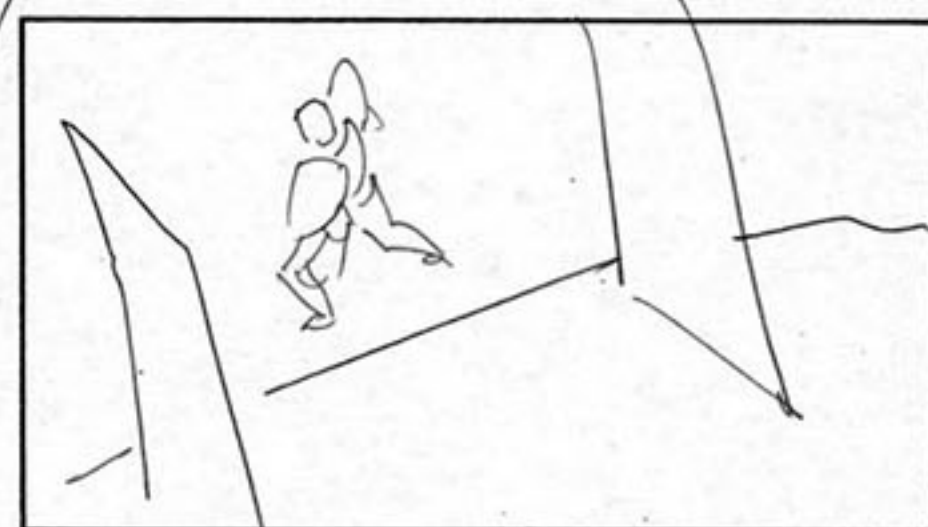
BG spins around cytro as he turns



Con't - C looking for MK
(sound echoes)



(STOP ROTATION)

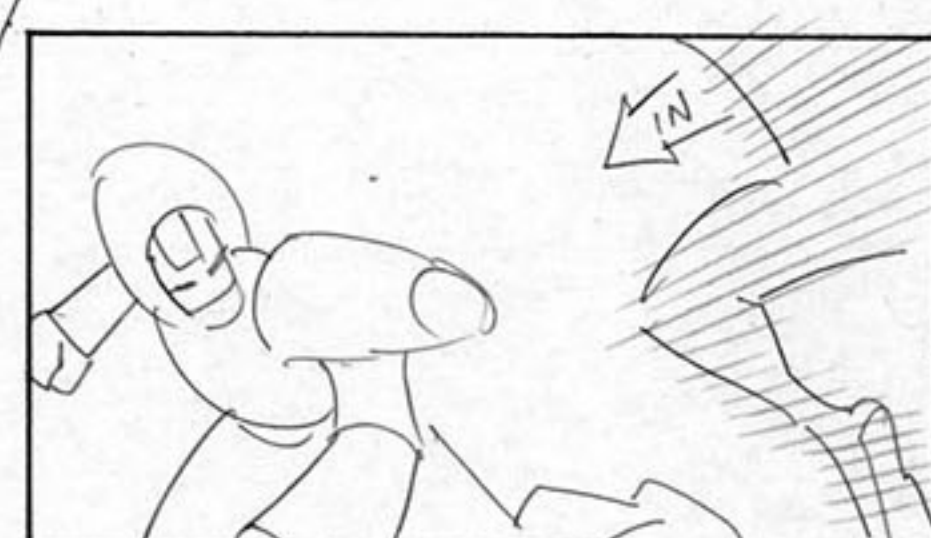


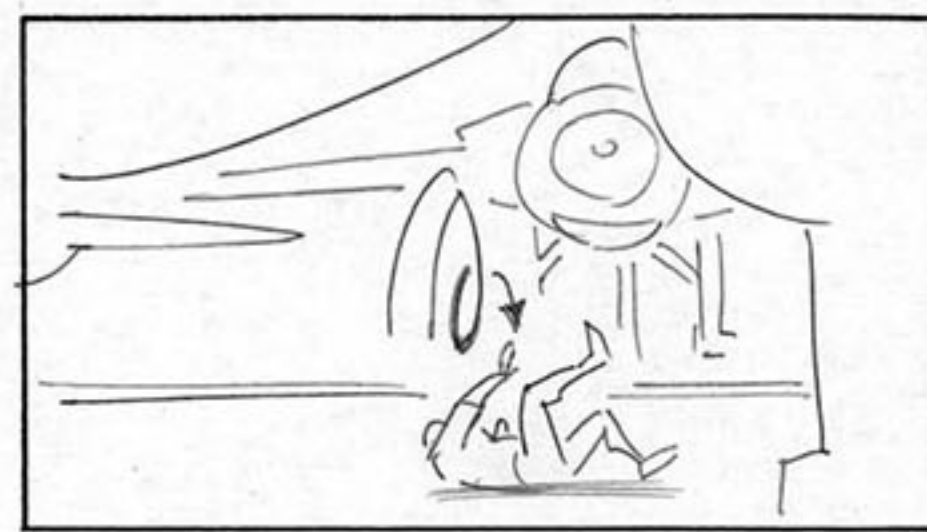
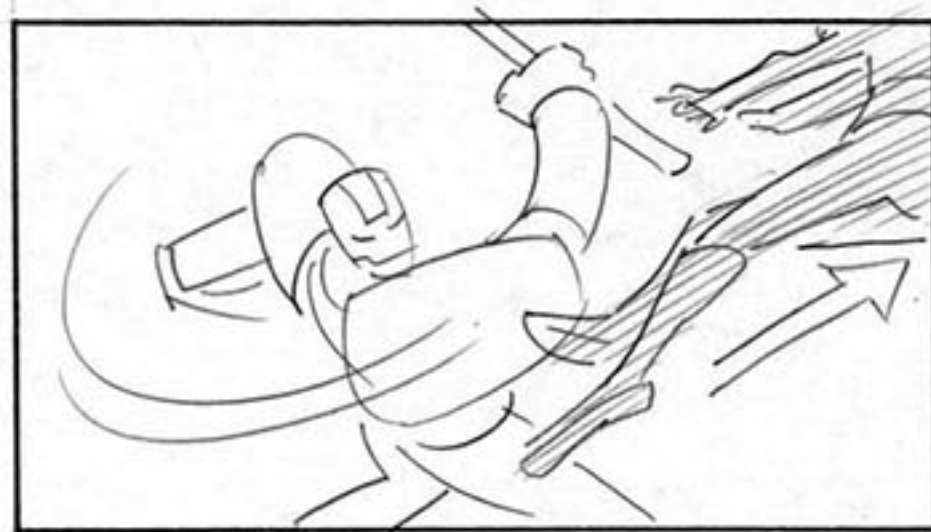
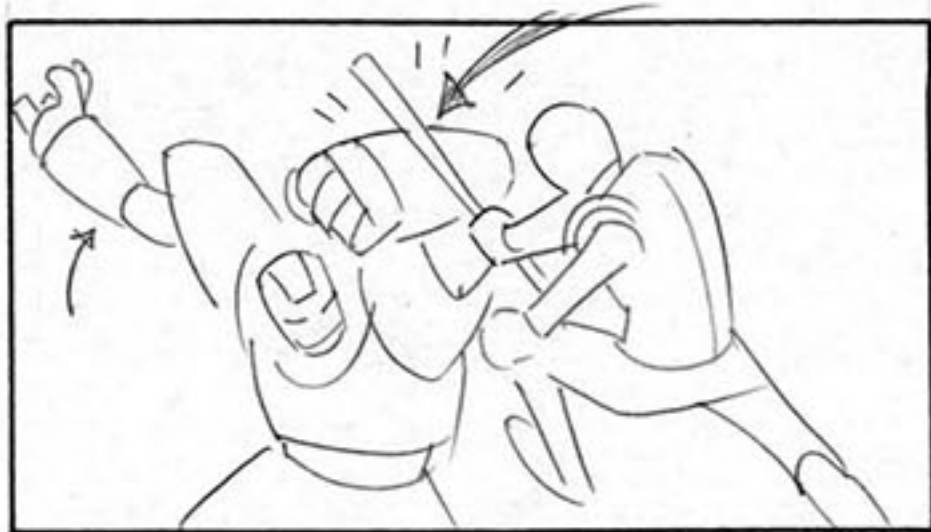
(136) MK: AAAA



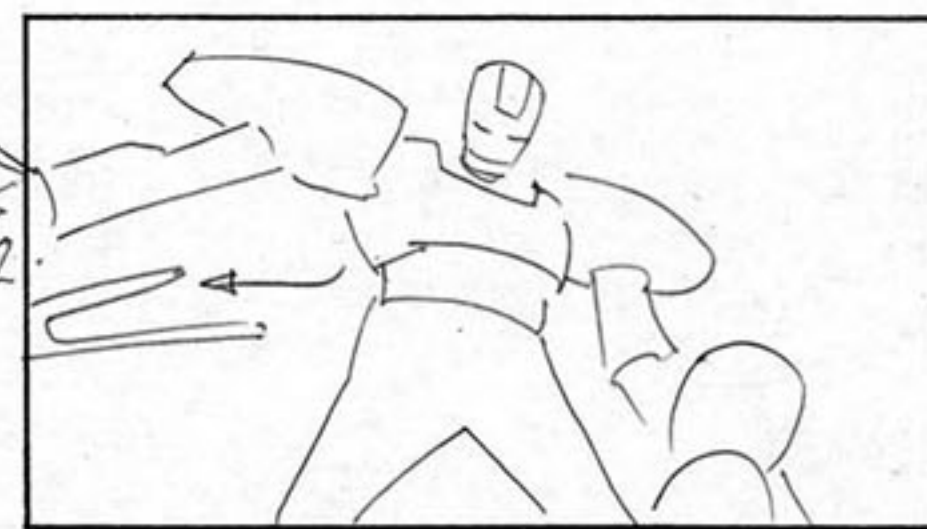
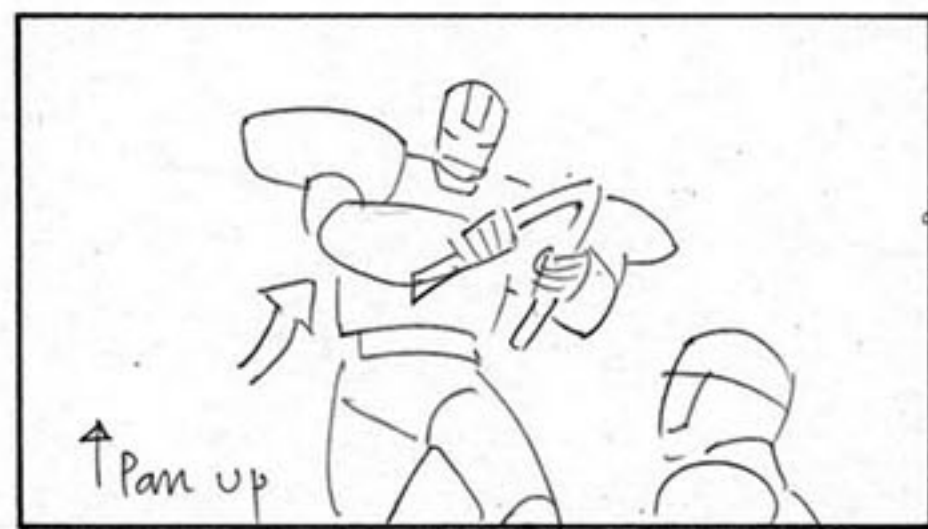
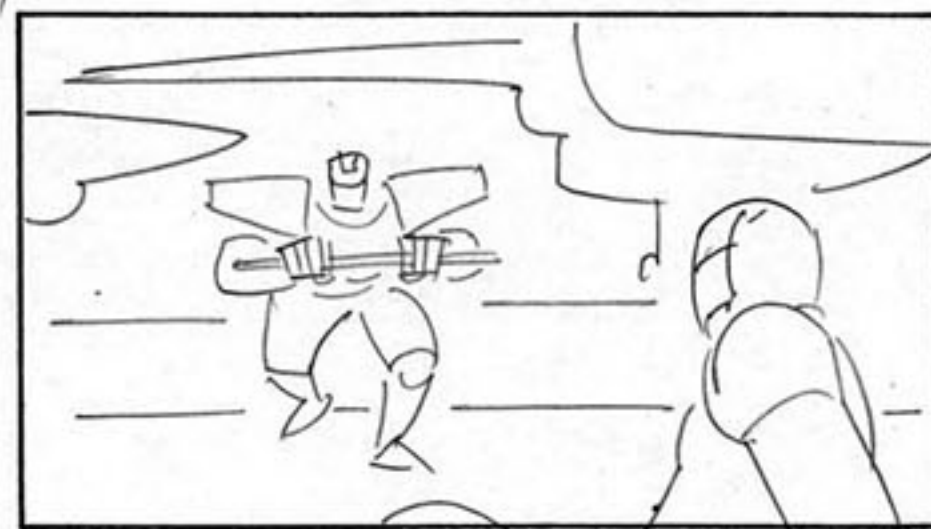
AAAAH!

(Push in)

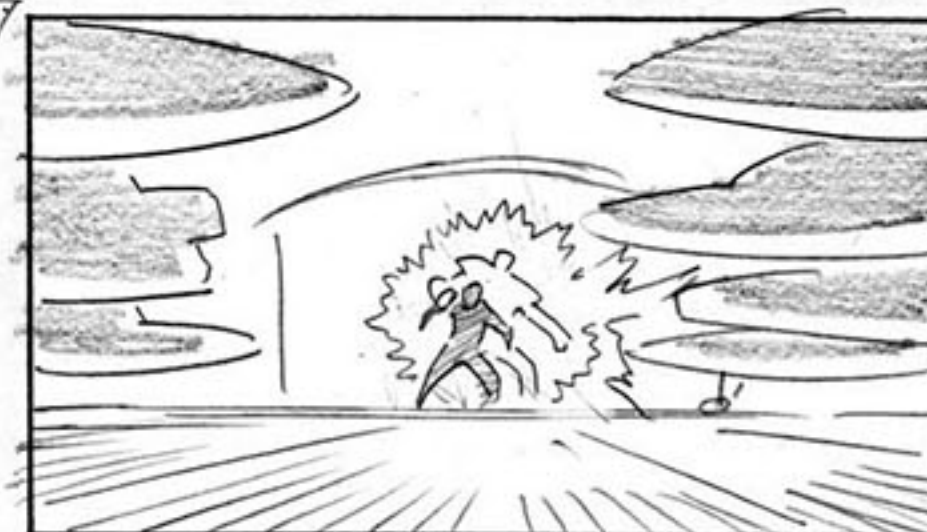
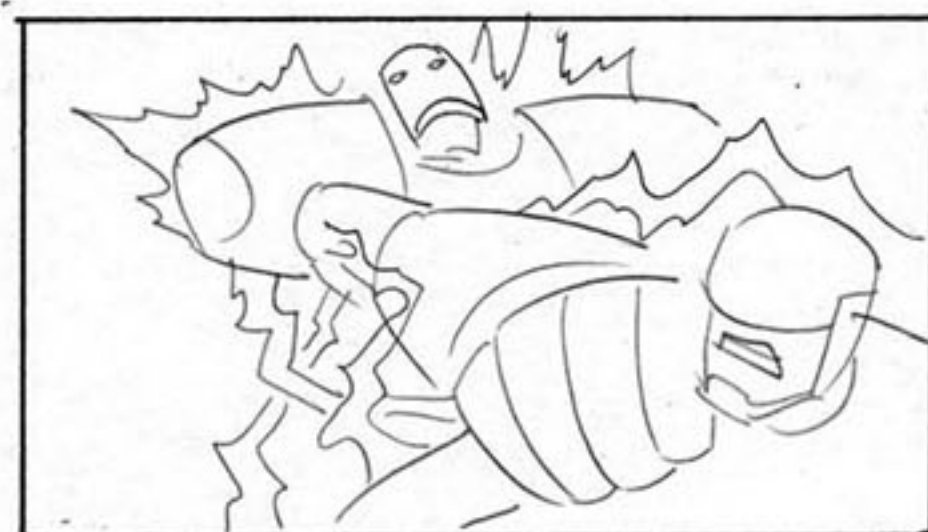
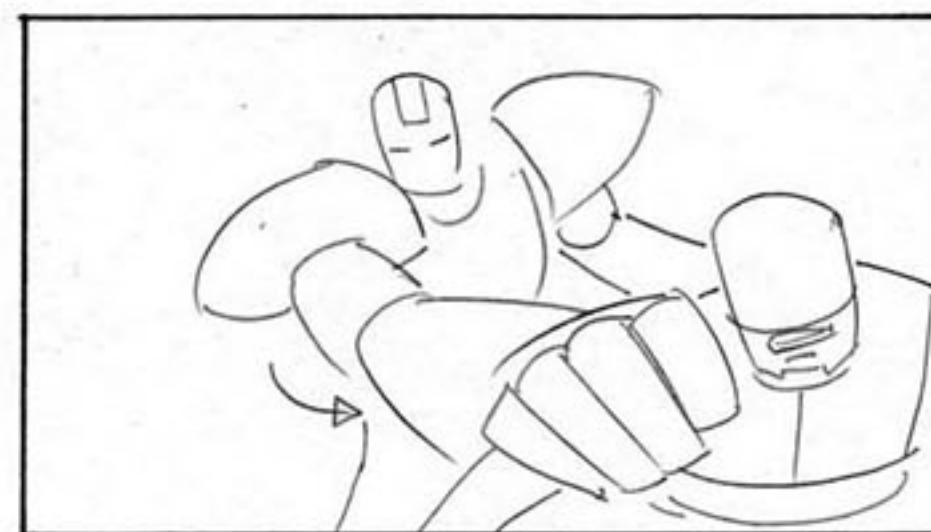
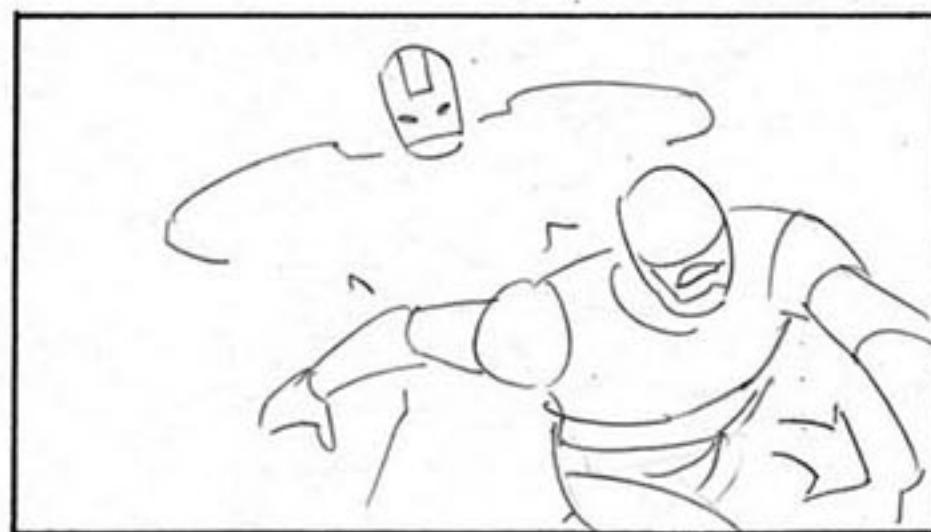




MK flies away from cam — flops onto runway



(137) C: We just want to ask you a few questions.



WIDE-MK IN SILO AGAINST
CYTRO



C drops to ground

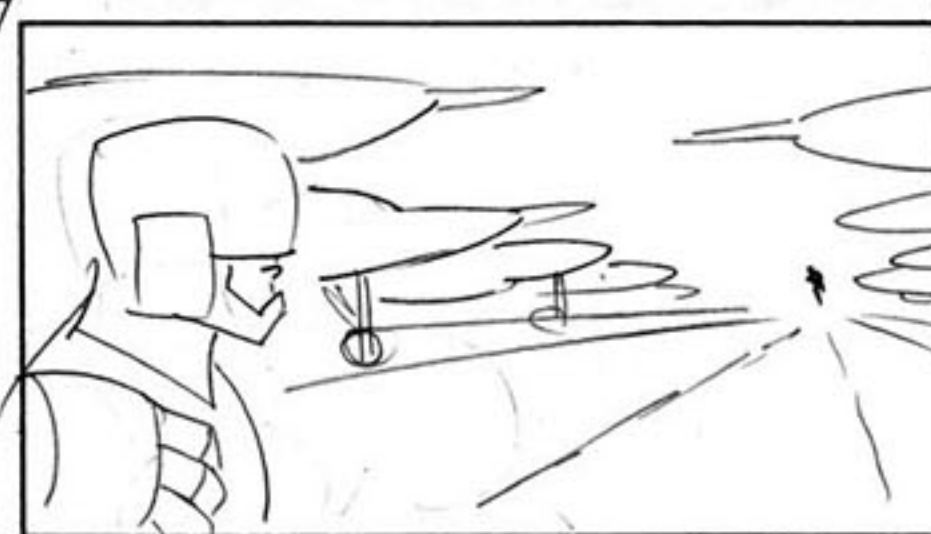
(138) MK: Awesome! I control machines—



—so I control YOU!



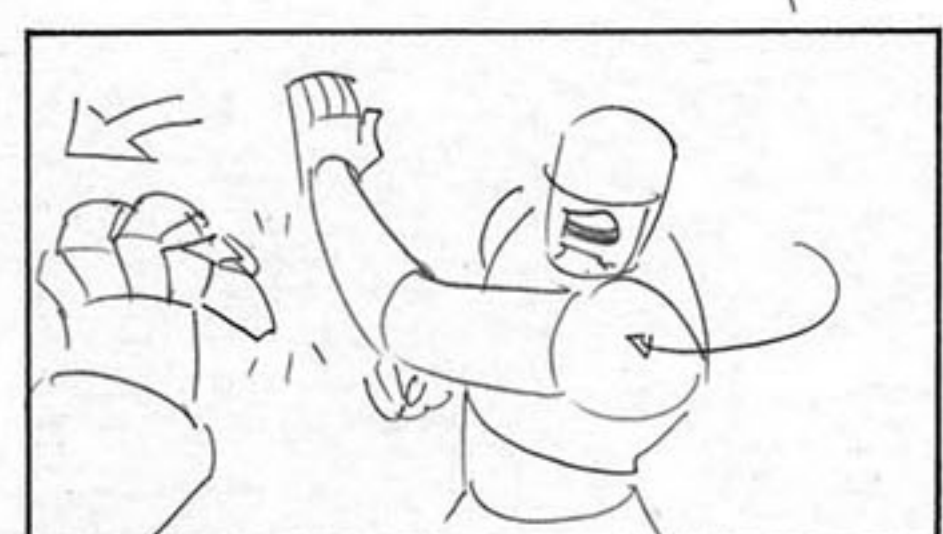
(139) M(vo): CYTRO!



Max in distance

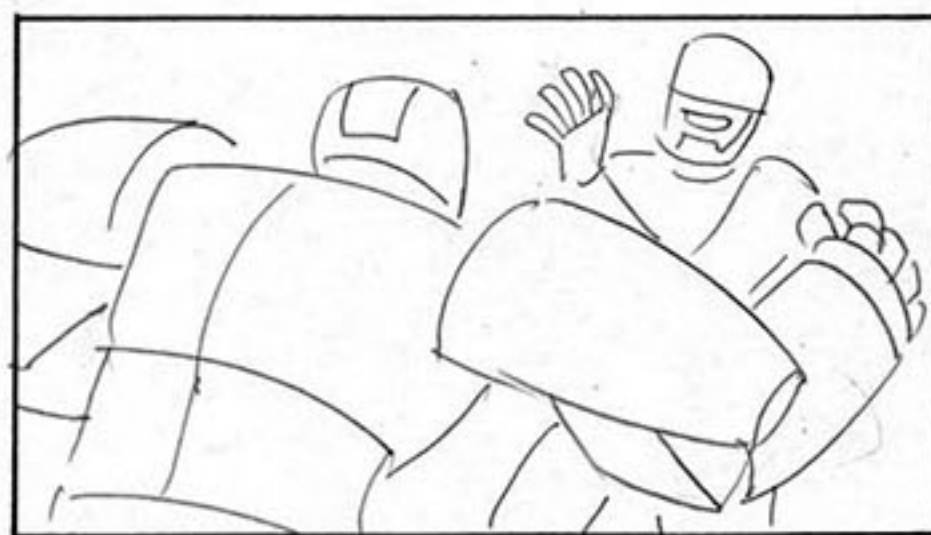


cut closer—M running

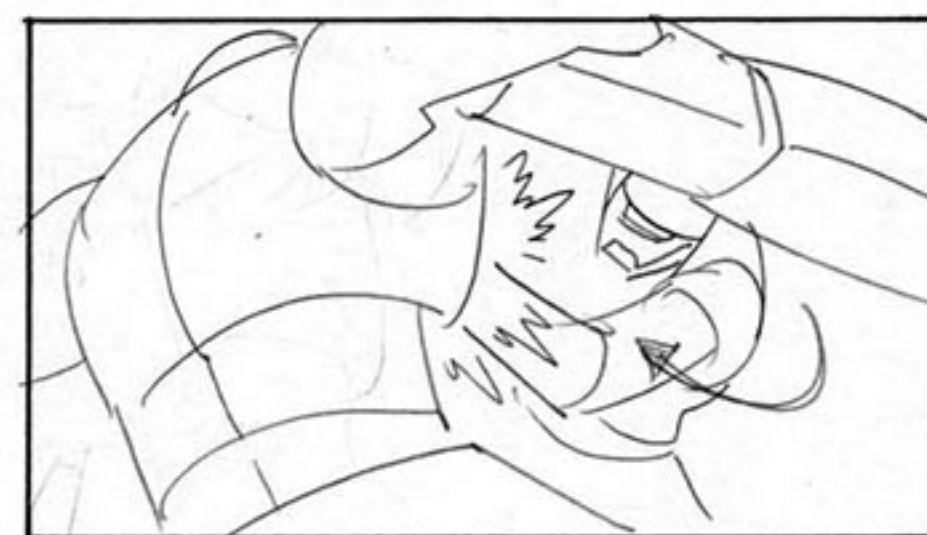


MK Knocks C's hand OS—shoulder armor comes off

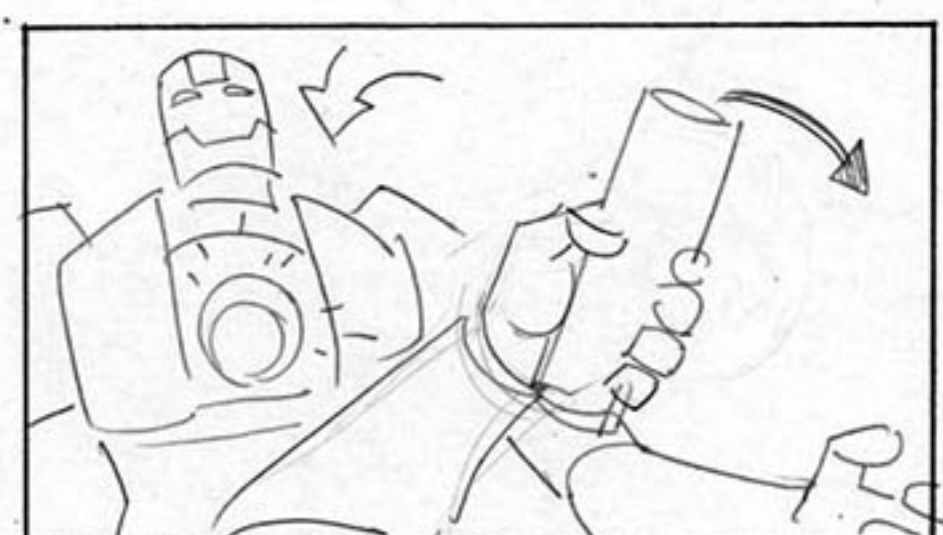
(140) MK: And what powers YOU ...



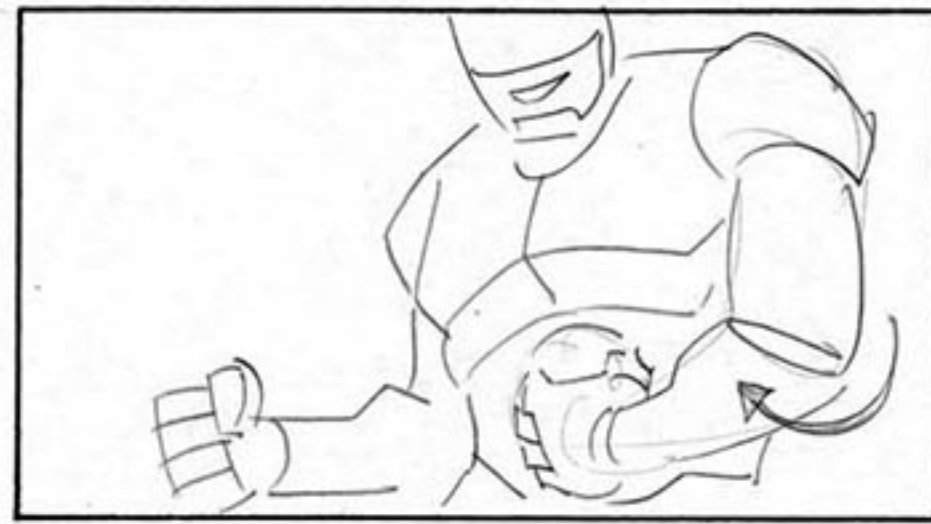
Truck out —powers



ME!



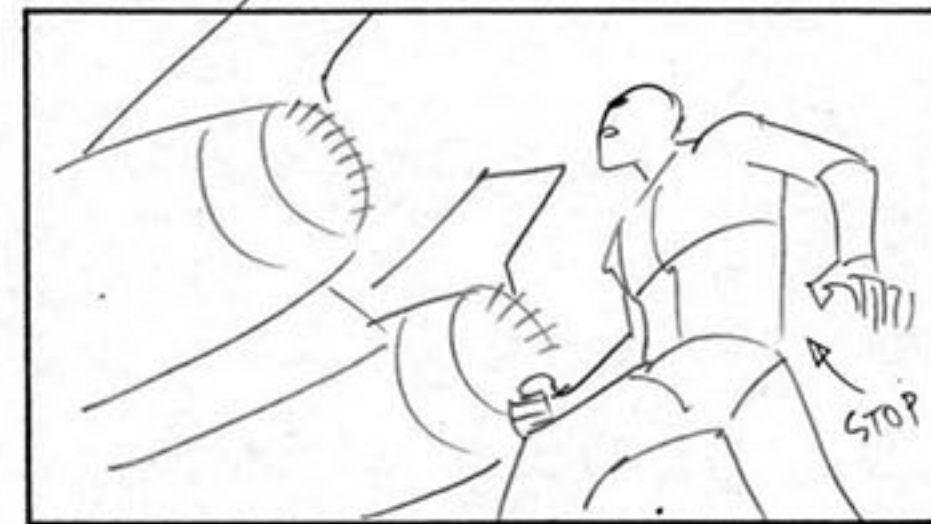
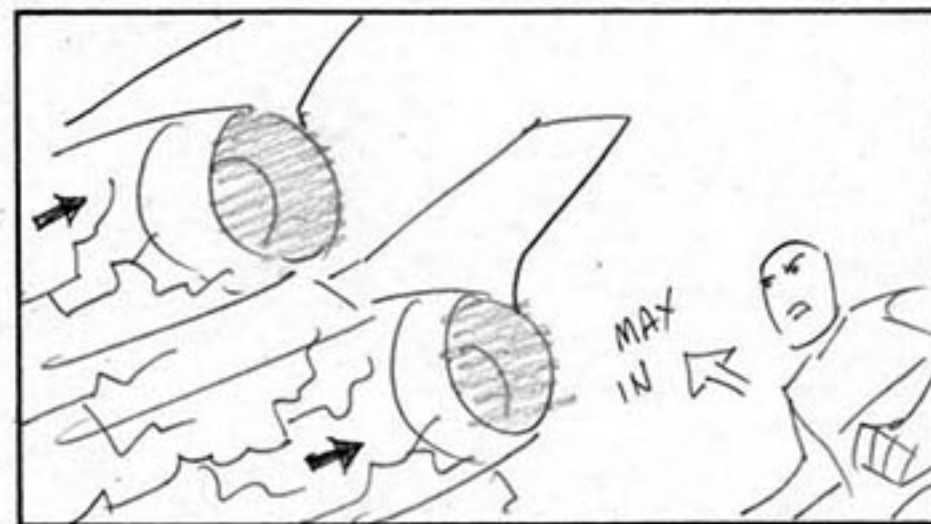
C topples backward



Truck out

(141) MK: Makino feels the POWER!

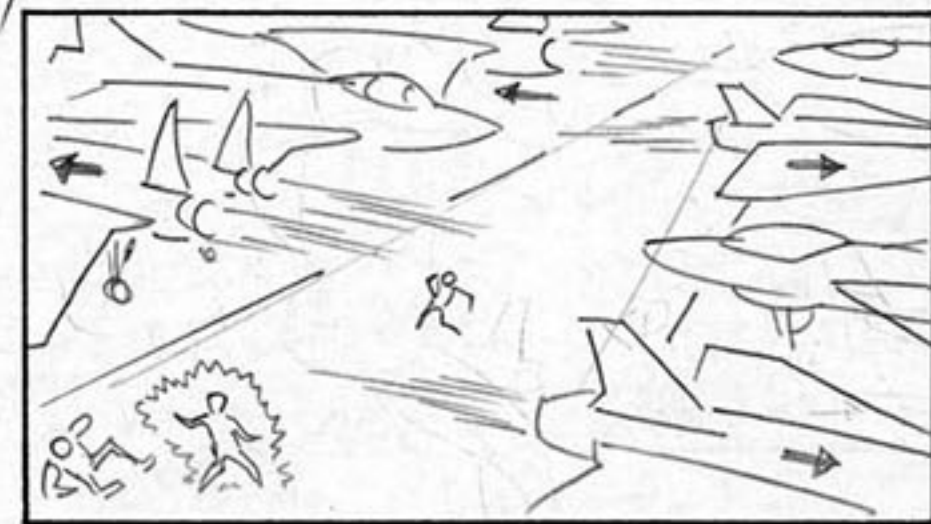
FX radiate out



Jet engines power up



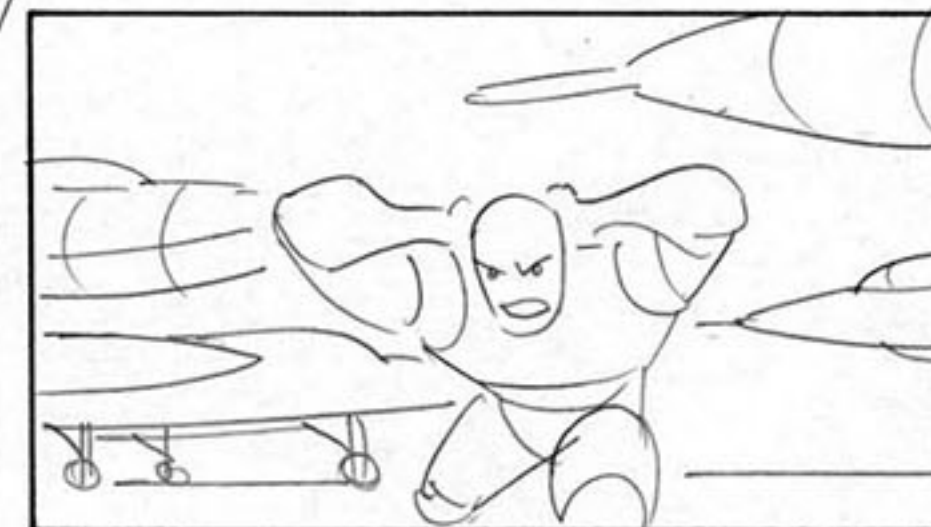
Jet shudders - moves FWD



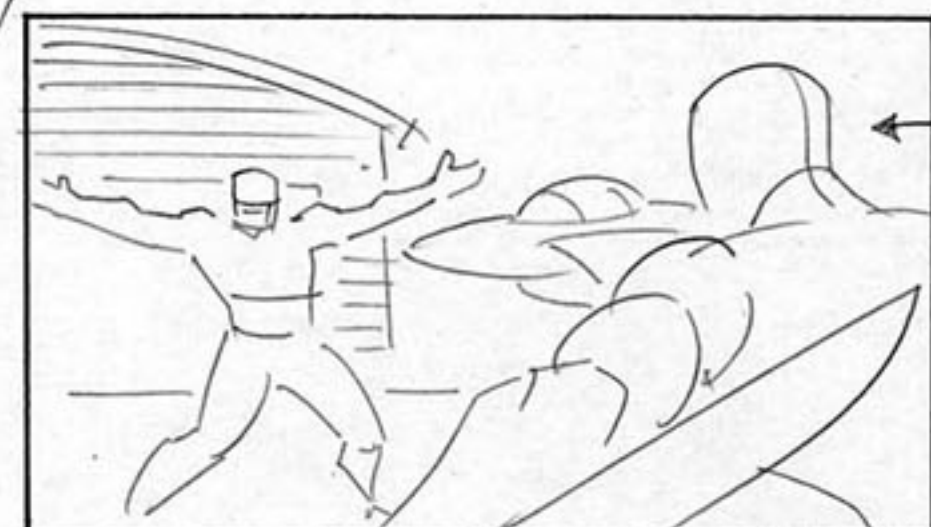
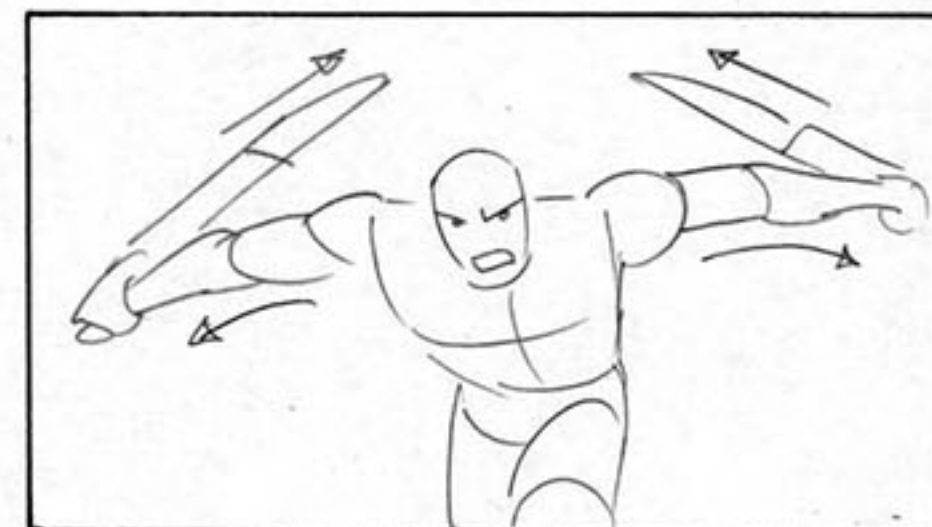
More jets fire up & roll fwd

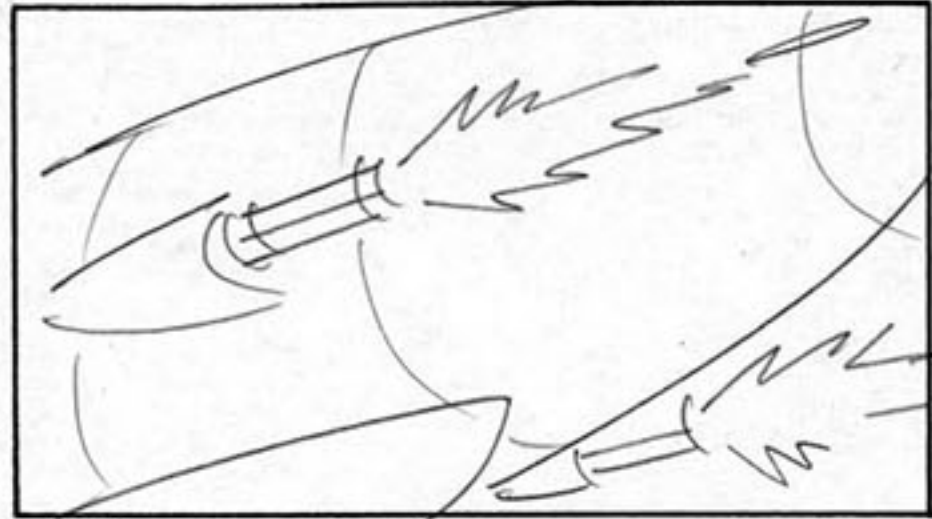


(142) MK: And Makino LIKES it!

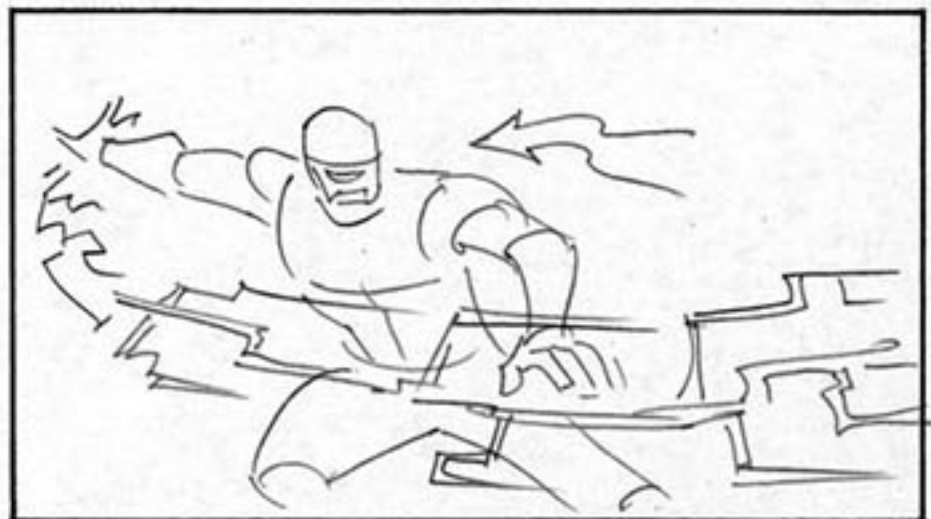
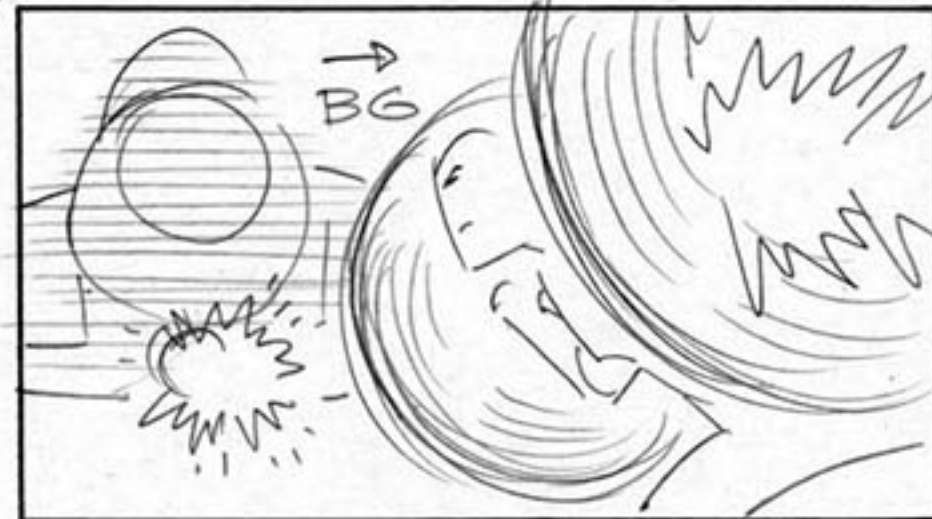


(143) MK: How does Makino like THIS?





Machine guns fire

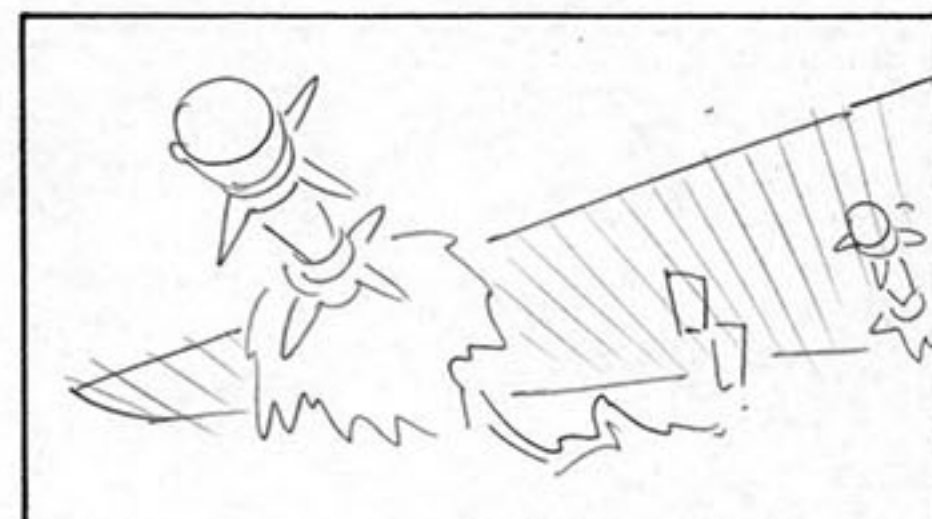


Track with Max running past firing guns

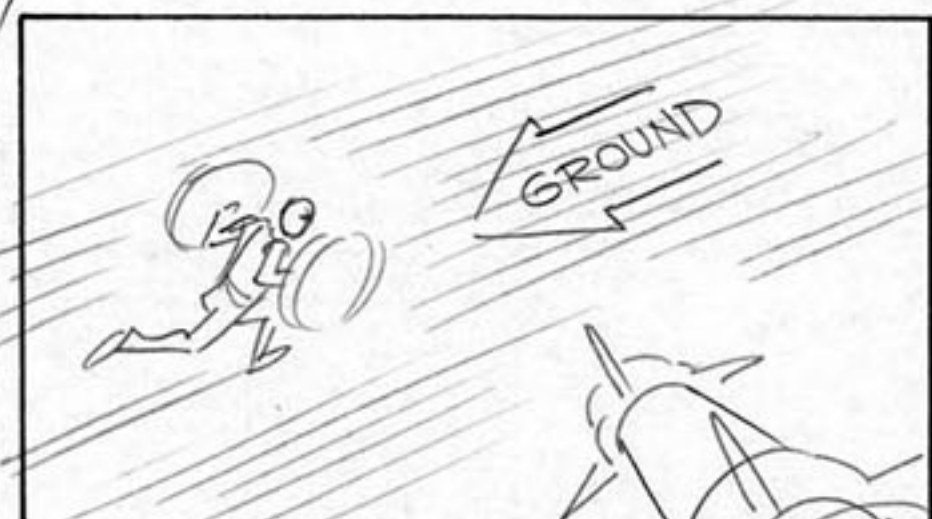
MK backs up — trails FX from hand



FX zap missile on plane wing



Cam pulls back as missile launches

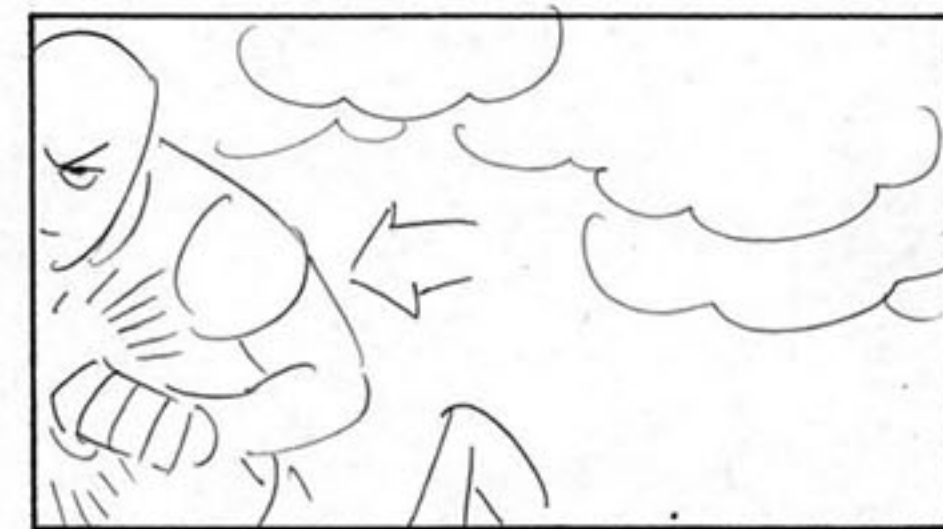




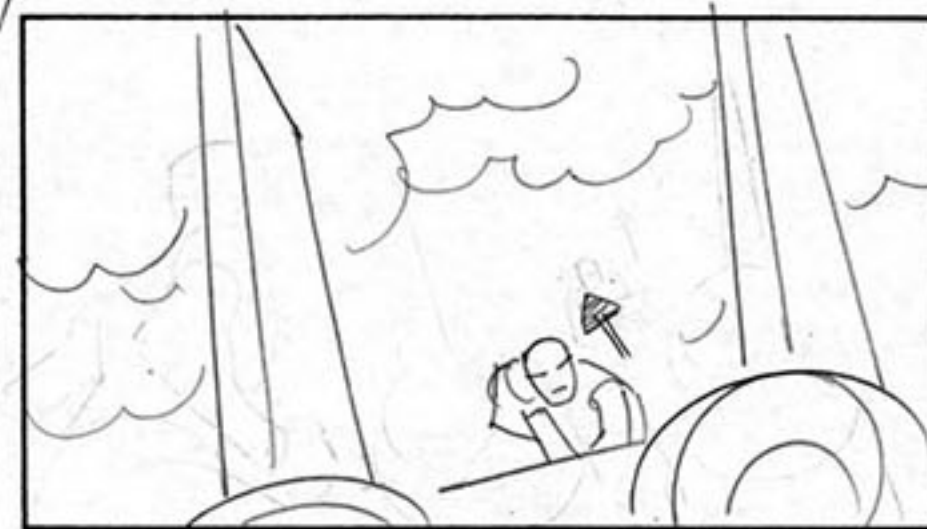
(drop blades)



Grab nanocube



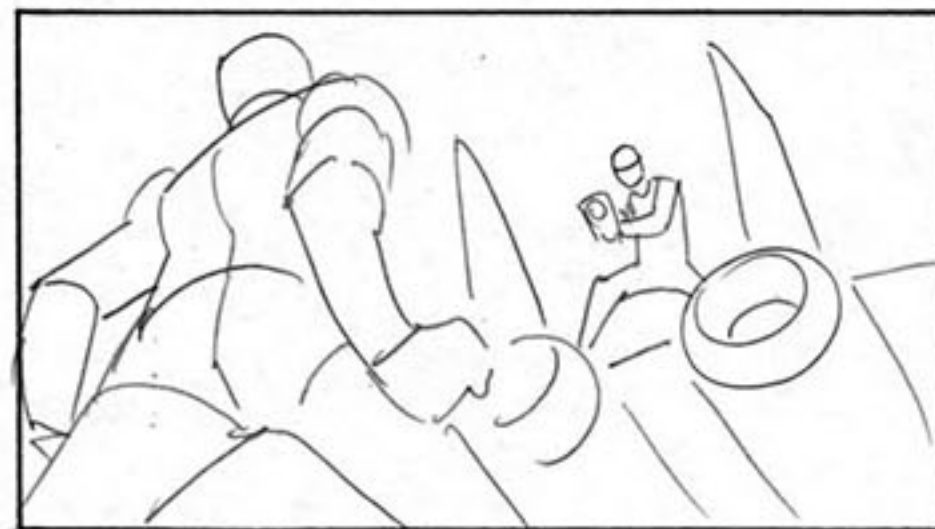
M pops it as he runs OS



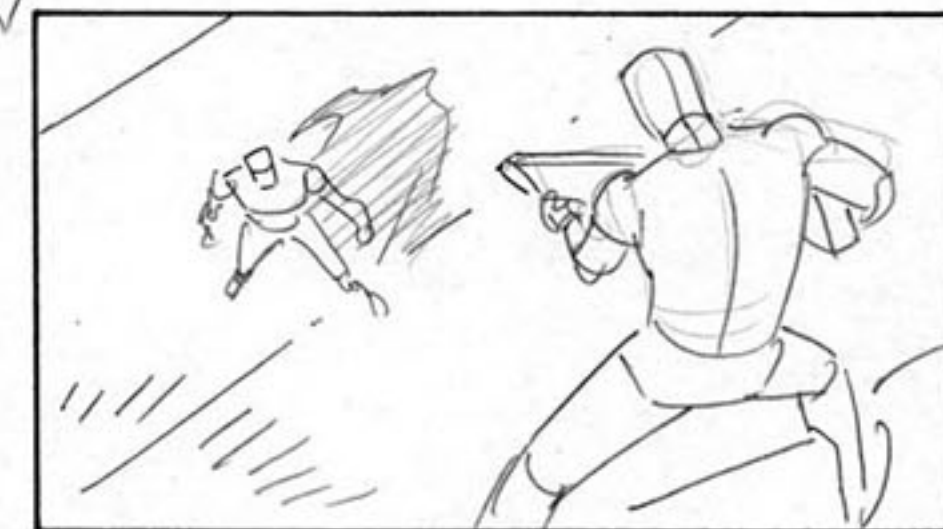
(144) M: All right



-Makino, if -



TRUCK OUT
-that is your real name. We know you're working for Nickelson!



lit by flames from OS
-So why don't you tell us what you guys want!



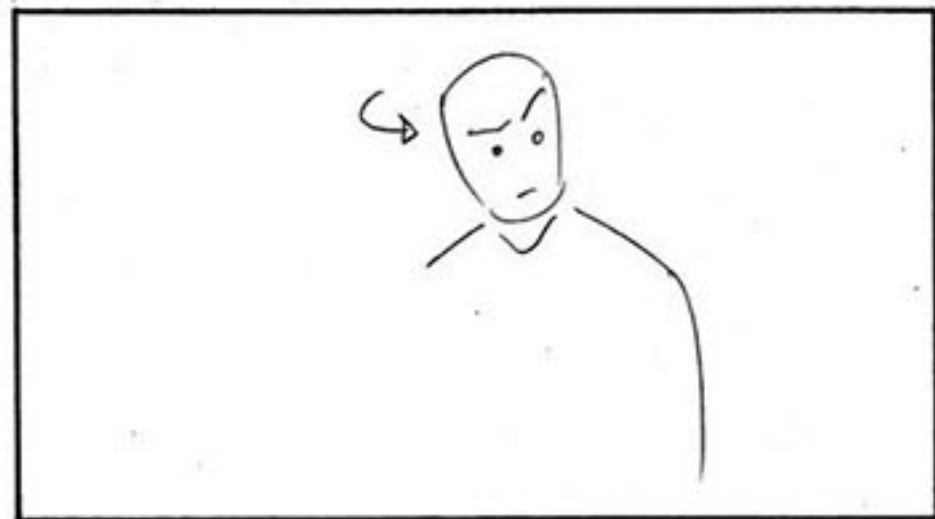
(145) MK: First YOU tell ME!



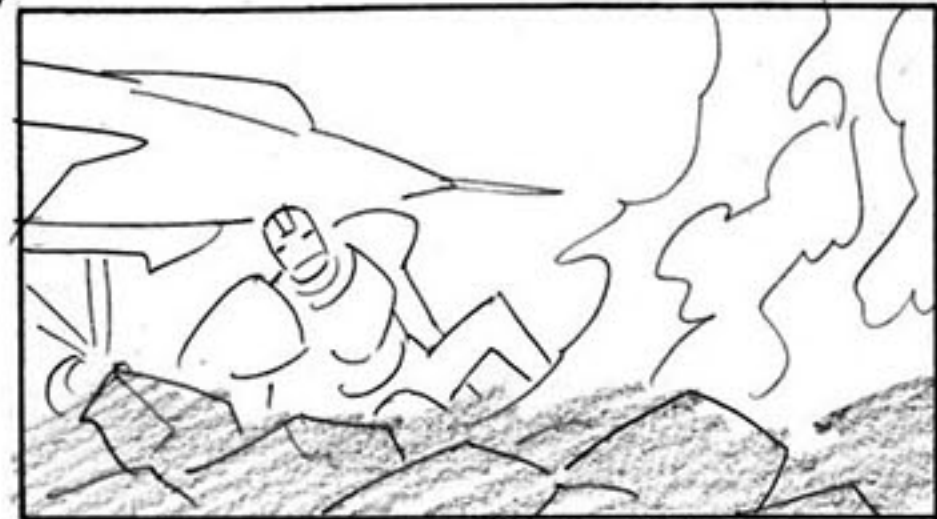
what do YOU want, Max Steel?



(pause)



146 C (vo): Max Steel—

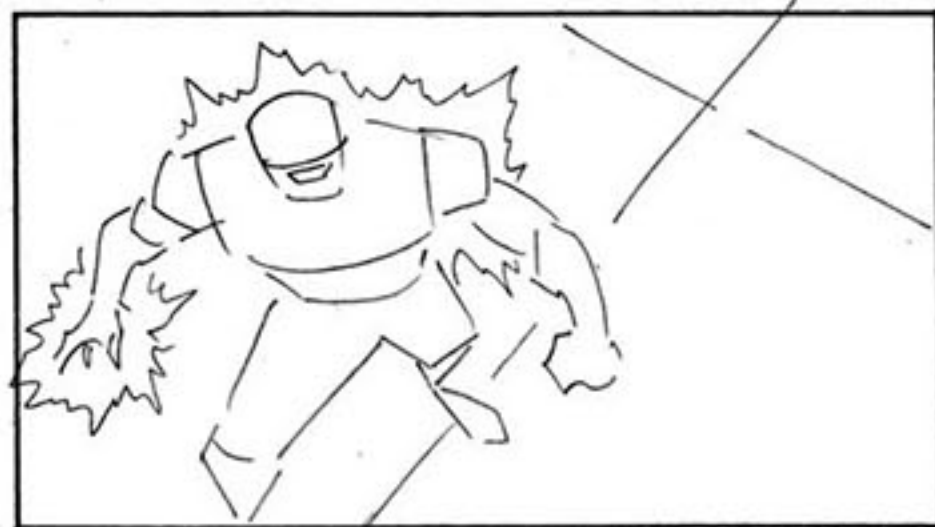


—wants to be famous.

↑ soft focus FG

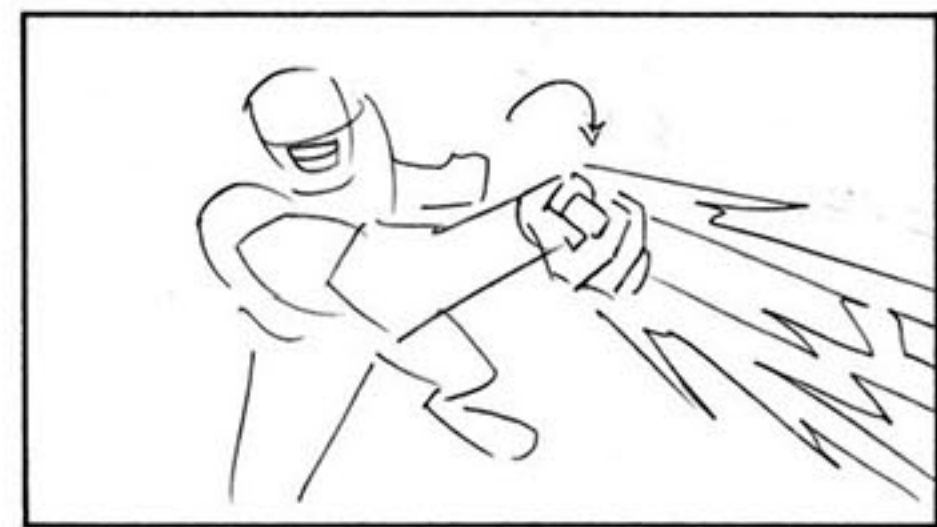


147 M: I never said that... exactly.

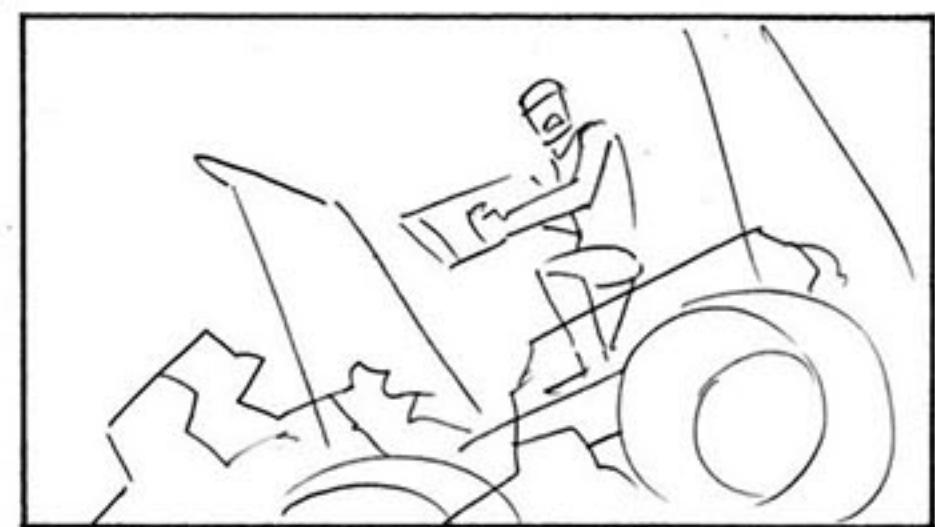


148 MK: You didn't

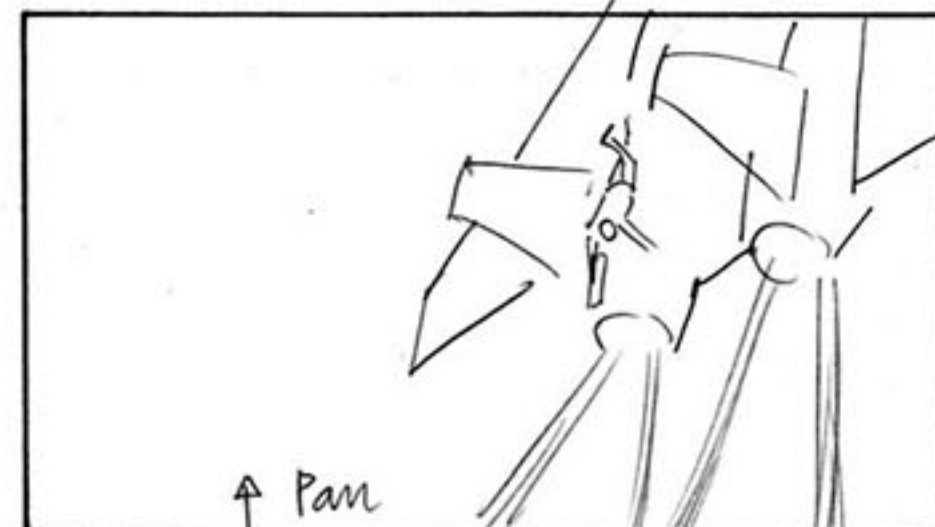
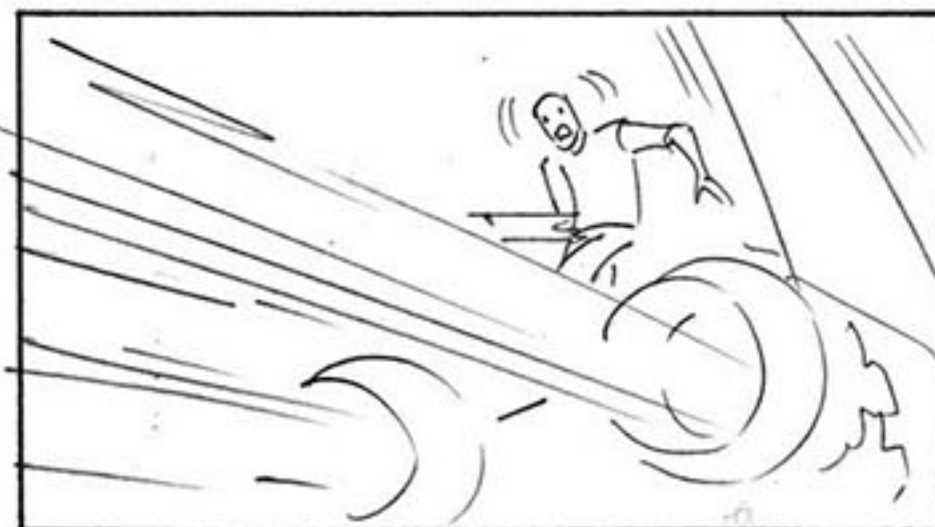
—have to!



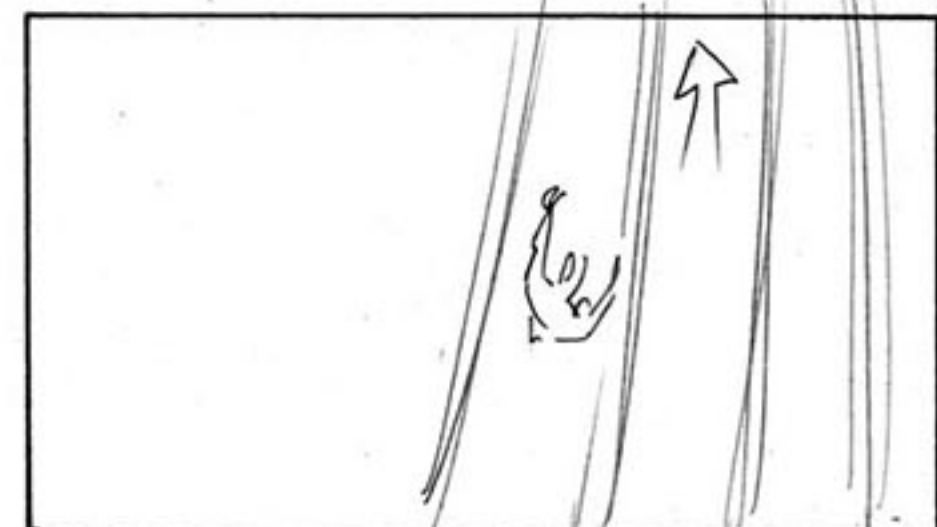
SNAP!

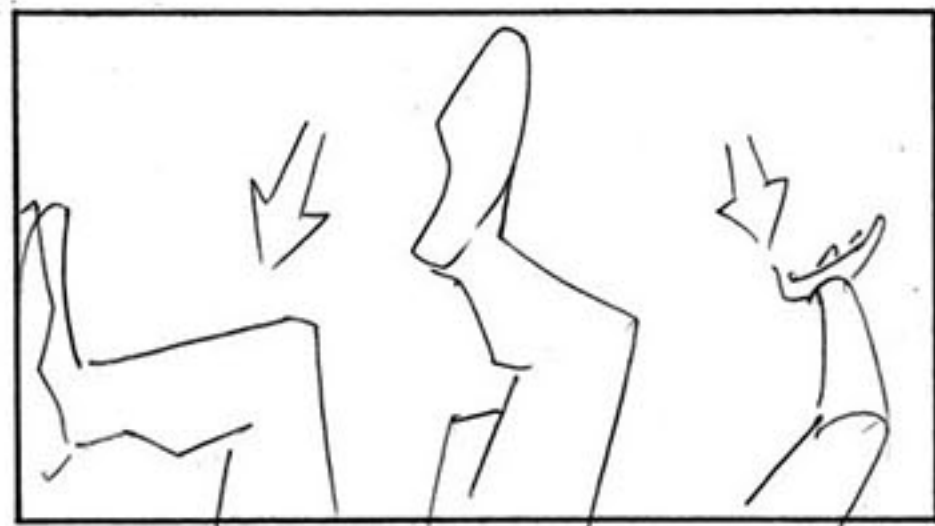
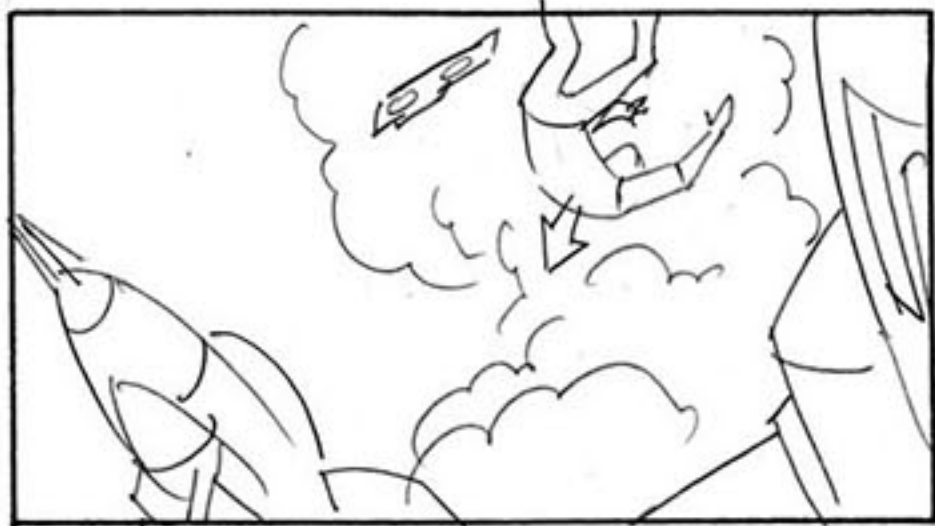


Pg 25



↑ Pan

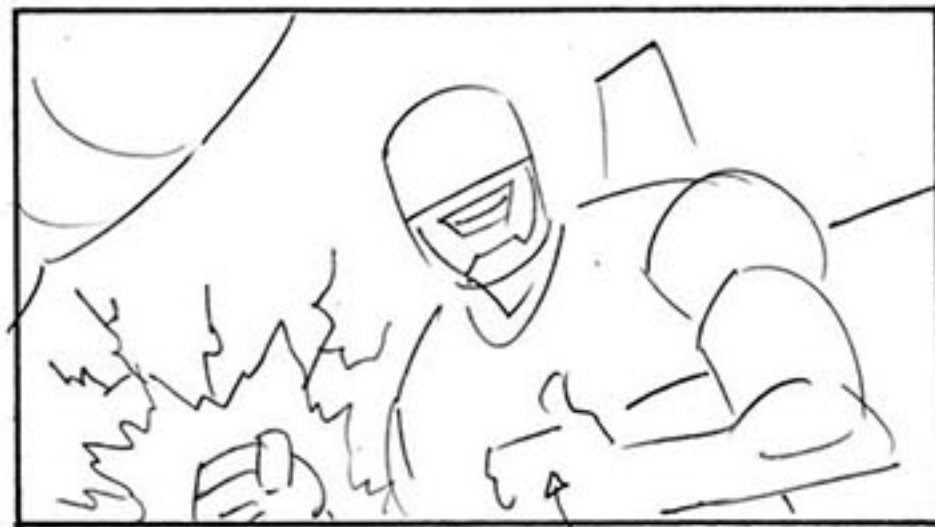




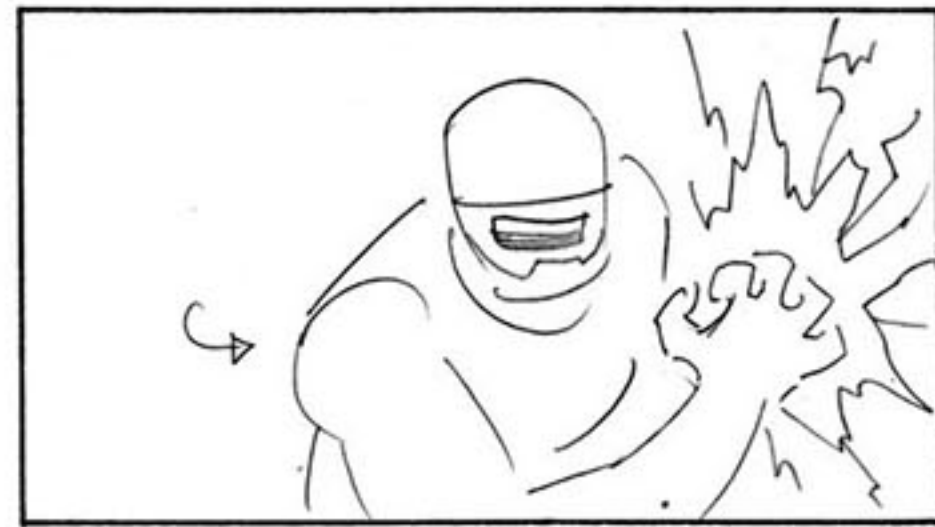
— SHAKE —



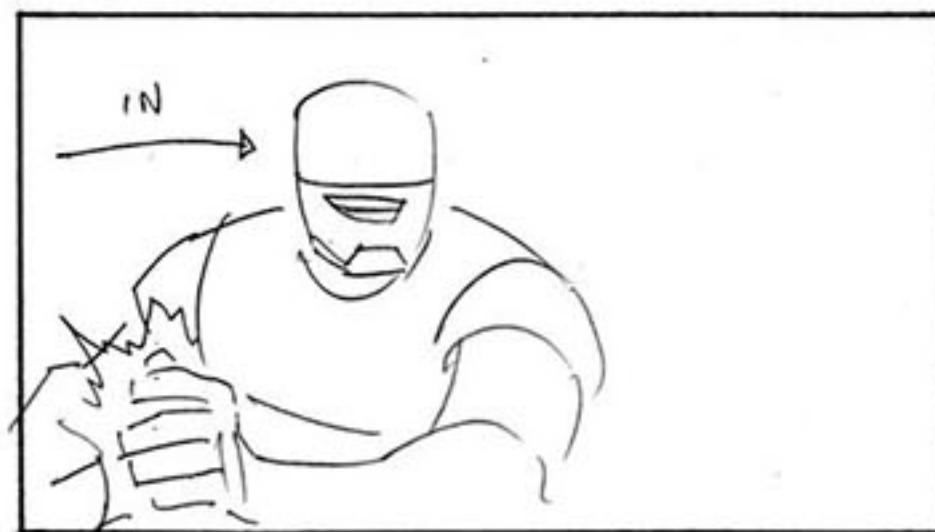
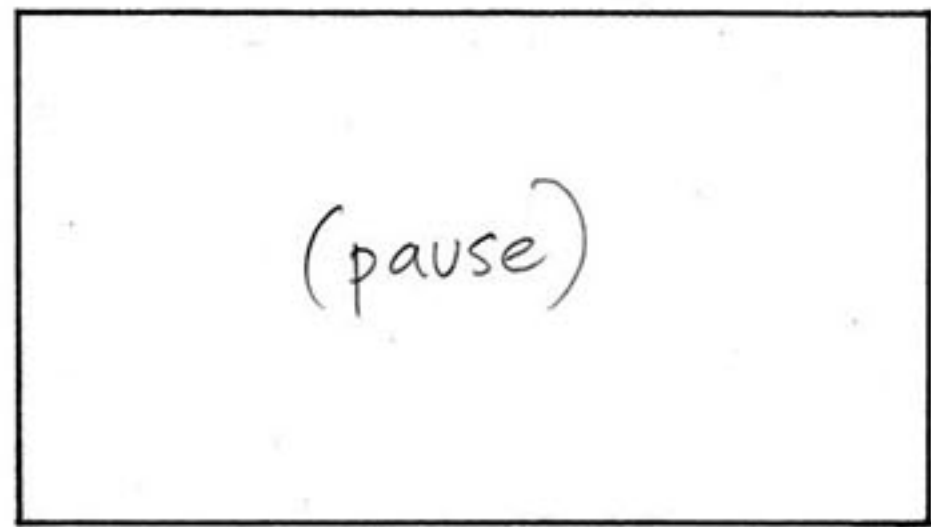
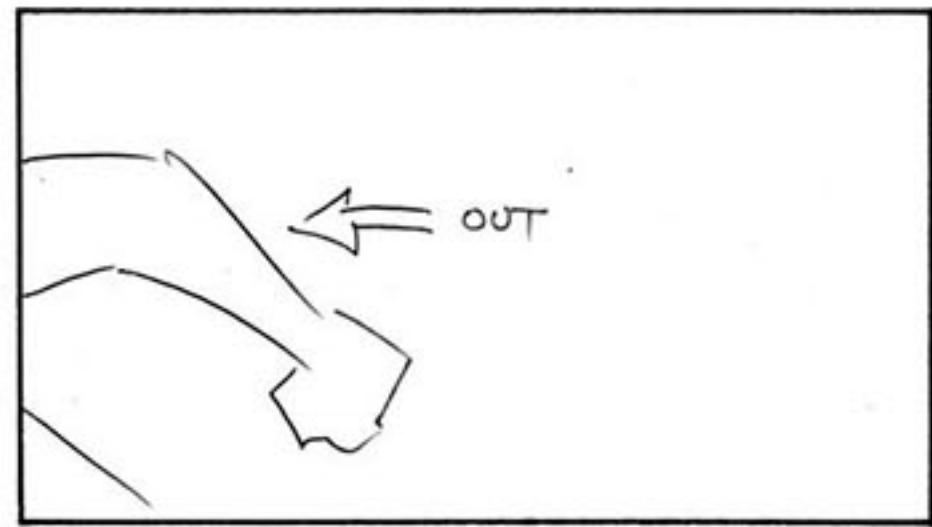
(149) MK: We'll finish this interview later, Steel!



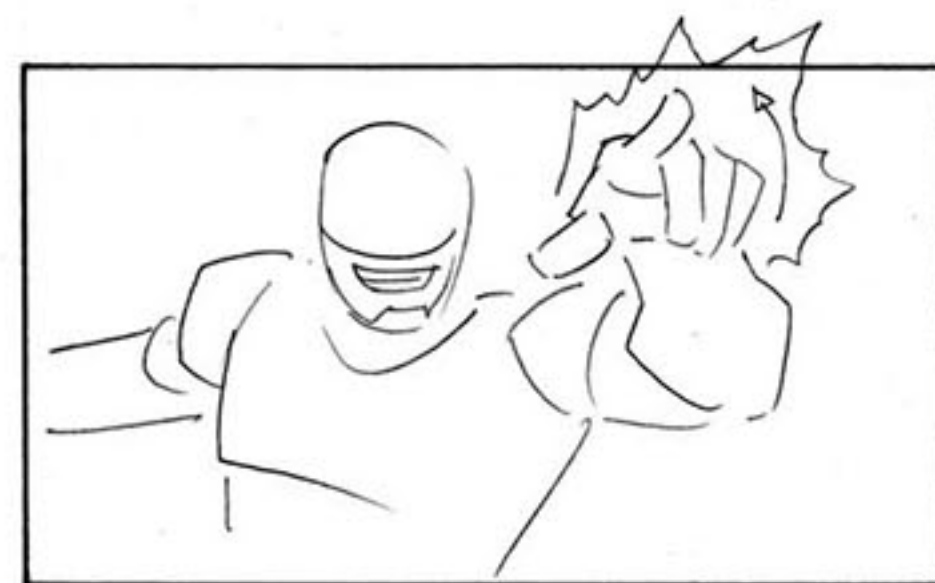
Now I've got people to fool and



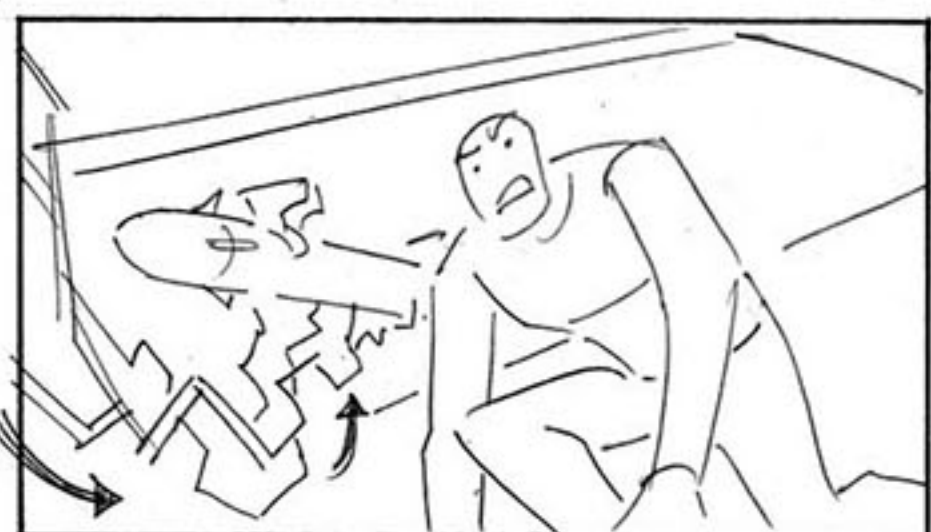
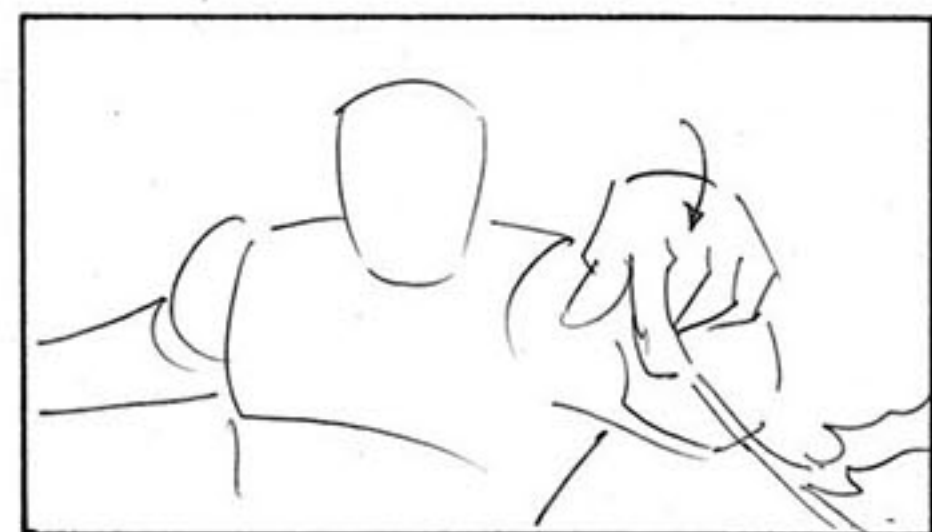
-the world to rule!



Oh yeah —



Bombs away.

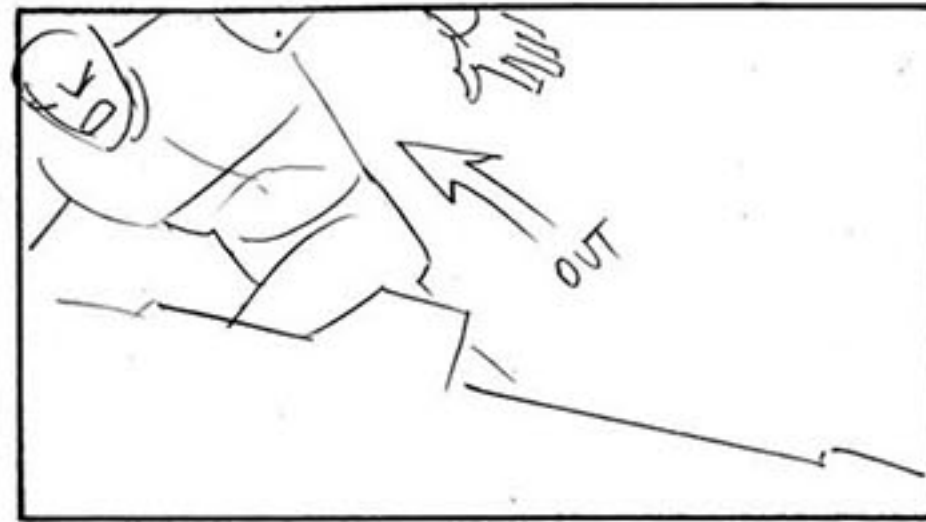




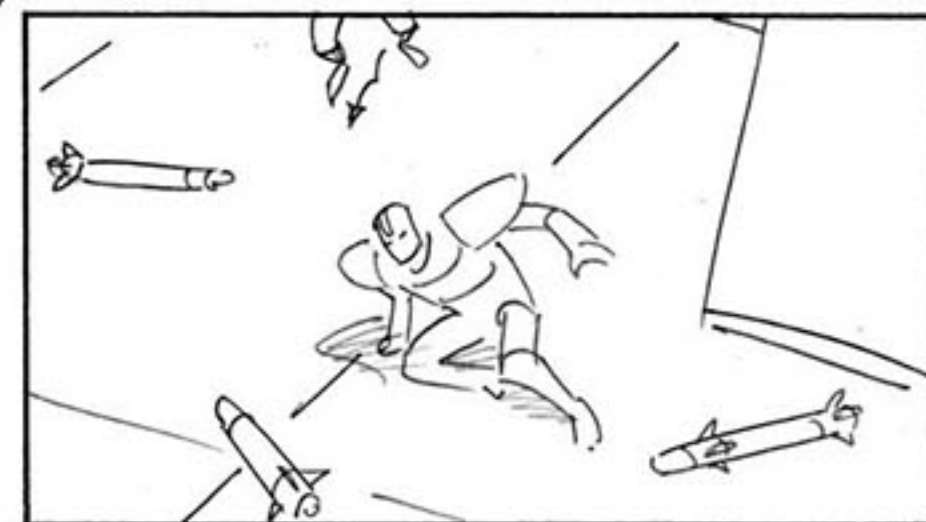
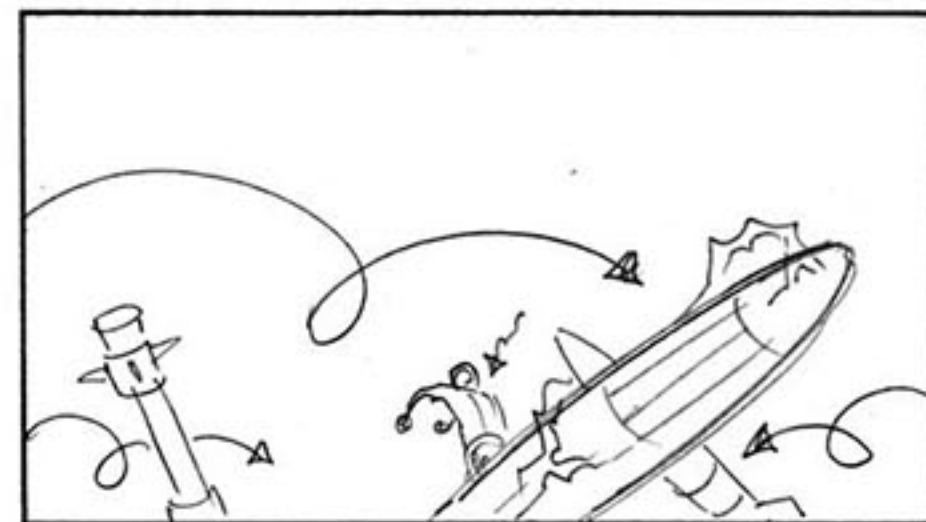
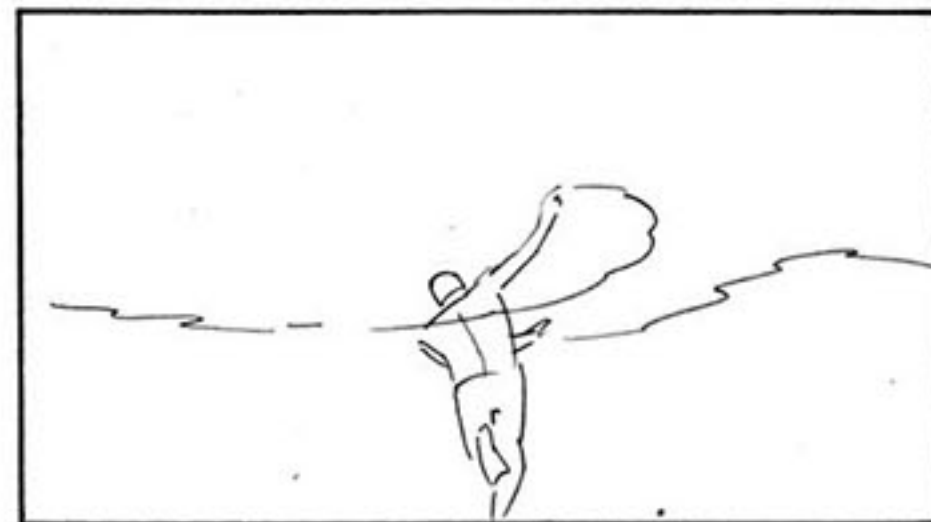
CLUNK!



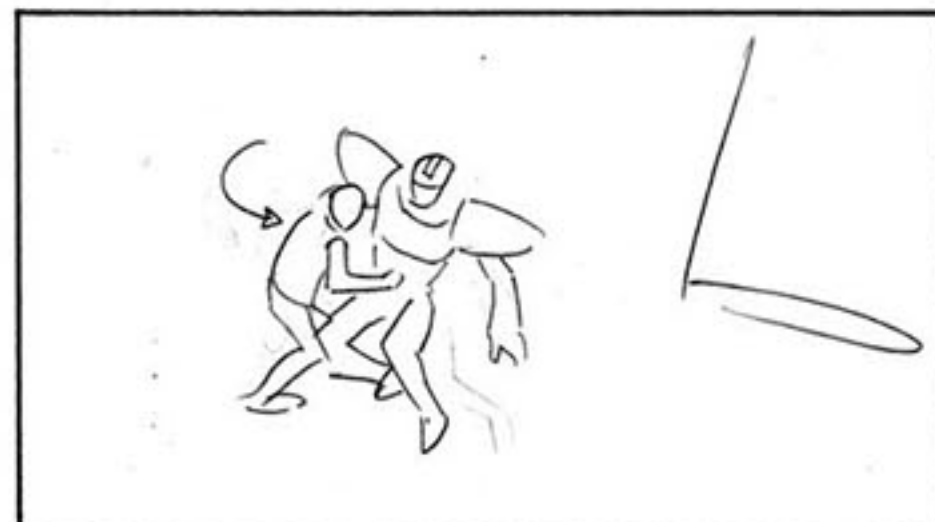
CLUNK!



Tek Jet



NOTE: C'S RIGHT HAND REMAINS CLOSED- GRIPPING PART OF MK'S ARMOR



(150) M: C'mon, buddy! Time to go!



(151) C: Can't make it. Recalibrating system.



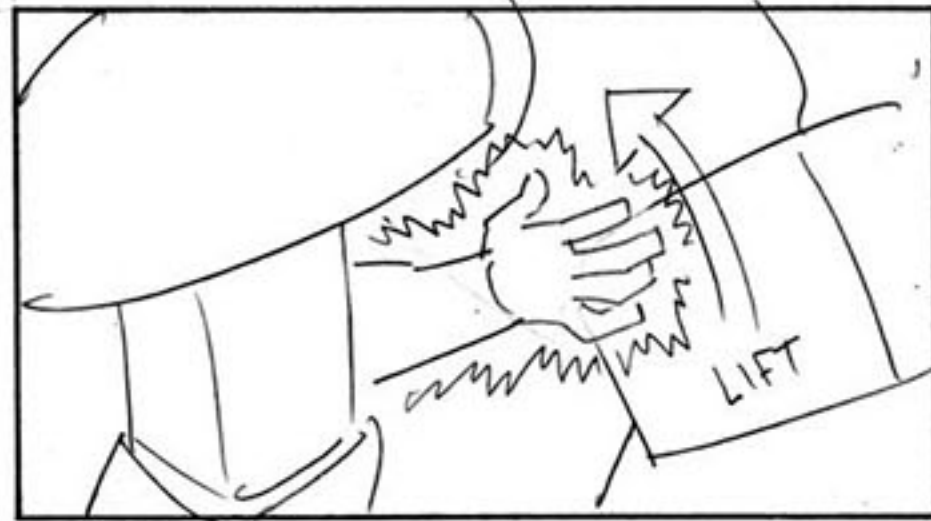
You go on.



(152) M: Yeah, right. Going -



-Turbo!



Wide on airfield - bombs explode



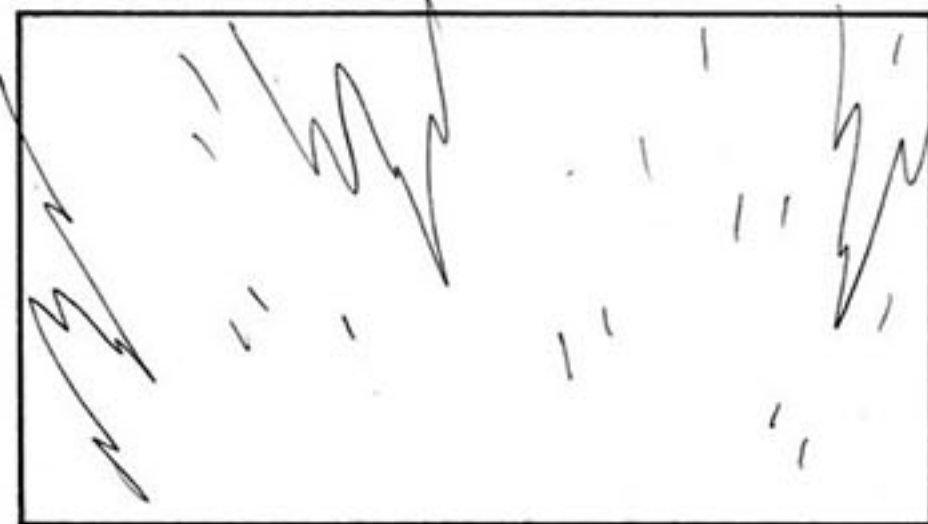
M runs toward cam carrying C



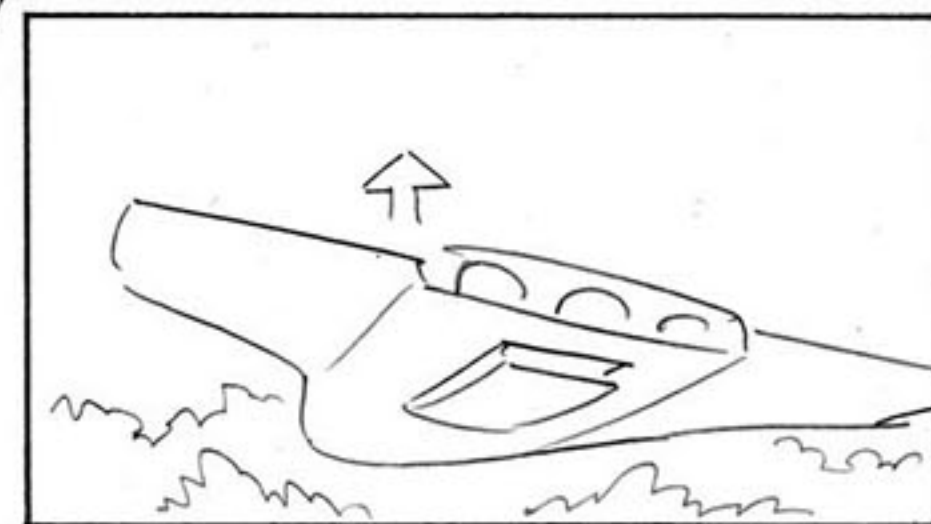
M outrunning explosions



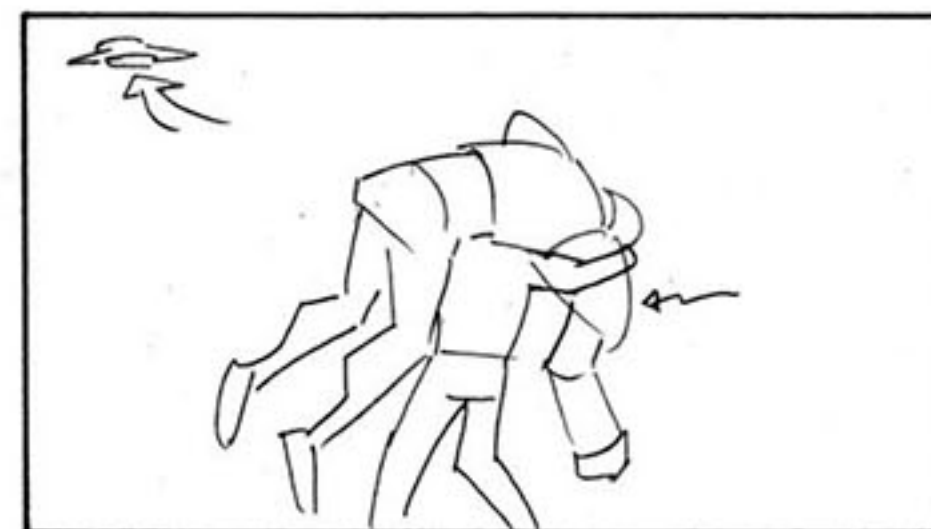
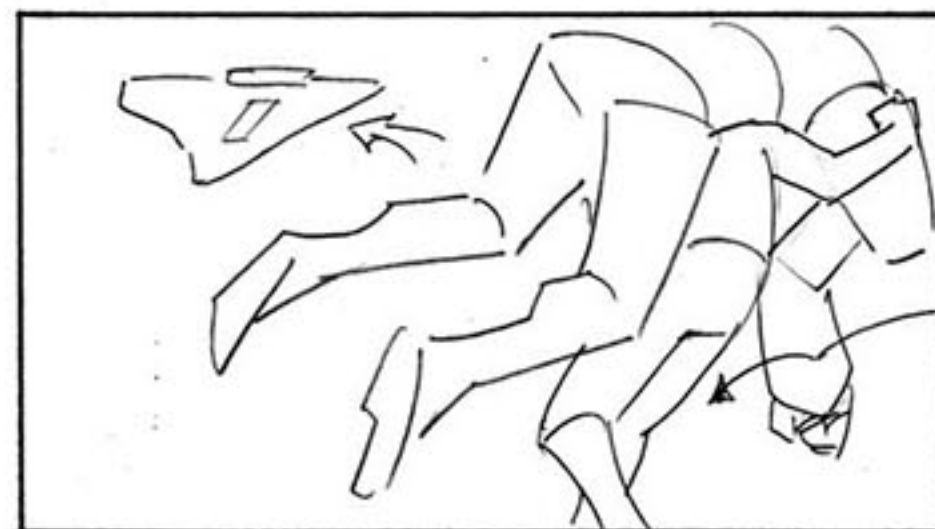
TILT UP as
he vaults over
cam



Explosion fills frame

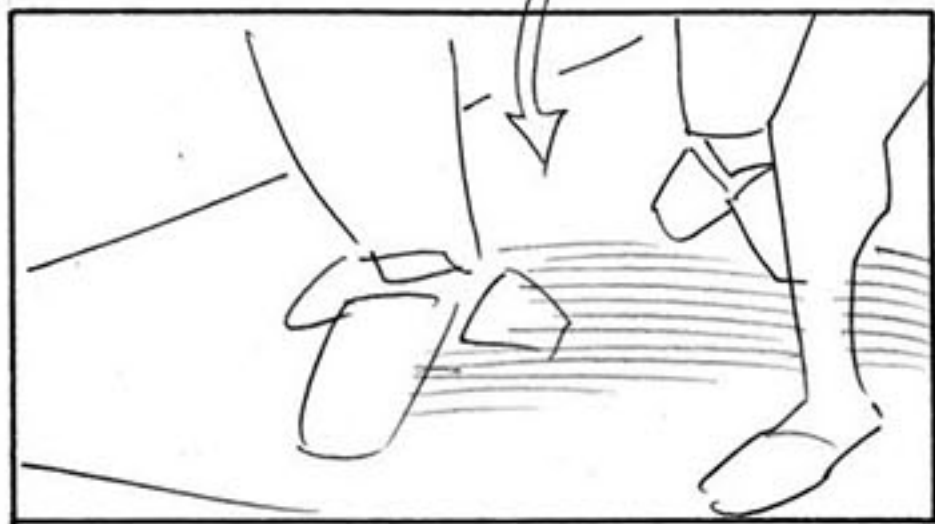


Tekjet lifts off

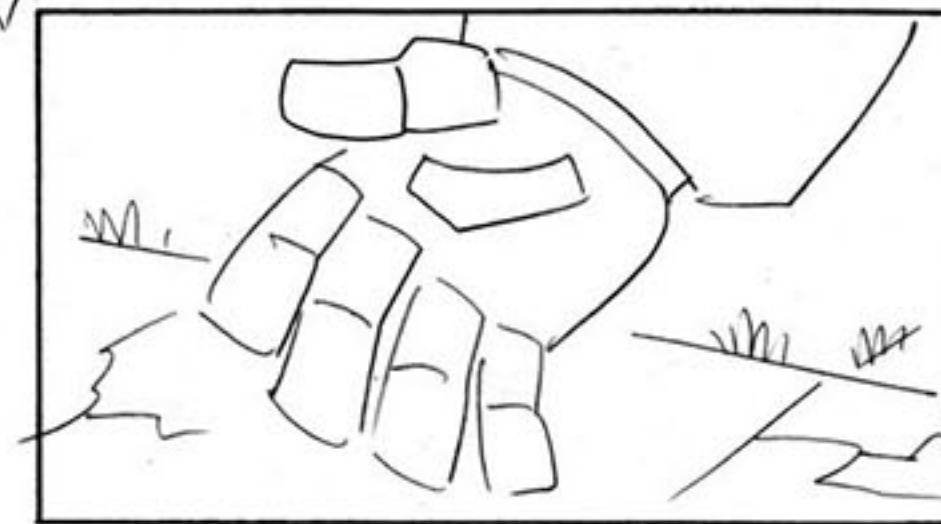
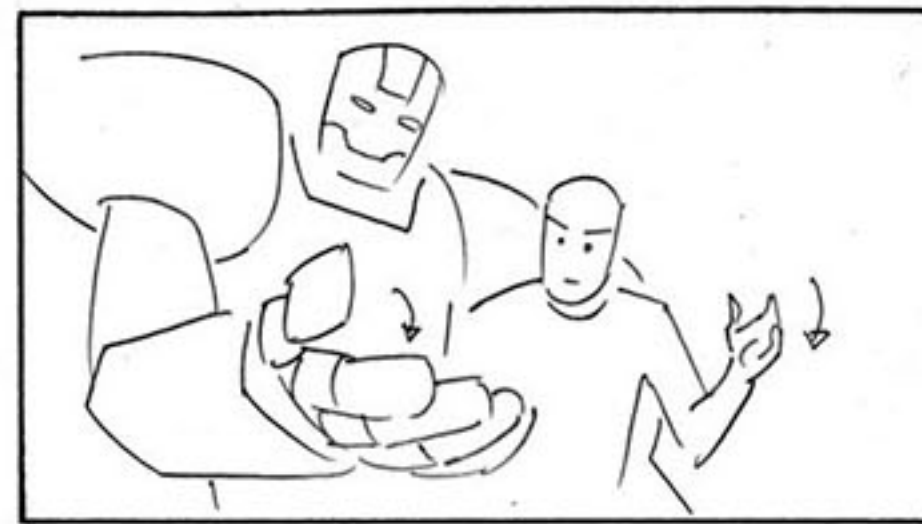
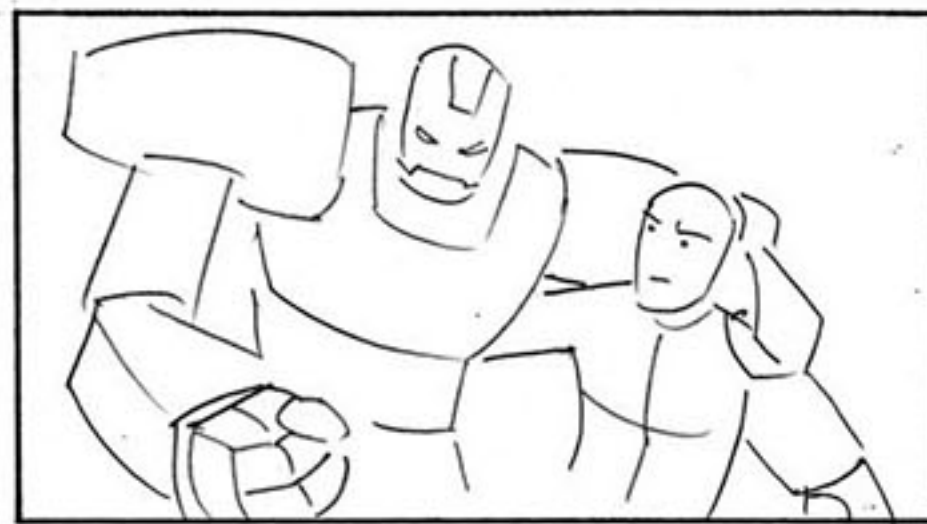


153 M: Guess we're
walking home.

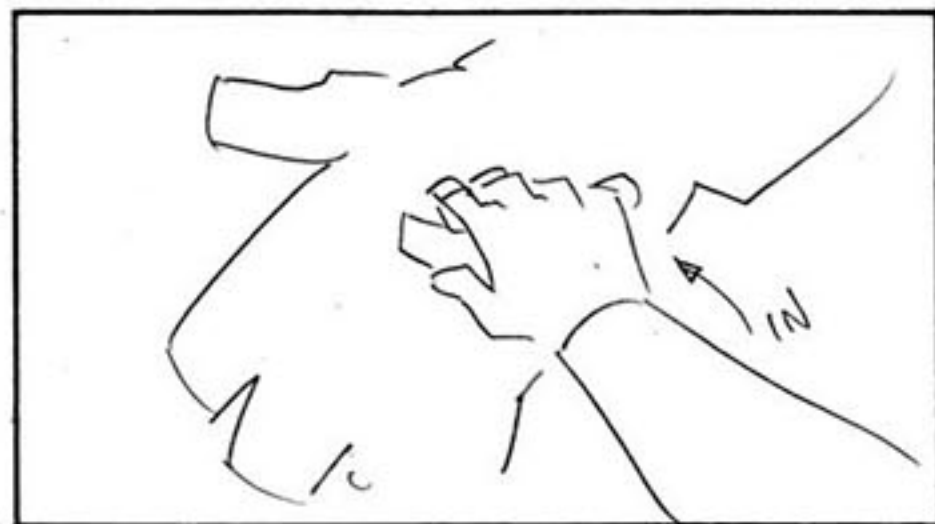




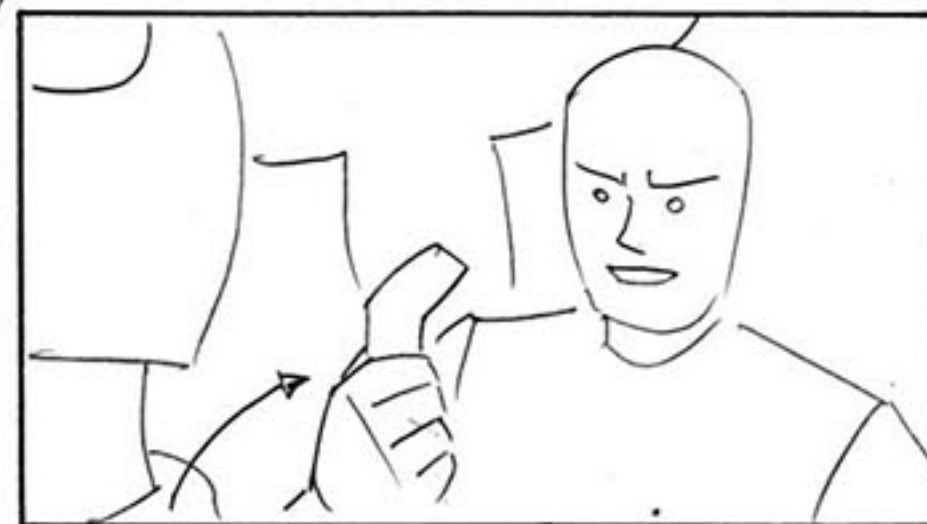
C's feet set down next
to Max's



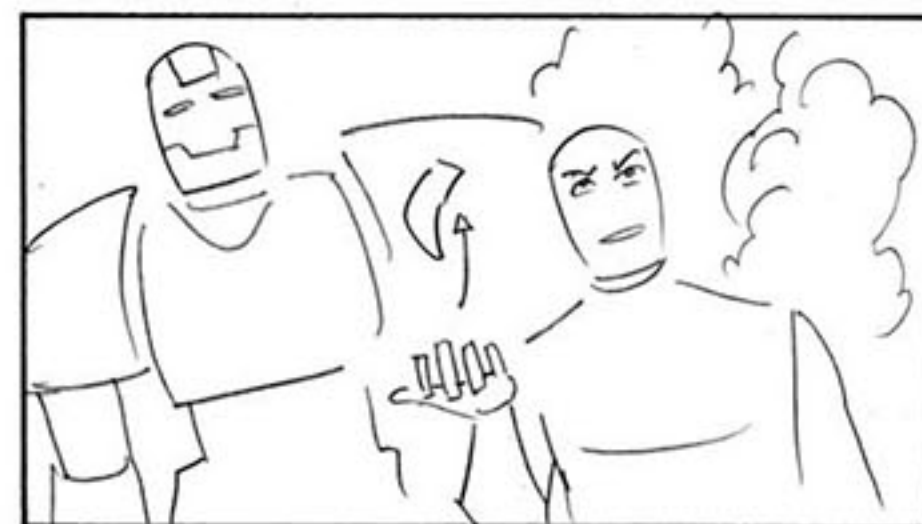
(154) M (VO): Hmm...



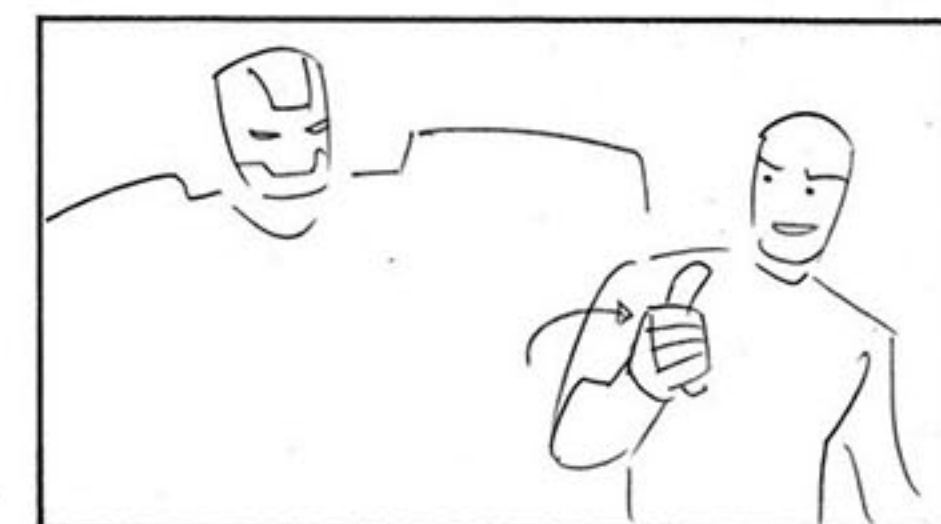
Looks like our pal Makino



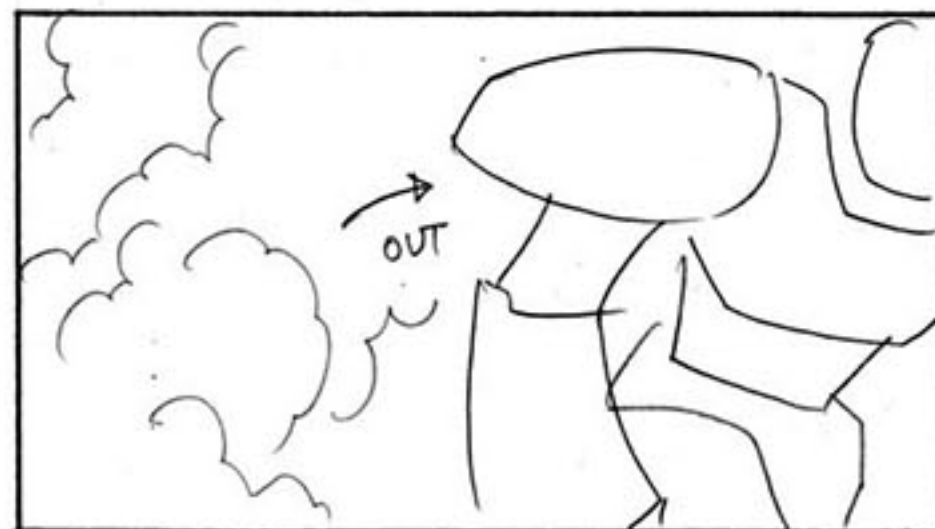
—lost a piece of his armor.
I'll have to be sure



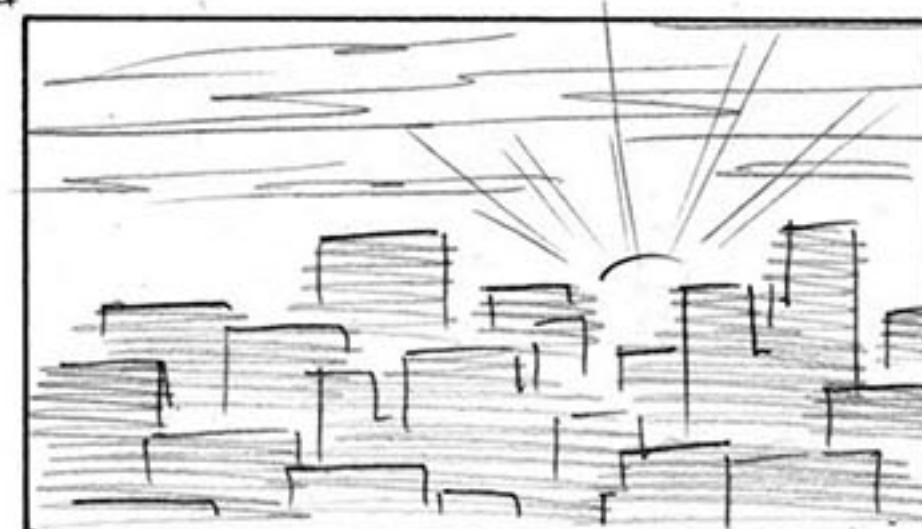
(TRUCK
OUT) —he gets it back.



Let's go.



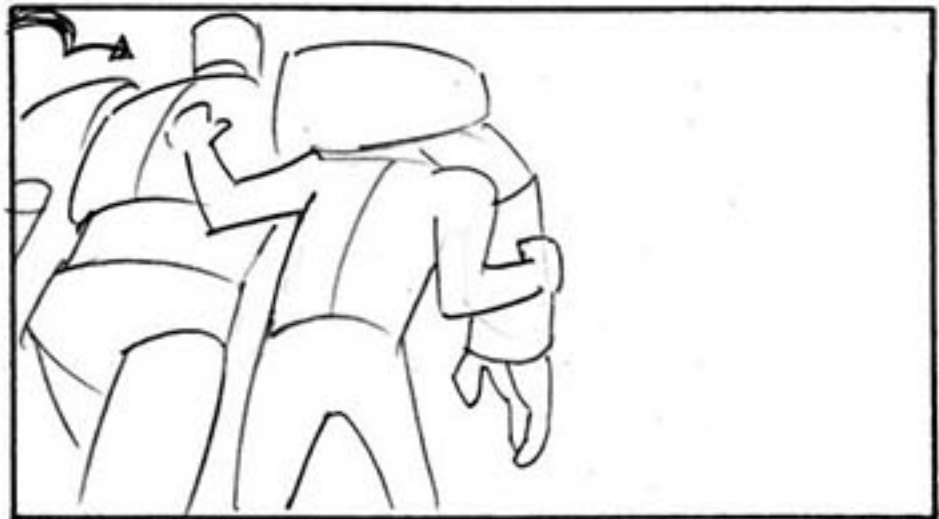
(burning wreckage)



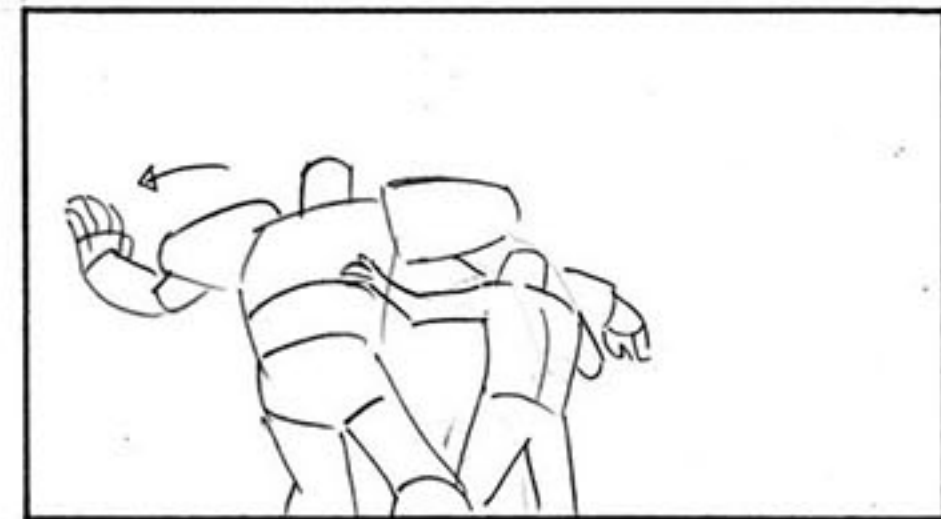
Diss. to city sunrise



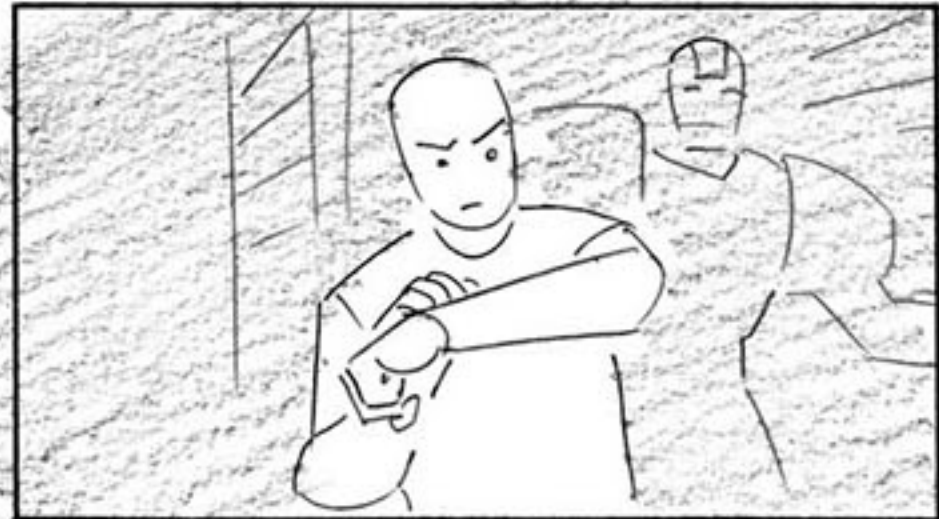
Alley interior



M & C in



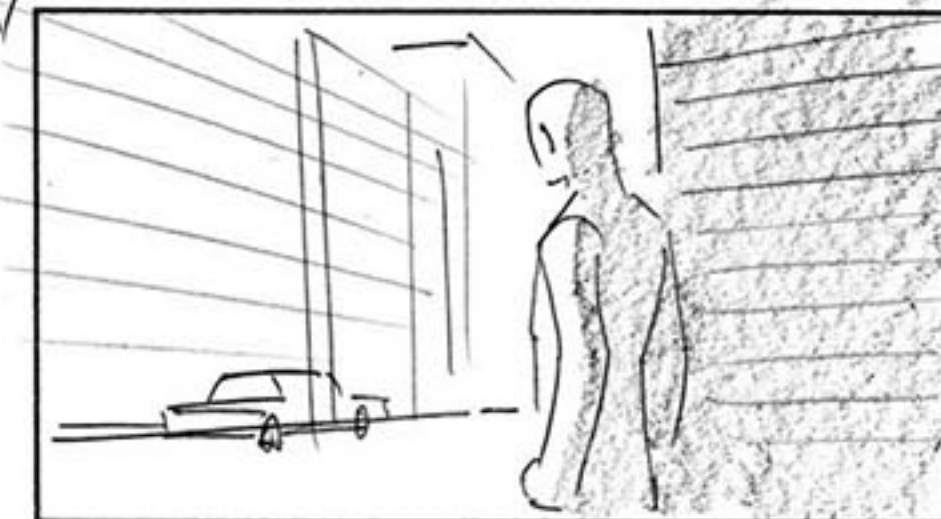
Track backward as M steps fwd into light



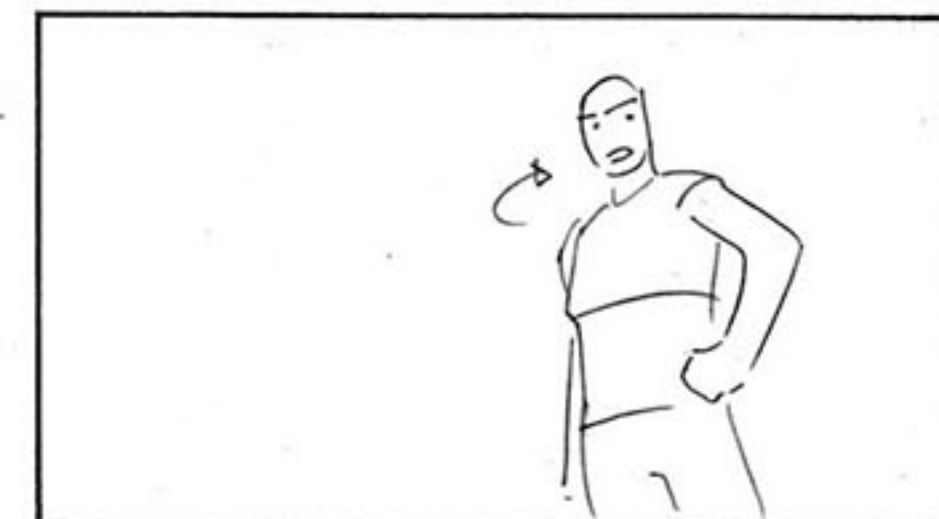
(STOP)
155 VO: circuit not available.



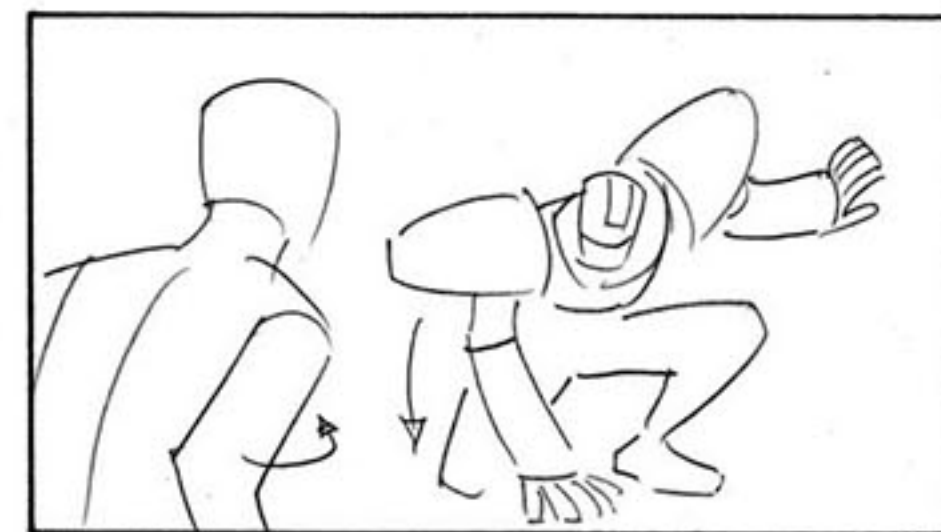
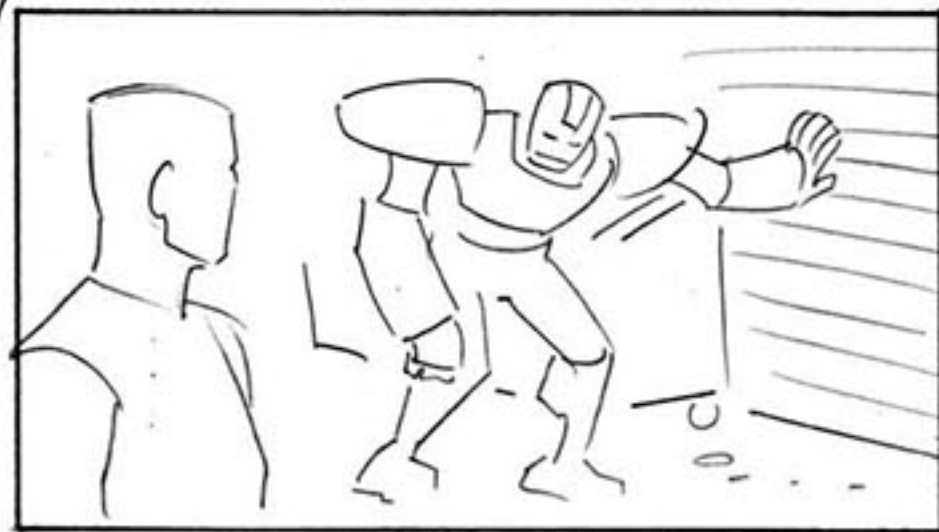
156 M: still no luck raising HQ,
Snap arm down



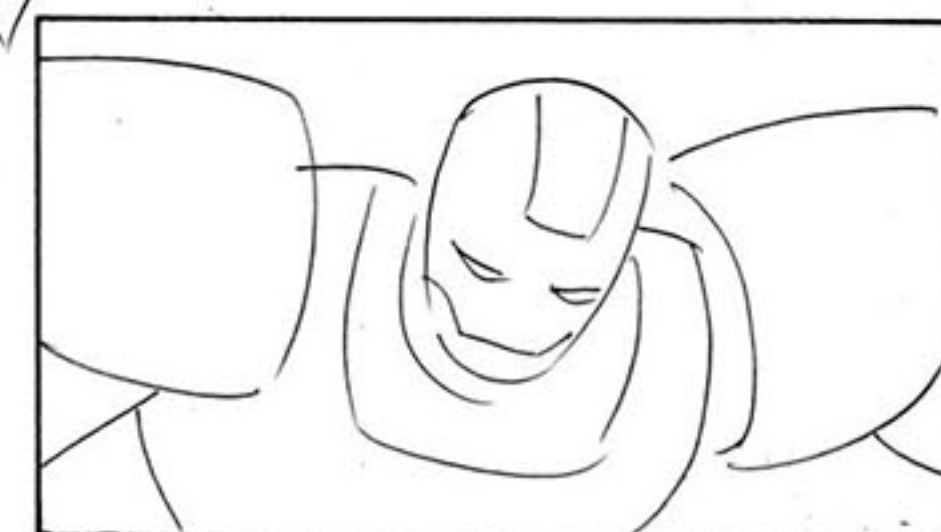
(looking out @ empty street)
When Forge said N-Tek was going dark -



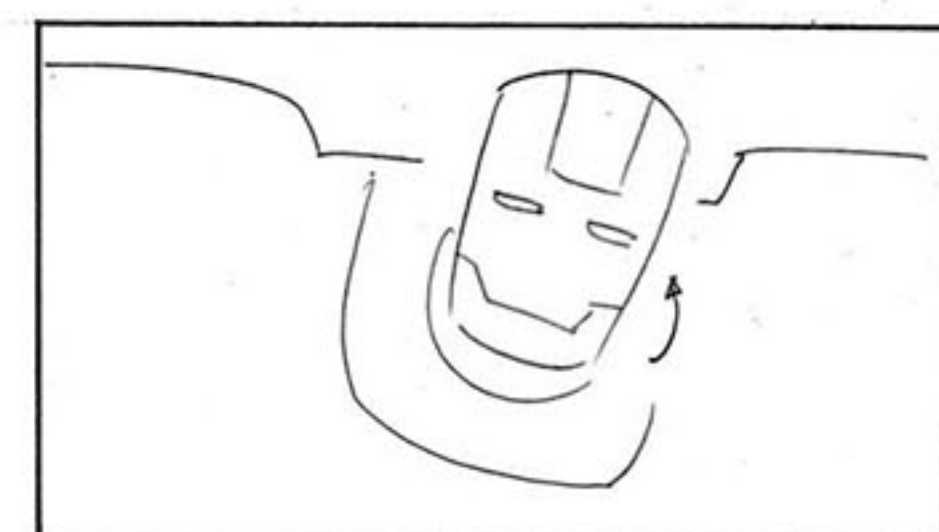
he wasn't kidding around.



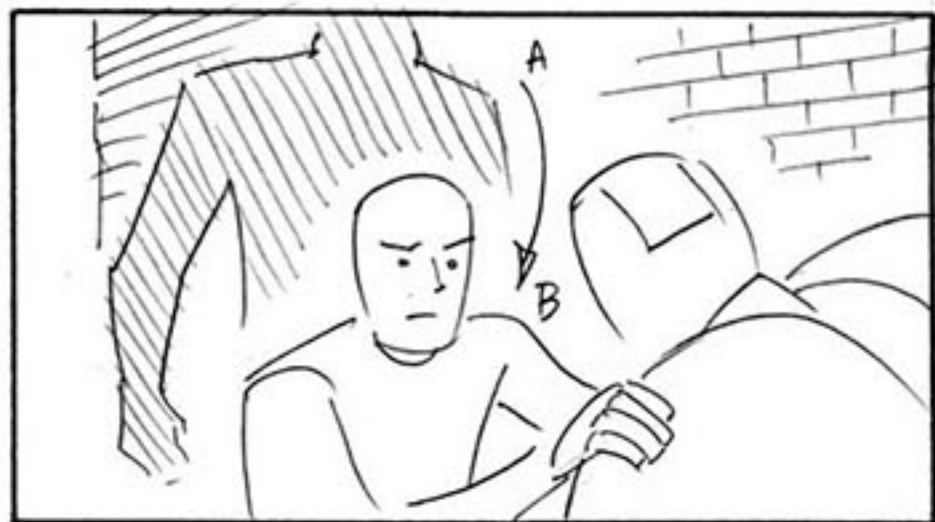
157 M: Cytro! you OK?



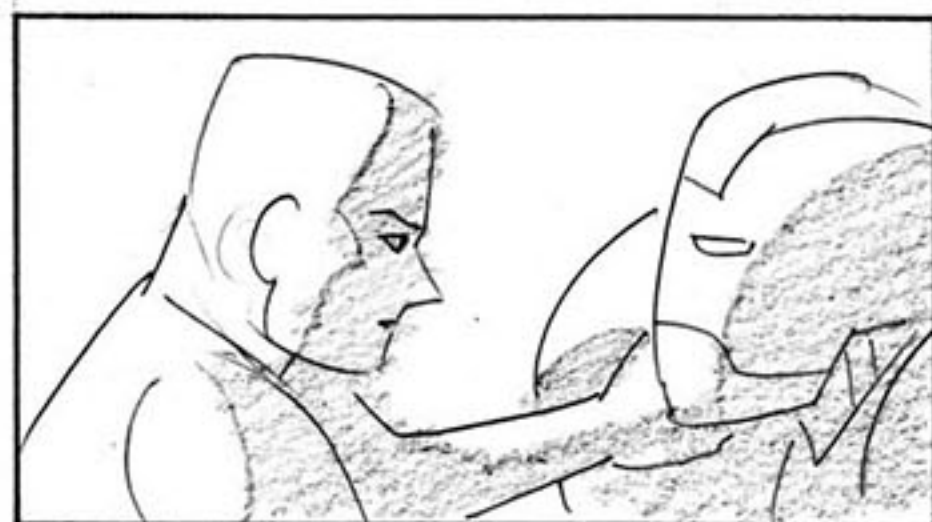
158 C: My power reserves are failing faster



- than previously calculated.



Max Steel, if my backup battery drains to zero—



—my memory banks will be deleted. Permanently.

(159) M: Don't worry, pal, I'm not gonna—



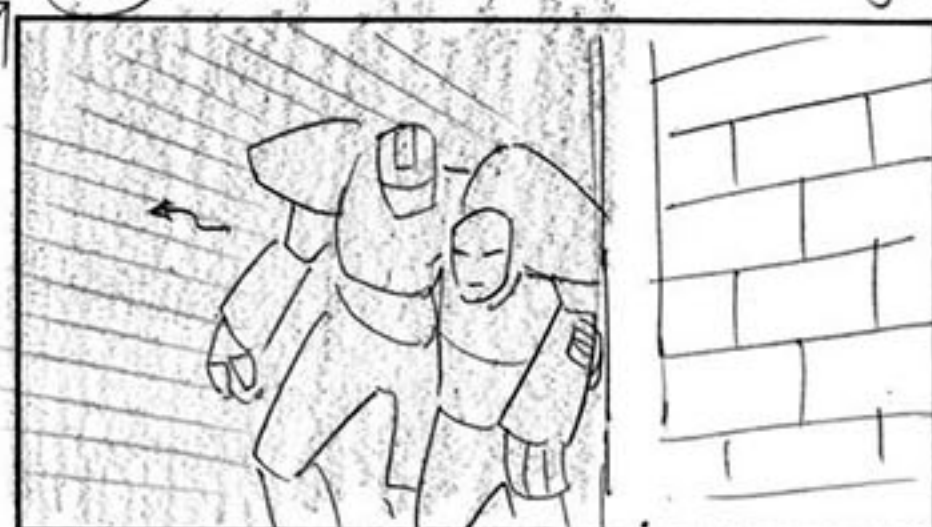
—let you forget about me that easily



I know just where to find you—

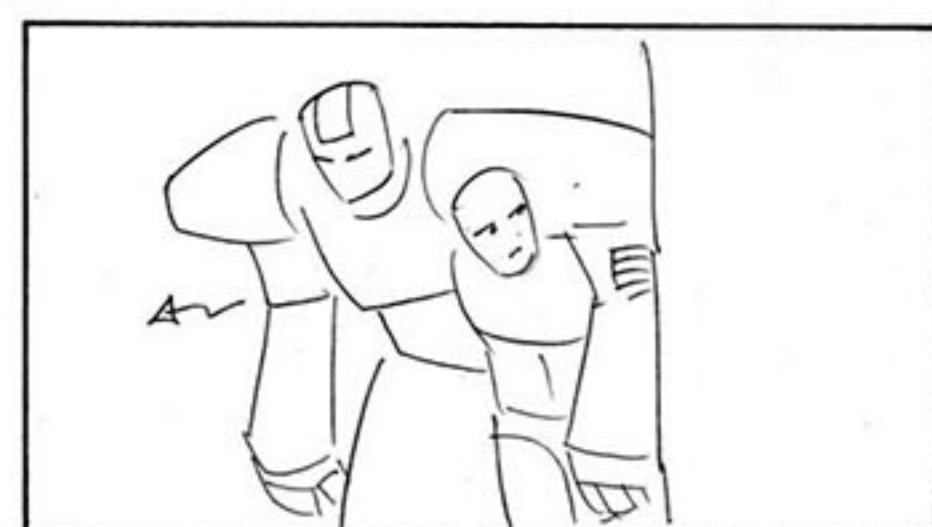


—some juice

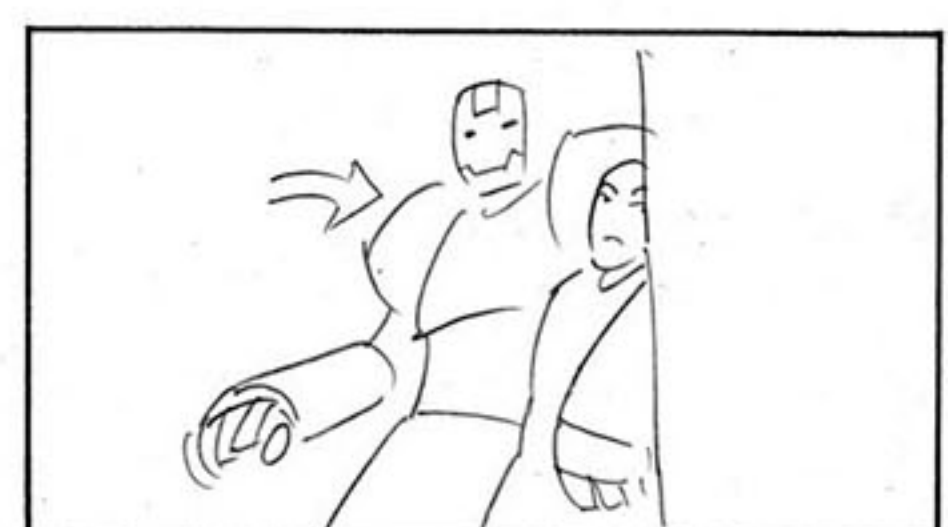


cut to a different alley

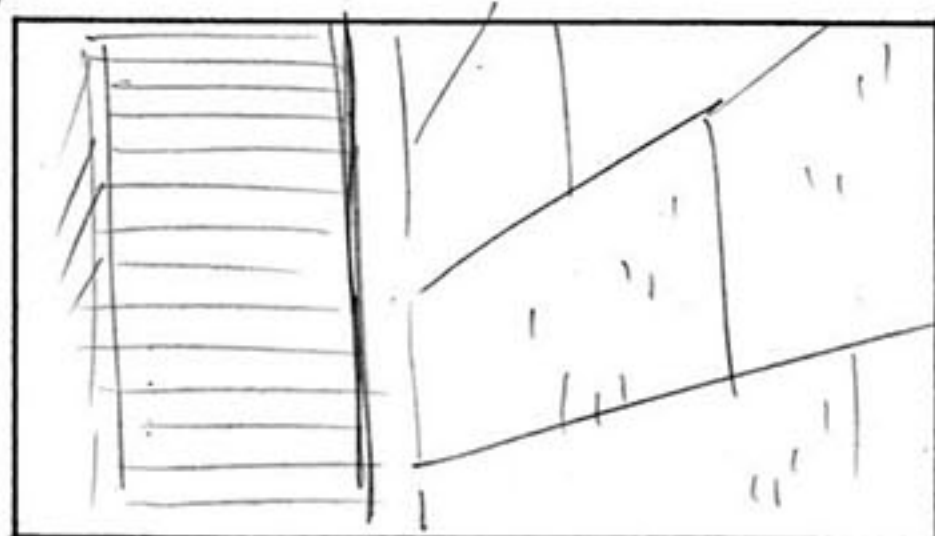
→ Pg 27
→



Look around corner



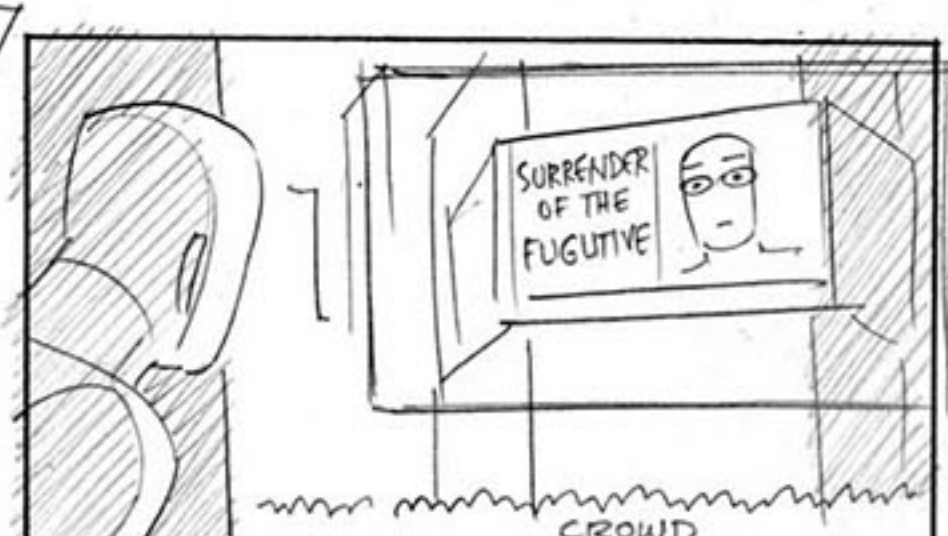
M. pulls C back



Cut to XCU of corner



(160) C: Look Max!



Truck in on jumbotron
(vo) Berto is also now famous!



(161) M: Yeah, and it looks like he's got-



(VO) - his own fan club.
ON SCREEN COP COVERS FACE FROM FLYING GARBAGE



TRUCK IN ON B POP ON

(162) Ntek mastermind Berto Martinez has surrendered himself to authorities.



(VO) He is being charged in connection with



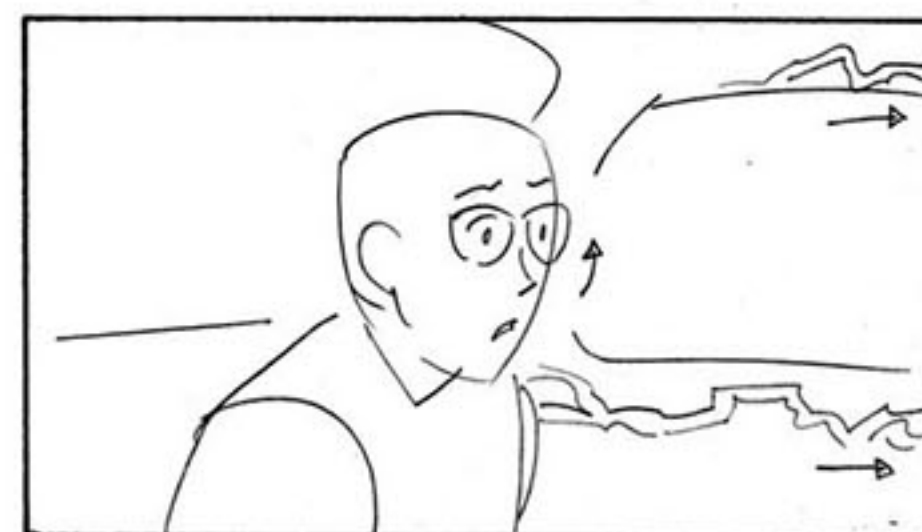
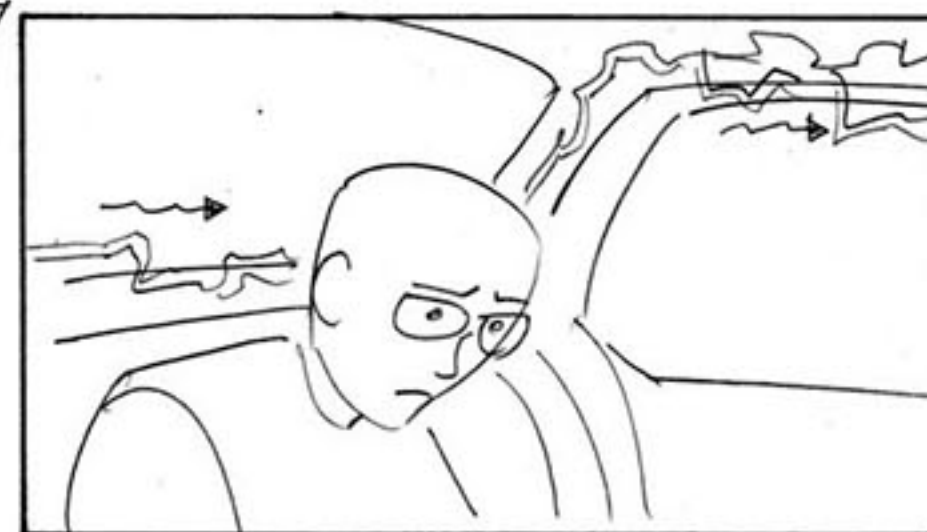
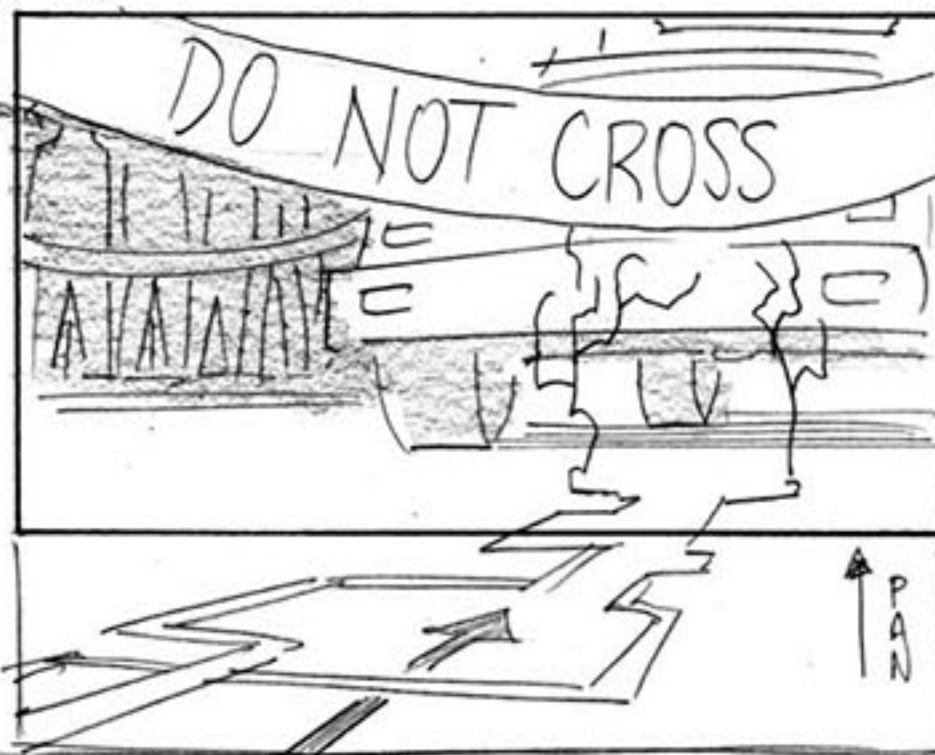
(Scene of beams in desert town)
- the recent incident in the high desert town of Gabriel's Ridge.



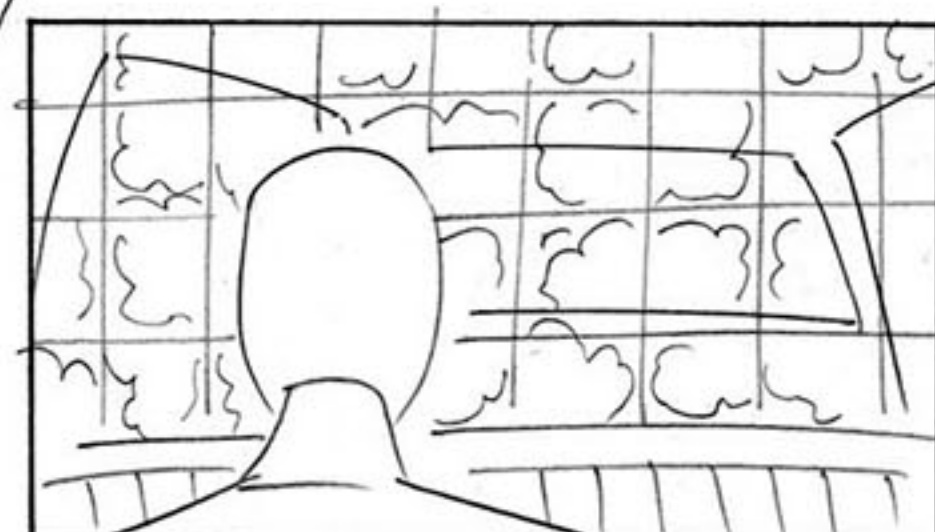
(163) VO: Berto! Why did you decide to come out of hiding?



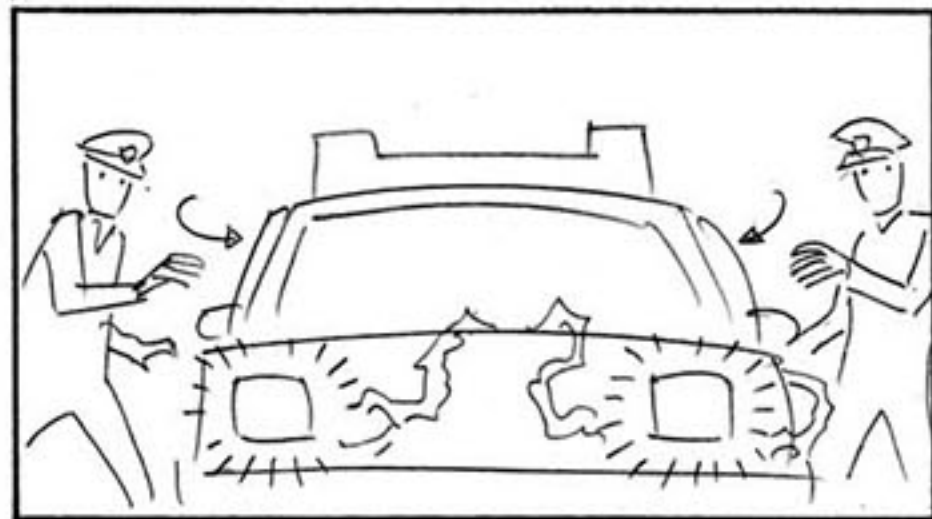
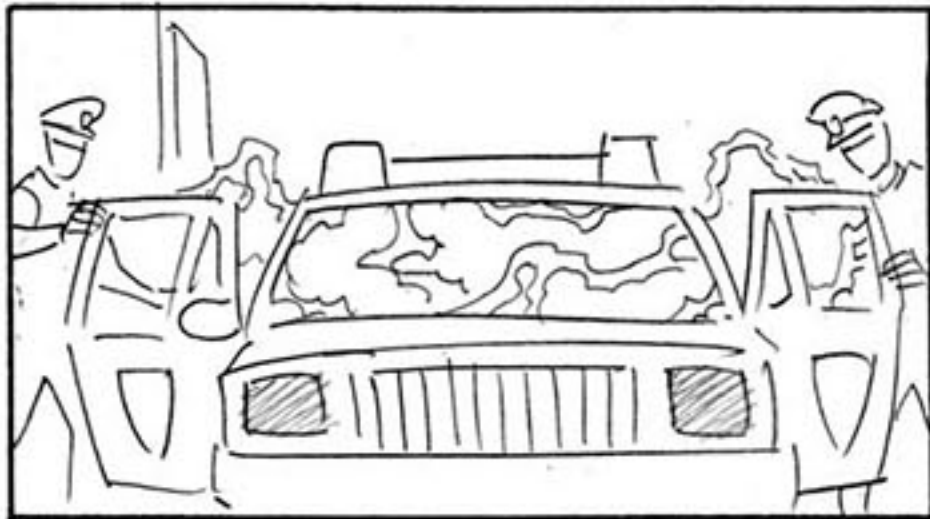
car door closes



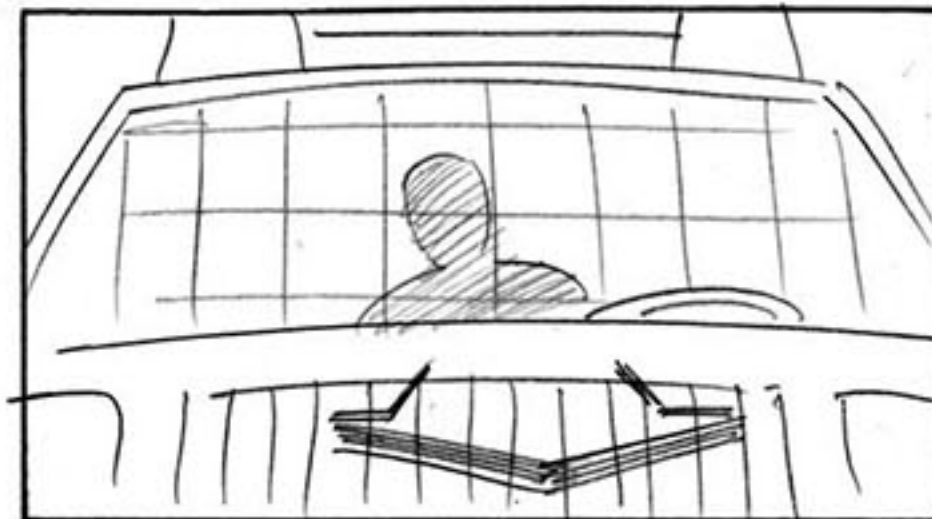
(165) B: Huh?



looking fwd - electric charge crawls over wire mesh in cop car



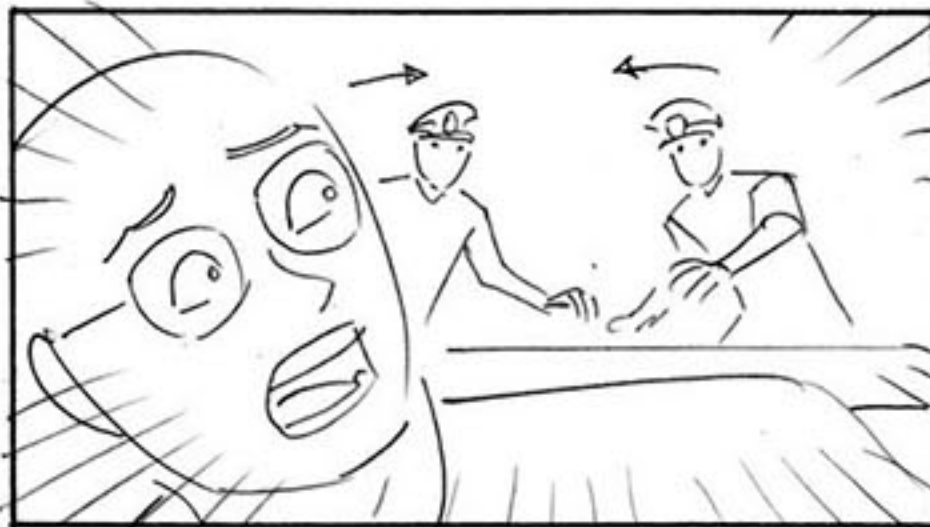
Engine starts—lights on



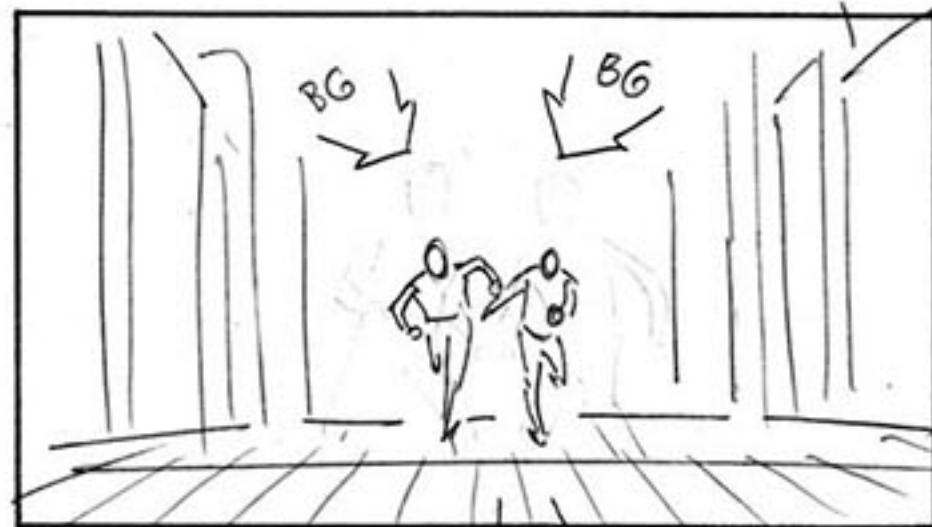
car zooms FWD



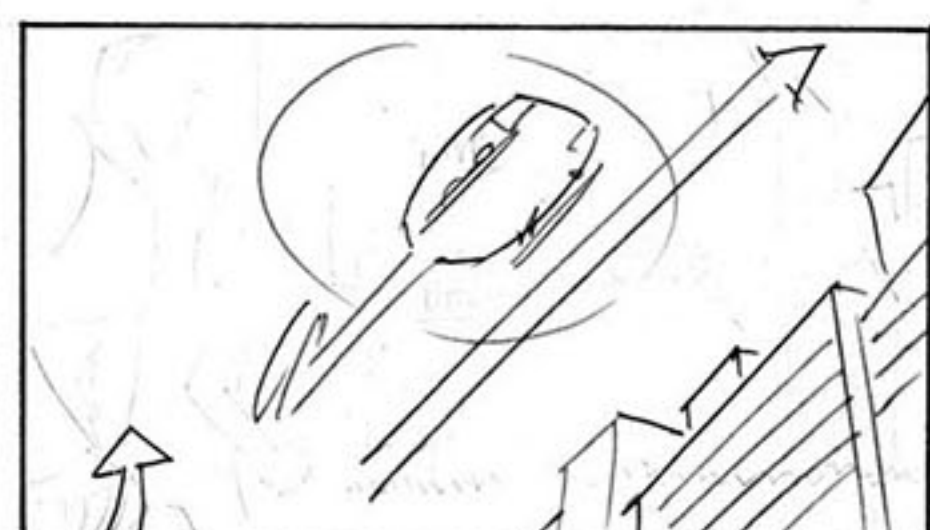
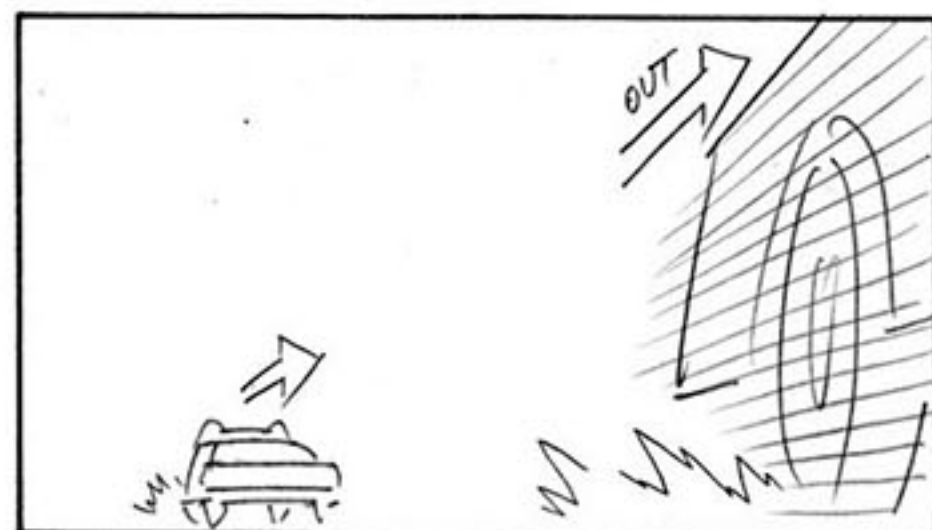
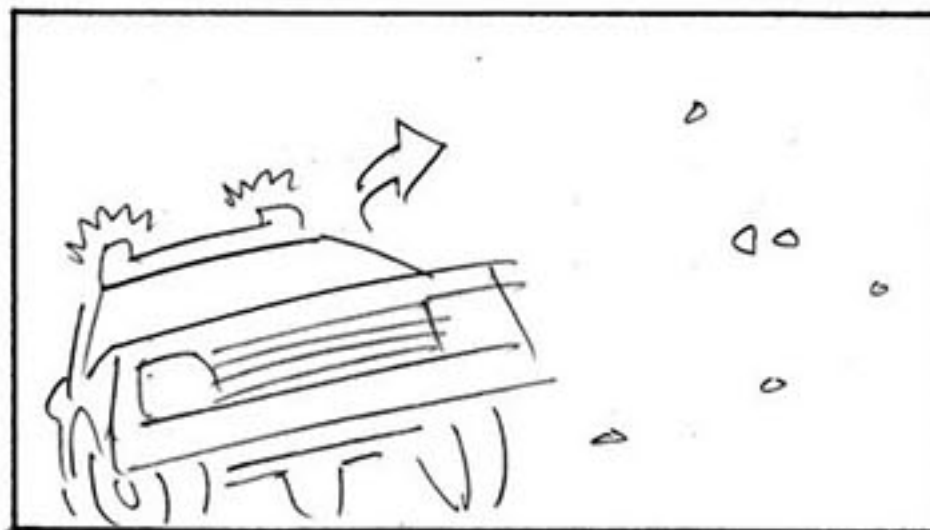
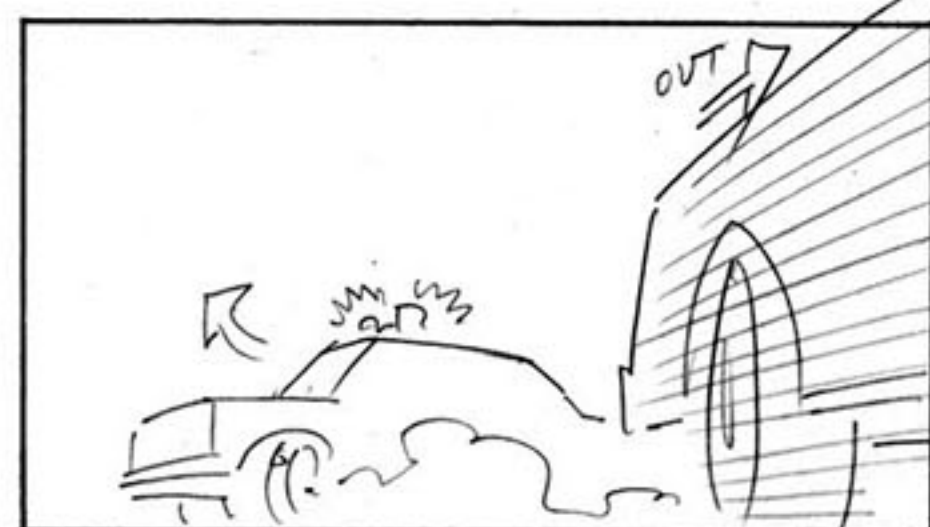
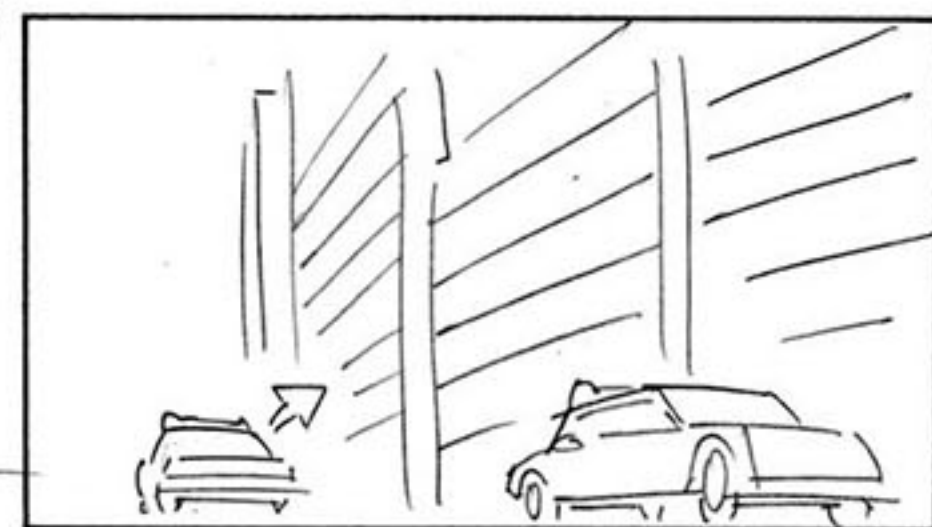
166 B: Hey! Get me—



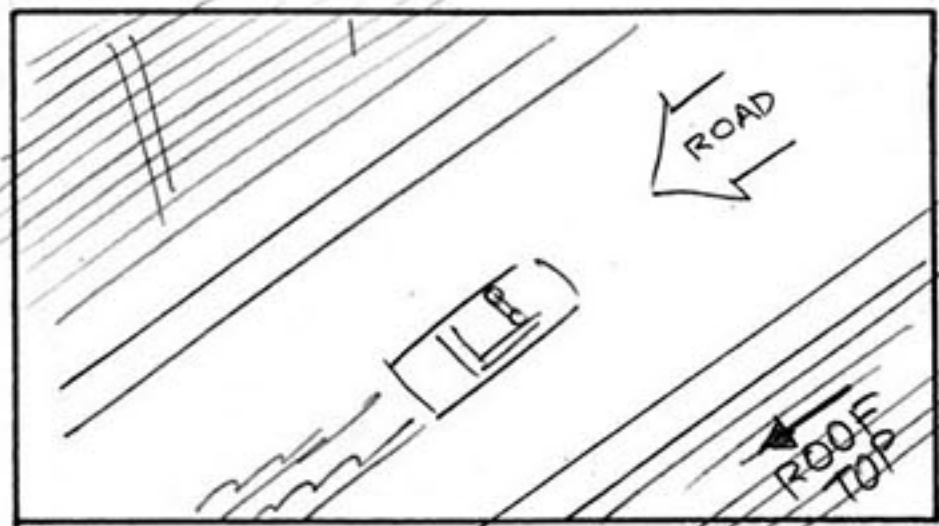
—out of here!



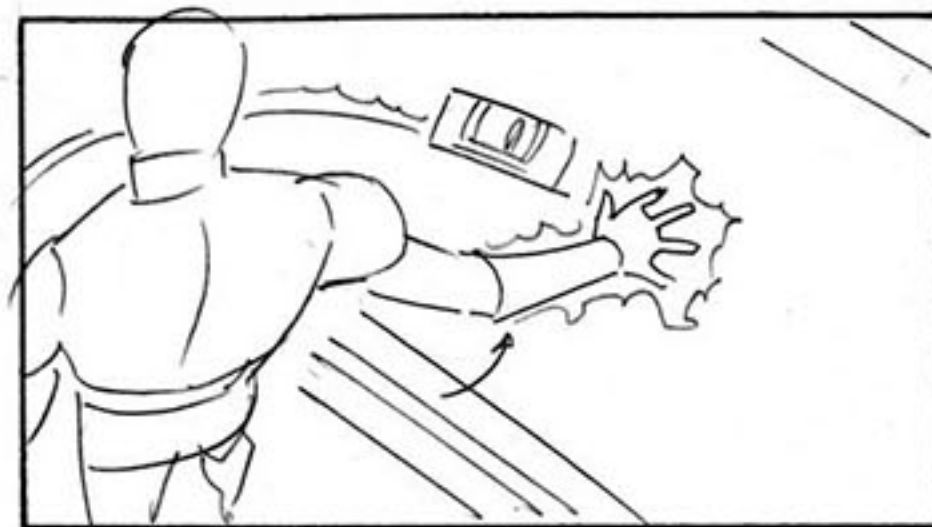
Pg 28



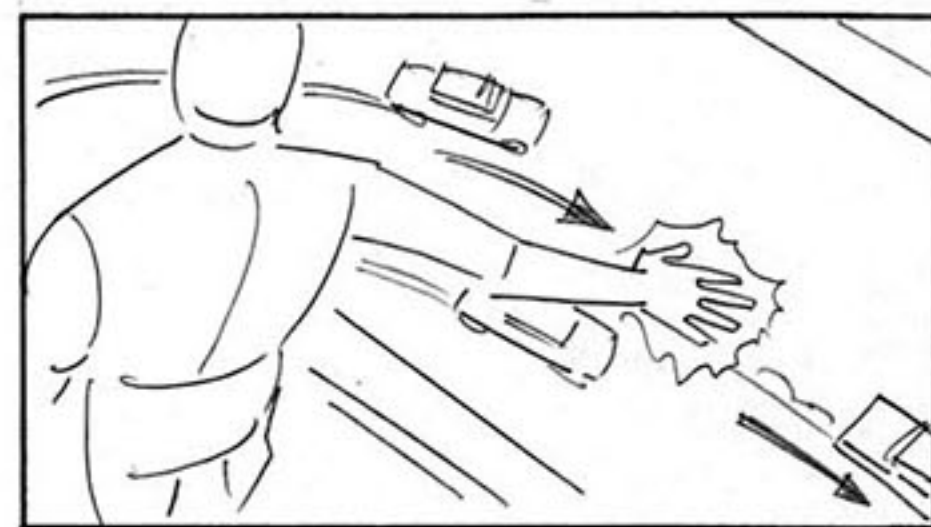
Tilt up—chopper flies over



Pan to bring Mk into scene



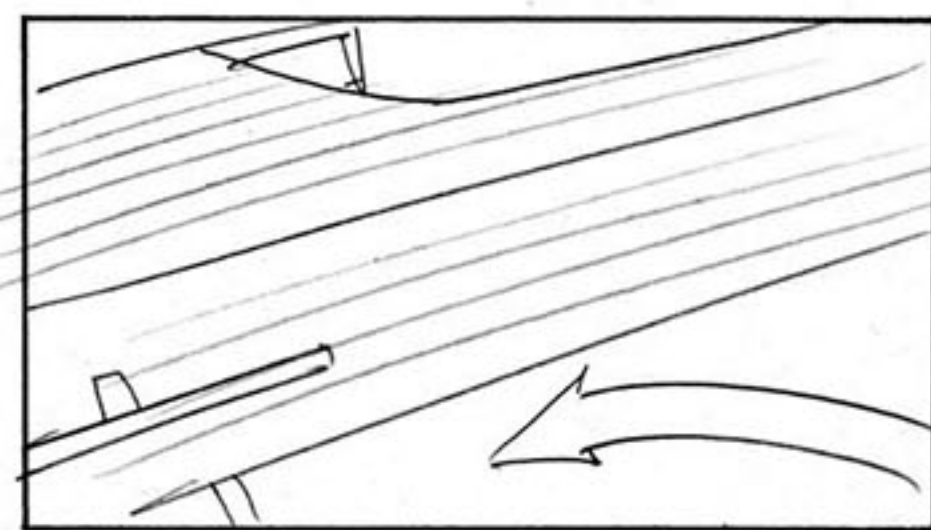
Can't pan



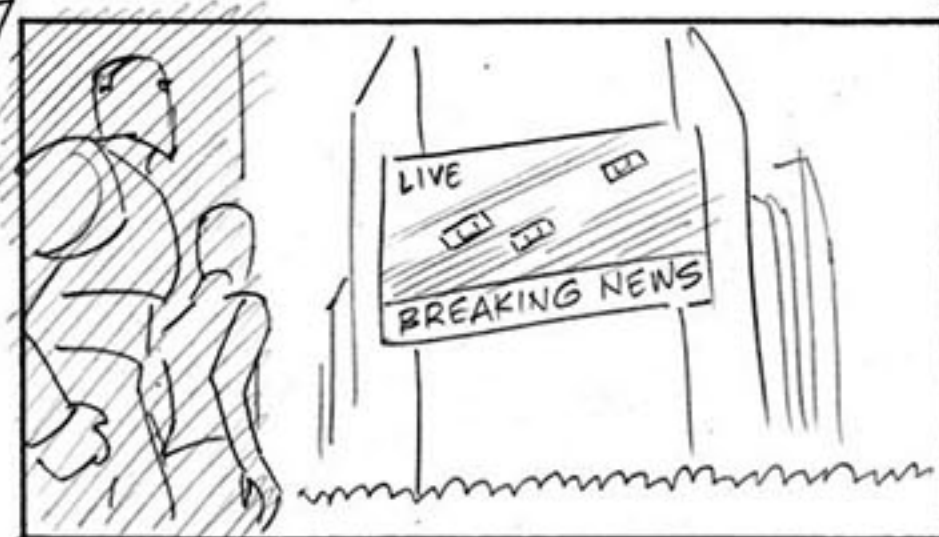
Pull out
(Stadium in BG)



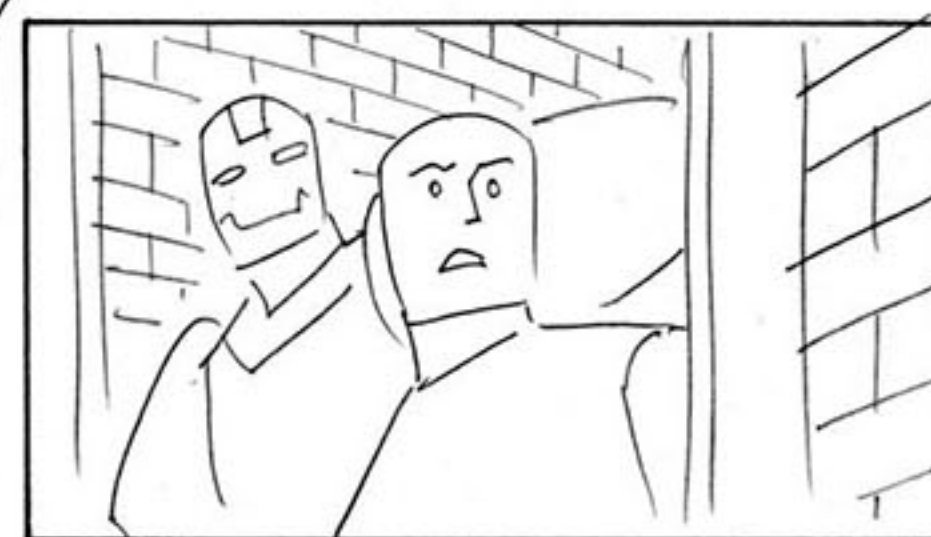
Chopper in



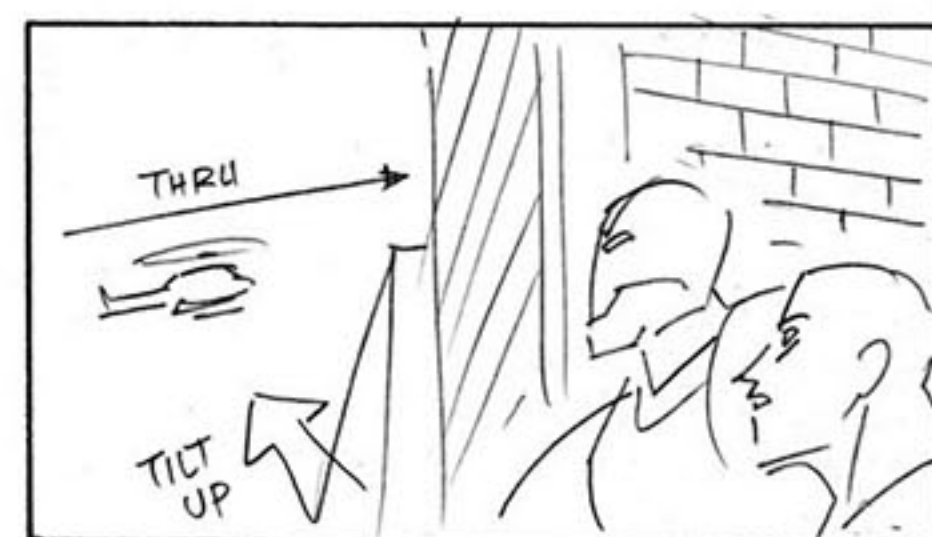
Wipes scene



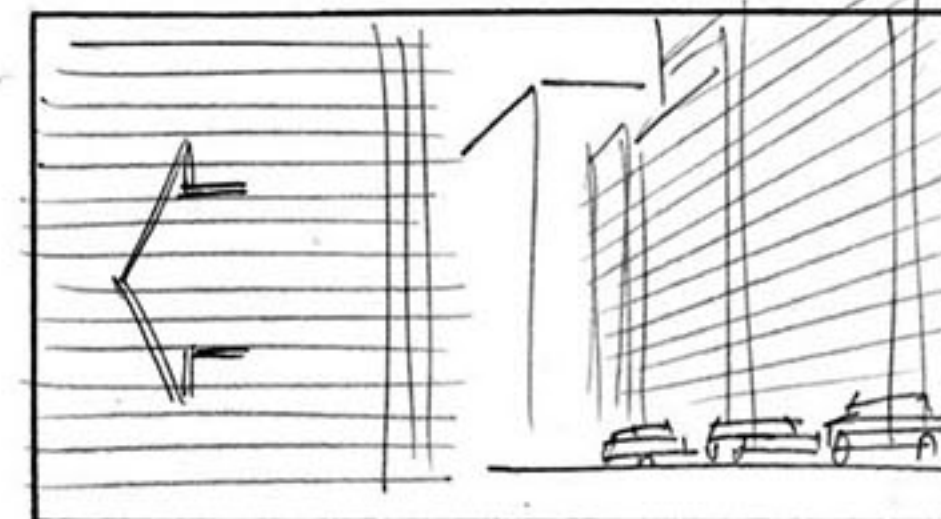
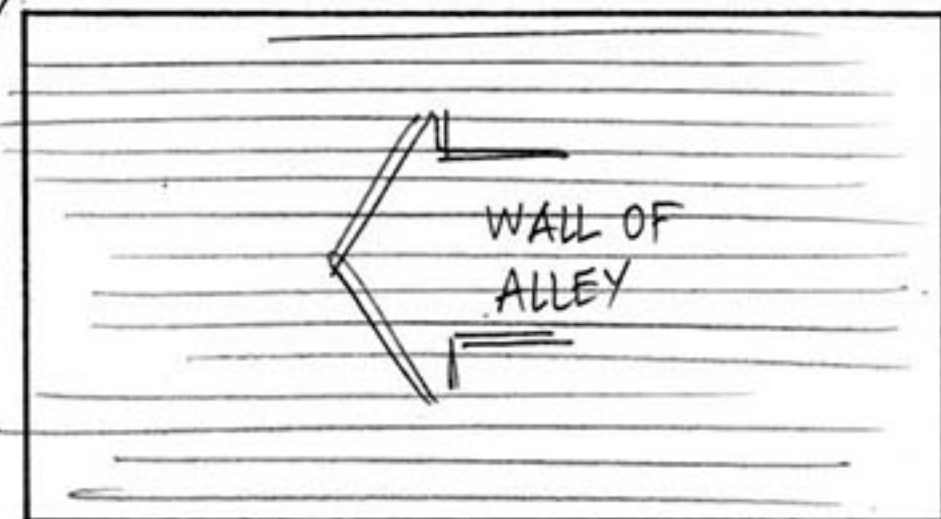
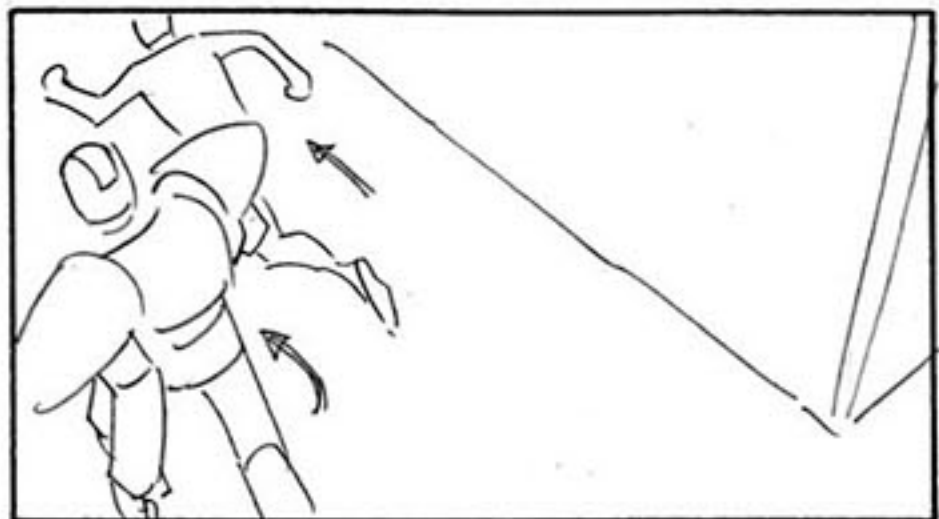
Jumbotron shows chopper's POV



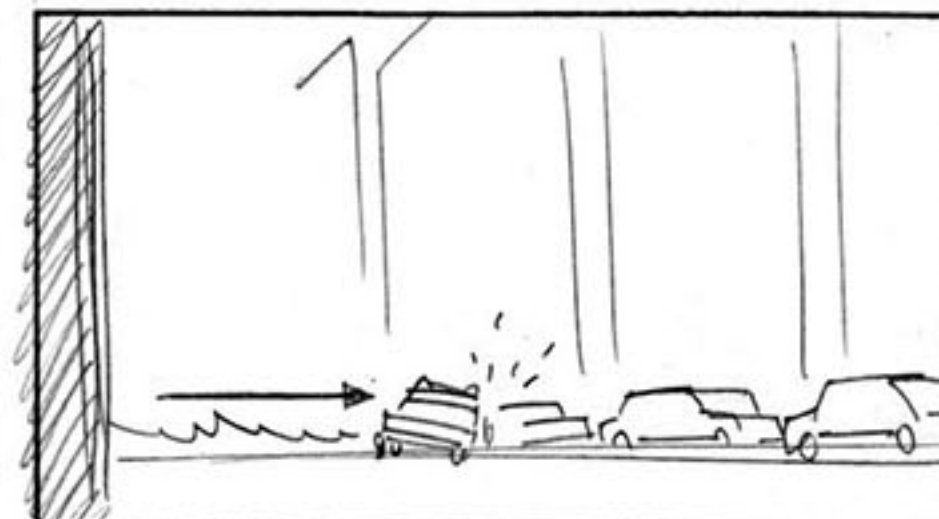
167 M: I've got a bad feeling
about this.



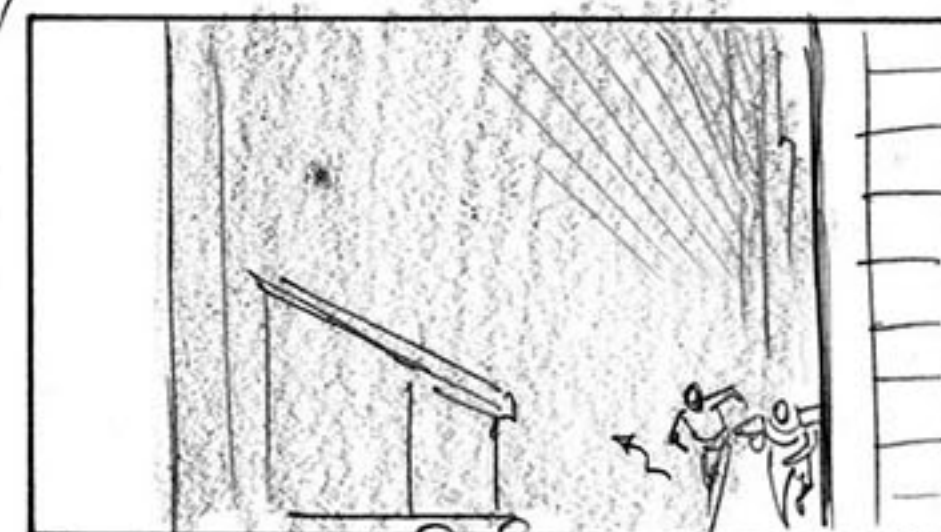
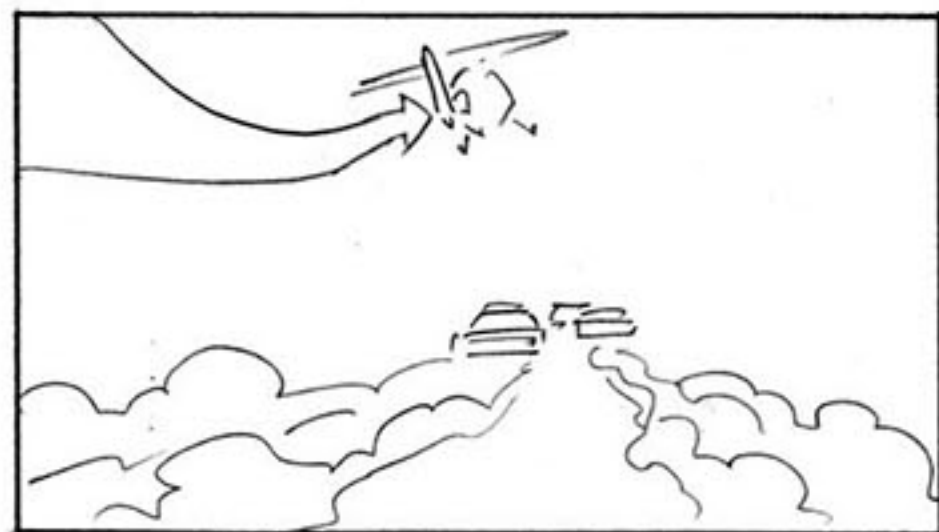
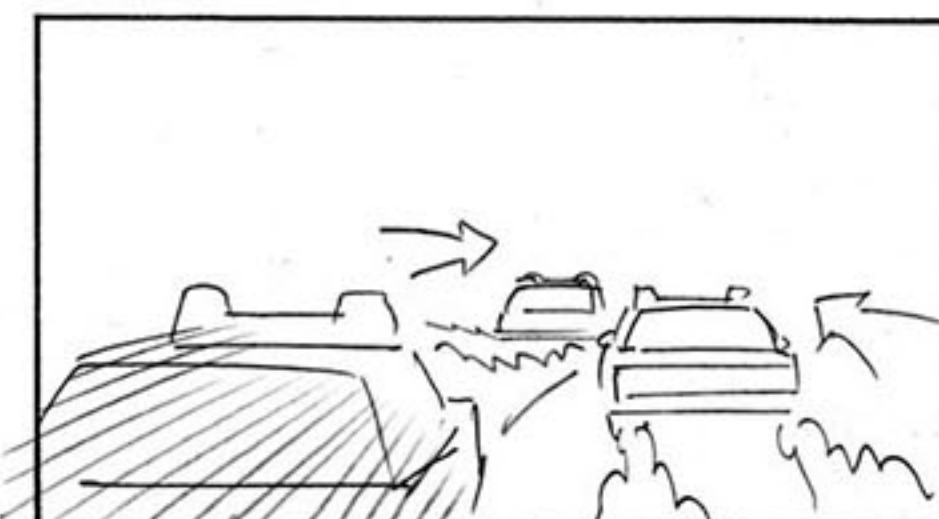
168 M: Come on!



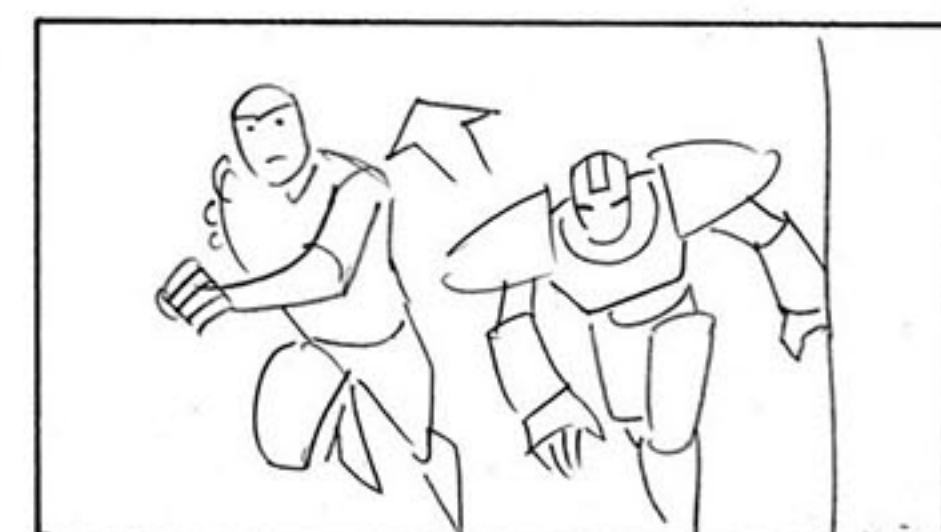
Emerge to street

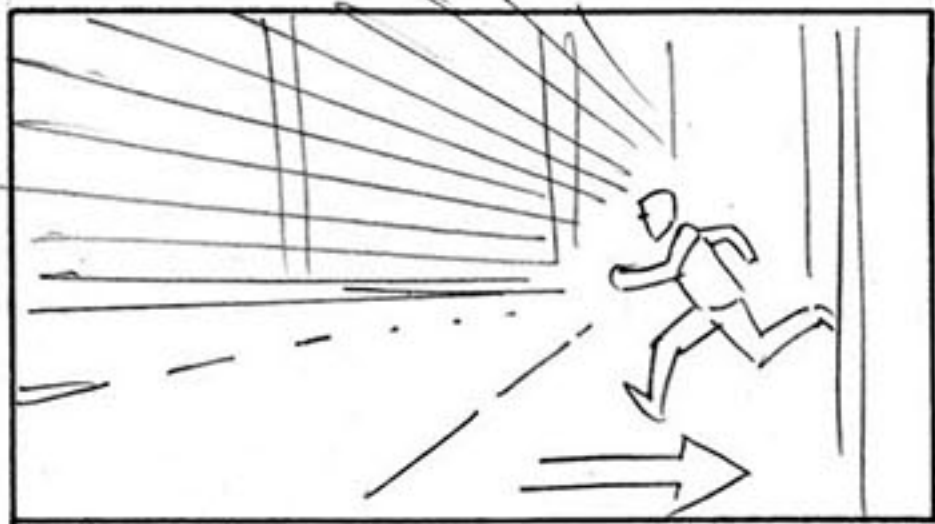


B's car in - slams into parked car

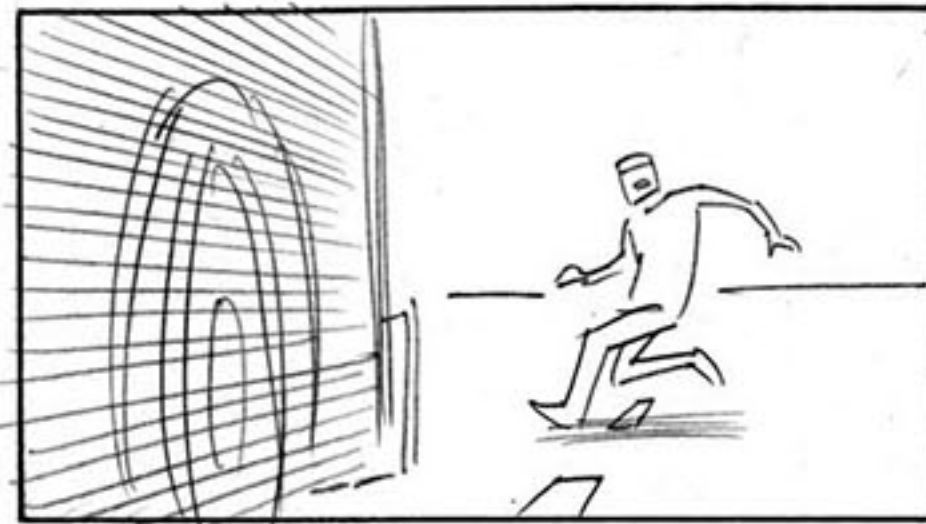
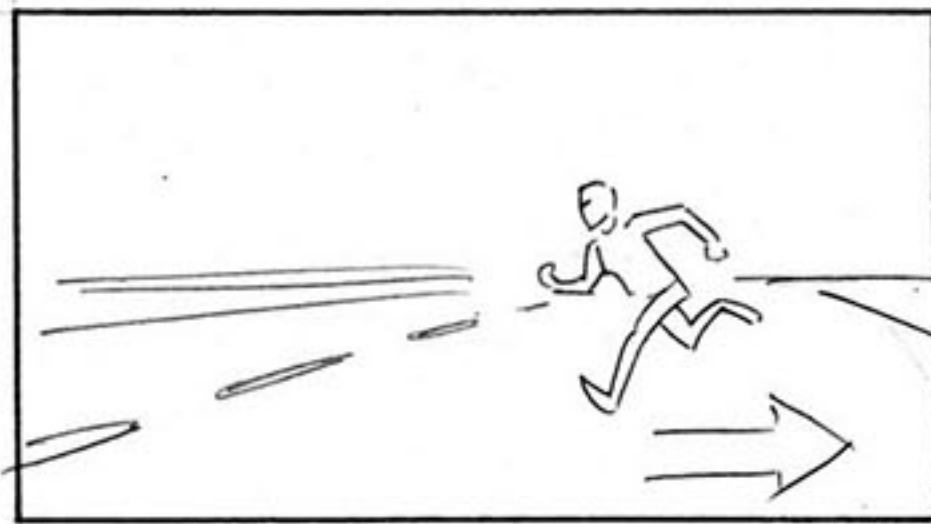


M & C run up alley - C lags behind

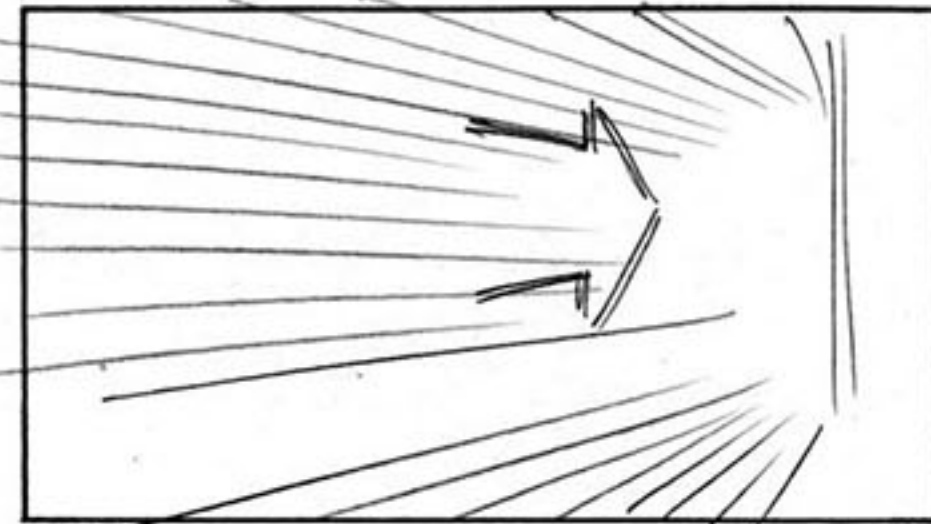




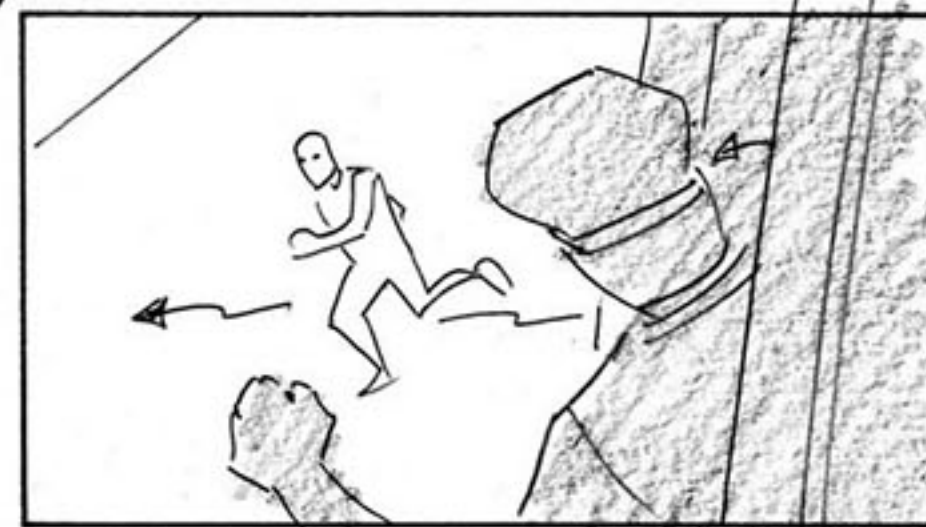
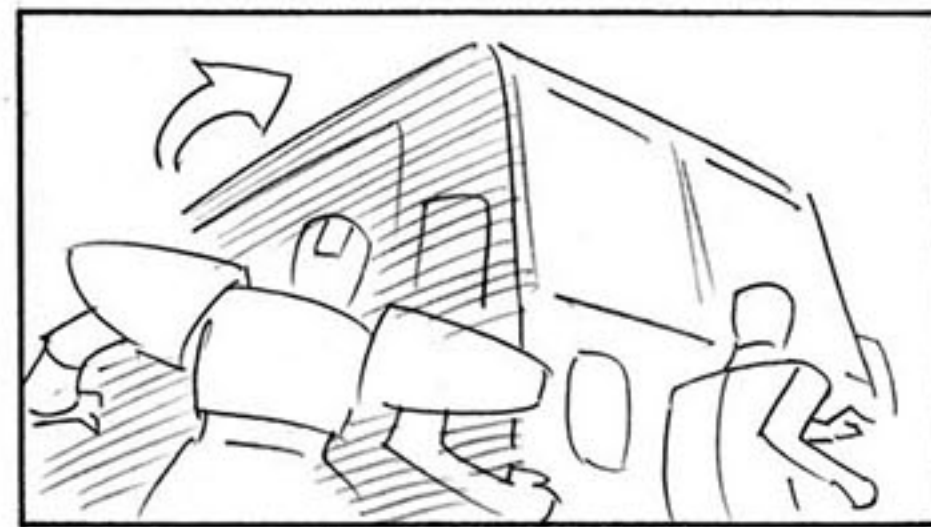
Track with M -
emerging into street



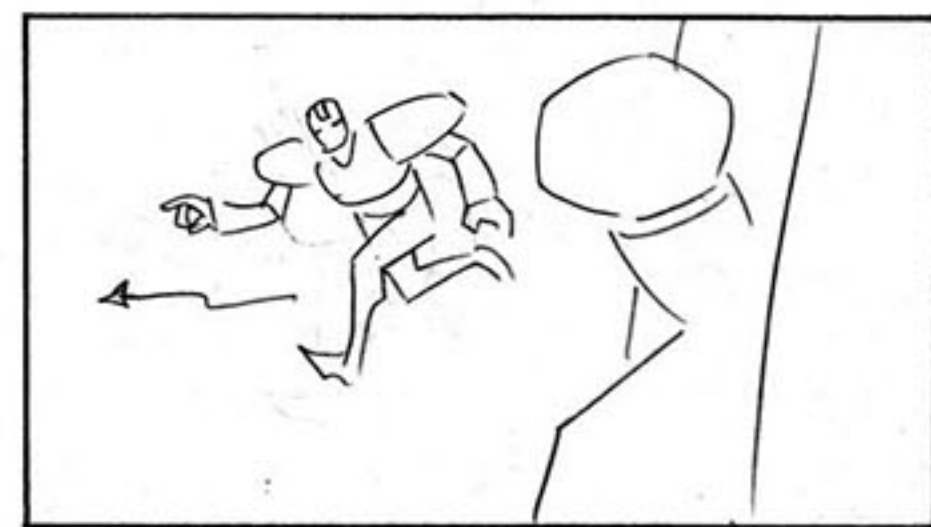
Bus in



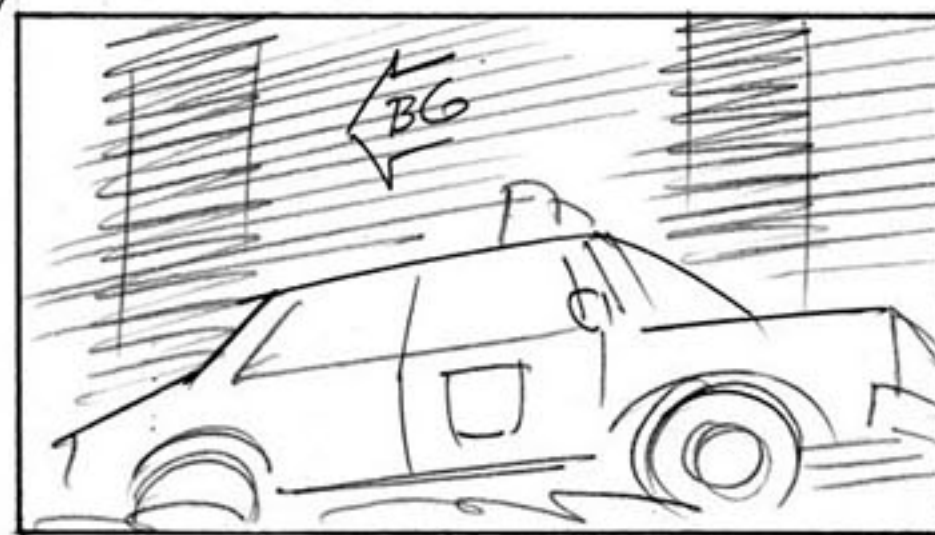
cut to reverse - bus brakes - shudders to a stop
(pull cam back slightly)



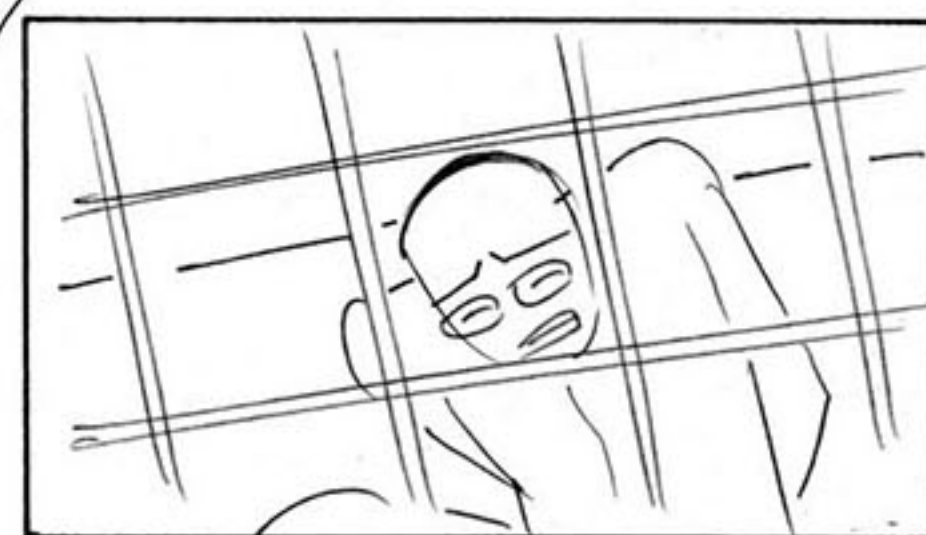
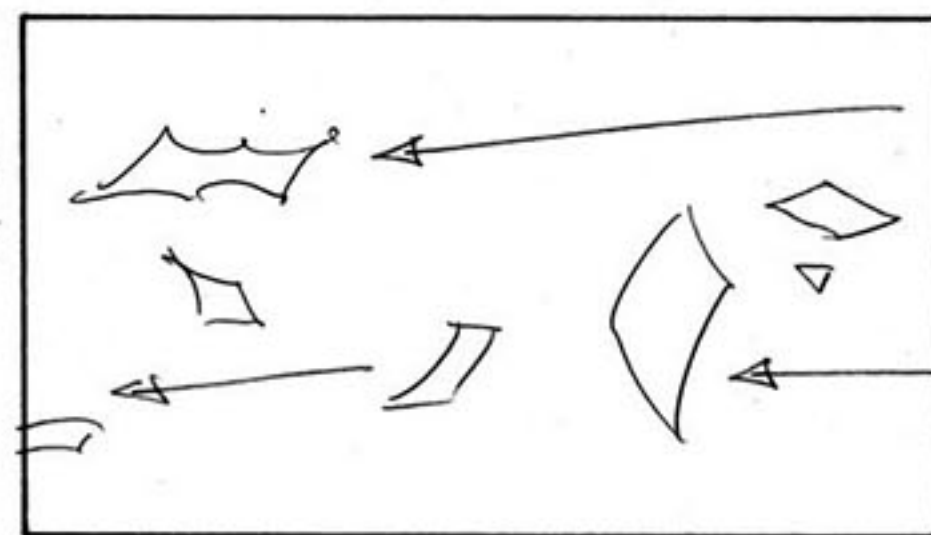
Driver leans out - M runs thru
(169) D: Hey, buddy, what do you
think you are?



C runs thru
(170) C: He's famous!



Track with B's car going flat out - garbage/debris
swishes by in FG



On B in back seat
- SHAKE -



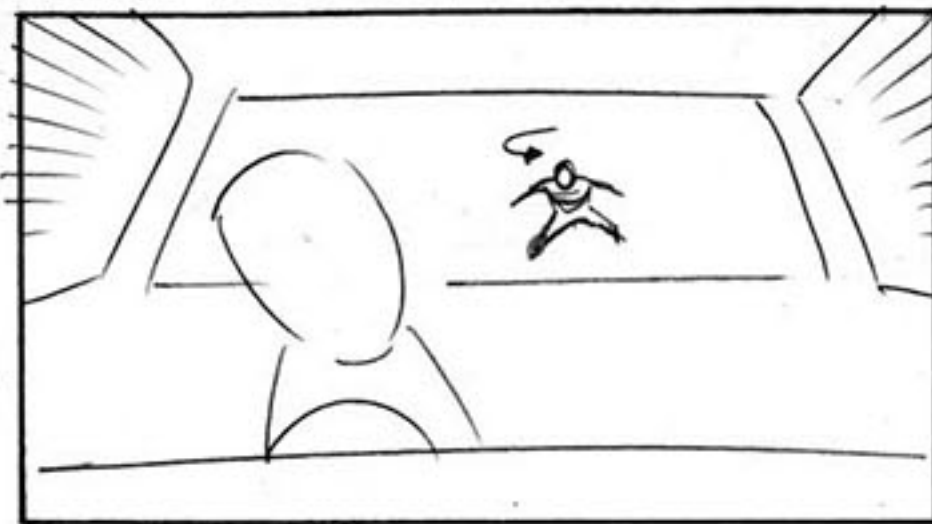
He cranes to look back



View out back window -
cop cars recede



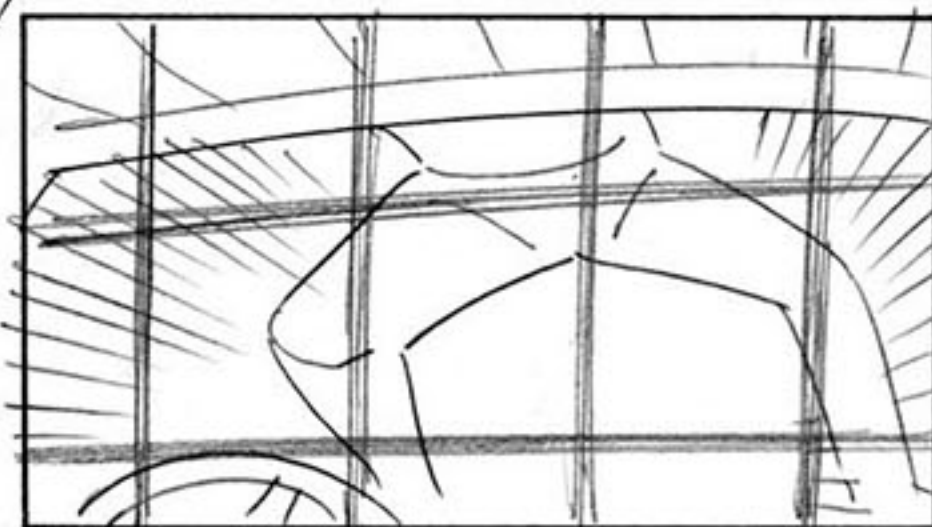
Cut to reverse - B looking
back - doesn't see Max run
into car's path



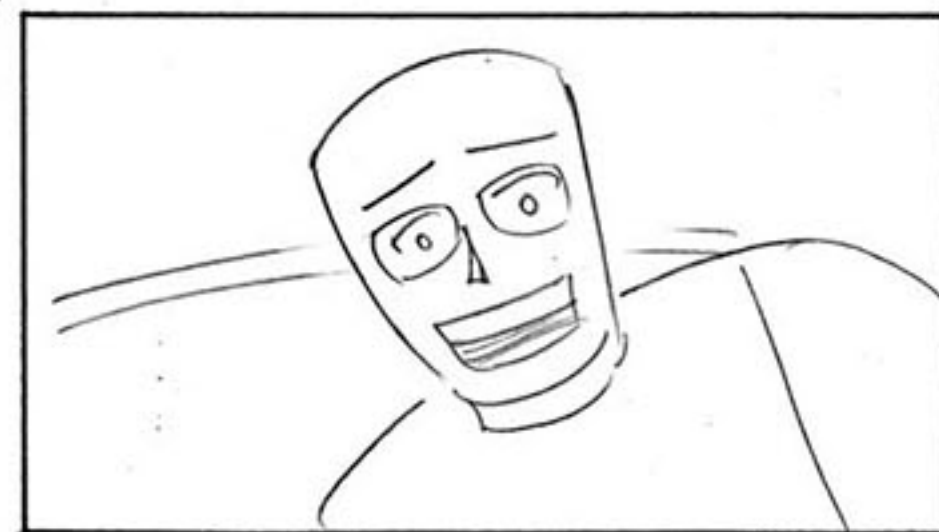
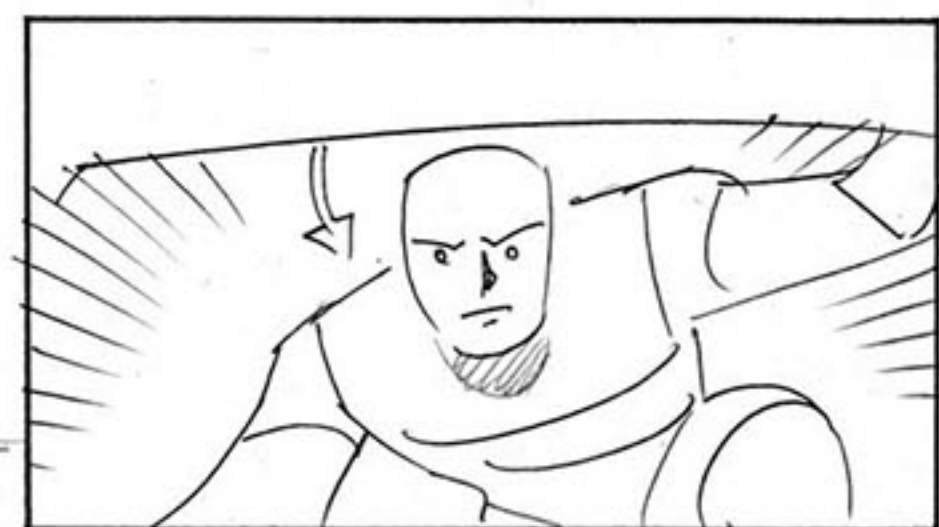
Max gets into position



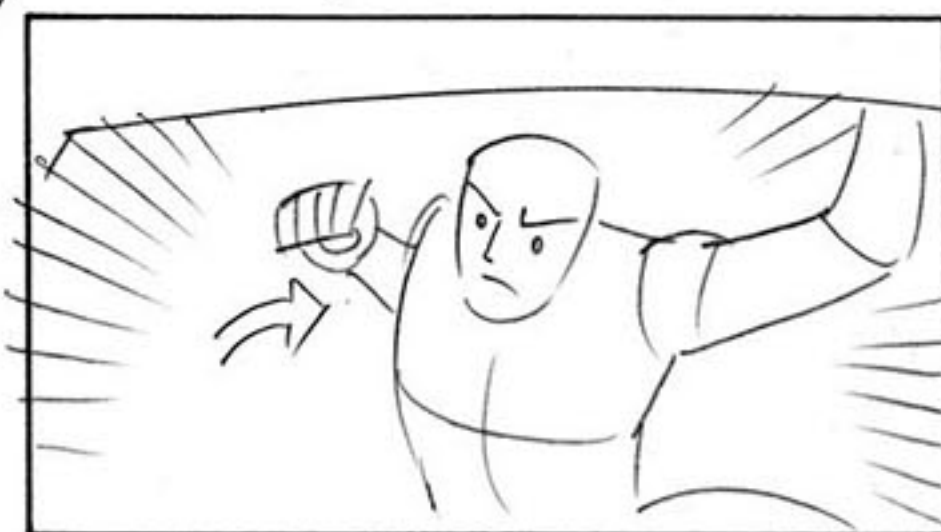
BIG SHAKE



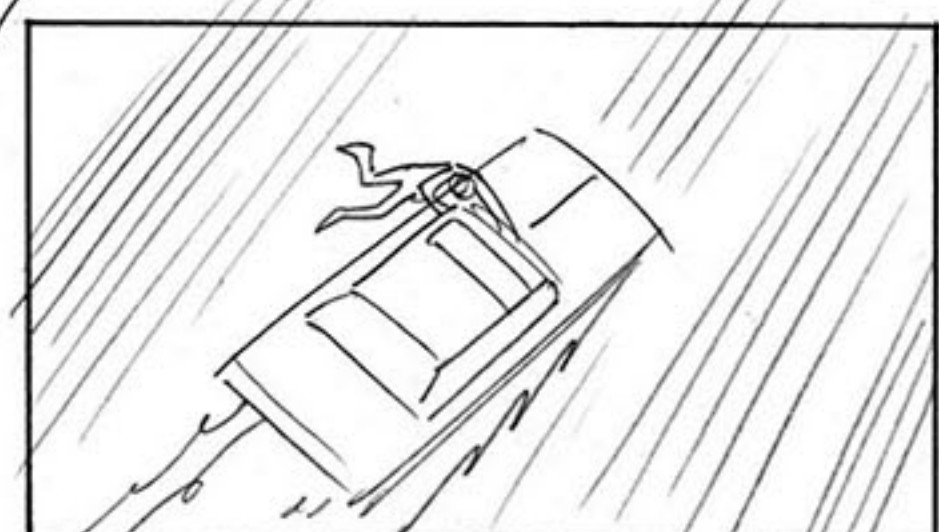
View FWD - thru Mesh

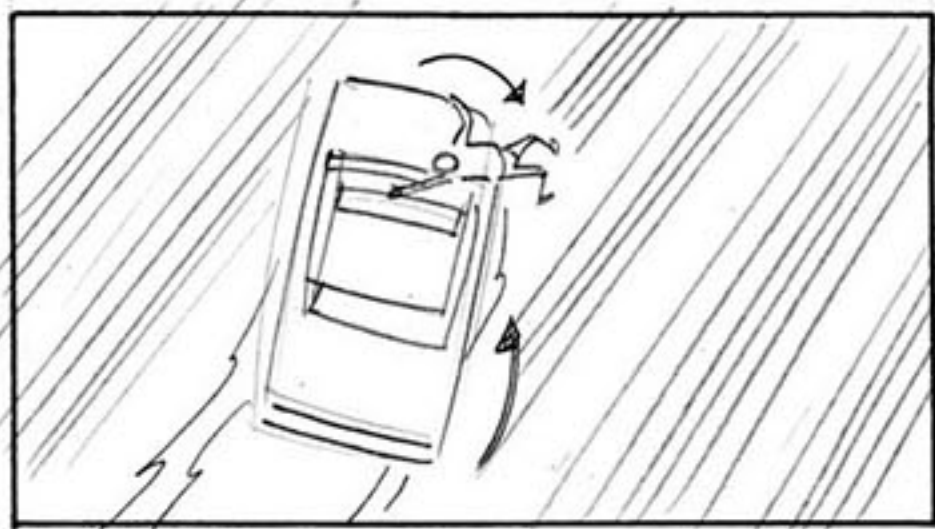


(171) B: MAX!

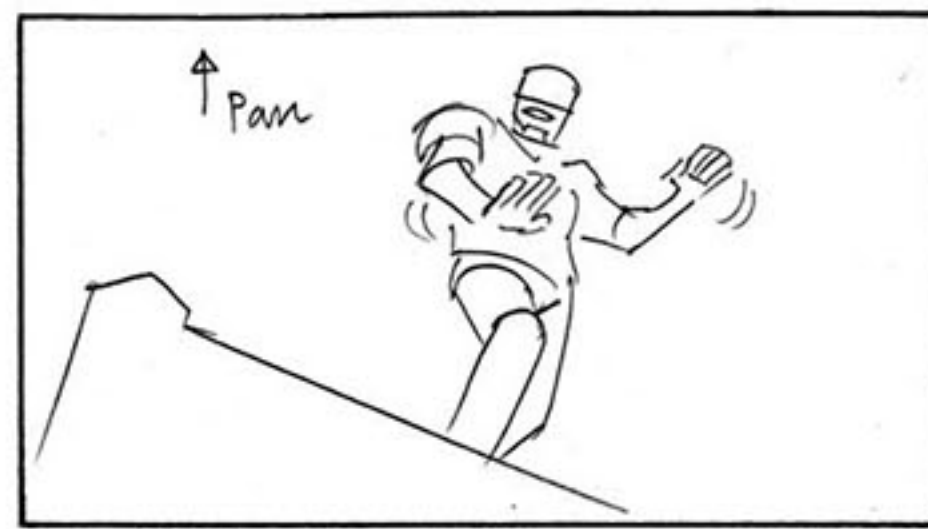
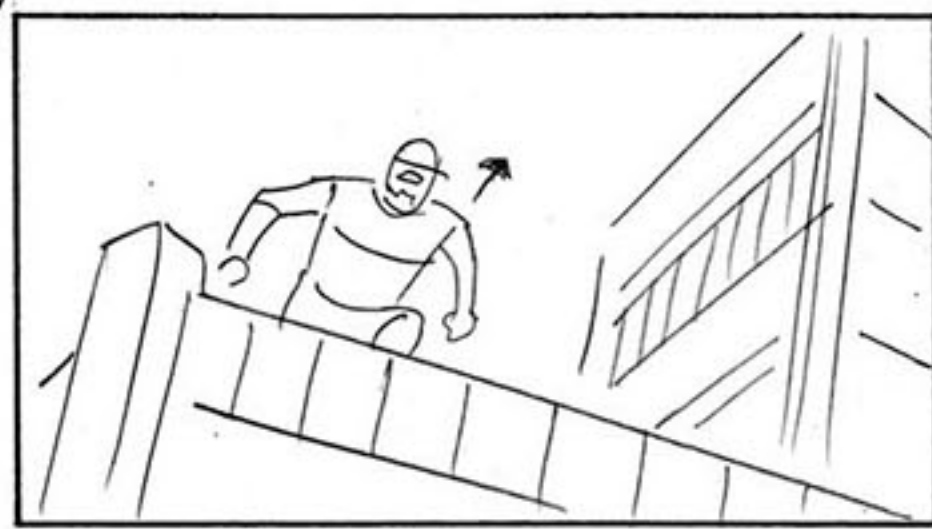


M antics to punch
windshield

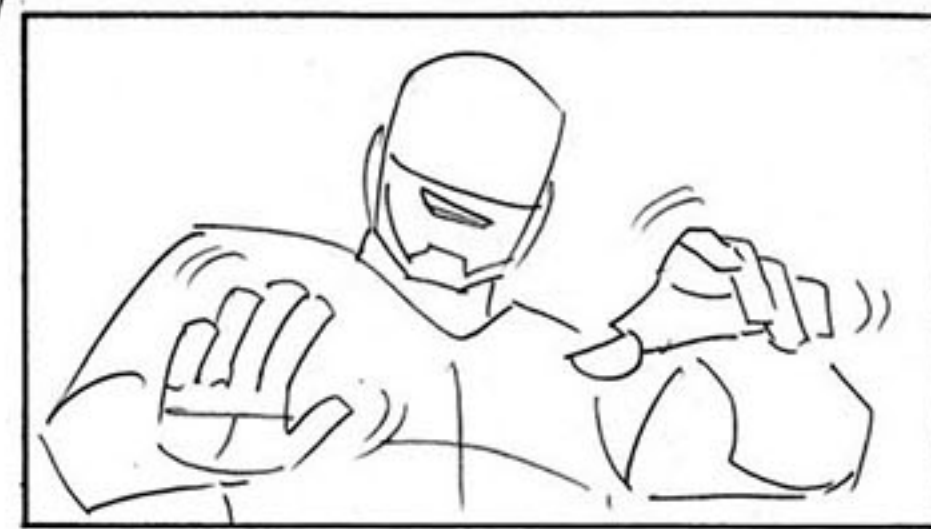




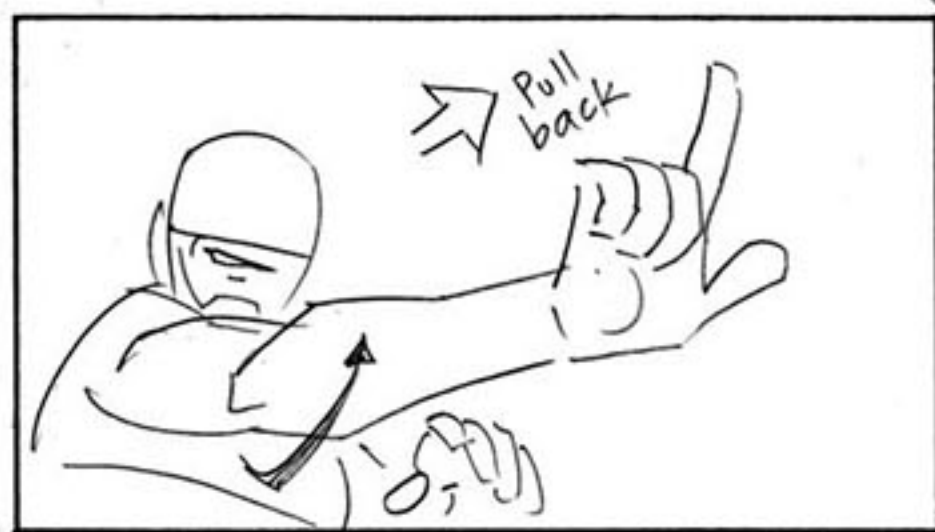
Then repeat



(172) MK: Poor preparation.



I forgot to check under —

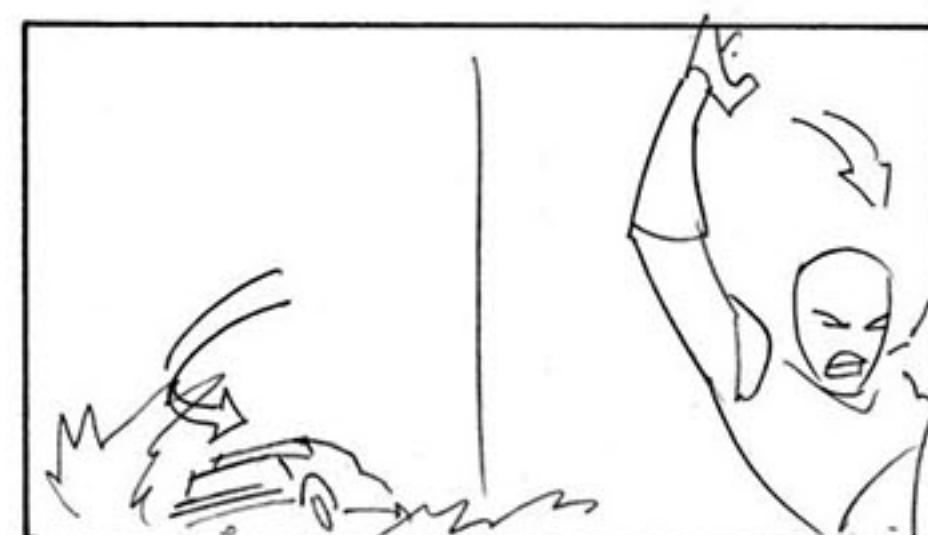
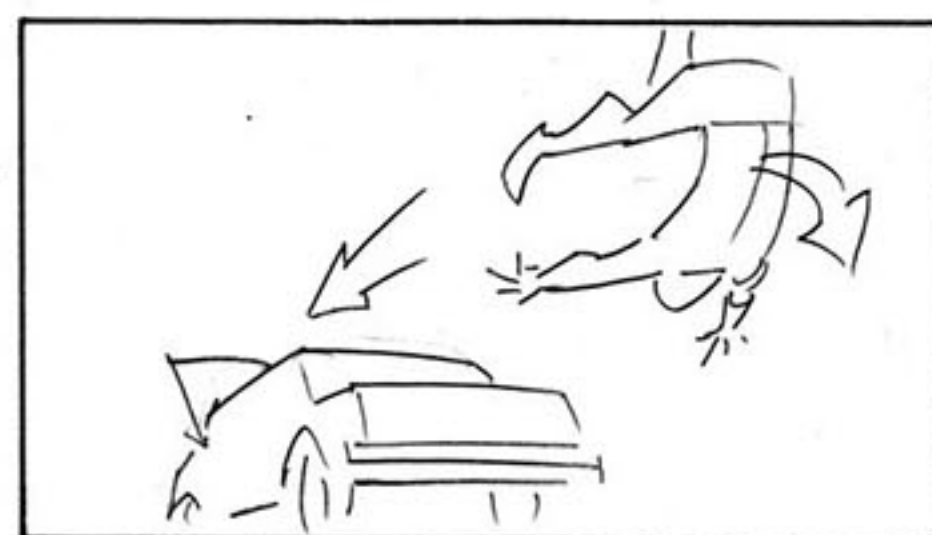


— the hood!



hood pops up a little

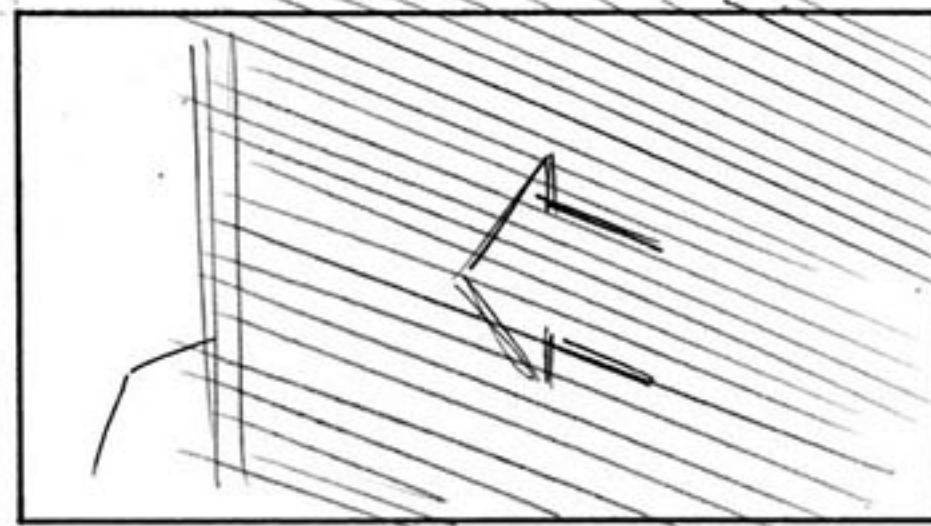
(173) M: Uh-oh.



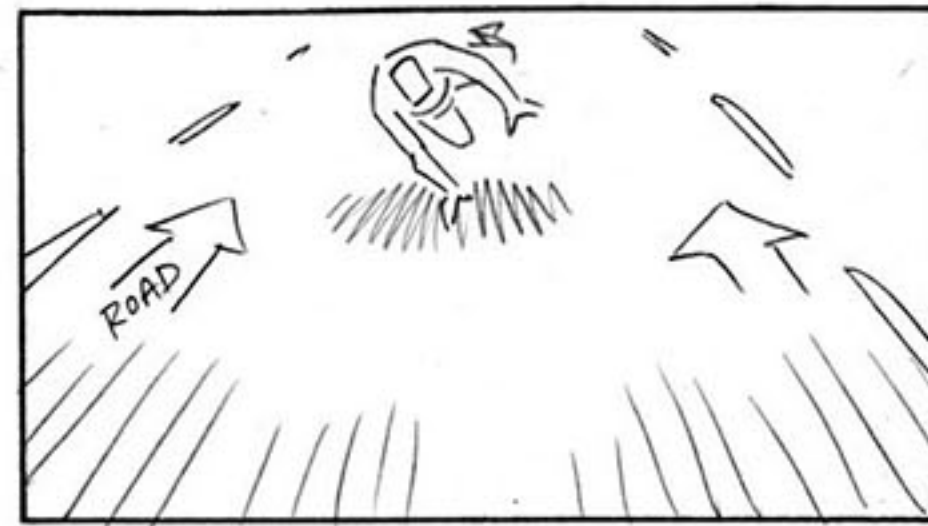
On Berto in car



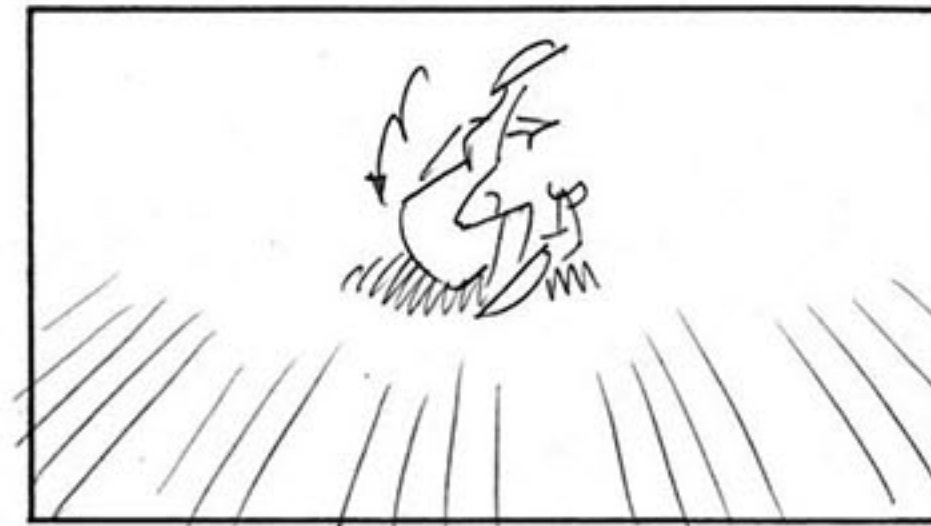
Car recedes



Building blurs in to wipe sc.



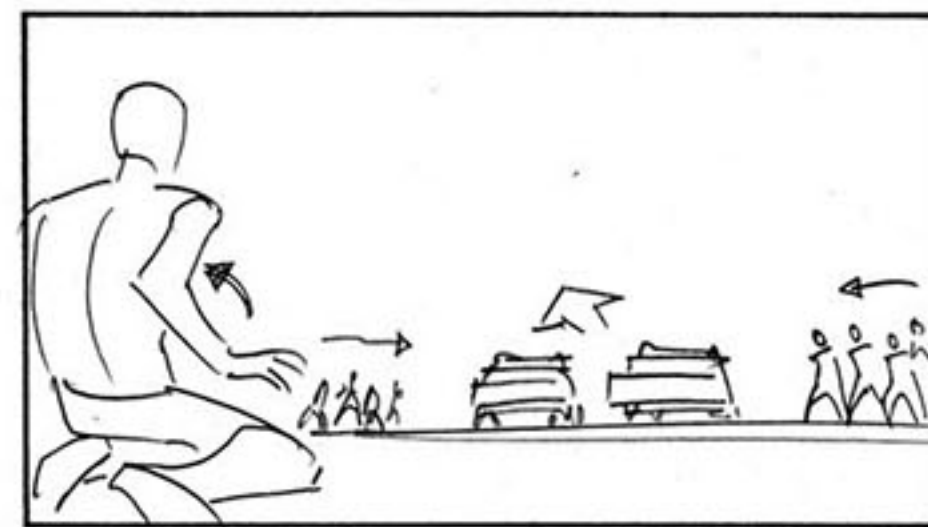
Max tumbles - gains FWD into cam



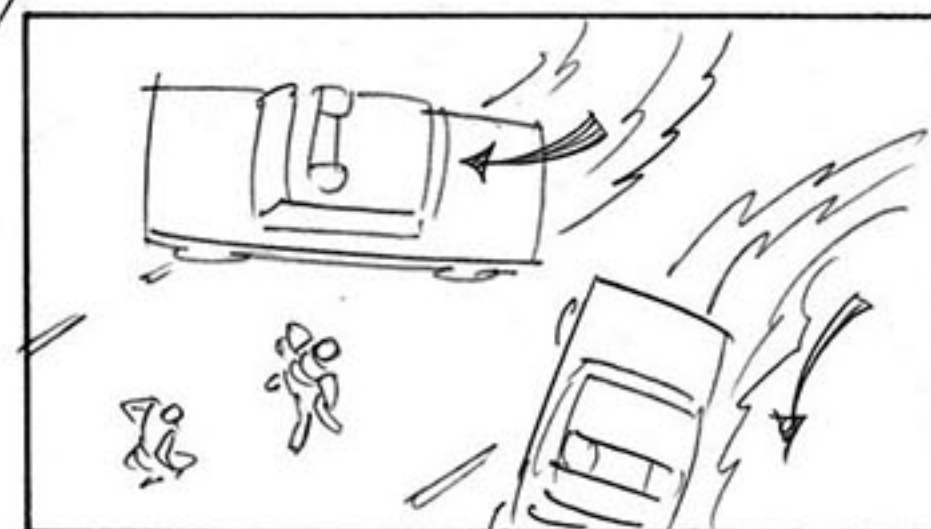
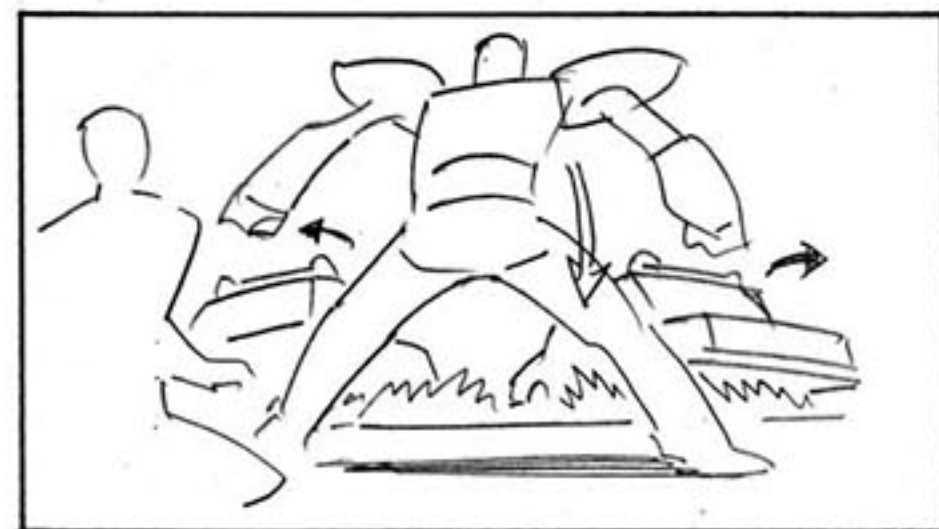
(STOP)



Police approach
(Stadium in BG)



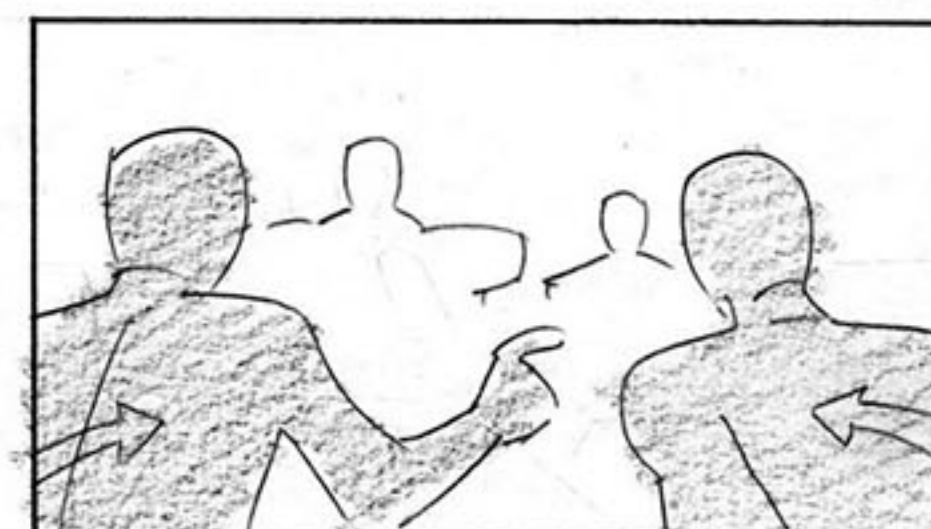
Crowd in - cars approach C leaps in



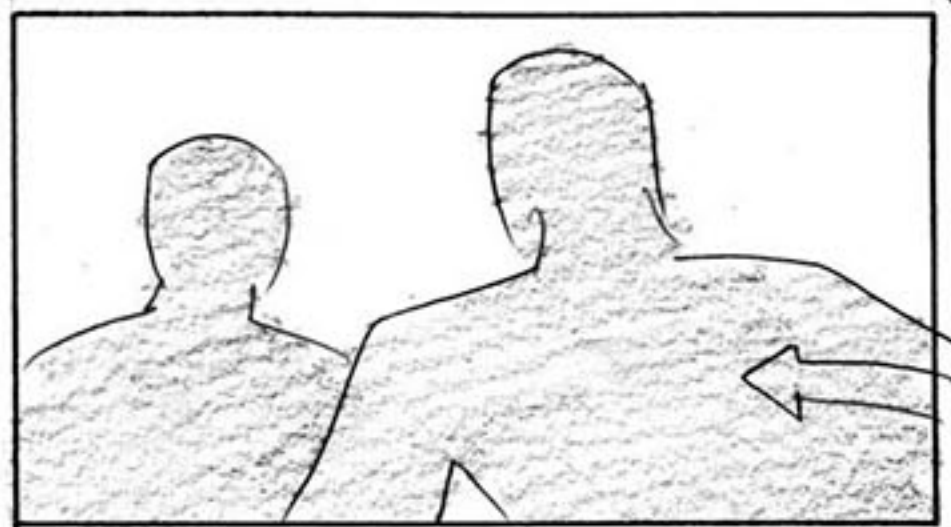
Cars skid & stop



M rises



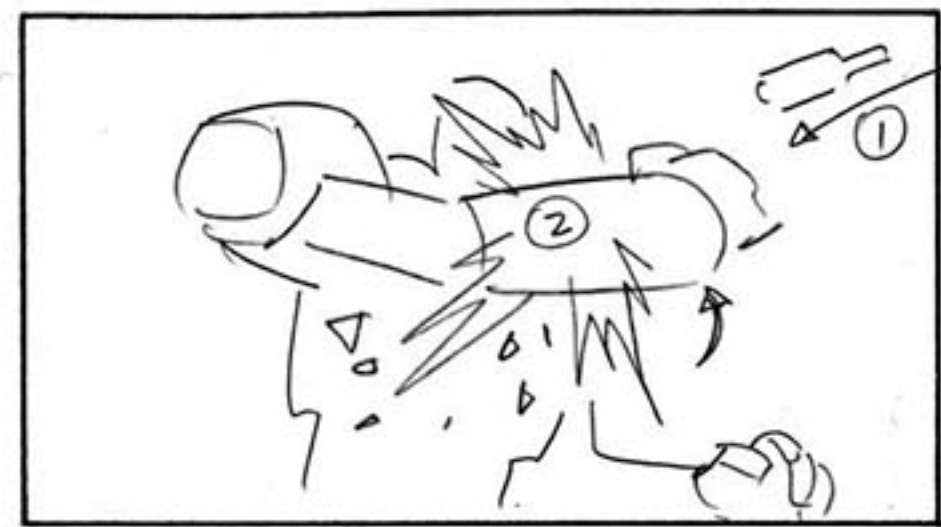
(174) It was them! They helped -
(soft focus people step in)



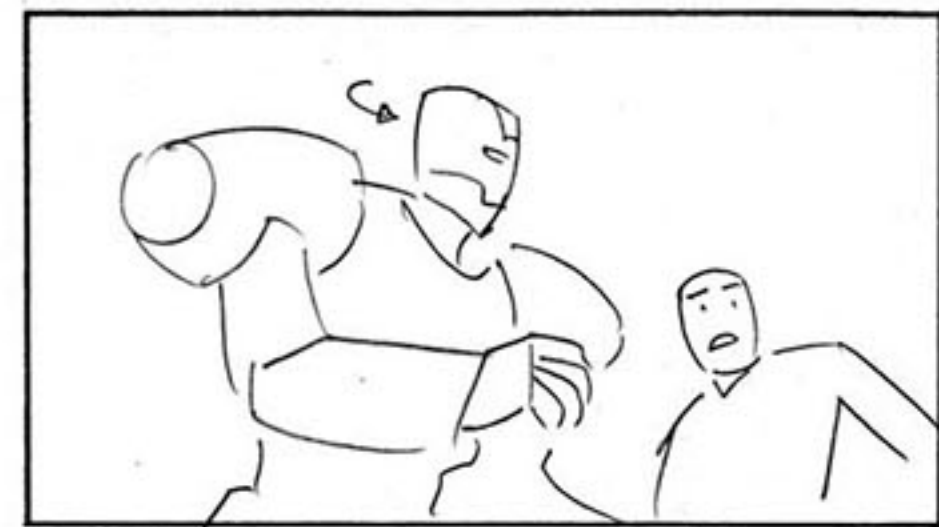
-him get away!



(175) VO: I saw them, too!

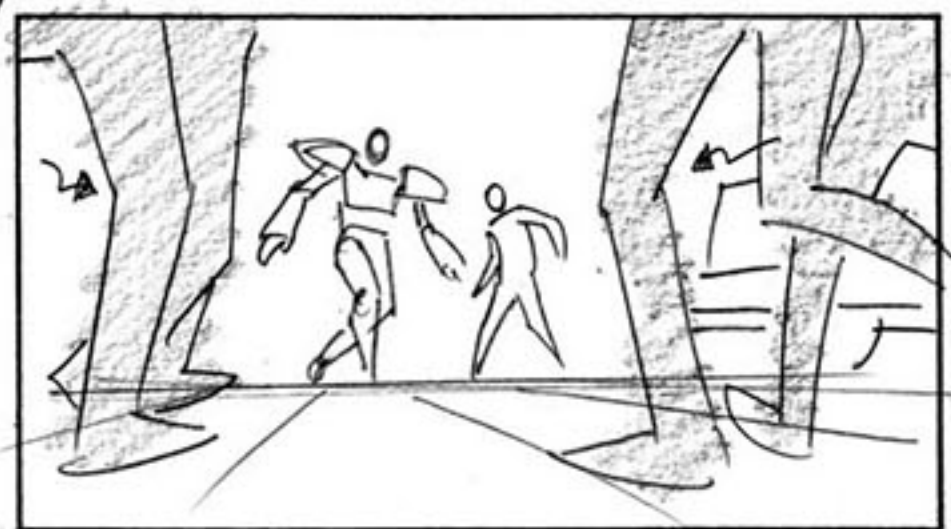


bottle in - C blocks with arm

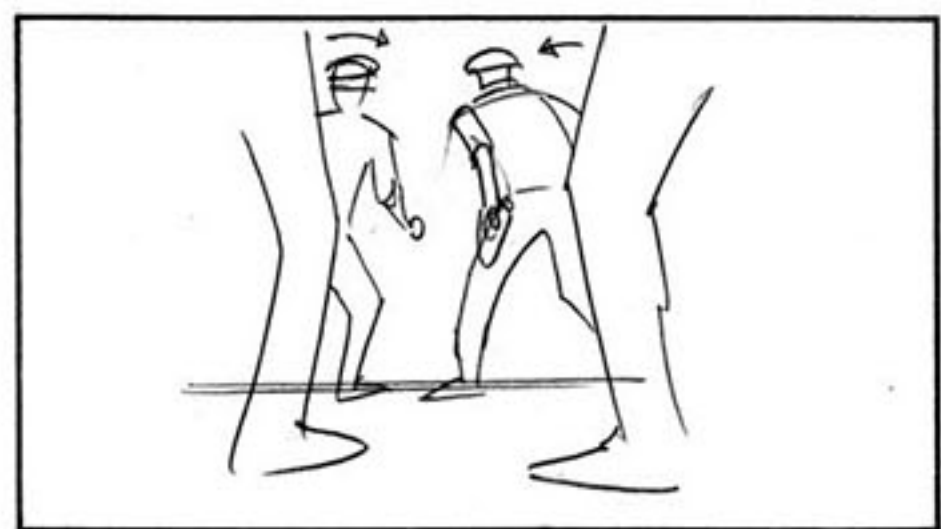


(176) C: Ah. This must be your fan club.

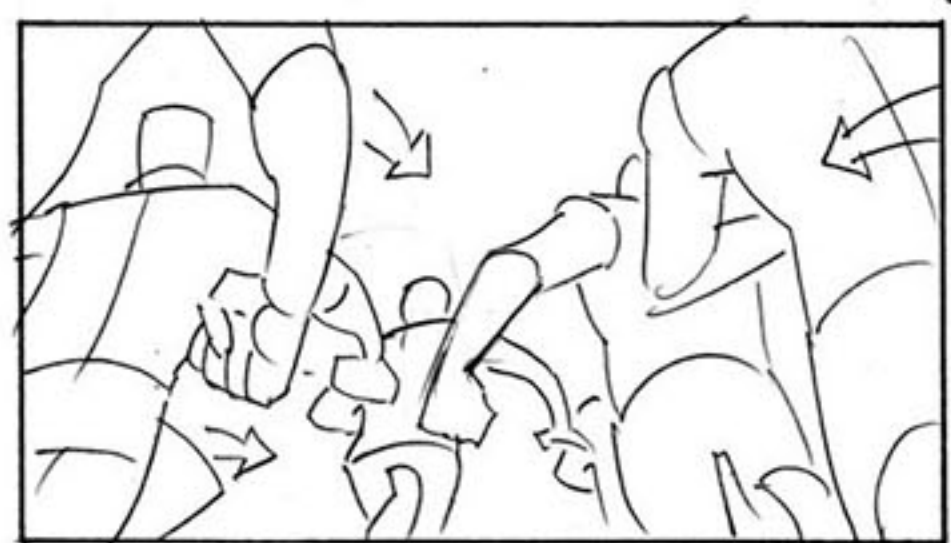
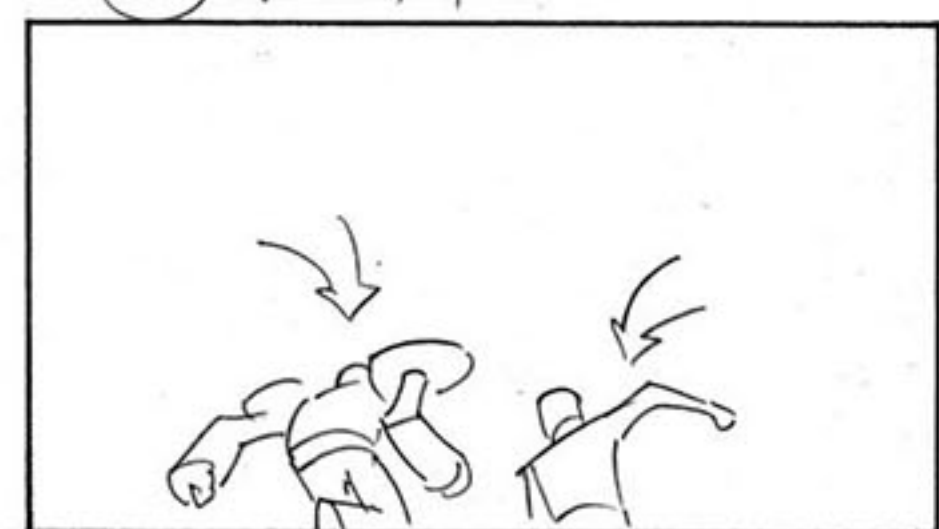
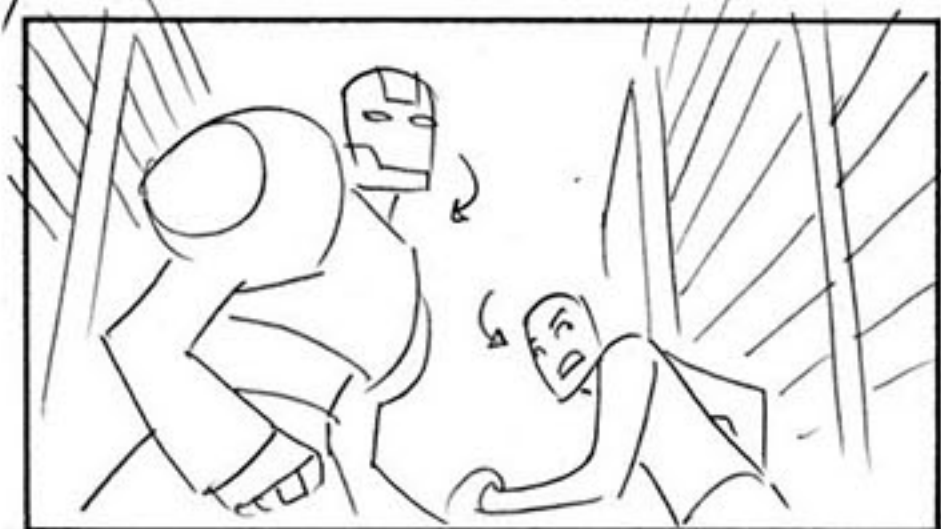
(177) M: Uh, yeah -



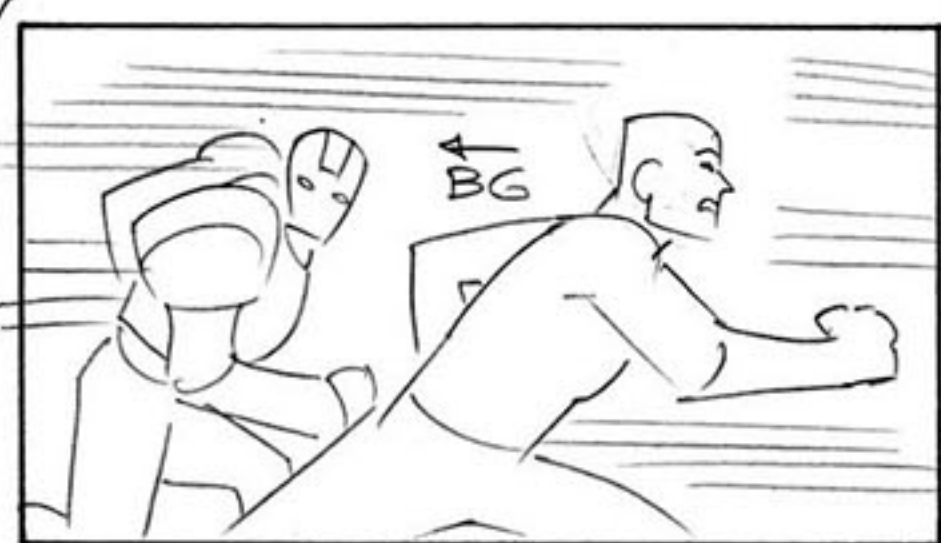
-better not let the fans get-



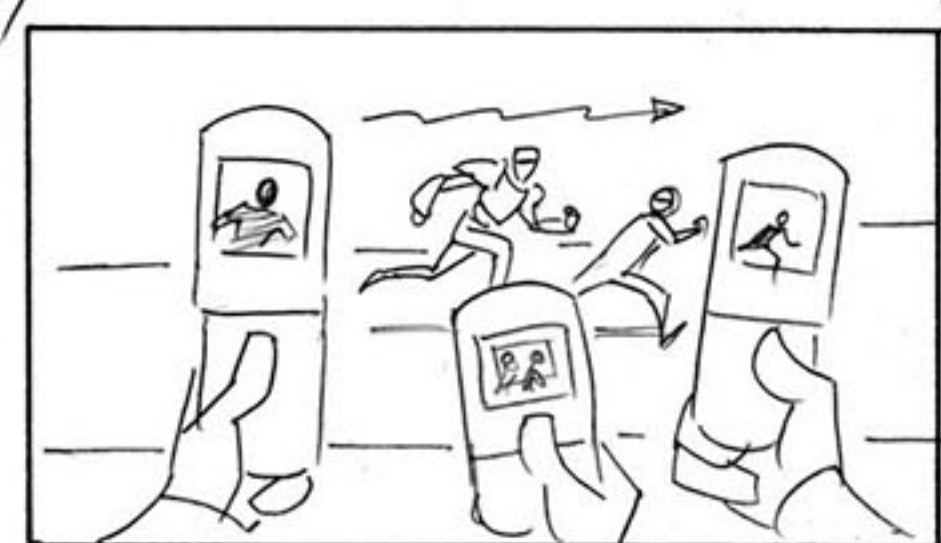
(Cops in)
-too close



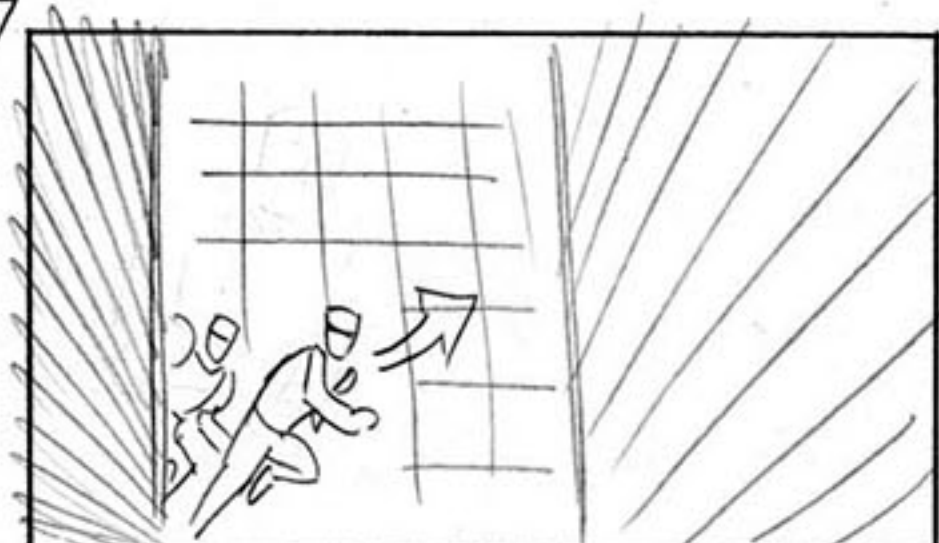
Crowd chases



(178) C: They love you!



CLICK CLICK CLICK
They REALLY love you!



Into alley



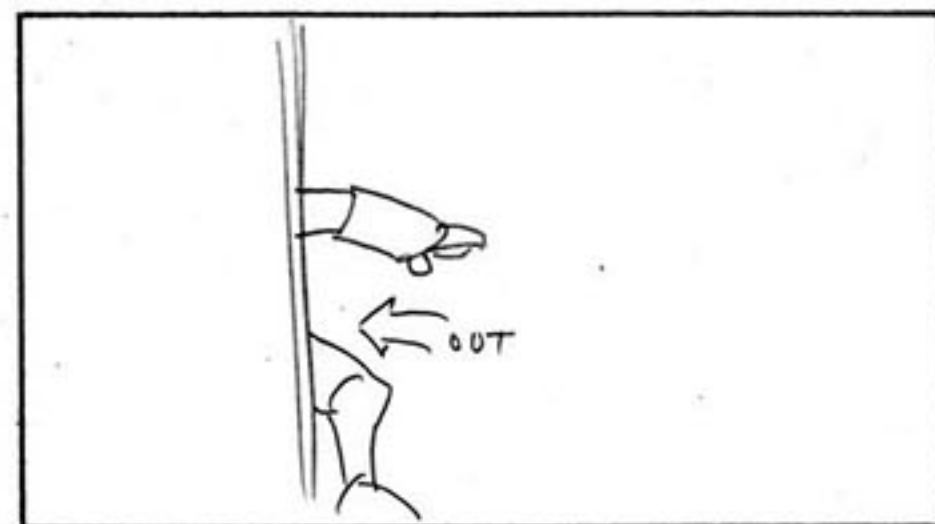
C stumbles a bit



M waiting in nook



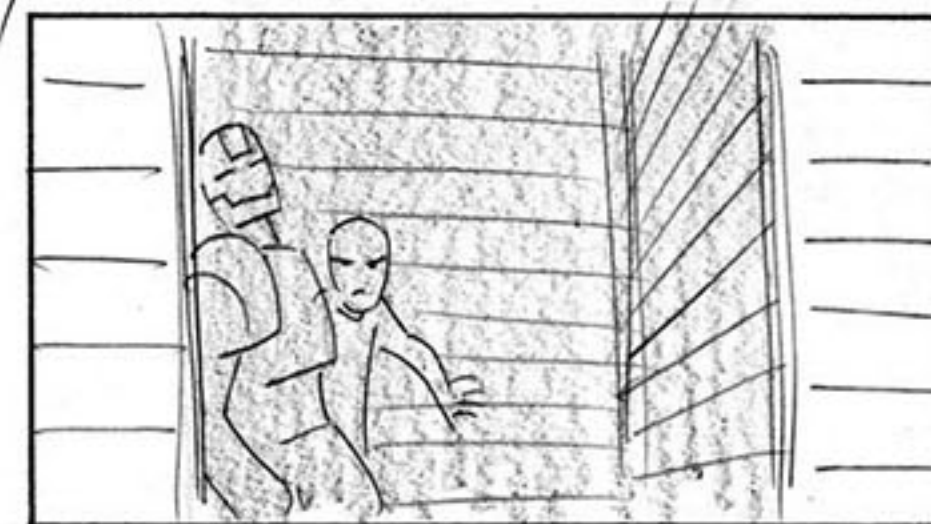
-pulls C in



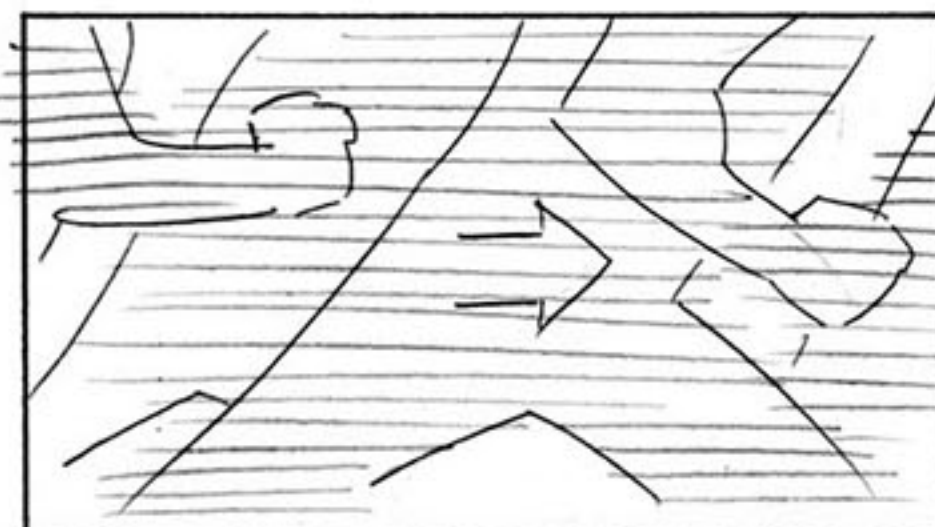
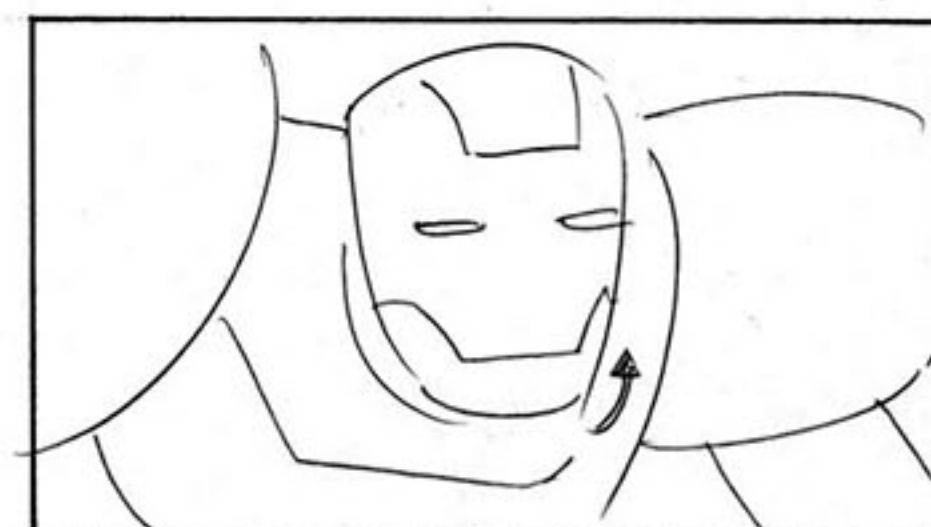
crowd IN



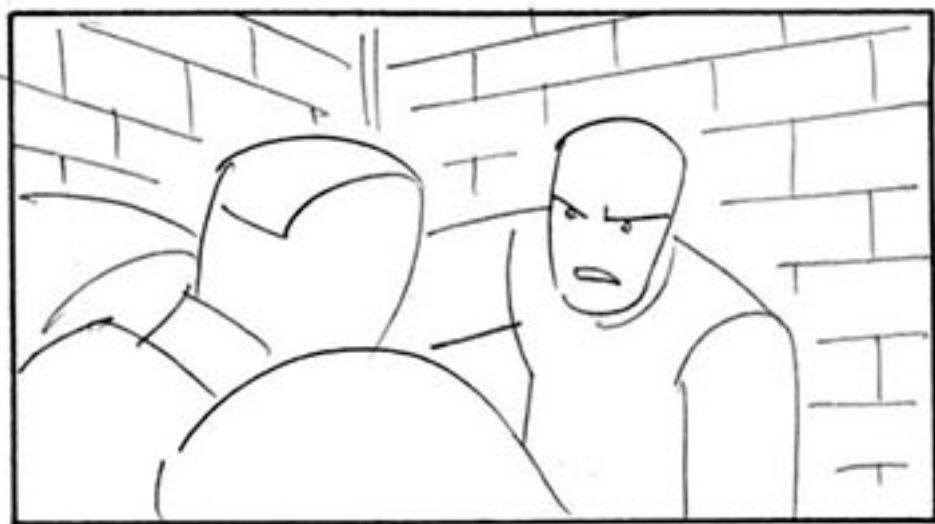
They run past the nook



C&M in hiding

Crowd charges thru FG,
C&M briefly visible in gapsCytro droops as all
run OS(179) C: My reserves are down
to 3 percent, Max.

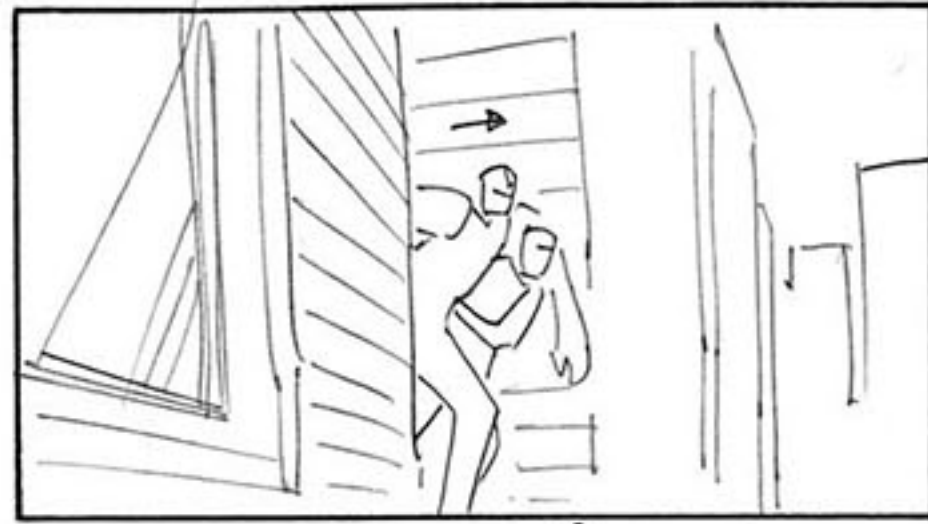
I don't have much longer.



180 M: Hang in there, buddy.



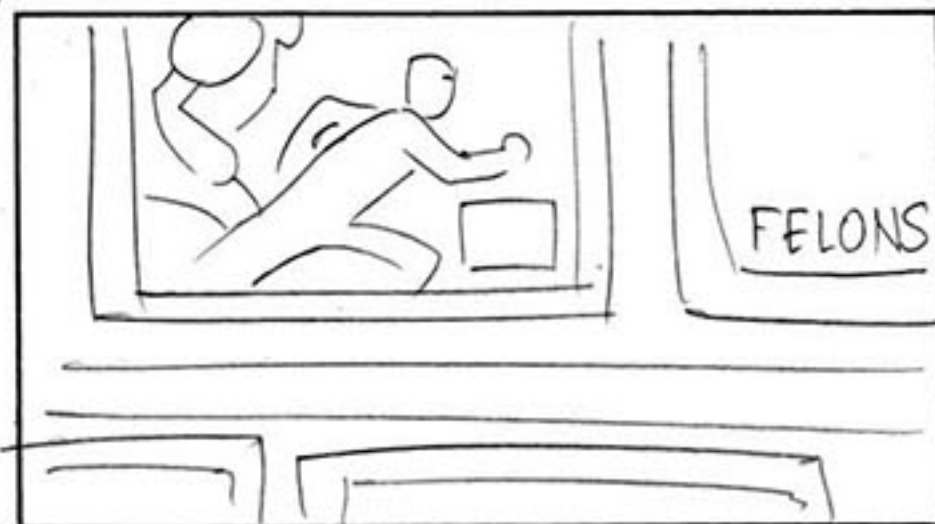
Just a little further.



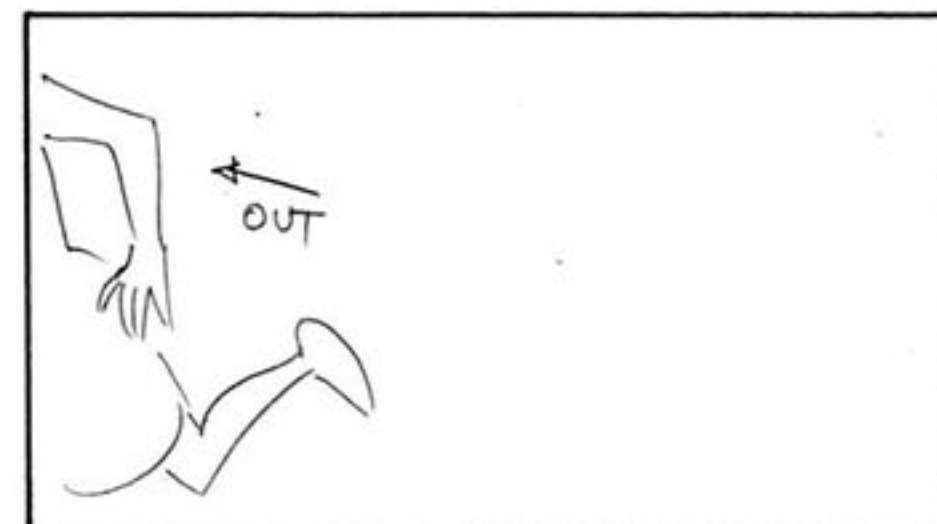
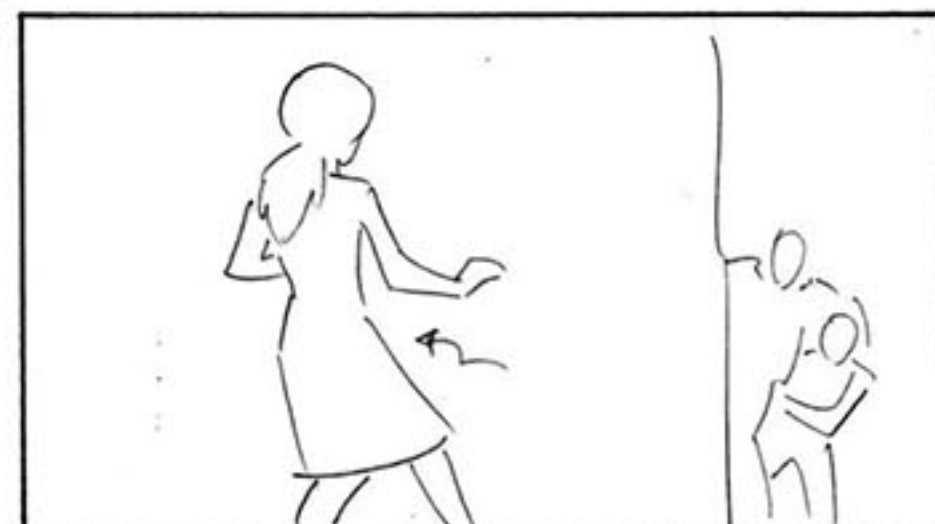
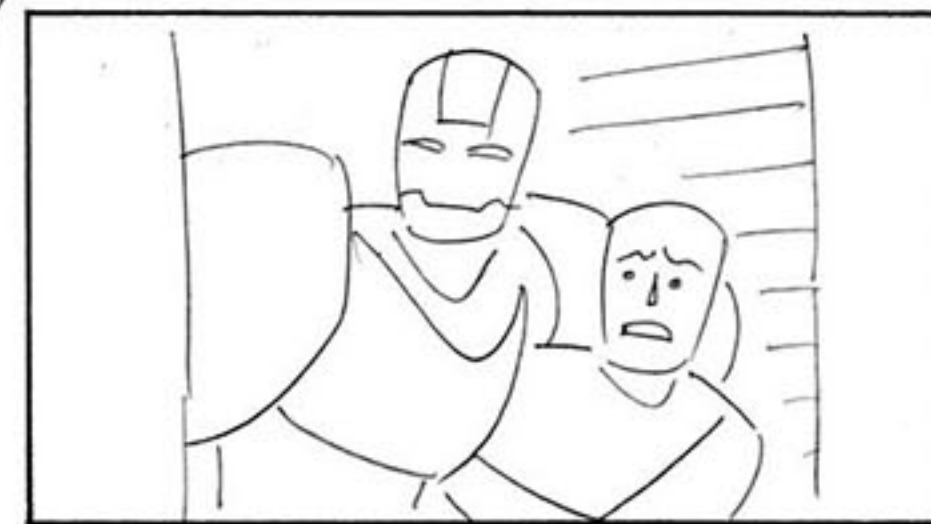
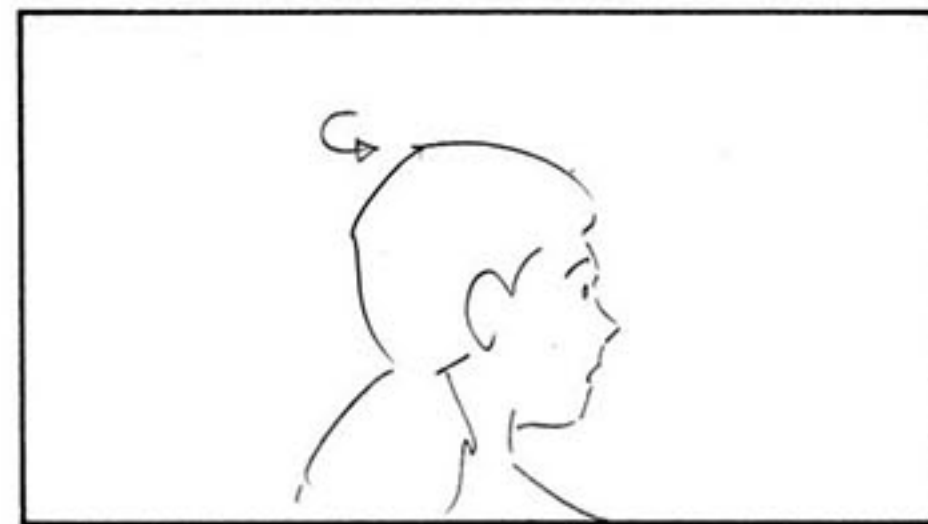
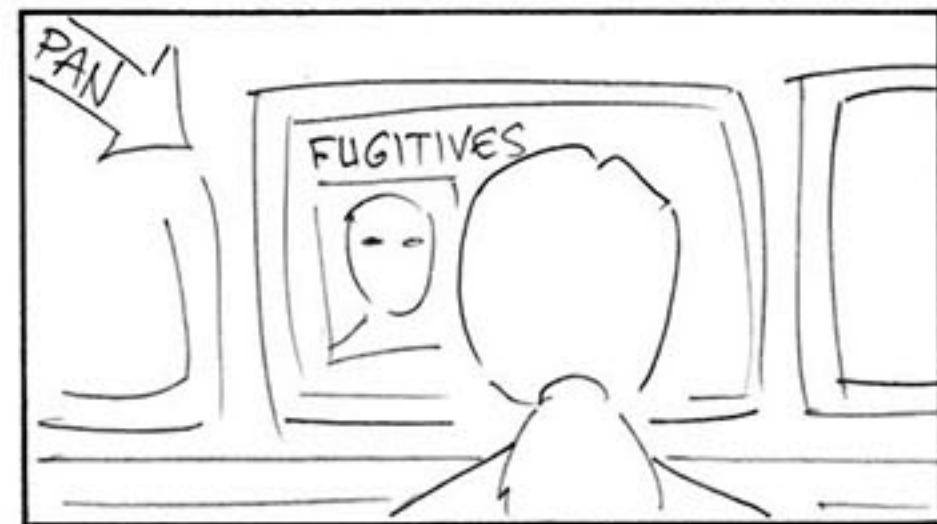
M & C emerge from alley



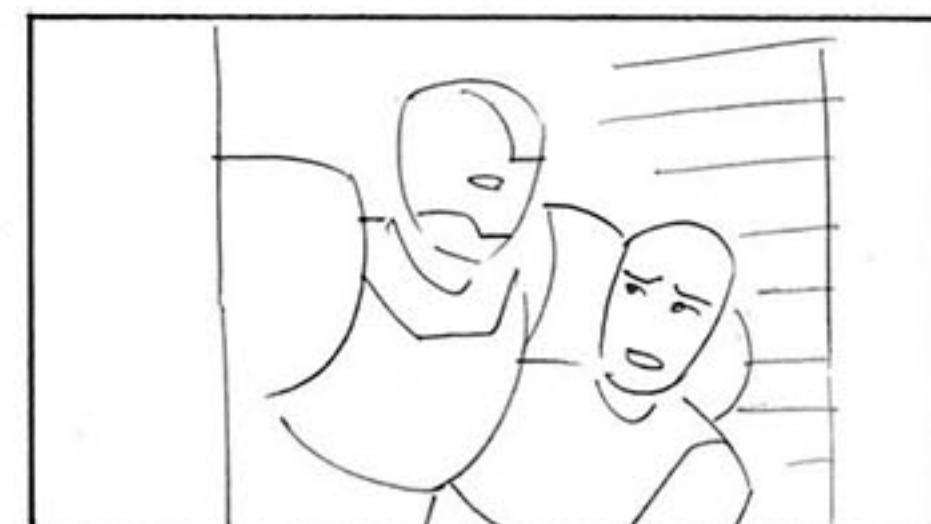
Truck out to see woman looking @ window of TV shop



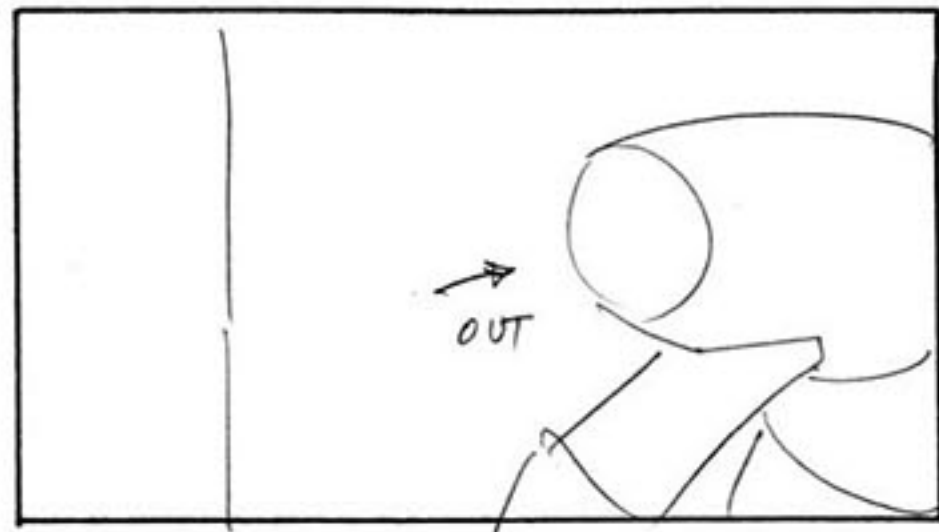
c/u on TV screens - cel phone stills of M & C



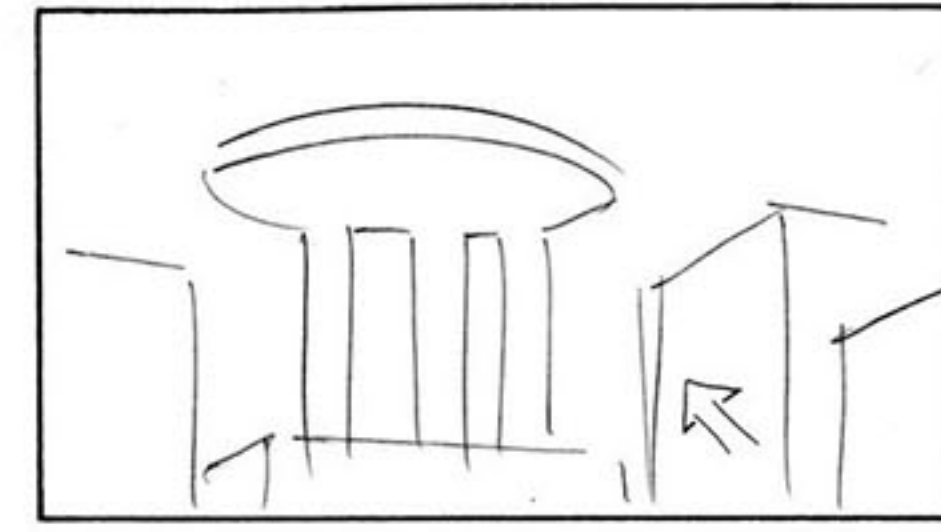
182 C: I do not know how you do it, Max Steel. Fame is...



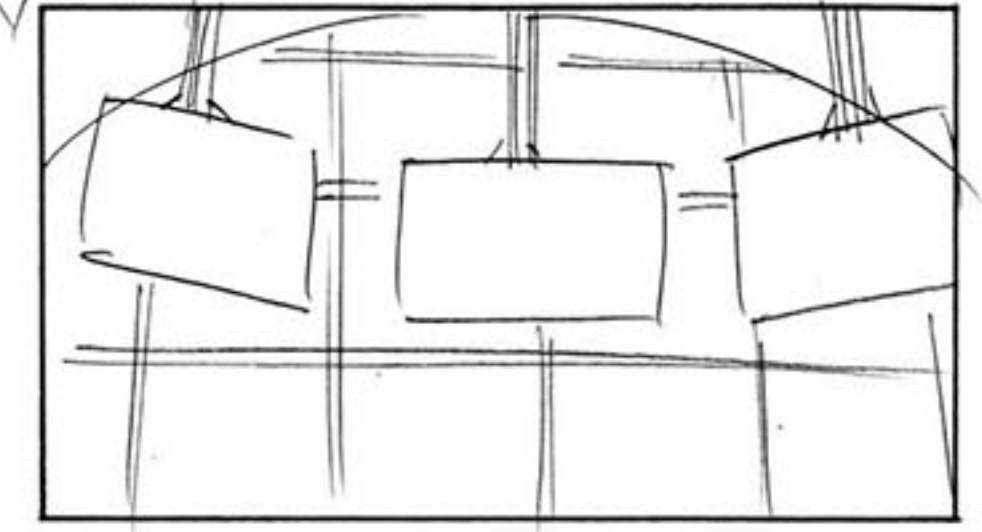
...exhausting.
183 M: Save your strength, pal.



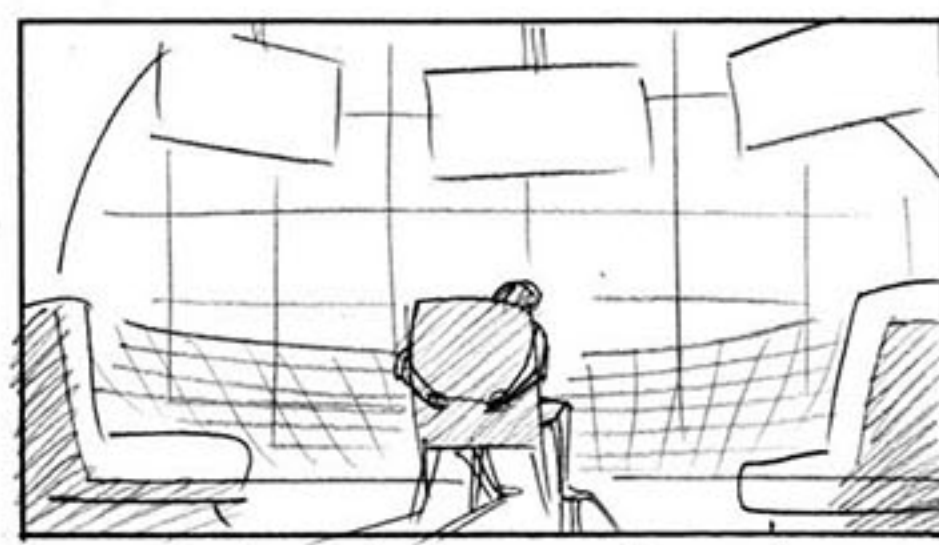
Almost there.



Pan up to see Skyhawk Stadium



Inside skybox



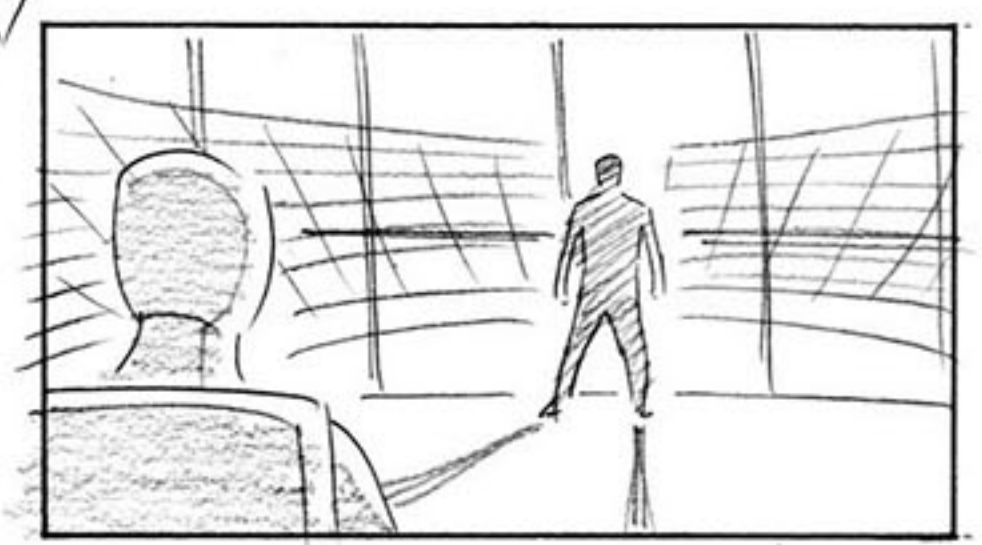
Truck out/crane down to see B tied to chair



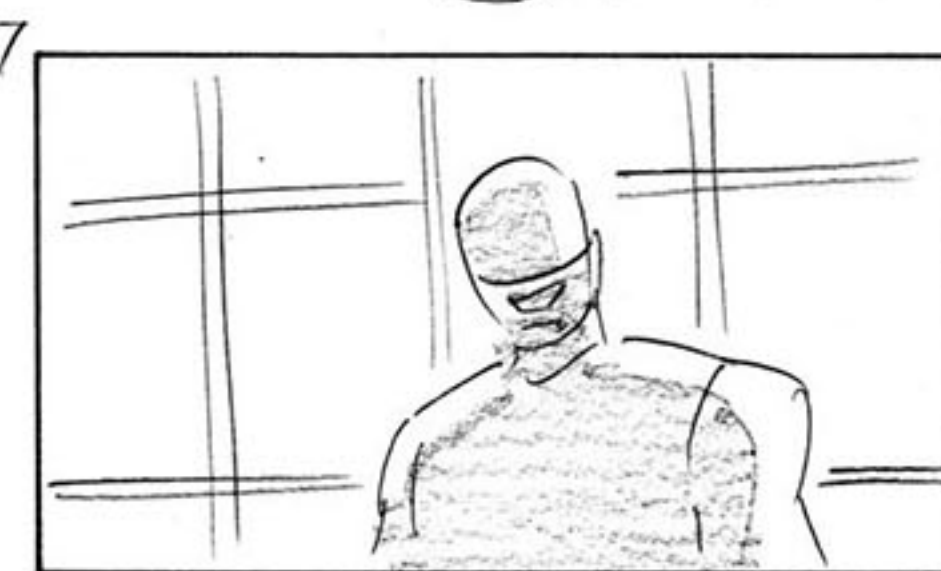
Shadow in



Truck out as B looks up
-see you again, Berto.



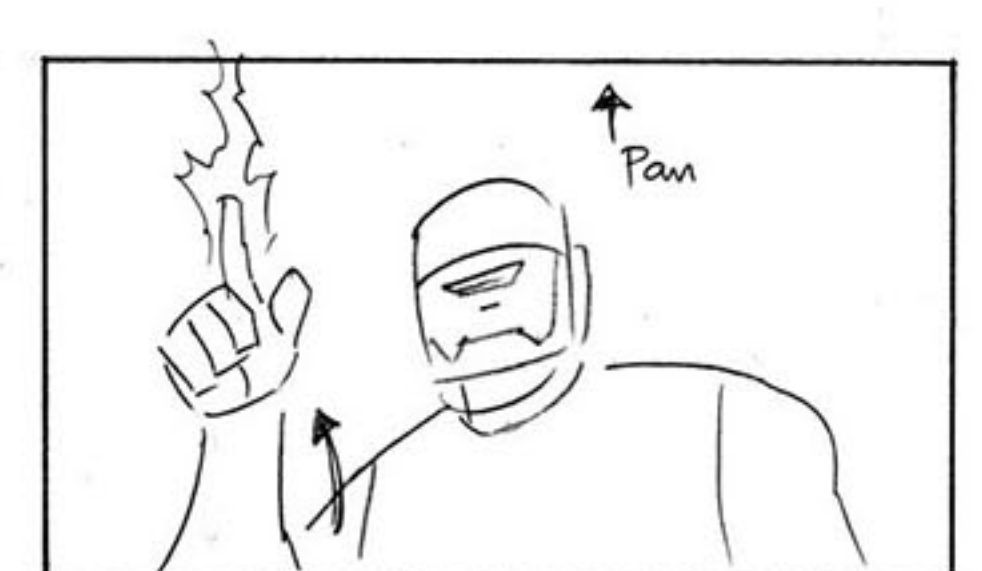
(185) B: Do I... know you?



(186) MK: You don't remember?



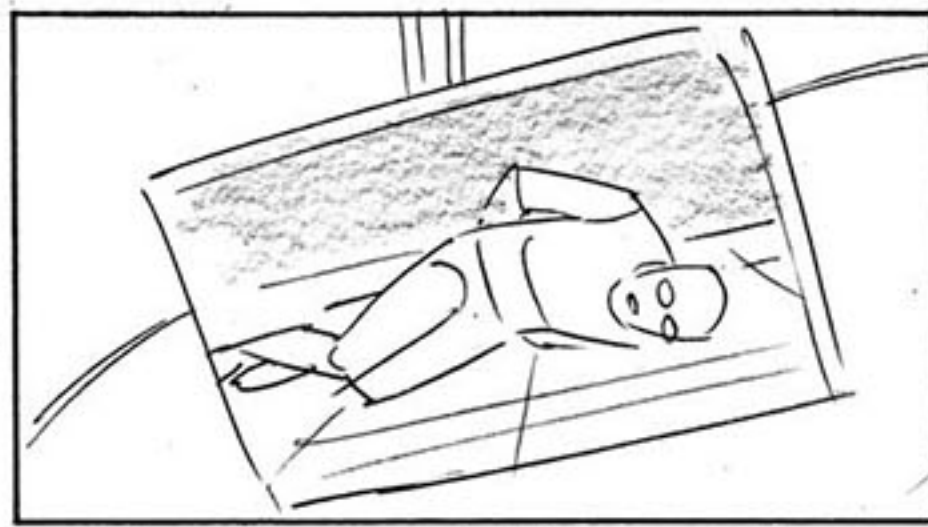
(Pull back as MK advances into secondary light source)
It's all right, you were a tad disoriented-



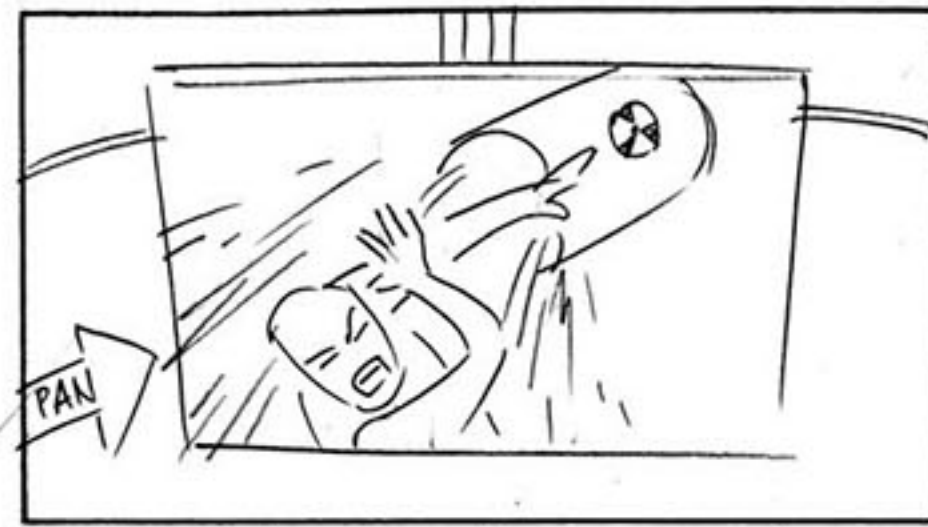
-last time we met.



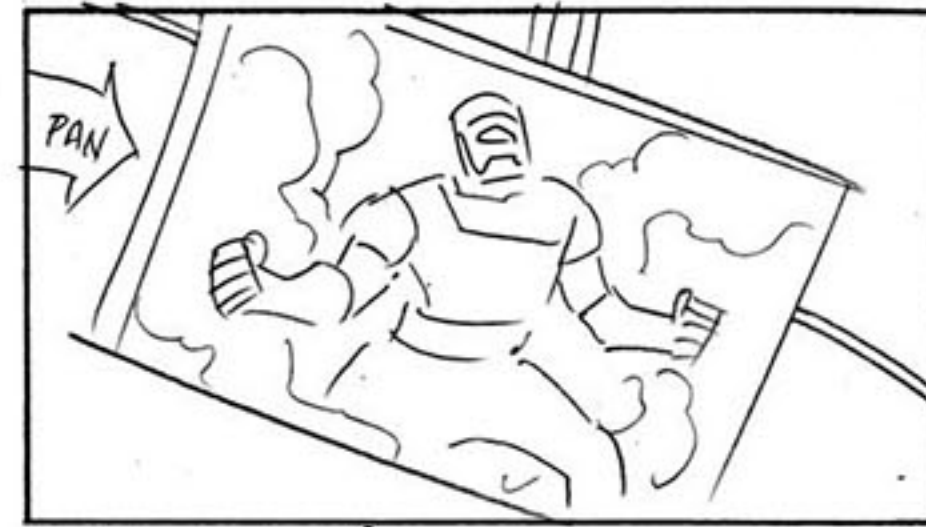
Slight downshot -
B looks up



monitor starts BLANK - image
fritzes into focus

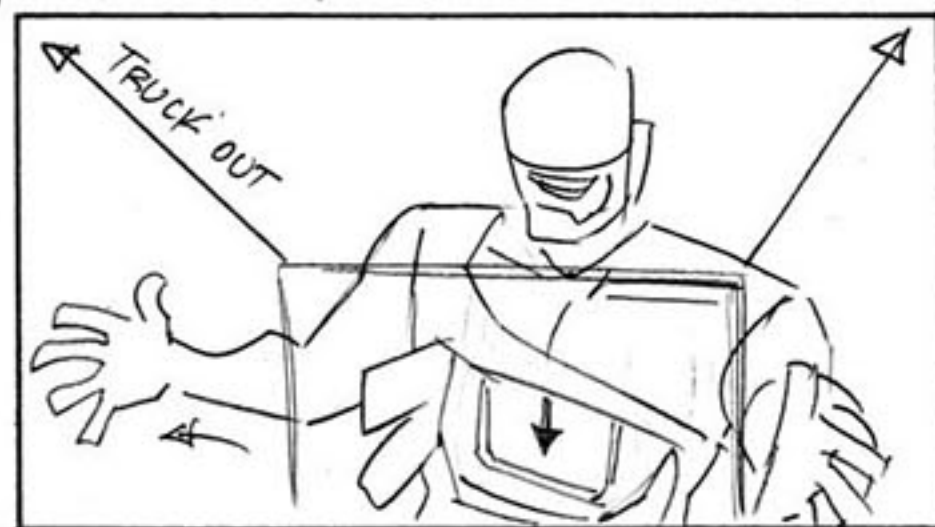


MN with toxic waste pouring down
(another still)



Still of Makino

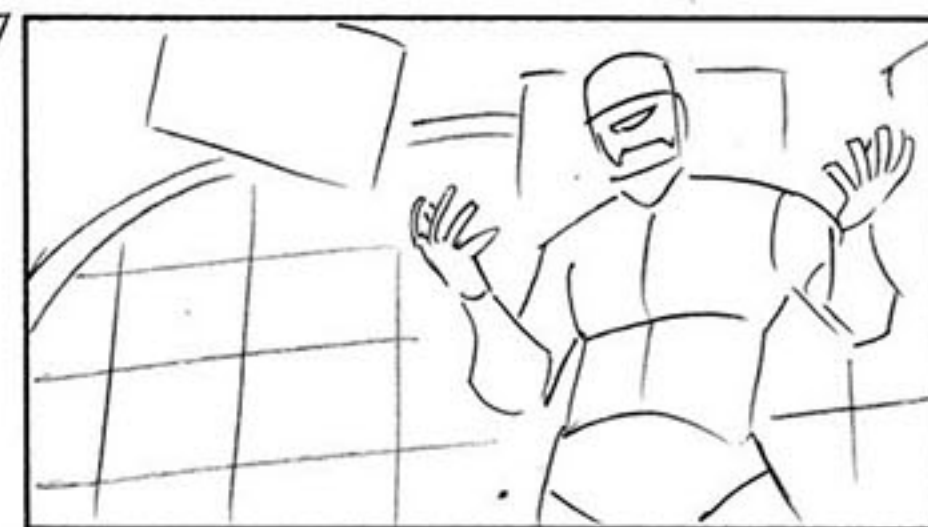
187 MK/VO: But I remember you. In fact, I carry a little piece of Berto around with me wherever I go!



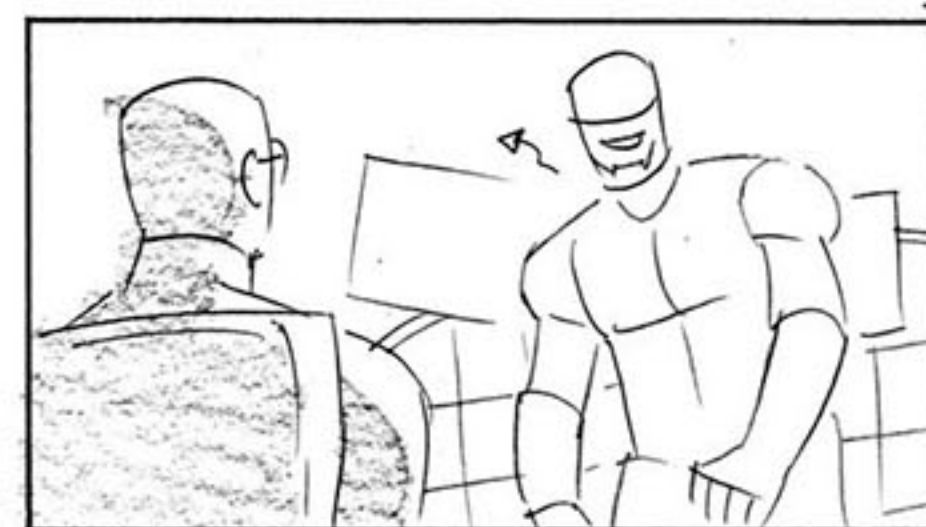
Stomach panels open - laptop screen slides down
Your computer operating system
runs the show!



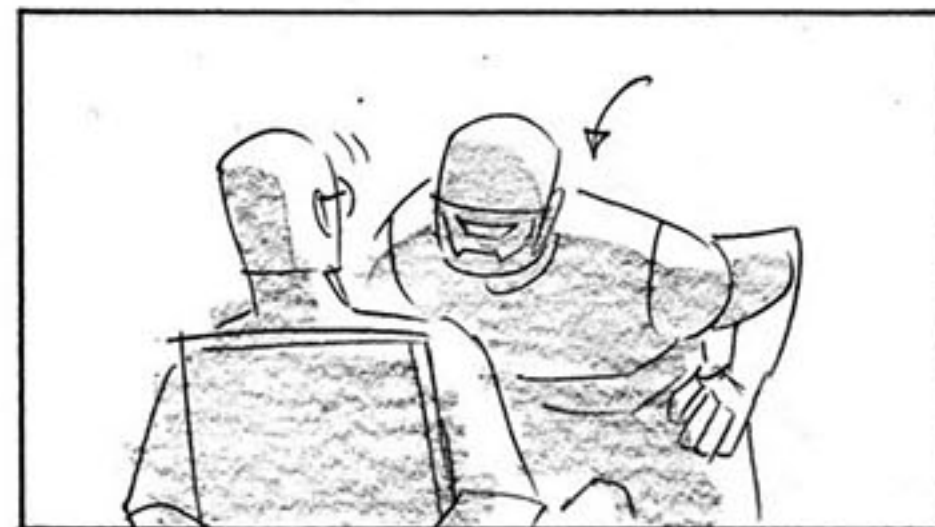
188 B: what more do you
want? You've already
destroyed N-Tek!



189 MK: A strong opening
act indeed.



(Pull back as MK advances -
Bring B into view)
But now we need the big finish!
I want to-



-bring Steel to his knees!



190 B: You're wasting your time.



Max is too strong!



191 MK: check this -



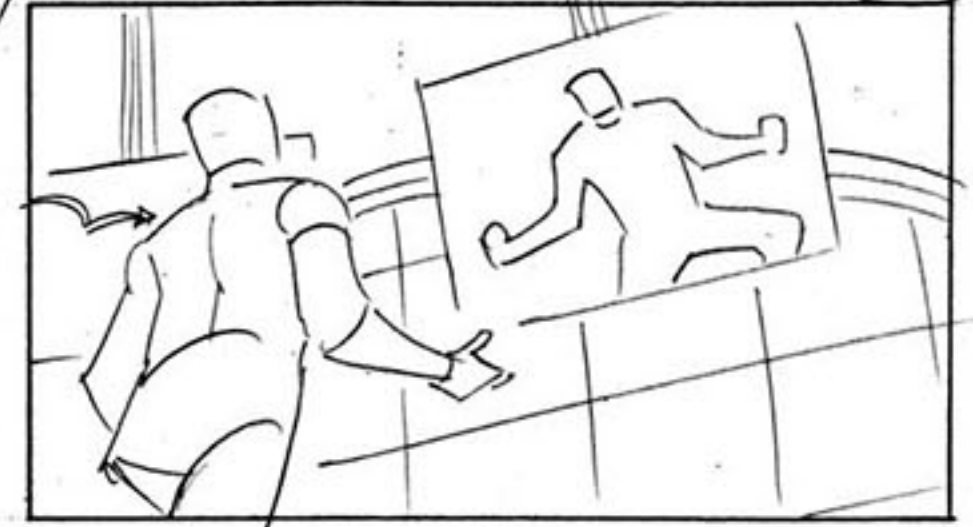
I'm better.



I always knew I was one of a kind.



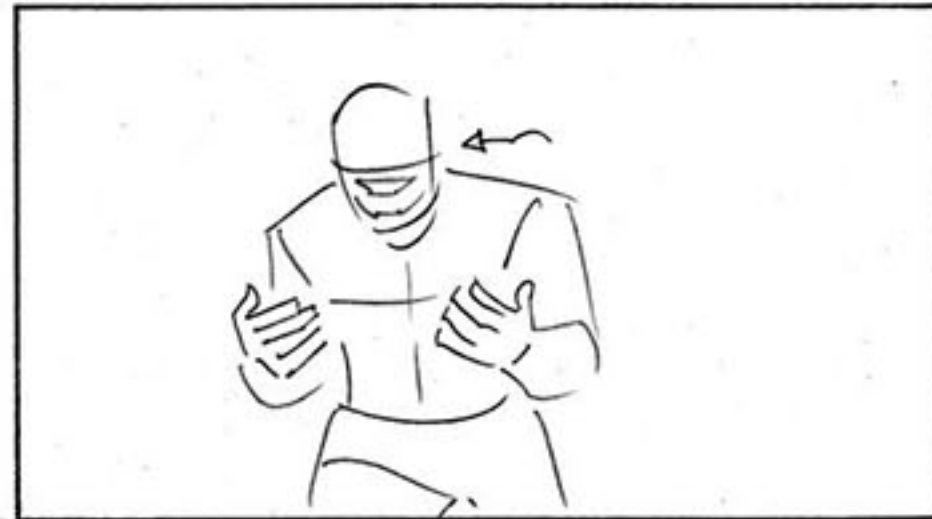
Smart, rugged features,
sparkling personality...



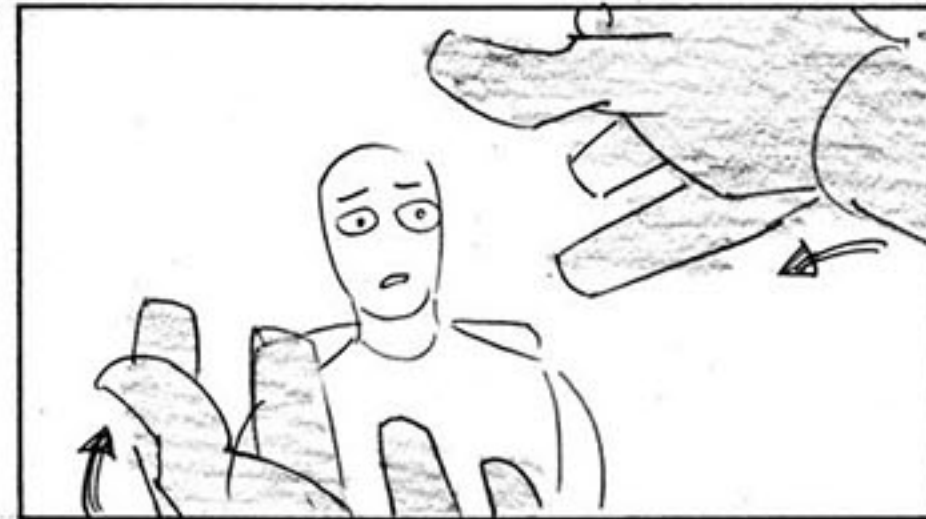
To me, I was always the hero.



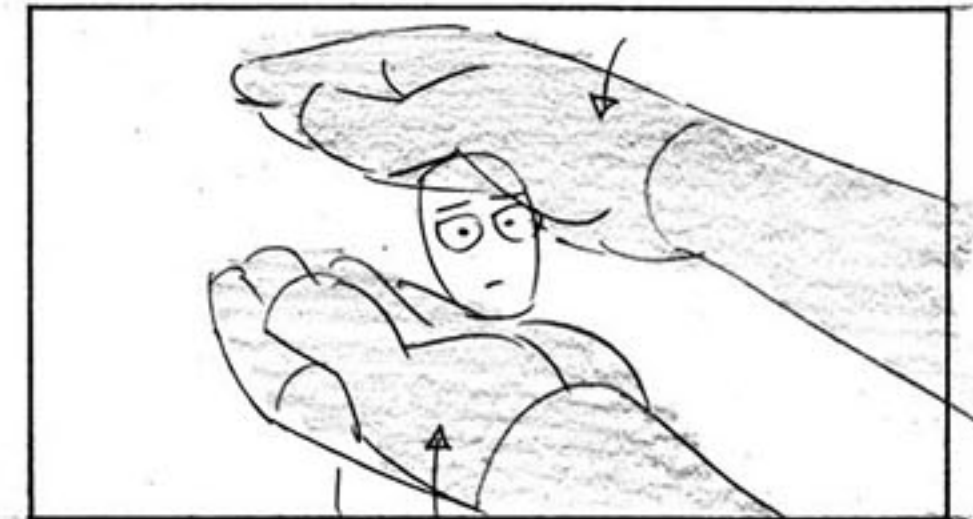
(Turn to mimic pose in still)
Now I get to do something
about it!



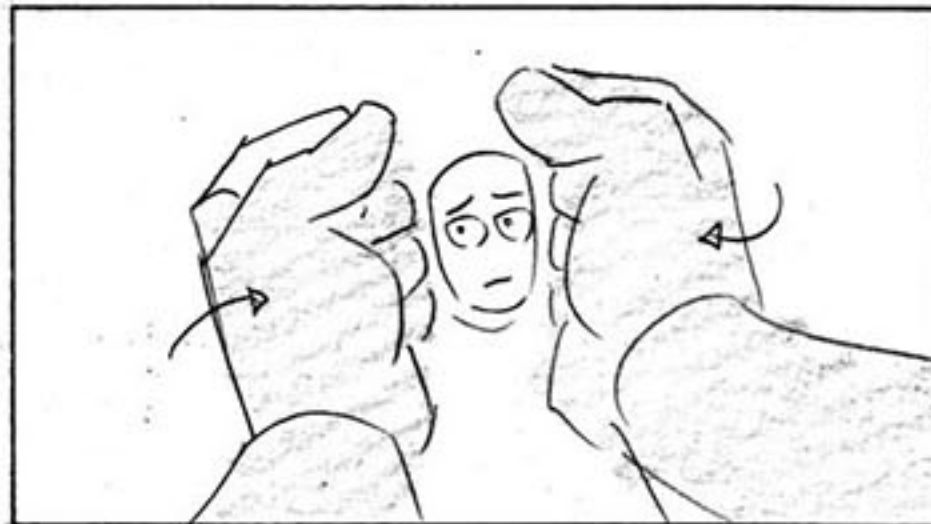
I just need that Ntek
thing-



(vo)-where you shrink down



- gear and pack it in
those little ...



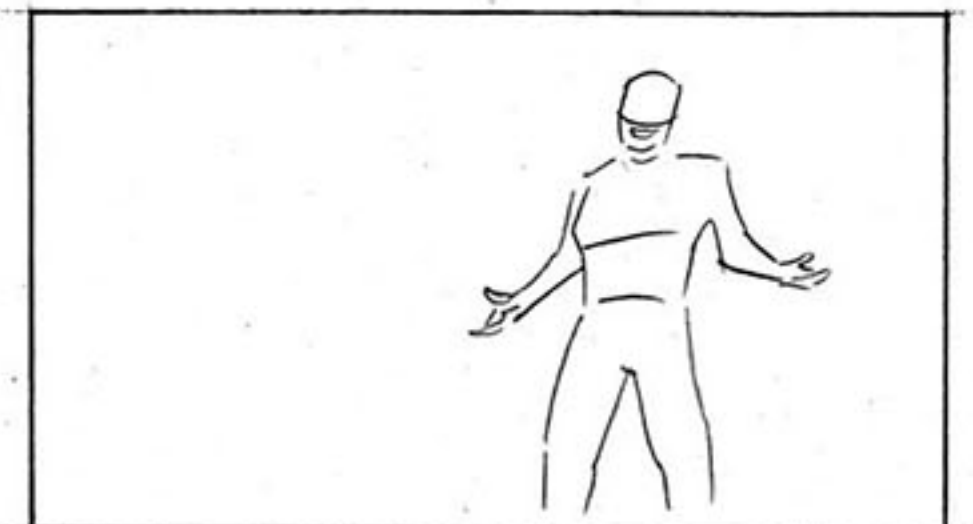
- Nanocubes.
Shrinks stuff down.



(192) B: If you're talking about
Nanotech, you really ARE
delusional.



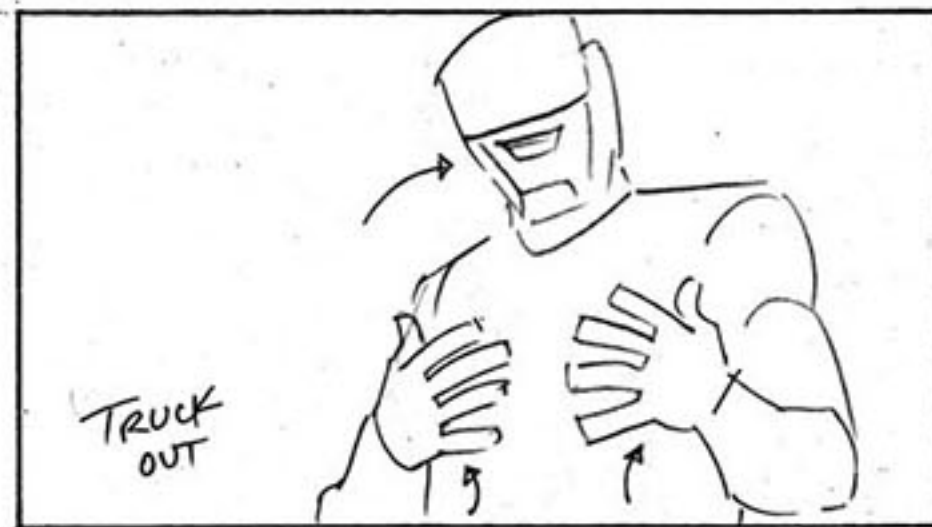
It took me 3 years to
develop. You think you can
learn it overnight?



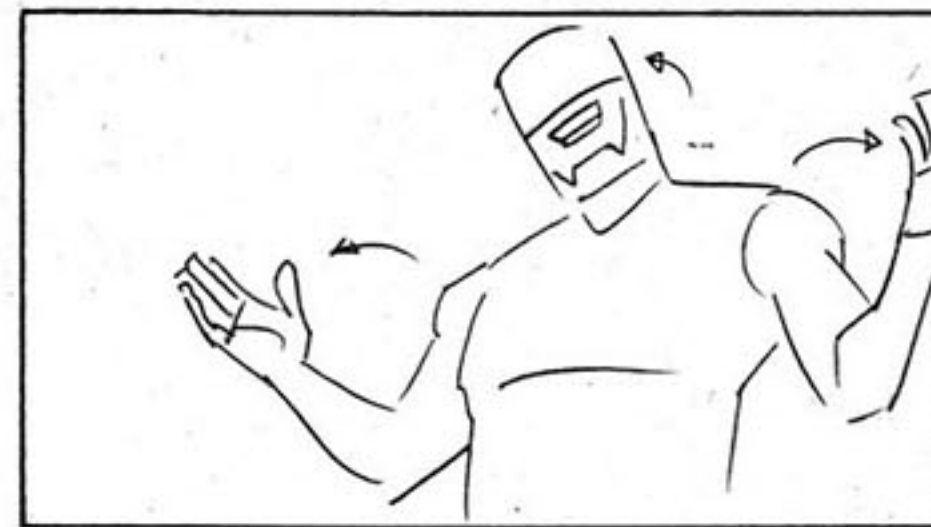
(193) MK: Actually, I do.



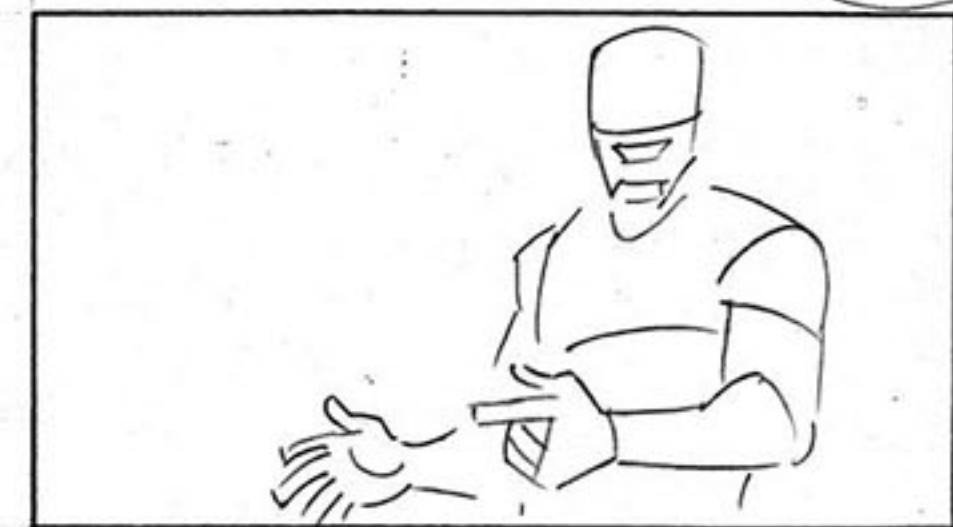
Breaking news, Berto!



Your laptop operating system
is



-my operating system.



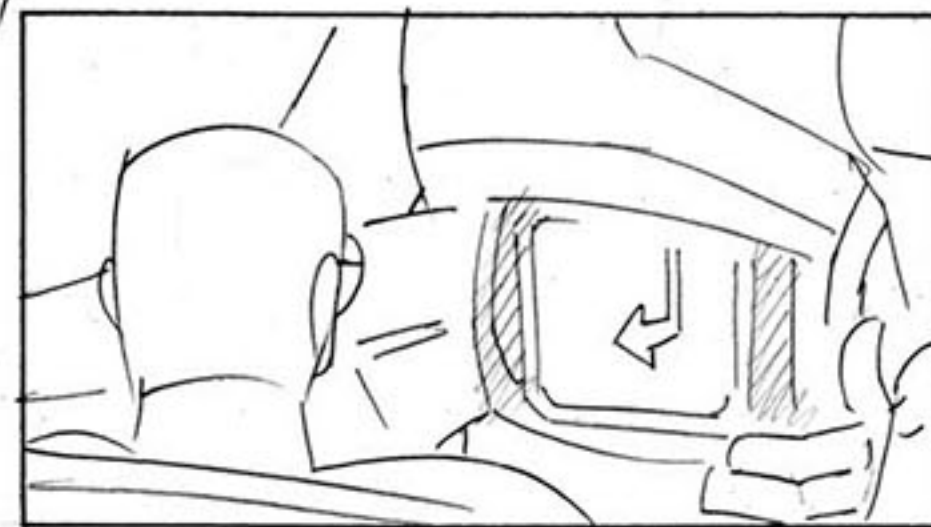
What you know-



I will know.



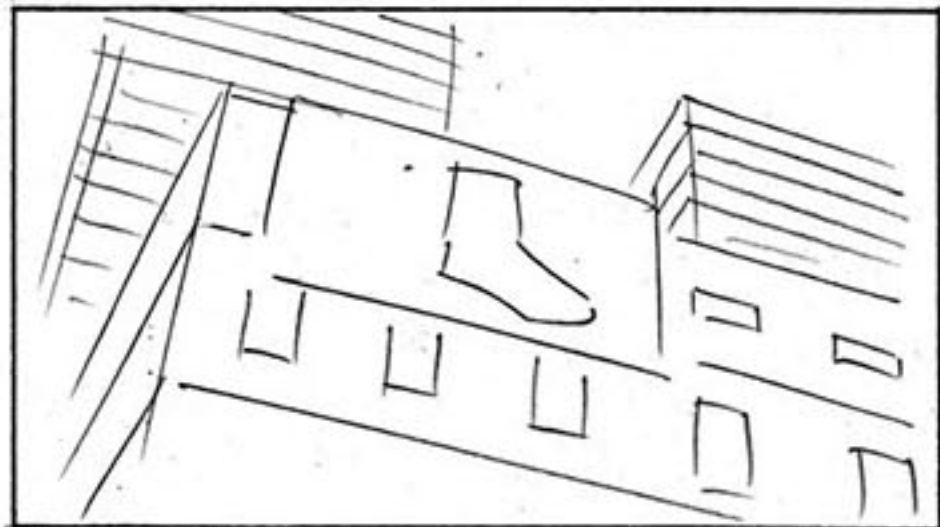
(194) MK: The only thing I
need to know-



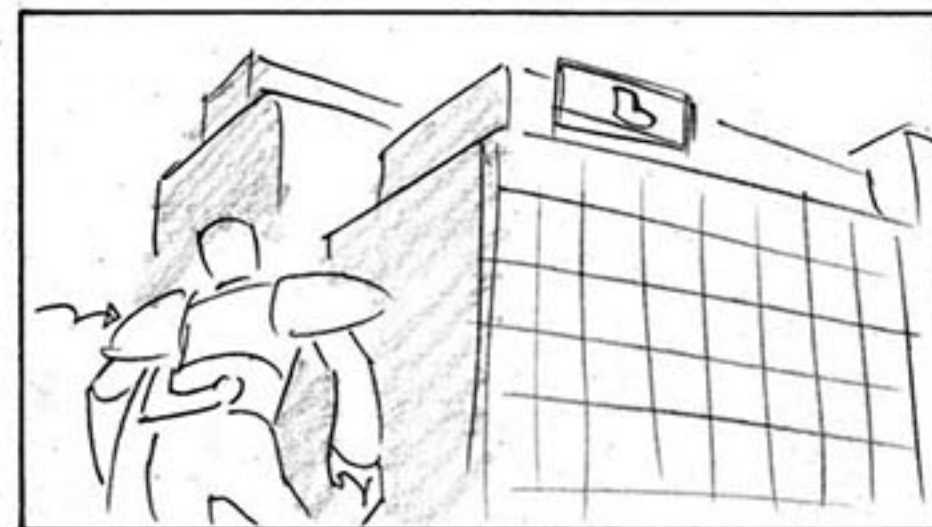
① Panels open ② screen descends ③ shifts fwd
-is your password.



B: Gulp!



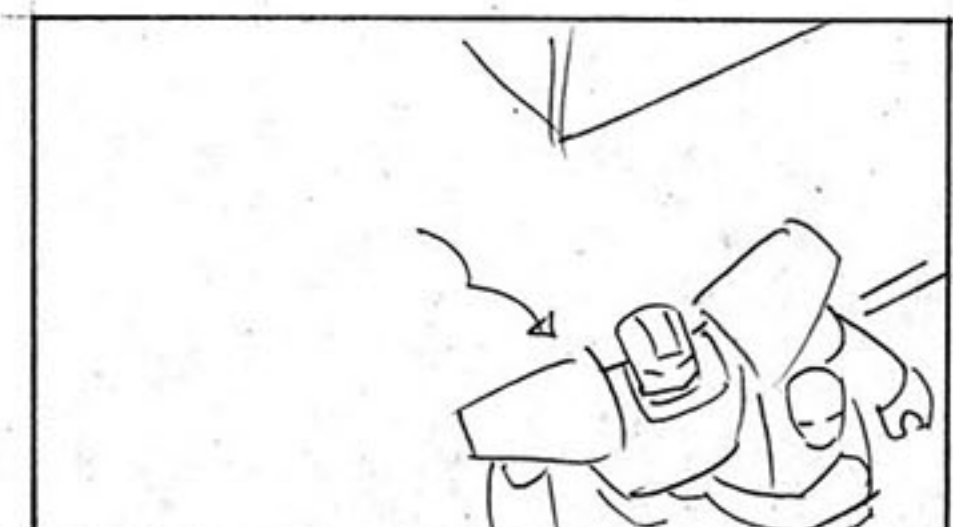
Start on shoe billboard



Truck out
(195) M: This is the place.



(196) C: I do not see how
a shoe factory-



-will help in our current
situation.