

MAX STEEL VS. MAKINO

Third Draft

written by
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FADE IN:

1 EXT. ANDES MOUNTAIN RANGE - DAY

We TRACK a COMMERCIAL AIRLINER, as it soars through the sky. Conditions are clear, visibility is good, and the plane descends gradually.

The LANDING GEAR descends and promptly... EXPLODES in a shower of electrical sparks. The gear is ripped right off, and the plane PITCHES WILDLY.

Panicked PASSENGERS look out the windows and SCREAM.

2 INT. COCKPIT - CONTINUOUS

OTS - The Captain and Co-Captain struggle with the controls.

CO-CAPTAIN
Disengage auto pilot!

CAPTAIN
I can't! I can't do... anything!
(into radio)
MAYDAY! MAYDAY!

The captain yanks his hands away as <BZZZZZT> an ELECTRICAL CURRENT suddenly dances across the control panel. The two pilots exchange horrified looks as the YOKE, LEVERS and PEDALS jerk wildly, seemingly on their own.

CO-CAPTAIN (V.O.)
Brace for Impact!

Now we PULL BACK into the cabin of the plane... we see the first couple of rows of NERVOUS PASSENGERS, then the camera plunges down, THROUGH THE FLOOR, into --

3 INT. CARGO HOLD - CONTINUOUS

We're in the dimly lit BELLY OF THE PLANE. A DARK AND MYSTERIOUS FIGURE grips a thick bundle of WIRES protruding through a wall panel. Electricity arcs and sizzles, flowing from his arms, and through the wires.

MYSTERY MAN (MAKINO)
(billboarding)
THIS just in!
(MORE)

MYSTERY MAN (MAKINO) (cont'd)
 N-TEK saves crippled plane!
 (then, sotto)
 C'mon, Steel. Take the bait.

4

EXT. AIRPLANE - CONTINUOUS

WIDE SHOT to show the plane tipping crazily, barely making it between two TWIN PEAKS. It levels and descends toward the peaks of some CRAGGY MOUNTAINS up ahead.

ADJUST ANGLE to show -- the TEK JET, gaining supersonically from behind. It flips at 600 mph, now flying BACKWARDS, above and ahead of the crippled airliner. The jet pumps its flames to rapid brake.

ON: The CARGO HATCH. Big HERO REVEAL as MAX STEEL races down the ramp and goes airborne in his WING SUIT, followed by Cytro in HEAVY ROTOR GEAR. The Tek Jet peels off and shoots straight up in the air like a rocket. Max and Cytro fall into formation behind the airplane.

BERTO (V.O.)
 Max? Are you ready?

MAX
 (into comm)
 Always ready, Berto! Bring me up to speed.

INTERCUT BERTO, in N-Tek's Skyscraper Headquarters, monitoring the situation on a computer.

BERTO
 (via comm)
 The pilot called in an electrical malfunction. He's lost control of the plane!

Max's POV: The plane is on a collision course with a series of craggy mountain peaks.

MAX
 Come on, Cytro. Time to move some mountains!

Max pops a NANO CUBE, revealing a large BLASTER. Taking aim, he BLASTS the peak of the mountain just before the plane impacts.

5

INT. BELLY OF THE PLANE - CONTINUOUS

Our mysterious figure is still controlling the plane with the wires. He looks out the window and sees Max.

MYSTERY MAN (MAKINO)
 Right on cue!
 (barker voice)
 Turbo powered, Ten times stronger,
 Ten times faster.
 (then, muttered, bitter)
 But the bigger they are... the
 harder they fall. **NTEK...boom...Max**
Steel...BOOM.
Reee-vay-ange! Yeah baby... And
out.

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6 EXT. PLANE - CONTINUOU

As the plane soars through another SERIES OF PEAKS, Max and Cytro alternately blast them one by one, narrowly averting collisions each time. The plane has cleared the peaks, but is now headed for the side of a MASSIVE GLACIER.

CYTRO
 At this rate of descent, the
 aircraft will not clear the edge of
 the glacier.

MAX
 Looks like we've got ourselves a
 plane to catch!

Max roars into position under the belly of the aircraft and PUSHES UPWARD. But the 200 ton plane continues to lose altitude as it rockets toward the glacier.

7 INT. BELLY OF THE PLANE - CONTINUOUS

Our MYSTERIOUS FIGURE holds a CLEAR CANNISTER containing two BLACK ORBS. He shoves the cannister into a slot in the floor.

MYSTERY MAN
 Go get 'im, boys.
 ALT: Max, meet your stalkerazzi!

8 EXT. PLANE - CONTINUOUS

Max pushes with all his might.

Two small CYBER CAMS (the black orbs from previous shot) whizz into frame, flying alongside Max.

Tight on one of the cams: we see and hear the LENS, as it focusses in on Max.

CYBER CAM POV: Grainy image of Max straining with all his might. It looks like he literally has the weight of the world on his shoulders.

Sensing something, Max glances over his shoulder, but the cameras are gone.

The PASSENGERS SCREAM, seeing their impending doom up ahead.

Max pushes upward with all his might. He delivers one final Herculean thrust... barely boosting the plane so that it clears the lip, and belly slides across the surface of the glacier... directly toward a 1000-METER DROP OFF up ahead.

*

Max and Cytro land on top of the plane's fuselage.

MAX

Alright, Cytro. Time to hit the brakes!

*

Cytro fires out a series of GRAPPLE HOOKS that dig into the ice, but the plane continues to rocket across the glacier and toward the precipice.

BERTO (V.O.)

(via comm)

Still too fast, Max!

Max looks around. Notices that the glacier curves up on either side (almost like a... HALF PIPE). Max SMILES.

MAX

Think I've got a way to slow this bird down.

Cracking another NANO CUBE, Max fires two ZIP LINES to the tip of either wing and pulls. But the wings won't budge. The plane is already halfway across the glacier and showing no signs of slowing.

MAX (cont'd)

Going... TURBO!

Glowing with turbo energy, Max tugs on his ropes, and is now able to BEND either wing up slightly, causing the entire plane to BANK to one side or the other.

Roaring up one side of the glacier, the plane soars off the lip, catching air, then turning back around and zooming back down into the pipe, and up the other side, where it repeats the same moveover.

BOOM. The ENGINES are sheared off by the sheer force of the wings against the ice and snow. But still, the plane rockets ahead.

PASSENGERS SCREAM.

LONG SHOT: Max looks like Shaun White riding a mega sized SNOWBOARD down a half pipe. And he's loving it.

MAX (cont'd)
Yeeee haw!

TIGHTER NOW: The CYBER CAMS appear again, buzzing around Max, filming this mind-blowing event from all possible angles.

The plane is slowing down, but still plowing toward the brink. Max gives it his all, yanking on one of the lines.

MAX (cont'd)
(excruciated grunt)

And the plane does a triple-twist off the top of the lip, landing back down in the base of "the pipe," skidding around backwards, and finally grinding to a stop, it's entire tail section actually hanging over the edge.

Max leaps down onto the snow, glancing over the edge.

MAX (cont'd)
(smiles)
With room to spare.

A CYBER CAM captures this footage from above but, when Max looks up, it zips away. Just then, Cytro leaps down beside him.

MAX (cont'd)
Hey, Cytro. You ever feel like
you're being watched?

CYTRO
Most certainly.
(beat, Max raises an
eyebrow)
Every time I look in a mirror.

In the BG, we can see the PASSENGERS coming down the emergency slide. Cytro heads off to help them. Max looks around, shrugs, and runs off to assist.

9

INT. BELLY OF THE PLANE - CONTINUOUS

OTS Mystery Man: Looking out a small PORTHOLE, our SHADOWY FIGURE sees Max and Cytro assisting the passengers. Some passengers applaud, some snap pictures of Max with their cell phones.

MYSTERY MAN (MAKINO)
Thrills, spills and chills! Max,
I'm gonna make you a star!

*

DISSOLVE TO:

10

EXT. N-TEK HEADQUARTERS - DOWNTOWN - DAY - ESTABLISHING

We see the gleaming, glass and steel Skyscraper.

11

EXT. N-TEK HEADQUARTERS - BACK ALLEY - CONTINUOUS

Max walks down an alley with Berto.

MAX
Hey, Berto. What's up with the new
secret entrance?

BERTO
Ever since you saved the city from
Toxzon's Toxic storm, things have
changed, Max.

MAX
Changed? How do you mean?

BERTO
Well, let's just say the media is
suddenly a little more aware of N-
TEK, and A LOT more aware of...

As they round a corner, they're met by a pack of PAPARAZZI,
who are being held back by several N-TEK AGENTS.

REPORTER 1
Max! Over here!

BERTO
... you.

The reporters swarm Max, shoving Berto aside. Cameras FLASH.
The reporters wave. Max squints, a bit taken aback by this,
but then smiles, enjoying the attention.

REPORTER 1
How does it feel to be called the
world's greatest superhero???

MAX
Feels... pretty cool.

ADJUST ANGLE: To see FORGE, pushing his way through the crowd, trying to get to Max.

REPORTER 2
Are you single?

MAX
(suave)
Who wants to know?

REPORTER 3
What can you tell us about N-TEK?

MAX
N-Tek? We're here to save the world.

Forge is getting closer, and he's clearly pissed.

REPORTER 3
But who do you answer to?

MAX
We don't answer to ANYONE. We GET THINGS DONE!

This sets the reporters BUZZING with excitement. They all shout at once.

REPORTERS
(all shouting)
What kind of things? Tell us about your other missions! Where do you get your gear? Do you know about Area 51?

Forge finally bursts through and leaps in front of Max.

FORGE
This interview is OVER!

Ferris hustles Max into the building, with Berto following behind. As the reporters surge past the N-TEK agents and pound on the door...

12

INT. N-TEK HQ - CONTROL ROOM - MOMENTS LATER

Forge, Max and Berto step off an elevator. They walk and talk.

FORGE

(agitated)

N-TEK must serve the world quietly and with humility. That's the way it's always been, and that's the way it's going to stay. The more attention we draw, the harder it is to accomplish our mission.

MAX

But, Mr. Ferris, good press is good for the organization. I don't see the problem.

FORGE

Berto. Show Max "the problem."

*

Berto points a remote at a TV monitor and turns it on.

ON TV: We see MIKE NICKELSON sitting at a news desk. An image in the corner of the screen depicts a TOXIC STORM over the city. A DARK SILHOUETTE stands atop a skyscraper, with a QUESTION MARK over his face.

MIKE NICKELSON

Only days ago, he appeared out of nowhere to save our city from a deadly storm of toxins. And since then, the question has danced on everyone's lips... who IS this man of mystery???

PUSH IN on the DARK FIGURE.

MIKE NICKELSON (cont'd)

Well, now our hero is finally unmasked! And his name is... Max Steel!

The QUESTION MARK is replaced by MAX STEEL'S face.

ON MAX: He's excited.

MAX

Hey, Berto! I'm on TV!

BACK ON TV: We see footage from the AIRPLANE RESCUE. Max blasting the mountain tops, lifting the plane, riding the plane like a snowboard.

MIKE NICKELSON (V.O.)

And, today, he's at it again. In this exclusive footage, obtained by me, Mike Nickelson, you're WELCOME!

(MORE)

MIKE NICKELSON (V.O.) (cont'd)
 Max Steel soars high above the
 Andes, laughing in the face of
 danger!

BERTO
 Can you believe this guy? So
 dramatic!

ON TV: We see Mike Nickelson, on location in the Andes.

MIKE NICKELSON
 He's got the gear, he's got NO
 fear, and he's got N-TEK
 mastermind, Berto Rodriguez in his
 corner.

BERTO
 (grins)
 But he does make some good points.

Ferris glares at Berto, then at Max.

FORGE
 From now on, nobody talks to
 reporters. Especially THAT guy.
 Sumptin fake about him.
 (glares at Max)
 Understood?

*
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MAX
 But --

FORGE
 (louder)
 Being FAMOUS is NOT part of your
 job description, Steel. People
know a hero by his actions, not his
words. Am I clear?

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MAX
 (grudgingly)
 Crystal.

A TENSE BEAT is broken by a different NEWS ANCHOR screaming
 from the TV.

FEMALE NEWS ANCHOR (V.O.)
 Breaking news!!!

BERTO
 What now?

ON TV: An image of a HEAT BEAM searing through the desert.

FEMALE NEWS ANCHOR (V.O.)
 You are looking at one of three
 HEAT RAYS currently slicing through
 the De La Torre Desert!
 Unconfirmed reports indicate that
 the beams are coming from a series
 of space-based satellites...

ON BERTO: He races to his computer and starts typing
 frantically.

BERTO
 Satellites? Those are my solar
 orbiters! They generate enough
 energy to power all of N-Tek's
 operations.

FORGE
 Looks like they're generating a
 whole lot more than that. Have we
 been hacked?

BERTO
 I don't see any evidence of a
 breach!

CUT TO:

13

EXT. DESERT SATELLITE STATION - CONTINUOUS

The same SHADOWY FIGURE we saw earlier stands at the base of
 a huge SATELLITE DISH, gripping the base. We still can't
 clearly make out what he looks like.

MYSTERY MAN (MAKINO)
 Of course you don't, Berto. Why
 would I need to hack N-Tek, when I
am N-Tek! I am Makino!!!

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Now, as the SUN crests the edge of the satellite dish,
 bathing the area in light, reveal MAKINO in all his glory --
 part man, part machine, ALL monster. His signature
 ELECTRICAL CURRENT coruscates through his arm and into the
 base of the satellite dish.

*

14

EXT. SPACE - CONTINUOUS

Berto's SATELLITE. As data is beamed up from the dish below,
 the satellite rotates, re-aiming the MIRRORED PANELS,
 refocusing the energy, and sending a powerful HEAT BEAM
 towards earth.

15

INT. NTEK HQ - CONTINUOUS

Berto can't believe what he's seeing on his screen.

BERTO

Number four just got hit! And
these temperature readings are off
the chart!

ON TV: Female anchor at a news desk.

SCIENCE REPORTER

Our science analysts project that
the heat beams will converge on the
town of Gabriel's Ridge in less
than one hour.

Berto quickly confirms the data on his computer.

BERTO

She's right! The town will be
toast.

(gulp)

Literally.

Forge yells at a nearby AGENT.

FORGE

You! Get on the horn to Gabriel's
Ridge!

The agent holds up a TELEPHONE RECEIVER.

AGENT

Already trying, sir. But I can't
get through!

BERTO

Magnetic flares from the heat waves
are probably jamming communications
to the whole area.

MAX

Then we'd better warn 'em in
person. Berto, I need to gear up.
It looks hot, so get me something
cool.

BERTO

On it Max.

Max and Berto head for the door. Hold on FORGE. He stares
intently at the images on the screen. Something about all
this is not sitting well with him.

FORGE

Steel!

Max and Berto freeze.

FORGE (cont'd)

Last I checked, I give the orders
around here.

Max returns Forge's glare, not backing down. Berto shifts
back and forth awkwardly.

FORGE (cont'd)

Until we figure out what's really
going on out there, EVERYBODY STAYS
PUT.

We hold on this intense stare-down, but hear the TV in BG.

FEMALE NEWS ANCHOR (V.O.)

Still no footage from Gabriel's
Ridge, but Chopper 7 news crews are
on their way to the scene!

Max registers the mention of "news crews." He glances at his
own reflection in a nearby computer monitor and fixes his
hair. Then he stares right at Forge.

MAX

Have you seen the news? This is
Hero stuff. And...
(with a nod to the TV)
... in case you haven't heard, the
hero is ME.
(then, to Berto)
Come on.

*
*

ALT: Have you seen the news?
This is Hero stuff. And...
(with a nod to the TV)
... according to them, the hero is
ME.
(then, to Berto)
Come on.

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Max races out. Berto's conflicted, but he sticks with Max.
Forge does a slow burn.

Now PULL BACK and PAN UP to reveal a CEILING MOUNTED CAMERA (a dark dome, like you'd see in a bank or casino) recording all the action. Suddenly, a panel opens and the camera disappears into the ceiling.

CUT TO:

16 EXT. TEK-JET - MOMENTS LATER

The Jet roars through the sky.

17 INT. TEK-JET - COCKPIT - CONTINUOUS

Berto's at the controls as Max and Cytro (HYDRO BLAST GEAR) gear up.

BERTO
We're closing in on Gabriel's
Ridge, Max. And there's heat beam
number one!

ANGLE ON: A HEAT BEAM weaves through the desert like a multi-colored tornado, leaving a scorched trail in its path.

MAX
Good thing I packed extra
sunscreen. Let's fly!

Max and Cytro race out.

CUT TO:

18 EXT. DE LA TORRE DESSERT - A FEW MINUTES LATER

The TekJet's cargo hatch lowers and Max roars out on his TURBO ROCKET BIKE, with Cytro right behind him.

They hit ground at full speed (Cytro cruising beside Max on his Hoverjet Feet). They race toward the TOWN in the distance as the HEAT BEAM gains on them from behind.

MAX
You know what really burns me up,
Cytro?

Cytro glances at the HEAT BEAM behind them.

CYTRO
Hmmm. Perhaps super heated energy
beams from outer space?

MAX
No. That Forge thinks I would do
this for fame.

(MORE)

MAX (cont'd)
 (then)
 I mean, being famous *would be* kind
 of cool and all, but...

CYTRO
 What is fame, Max?

MAX
 You know, like when everybody in
 the world recognizes you, hopefully
 likes you, and they want your
 autograph and stuff...

CYTRO
 Ah. Fame sounds...
 (checking his database)
 ...searching, searching...

MAX
 ...Fun.

Just then, Berto's voice rings out on the comm.

BERTO (V.O.)
 (via comm)
 Max! The heat beams will converge
 on Gabriel's Ridge in less than 3
 minutes!

Max looks back at the ominous heat ray. He looks up at the
 town ahead.

MAX
 We've got to clear that town!

Putting the pedal to the metal, Max blasts ahead.

19

EXT. GABRIEL'S RIDGE - MOMENTS LATER

It's a sun bleached, abandoned mining town. Not a soul in
 sight. A BRAMBLE blows across the street, then BURSTS into
 flames.

Now Max roars into the scene, blazing down Main Street on his
 Turbo Bike.

BERTO (V.O.)
 (on comm)
 Hurry, Max. The heat will continue
 to build as the beams converge.
 You don't have much time.

More flaming BRAMBLES blow past as Max weaves through the
 streets. Now a wooden building BURSTS INTO FLAMES.

And another. This place is a town-sized tinderbox just waiting to blow.

MAX
(into comm)
Don't need much time, bro. Looks like this ghost town's been abandoned for years! Guess that's why nobody was answering the phone!

Just then, Cytro notices something.

CYTRO
Negative, Max Steel. Look!

Looking ahead, Max and Cytro see a SHADOWY FIGURE walking down the street. He turns a corner and disappears.

MAX
We've gotta get him out of here!

Flooring it, Max races ahead. The heat is rising and flaming debris rains down around him as he swerves to avoid.

Cytro fires off a series of HYDRO BLASTS to keep the flames at bay.

ANGLE ON: FOUR CYBER CAMS mounted on the rooftops, railings, signposts, etc. They TRACK Max's action from various angles as he races down the street.

20 EXT. GABRIEL'S RIDGE - STREET - ELSEWHERE - CONTINUOUS

Max and Cytro screech around a corner. Again they see the shadowy figure. Again he disappears around a corner. Again the CAMERAS are there... tracking their every move.

21 EXT. GABRIEL'S RIDGE - TOWN SQUARE - CONTINUOUS

Max and Cytro screech around another corner and find themselves in the "town square." The mystery man walks through the square, heading away from Max and Cytro.

MAX
Hey! Stop!

Max is about to forge ahead, but gets driven back by the intense heat.

MAX (cont'd)
What is that guy doing???

Now the HEAT BEAMS descend on the square, slicing across the ground, narrowly missing the mystery man.

But he seems totally unfazed, maintaining a slow but steady pace. Max can only watch, stunned.

MAX (cont'd)
(shocked)
It's almost like he... knows where
the beams are going...

BERTO (V.O.)
Ground temps approaching 600
degrees, Max! You've got to get
out of there!

Max looks up, barely able to see through the blinding heat, but the mystery man is gone.

MAX
Come on, Cytro!

As Max and Cytro roar out of frame...

22 EXT. GABRIEL'S RIDGE - STREET - MOMENTS LATER

Max and Cytro roar towards the edge of town, veritable walls of flame on either side of them. Hold for a beat to reveal a SLUDGE DUMP on the outskirts of town. The flames are racing toward it.

23 EXT. GABRIEL'S RIDGE - OUTSKIRTS - MOMENTS LATER

In LONG SHOT, we see the town in flames. The FOUR HEAT BEAMS converging like an AURORA BOREALIS, inflicting their full wrath. <KABOOM!> A thunderous explosion rips through the air. Now a second EXPLOSION, then a THIRD -- this one's the biggie as the sludge dump ignites.

And as a massive FIREBALL engulfs the entire town --

-- Max and Cytro burst from the flames, zooming away from Gabriel's Ridge and toward safety.

24 INT. TEK-JET - BRIDGE - MOMENTS LATER

Max and Cytro enter, looking slightly scorched. Berto turns to Max with a shocked look on his face.

BERTO
Max, what happened down there???

MAX
The world officially has one less
ghost town to worry about.

But Berto looks deadly serious.

BERTO
What about the people???

MAX
I already told you, bro. The place was abandoned. There was this one freaky guy, but I'm pretty sure he got out.

BERTO
So how do we explain this?

Berto motions to a TV MONITOR and turns up the volume.

ON TV: We see an image of Gabriel's Ridge in flames. But this Gabriel's Ridge looks different from the one we saw moments ago. It looks like a clean, freshly painted city.

MIKE NICKELSON (V.O.)
Mike Nickelson here with breaking news! N-TEK experiment destroys desert community! Thousands feared dead!

MAX
What???

ON TV: Images of the city burning and crumbling.

MIKE NICKELSON (V.O.)
My secret source has obtained these images of Gabriel's Ridge -- a peaceful town, that just happened to be in the wrong place at the wrong time!

We see PEOPLE fleeing from buildings.

MAX
There was nobody there! Berto, patch me through to the TV station.

BERTO
Already trying, Max. The lines are jammed.

ON TV: Mike sits at an anchor desk.

MIKE NICKELSON
But the real story here is NOT about Berto Rodriguez and his killer space rays slaughtering the innocent masses. Oh, no. It's about much more than that.

(MORE)

MIKE NICKELSON (cont'd)
It's about N-Tek's ATTEMPT to cover
it up!

CUT TO an image of Max Steel zooming down the street on his Rocket Bike.

MIKE NICKELSON (cont'd)
A dark assassin, dispatched to
clean up the mess, to silence the
survivors, the only way he knows
how.

Max Steel fires BLASTS from his Rocket Bike, dispatching a group of fleeing citizens.

ON MAX AND BERTO: Silent, wide-eyed with horror.

ON TV: Max continues to fire at the screaming people.

MIKE NICKELSON (V.O.) (cont'd)
This just in! We've got a positive
ID. Freeze it right there, boys.

The picture freezes.

MIKE NICKELSON (V.O.) (cont'd)
Now take it in tighter...

Camera ZOOMS in on Max's head, enhances the grainy image, rotates it forward, blows it up for all to see as clear as day...

MIKE NICKELSON (V.O.) (cont'd)
Max Steel????!!

ON MAX: Outraged.

MAX
(screams)
WHO IS THIS GUY????

As Max slams his fists...

CUT TO:

25

INT. DESERTED HANGAR - CONTINUOUS

This is Mike Nickelson's secret broadcast center. We see a row of MONITORS connected to computers, with a larger monitor above.

The top monitor features an image of Mike Nickelson, microphone in hand, in front of a blue screen.

The lower monitors - 3 PAIRS of them - feature images of Gabriel's Ridge, both real, and *enhanced*.

One pair shows the REAL BUILDINGS, dirty and dilapidated, juxtaposed with another image, being CG enhanced right in front of our eyes, to make the town look clean and new.

Another pair shows PEOPLE being electronically inserted into the image. Racing from the blazing town.

The final pair of monitors illustrate the manipulation of Max's image, making it look like he's shooting at innocent people as they flee.

MIKE NICKELSON
 (fights back tears)
 Forgive me people, but this isn't
 easy. I wanted to believe in Max
 Steel just as badly as all of you.
 (then, "gathering"
 himself)
 But now my eyes are open.

The camera slowly PANS AROUND THE ROOM, revealing a DARK FIGURE who stands facing the monitors. But we don't see who he is just yet.

MIKE NICKELSON (cont'd)
 My eyes are open to the true nature
 of N-TEK - a rogue organization,
 operating above the law.

A CLIP of Max rolls across one of the screens. It's pulled from the earlier media scrum in the N-Tek lobby.

MAX
 (loop)
 We don't answer to anyone. We
 don't answer to anyone. We don't
 answer to anyone...

As the CAMERA PAN continues... we now see that the DARK FIGURE holds a microphone, and stands in the same position as Mike Nickelson on the screen.

MIKE NICKELSON
 From the horse's mouth to your
 ears. Max Steel only cares about
 himself and, obviously, he doesn't
 care who he hurts.

The camera completes its PAN -- illuminating the dark figure, revealing MAKINO, our hideous villain.

As Makino speaks, the words flow through the image of Mike Nickelson -- who, as we now see, is an avatar for Makino!

MAKINO/NICKELSON

This is Mike Nickelson reporting.
The truth will set you free... and
you heard it first from me! Max
Steel must be brought to justice...
and N-Tek must be destroyed!

*

On Makino's rage...

DISSOLVE TO:

26

MONTAGE:

A small crowd gathers in front of a store window, watching a wall of TELEVISIONS -- all of which show Mike Nickelson. (Production friendly, shot from behind the crowd) He waves his hands, clearly railing against Max and N-TEK. The crowd murmurs and mutters, concerned.

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Line 114A,

*

CROWD

*

(Unhappy murmuring)

*

A small crowd gathers around a television in a RURAL VILLAGE. Mike Nickelson is on the screen, pointing and shouting. When an image of Max Steel comes up, a mother covers her young child's eyes. (This is shot in silhouette at sunset. A small house on the crest of a hill. Moonlight is behind, rim-lighting the characters. The glow of a TV coming out the door of the house rim-lights the characters.)

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Mike Nickelson is on a JUMBOTRON overlooking the city square. A huge mob has gathered, waving "NO N-TEK" signs and shaking their fists in the air.

A group of protesters blocks the entrance to N-TEK Headquarters. When an N-TEK VAN rolls up, the angry mob swarms the vehicle, rolling it and sending the N-Tek AGENTS running for cover.

END MONTAGE.

27

INT. N-TEK - HEADQUARTERS - CONTROL ROOM

In the midst of a VIDEO CONFERENCE, Forge addresses a bank of TV monitors -- top agents at all the other N-TEK bases.

FORGE

I hoped it wouldn't come to this people, but I'm left with no choice. Effectively immediately, N-TEK is going dark. Until further notice, you will vacate all bases. You will not speak or communicate --

Just then, Max and Berto rush in.

MAX

Mr. Ferris! Wait! You don't have to do this!

Forge stops, glares at Max.

FORGE

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!

MAX

We can fight this thing.

ANGLE ON: TV on wall. Mike Nickelson at his newsdesk.

MIKE NICKELSON

This just in! Rumors coming out of N-Tek indicate that the organization is going underground. Mike Nickolson, bringing you the latest. You're welcome... But this begs the question -- How do we fight an enemy we can't even see?

CLICK. Ferris shuts the TV off.

BERTO

(stunned)

But, Mr. Ferris, you just said... how could he have known...

Everyone looks around the room in stunned silence. Is somebody spying on them? But how? Where? Unseen by anyone, the SECRET SURVEILLANCE CAMERA disappears into the ceiling.

FORGE

That's it people! We're buggin' out!

And Forge charges out the door. The AGENTS on the TV monitors all race off and the monitors go dark. Other AGENTS in the room scoop their files and head for the exits.

On Max's shocked face, feeling guilty, angry, helpless...

DISSOLVE TO:

28

INT. N-TEK - HALLWAY - A BIT LATER

Max marches down the hall as N-Tek agents scurry around, preparing to go into hiding. Berto races past, carrying an arm load of files.

MAX

Berto, wait! You're really leaving?

BERTO

Ferris is right, Max. It's not safe here. Maybe it's better to lay low until this thing blows over.

MAX

IF it blows over.

Berto stares at Max for a beat, looking conflicted. Then, glancing up and down the hallway, Berto pulls Max into an alcove.

BERTO

(hushed)

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 and trace protocol to ping the IP address and isolate the point of origin.

MAX

Translation?

Berto hands Max a ZIP DRIVE.

BERTO

I found Mike Nickelson's *secret source*.

(then)

Good luck, Max. I'll see you soon.

Berto races off down the hall.

MAX
I hope so, bro.

Clutching the zip drive, Max races off in the opposite direction.

CUT TO:

29

EXT. JUNGLE AIRFIELD - DAY

Max and Cytro walk away from the Tek Jet. It's parked on the edge of an old airstrip, populated by dozens of old MILITARY AIRCRAFT.

MAX
A jungle military surplus depot...
Strange, but these are the
coordinates that Berto gave me. I
guess we're looking for some kind
of big relay antenna.

They stealthily creep through the maze-like rows of planes. Cytro notices the radio antenna on the back of a plane.

CYTRO
Or, perhaps, many *small* antennas?

Leaping onto the WING of the plane, Max looks into the cockpit.

MAX
This radio's tuned to 300
GigaHertz.

Cytro's looking into another cockpit.

CYTRO
This one as well!

MAX
That's it! By linking all these
radios on the same wavelength,
Nickelson's source has turned them
into one giant transmitter!

Just then, they hear a <CLANG> from nearby. Max puts a finger to his lips, signalling for Cytro to be quiet. He then motions for Cytro to go "that way", while Max goes "the other way." Cytro nods and they creep off in opposite directions.

30

EXT. JUNGLE AIRFIELD - NEARBY - CONTINUOUS

MAKINO exits a small TOOL SHED. Looking up, he's surprised to see CYTRO sneaking through the planes toward him. Makino dives behind a plane.

MAKINO
No... it's too soon...
(gazing at his reflection
in a window)
He's not following the script! And
I'm not ready for my close-up! I'm
still weak, vulnerable!

*

CYTRO (O.S.)
Max! Over here!

Nervous, Makino races off.

TRACK Cytro -- chasing Makino through the maze of planes. But Makino ducks behind a plane and disappears. Cytro gives chase, but Makino eludes him, ducking and hiding behind planes as the cat and mouse game continues.

Cytro creeps around a large PROP PLANE. We PAN UP to reveal MAKINO standing on top of the plane. Unseen by Cytro, he leaps...

MAKINO
Aaaaaaaaah!

But Cytro ducks at the last second and Makino flies over him. Face-to-face now, the two combatants square off in hand-to-hand battle. Grabbing a large STEEL PIPE, Makino swings at Cytro, but Cytro easily blocks with his forearm, then grabs the pipe and snaps it over his knee like a twig.

Intimidated, Makino looks to flee, but finds himself cornered by a plane. Cytro closes in on him.

CYTRO
We just want to ask you a few
questions...

Makino tries to make a run for it, but Cytro reaches out and grabs him. <BZZZZZZZZT!> As soon as their bodies make contact, a series of ELECTRICAL PULSES radiate across Cytro's body.

Stunned, Cytro releases stumbles backward still gripping Makino, clearly staggered by the "shock."

*

*

But Makino is energized. He gazes down at himself, surprised by his own powers.

Makino
 (a revelation)
 Awesome! I control machines... so
 I control YOU!

MAX
 Cytro!

Max is dashing toward them. But he's a good 300 meters away.

Makino, looks back at Cytro and pushes him away. A small *
 piece of armor is torn from Makino , gripped in Cytro's *
 clutching hand . Cytro staggers backward and stumbles around *
 like the town drunk. The armor stays in his hand. *

MAKINO
 And what powers YOU... powers ME!

Now Makino SLAMS his claw into Cytro's abdomen and grabs
 Cytro's POWER PACK. As Cytro tumbles to the ground, Makino
 inserts the power pack into a slot in his own body. An AURA
 envelopes Makino.

Makino (cont'd)
 Makino feels the POWER!

Now the PLANE beside Makino suddenly ROARS to life. And the
 plane on the other side. And several other planes in the
 vicinity. Makino realizes that he is controlling the planes
without even touching them!

Makino (cont'd)
 And Makino LIKES it!!!

But Max is bearing down on him. One hundred meters. Fifty *
 meters. *

MAX
 How does Makino like THIS???

Max lunges toward Makino. Makino places his hands on the *
 wing of a nearby fighter jet. Zapping power, like electrical *
 hieroglyphics course from his hand and into the cockpit. The guns *
 under the wings swing toward Max and begin to fire. *

Revealing his ROTOR PACK SHIELDS, Max deflects the blasts and
 keeps on coming.

Makino triggers a MISSILE launch from another plane, but Max
 leaps to avoid. <KABOOM!> It explodes behind Max and he
 flips through the air, landing on the hull of a plane,
 looking down at Makino, through the site of his DOUBLE
 BARRELED BLASTER.

MAX (cont'd)
 Alright, Makino, if that is your
 real name. We know you're working
 for Nickelson. So why don't you
 just tell us what you guys want.

Makino stands tall, glaring back at Max. He appears BIGGER
 and more powerful than ever. He moves toward Max, ever so
 slowly, a wry SMILE dancing across his lips.

MAKINO
 First YOU tell me. What do YOU
 want, Max Steel?

CYTRO
 Max Steel wants to be famous!

Max glances at Cytro.

MAX
 (defensive)
 I never said that... exactly.

MAKINO
 You didn't have to!!!

Taking advantage of Max's momentary distraction, Makino
 "telepathically" FIRES THE JETS on Max's plane, sending it
 ROARING upwards, and catapulting Max through the air.

MAKINO (cont'd)
 We'll finish the interview later,
 Steel. Now I've got people to fool
 and the world to rule!
 (as he turns and runs)
 Oh yeah, Bombs away!

*

CLINK. A bomb drops from the undercarriage of a nearby
 plane, and rolls across the concrete.

Max lands beside Cytro, but Makino is gone, racing toward the
 distant edge of the airstrip. <KABOOM!> The nearby bomb
 explodes. And then another. Max races to Cytro.

MAX
 C'mon, buddy. Time to go.

*

But Cytro is still dizzy and disoriented from his earlier
 shock.

*

*

CYTRO
 Can't... make it. Recalibrating
 system. You go on...

*

*

MAX

Yeah, right. Going Turbo!!

*

Not even a consideration for Max, he transforms, glowing with green energy and hoists the huge robot over his shoulder and runs for it

*

*

*

With bombs rolling across the tarmac and EXPLODING all around them, Max ducks and dodges to avoid flying shrapnel, but never breaks stride.

Finally nearing the edge, a bomb explodes right beside them, catapulting Max and Cytro through the air, landing face-down on the outskirts of the landing strip.

Max looks up just in time to see the TEK JET roar over their heads and disappear above the horizon.

ADJUST ANGLE -- to see that the landing strip is a complete inferno. All the planes are ablaze.

Max and Cytro drag themselves to their feet.

MAX (cont'd)

Guess we're walking home.

Max looks down and sees that Cytro is still clutching the shard of armor.

*

*

MAX (cont'd)

Hmmm. Looks like our pal, Makino, lost a piece of his armor. I'll have to be sure he gets it back.
Let's go

*

*

Max stashes it away in a compartment of his battle suit. As he and Cytro cross off...

DISSOLVE TO:

*

31

EXT. CITY - STREET - MORNING

*

Max and Cytro walk down the street, clearly having walked all night. Max hits some buttons on his BIO COMM.

*

*

FEMALE VOICE (V.O.)

Circuit not available.

MAX

(frustrated)

Still no luck raising HQ. When Forge said N-Tek was going dark, he wasn't kidding around.

Just then, Cytro drops to a knee.

MAX (cont'd)
(worried)
Cytro! You okay?

CYTRO
(labored)
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.

*

Max and Cytro look at each other for a silent beat. If ever there was an emotionally charged moment between a man and a robot, this is it.

MAX
Don't worry, pal. I'm not gonna
let you forget about me that
easily. I know just where to find
you some juice.

*

Max helps Cytro up, and they head off down the street.

32

EXT. CITY SQUARE - MOMENTS LATER

People are gathered, looking up at a GIANT TV SCREEN.

ON TV: "LIVE" We see Berto, handcuffed and forlorn, being led from an apartment building by two Police Officers. The caption reads: "Surrender of the Fugitive."

Max and Cytro run through.

CYTRO
Look, Max! Berto is also now
famous!

MAX
(worried)
Yeah, and it looks like he's got
his own "fan club."

ON TV: The cops lead Berto through an ANGRY MOB. They pelt him with projectiles.

FEMALE ANCHOR (V.O.)
N-Tek mastermind Berto Rodriguez
has surrendered himself to
authorities.

(MORE)

FEMALE ANCHOR (V.O.) (cont'd)
 He is being charged in connection
 with the recent incident in the
 high desert town of Gabriel's
 Ridge.

A REPORTER shoves a microphone in Berto's face.

REPORTER 1 (O.S.)
 Berto! Why did you decide to come
 out of hiding?

Berto stops and looks right into the camera.

BERTO
 Because I need to tell THE TRUTH!

The cops shove Berto into a waiting car. Adjust camera to the *
 gutter next to the car's wheel. A trail of electricity *
 zigzags across the tarmac then sparks up to the underside of *
 the police car. *

33 INT. POLICE CAR - CONTINUOUS

Berto tumbles into the back seat. He sits up, looks around,
 sees that he's alone in the car, SIGHS. Suddenly, the engine
 REVS and the doors LOCK.

BERTO
 Huh?

Now, to Berto's horror, he sees the signature MAKINO
 ELECTRICAL ARCS coruscating across the dashboard, and the car
 lurches forward.

BERTO (cont'd)
 Hey! Get me out of here!

Through the window, Berto sees the cops running after him.

34 EXT. CITY - STREET - CONTINUOUS

Several other police cars peel off and chase after the
 escaping fugitive. A police HELICOPTER joins in the chase.

PAN UP TO SEE:

Makino, standing atop a building as the police convoy roars
 past below. It is clear that he is controlling the rogue car
 with his powers.

35 EXT. CITY SQUARE - CONTINUOUS

Max and Cytro watch the TV coverage nervously.

MAX
I've got a bad feeling about this.

Max looks around and sees the POLICE CHOPPER passing above them, several blocks away (indicating that the convoy is nearby).

MAX (cont'd)
Come on!

They race off in the direction of the chopper.

36 EXT. CITY STREETS - CONTINUOUS

Berto's car careens through the streets, followed by the other police cars in hot pursuit.

Max and Cytro race through an ALLEY, on course to intercept. They leap over garbage dumpsters and derelicts.

Berto's car SCREECHES around a corner, side-swiping other cars as it races on ahead.

Max and Cytro bolt across a BUSY STREET, nearly getting hit by a BUS that slams on its brakes. The DRIVER calls out. *

BUS DRIVER (VO) *
Hey buddy, what do you think you are?

CYTRO
He's famous!

37 INT. BERTO'S CAR - CONTINUOUS

Having abandoned his thoughts of escape, Berto now hangs on for dear life as the car blazes through the street, screeching around corners, tossing him around like a rag doll. Suddenly, THUNK, something lands on the hood of the car. Looking up, Berto sees...

BERTO
Max!

38 EXT. BERTO'S CAR - CONTINUOUS

Lying flat on his belly facing the windshield, Max clings to the sides of the hood as the car swerves crazily, seemingly *trying to shake him off*. But Max holds on, refusing to let go.

39 EXT. TOP OF BUILDING - NEARBY

Makino watches from above.

MAKINO

Poor preparation. I forgot to
check under the hood.

*

Pointing at the car below, Makino makes a gesture with his
FINGER...

40

EXT. BERTO'S CAR - CONTINUOUS

On Max. He hears something <CLICK> behind him. Looking
back, he sees that the HOOD LATCH has been POPPED.

MAX

Uh, oh.

Suddenly, the hood catapults open, launching Max into the
air. As Berto's car races off, Max lands with a THUD and
rolls 20 yards before setting in a controlled crouch in the
middle of the road.

*

*

Lifting his head, Max sees the pursuing police cars bearing
down on him. Momentarily stunned, he's like a deer in
headlights. Just then, <CRASH!> Cytro thunders down from
above, landing between Max and the oncoming cars.

Seeing the hulking behemoth in front of them, the other
police cars slam on their brakes, SPINNING AND SKIDDING out
of control. On a long down shot we see them slam on the
brakes, splaying out around Max and Cytro.

*

*

Cut to street level, shot over the top of the police cars.
Max jumps to his feet and starts to chase after Berto. Just
then, a PEDESTRIAN points a finger at Max and Cytro.

*

*

PEDESTRIAN 1

It was them! They helped him get
away!

PEDESTRIAN 2

I saw them too!

As an angry MOB of PEDESTRIANS and COPS close up and cut off
Max's escape. Max and Cytro back away slowly. SMASH. A
glass bottle, tossed from the crowd, shatters against Cytro's
arm.

*

*

CYTRO

(looking around)

Ahhh. This must be YOUR fan club!

MAX

Uh, yeah. Better not to let the
fans get too close.

Max and Cytro race off around the corner, chased by the mob.

CYTRO
They love you! They REALLY love
you!

41

EXT. CITY STREET - A BIT LATER

Looking around nervously, Max helps Cytro down the street. The big robot has an arm around Max's shoulder, barely able to walk under his own power.

CYTRO
My reserves are down to 3 percent,
Max. I don't have... much...
longer.

MAX
Hang in there, buddy. Just a
little further.

They pass by a wall of TV SCREENS in a store window, all showing mugshot-style pictures of Max and Cytro. A WOMAN watching the TV's looks at Max and Cytro, then flees.

MAX (cont'd)
Uh, have a nice day?

Passing large TV SCREENS on the sides of buildings, they all flash pictures of Max and Cytro.

Pedestrians not-so-subtly aim their CELL PHONES at the newly minted fugitives, uploading their location. *

CYTRO
(almost out of gas)
I do not know how you do it, Max
Steel. Fame... is... exhausting.

MAX
Save your strength, pal. Almost...
there...

As Max drags Cytro into an alley. Pan up past the fire escapes to show a glow in the sky. Dissolve through to: *

DISSOLVE TO: *

42

EXT. SKYHAWK STADIUM - ESTABLISHING

An ultra-modern stadium, perched atop four SKYSCRAPERS looms high above the city.

43

INT. SKYHAWK STADIUM - LUXURY SUITE - CONTINUOUS

A huge suite overlooking the playing field. Opulent in every sense of the word. THREE huge plasma screens, leather sofas, fully stocked bar.

And, in the middle of it all, we find BERTO, tied to a chair. Makino marches in. His huge metal claw swinging out in a parody of a friendly gesture.

*
*

MAKINO

So nice to see you again, Berto!

BERTO

(confused)

Do I... know you?

MAKINO

You don't remember? It's alright, you were a tad *disoriented* last time we met...

Gesturing to one of the PLASMA SCREENS, Makino "calls up" an image of Berto lying unconscious. On the second screen, we see Mike Nickelson, toxic waste pouring down on him. And on the third screen -- Makino, rising up in all his glory.

Makino (cont'd)

But I remember you. In fact, I carry a little piece of Berto around with me wherever I go! Your computer operating system runs the show.

Makino reveals BERTO'S COMPUTER inside his body. Angry, Berto tugs at his restraints.

BERTO

What more do you want??? You've already destroyed N-Tek!

MAKINO

A strong opening act, indeed. But now we need the big finish! I want to bring Steel to his knees!

BERTO

You're wasting your time. Max is too strong.

MAKINO

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. Now I get to do
something about it. I just need
that NTEK thing where you shrink
down gear and pack it in those
little ...(thinking) Nanocubes.
Shrinks stuff down.

*
*
*
*
*
*
*
*
*
*

BERTO

If you're talking Nano Tech, you
really ARE delusional. It took me
three years to develop, you think
you can learn it overnight?

MAKINO

Actually, I do. Breaking news
Berto, your laptop operating system
is my operating system. What you
know, I will know..

*
*
*
*

CLOSE ON: Berto's laptop within Makino.

MAKINO (cont'd)

The only thing I need to know... is
your password!

*

As Makino leans toward Berto menacingly as power flows from
his feet, fanning out and under-lighting Berto in an eerie
fashion. Berto GULPS...

*
*
*

CUT TO:

44

EXT. STREET - NEAR EDGE OF CITY - CONTINUOUS

Max and Cytro approach a low building with a faded billboard
on top with the image of an athletic shoe and backpack.
(Use the original NTEK logo from Jefferson's athletic company
cover. Circa 2003)

*
*
*
*
*

MAX

This is the place.

CYTRO

I do not see how a shoe factory
will help us in our current
situation.

Max pushes a BRICK on the wall. It triggers a small PANEL to open, revealing a RETINA SCANNER, which flashes across Max's eyeball.

FEMALE COMPUTER VOICE
Identity confirmed.

*

WHOOSH. A secret panel opens in the wall revealing an elevator. The letters N-TEK are emblazoned across the back of the door.

*

*

MAX
Good thing it's not really a shoe factory. In the old days, NTEK used a sporting supply company as a secret cover alias. This is one of the original armories. They'll have a charger for you, and more.

As Max and Cytro enter, they don't notice a small FLASHING RED LIGHT above the doorway. On the LIGHT...

MATCH TO:

45

INT. SKYHAWK STADIUM - CONTINUOUS

A small RED LIGHT flashing on a computer.

PULL BACK TO REVEAL that it is Berto's computer, embedded within Makino's body. Makino smiles.

MAKINO
Download complete!!! Wow! This is great stuff. I totally know how to do this thing. (Like a game show host) YEAHHHH! (then in a normal voice, dropping character) Hey, you held out longer than I expected, Berto.

*

*

*

*

*

*

Reveal Berto, still tied to the chair, head slumped, battered and bruised.

MAKINO (cont'd)
Well folks, it looks like the real show is about to begin. Gotta get ready.

*

*

*

Triggered by a sparking electrical bolt from a hand gesture from Makino, a massive PLATFORM rises from the middle of the floor, revealing a B-2 STEALTH BOMBER. Aiming his hands at the aircraft, Makino generates a massive ELECTRICAL PULSE, it snaps to the floor and zig zags to a spot under the jet.

*

*

*

The jet glows and shakes, chunks and shards of metal start to rip off the fuselage they hover in a forcefield about a meter from the craft. Green and blue light, nano energy, pours out of the plane through the cracks. in a flash of white the plane glows in the center of an energy ball. X-ray and wireframe views of the plane flash. Cut to Makino he reaches out with his hands. Tiny specks of color fly from the offscreen plane into the cupped palms of his hands. They gather, like electrical sand until they take on the form of the orange metal Nano pod.

Cut to the wide shot to show that the plane is no longer present.

Makino (cont'd)
You haven't seen anything yet.
CHECK THIS!

Staring hard at the nanopod he suddenly plunges it into a socket in his chest. It glows hot orange. ELECTRICAL ARCS dance across Makino's body. His arms stiffen. His body glows. He SCREAMS, thrilled. He TRANSFORMS... into a hideously mutated version of himself and the Stealth Bomber.

Makino (cont'd)
I look pretty bad.

BERTO

(to himself) This is bad. VERY bad.

Now the Makino/Plane takes off, roaring out of the suite and out over the playing field. It soars around the stadium, coming back around, heading directly at a wide-eyed Berto. KABOOM! It unleashes BLASTER FIRE into the luxury suite, exploding one of the plasma screens. Now blaster fire rains down all around Berto, incinerating the BAR, the windows, the other TV's. Shards of glass and steel rain fly everywhere, but leave Berto relatively unscathed. Now, as the attack finally subsides, as the dust settles, Berto looks up and sees Makino (back in original form) standing before him.

MAKINO
You've proved a valuable source,
Berto. But I'm done with you now!

Berto's eyes go wide as he thinks he's about to meet his maker.

BAM! Makino blasts Berto with a jolt of electricity, sending his chair toppling backwards.

A beat, then Berto looks down and sees that his ropes are severed but, remarkably, he's still alive.

MAKINO (cont'd)
 (laughs) Got ya! Where's a camera
 when you need one? (one of his
 minicameras flies up.)
 Hey! This is only the rehearsal.
 Tell Max Steel that he's the next
 guest on my reality show. And
 there is only room for one at the
 top.

And Makino marches out.

CUT TO:

46

INT. N-TEK UNDERGROUND BASE - COMPUTER ROOM - CONTINUOUS

Cytro enters, fully energized.

CYTRO
 Power pack locked and loaded, Max!
 I am ready to go!

We see Max standing at a computer station.

MAX
 Hey, Cytro. This metal from
 Makino. ...

Cytro crosses over and takes the piece of armor that Cytro
 ripped from Makino. Max nods to the piece

MAX (cont'd)
 Scan it. I ran a scan on that piece
 of Makino's body armor that I
 picked up back at the airfield, and
 the computer picked up trace
 amounts of HUMAN DNA!

Cytro holds it up and a fan shaped glow extends from his eyes
 and combs over the artifact. Placing his hand on a TABLET,
 Cytro "patches" himself into the NTEK mainframe. A 3-D
 HOLOGRAM of Makino is projected from one of Cytro's eyes.

CYTRO
 Scanning, Human DNA from unknown
 subject detected. Checking DNA
 against universal database... match
 found. (beat) Max, this person is
 famous.

Now a SECOND IMAGE is projected from Cytro's other eye, layering right ON TOP of the first image. As the images slowly separate into two distinct figures, Max GASPS.

MAX
Mike Nickelson???!!!

On Max's shocked expression...

CUT TO:

47

EXT. ROOFTOP HELI-PAD - CONTINUOUS

MAKINO stands beside a large HELICOPTER sitting on the pad. Extending his arms, sparks flying, he downloads the chopper into a Nanopod just like he did with the jet. *

Energized, empowered, Makino is feeling more invincible every second. Gazing over the edge, he looks down at the "Shoe Factory."

MAKINO
(whispered) Lights. Camera. *

48

INT. N-TEK UNDERGROUND BASE - CORRIDOR - CONTINUOUS

Max and Cytro run down a corridor. They pass an empty CONTROL ROOM with several TV monitors on. Something catches Max's eye and he stops in his tracks.

MAX
Cytro! Hold up!

ON TV: MIKE NICKELSON stands atop the HELI-PORT, with the secret N-Tek bunker below.

MIKE NICKELSON
Mike Nickelson here with breaking news! Eyewitness reports indicate that the two fugitives --

INSERT: Pictures of Max and Cytro.

MIKE NICKELSON (cont'd)
-- were seen entering this building only moments ago. A building that is being surrounded by the authorities even as I speak. Mike Nickelson, reporting live, on the scene, risking my life to bring you the latest. You're welcome!

*
*
*
*
*
*

As a line of TANKS rumbles down the street, PULL BACK TO SCENE.

CYTRO (213A)
He does not look like that. He is
faking the images.

MAX
Yeah, but he's not faking that he
is on top of that building across
the street. We're on our way too,
Makino. To get YOU!

Max and Cytro race off down the corridor.

49

EXT. N-TEK SECRET BASE - STREET LEVEL - MOMENTS LATER

All is quiet on the surface until - SLAM - the secret doors BLAST outward, and Max leaps out onto the sidewalk and looks around. Police cars move forward slowly, lights flashing. Suddenly the front cars peel off revealing a group of three tanks behind them. the turrets aim for Max and Cyto.

MAX
Cytro those poor guys have been
tricked into doing this. Play
defense. No people get hurt.

The first tank fires a round that slams firmly into Cytro's chest smashing him back into the brick wall behind him. Cut to Cytro imbedded in a hole in the wall. Dust swirls and bricks land around on and on him.

CYTRO
But Max Steel, there are no people.
Scanning. ...Negative. No life
forms.

The Cytro scans the scene , the first tank is readying to fire a second round. The other two are starting to maneuver around from behind the leader. In CYTROVISION we see electrical flows coming up from the earth and into the bottom of the tanks. Projected across the surface of the tanks and police cars are flickering electrical hieroglyphs that show that Makino is in control.

MAX
Makino. Nice trick. I'm going
after Nickelson, I mean, Makino.
You need you to distract him.
Think you can handle all this
firepower?

The tanks fire at Max and Cytro, they leap back as a new hole is smashed between them in the wall. BOOM!"

CYTRO

Max Steel. Permission to play offense?

MAX

Yeah. Permission granted. Go kick some butt!

CYTRO

Then I can handle it. But first, I have to change. I will be in the armory.

Cytro turns and steps through the hole in the wall. The tanks line up three abreast and prepare to fire. Max leaps up the side of the building, parkouring his way to the roof, Just then, the ground SHAKES and <BOOM!> Cytro bursts up through the wall of the building, emerging onto the street in his massive MECH ARMOR. Max is on a nearby roof.

CYTRO (cont'd)

(calling out to the Tanks) I have changed.. Into butt kicking mode.

ALT: I am now in butt kicking mode.

The TANKS rumbling to a stop and aim.

It is a show down. Transforming into TANK MODE (with top mounted MISSILES), Cytro returns fire, launching TWO MISSILES at the oncoming drone tanks.

KABOOM! Cytro's massive blast takes one of the tanks. Cytro drives over the top of the tank with his treads and aims at the other tanks. They zoom backwards and assume more defensive positions at the intersection. One fires as it retreats, blasting Cytro who deftly drops his head, missing the blast. He fires back with both arms knocking the tanks backwards with each missile impact.

Cut to Max, above the action. Max glances up at the ROOFTOP HELI-PORT where they saw Mike Nickelson broadcasting on the most recent newscast.

Cytro releases another round of missiles. Max races off.

50

EXT. ROOFTOPS - CONTINUOUS

Max races across the rooftops, leaping from one building to the next. Suddenly, from behind an air con unit, a massive ARM swings out and clothes-lines Max, sending him sprawling to the ground.

Max looks up, just in time to see Makino leap out at him. Max ducks another blow and delivers one of his own. Small robo cameras orbit around, filming the scene.

*
*

MAX

Makino!

Max activates his SPINNING BLADES, and goes on the attack.

MAKINO

Nice try, Steel. But MY blades are bigger than YOURS!

With that, Makino TRANSFORMS into a mutated version of the HELICOPTER. His "rotor blades" whip through the air, shattering Max's blades and sending him sprawling back.

MAKINO (cont'd)

You made me into this. And I made you famous. Why? So I could take it away from you. I gonna drag you down from hero to ZERO!

*
*
*
*

Makino lashes out with his rotors, but Max pulls out a SABER and parries his blows.

MAX

Mike Nickelson was never a hero. You were fake from the start.

*

Max fires a BLASTER at Helicopter/Makino, shorting his circuitry and zapping him back into regular Makino. Now Max charges at him and the two exchange blows.

MAKINO

Yeah, but I looked good doin' it. Don't forget...YOU plugged me in!

*
*

Max has Makino pinned to the roof, with his head hanging out over the edge. But Makino remains strong.

MAKINO (cont'd)

YOU set the wheels in motion for YOUR downfall... and MY ascent to GLORY!

MAX
(through clenched teeth)
Over my... dead... body.

MAKINO
Now THAT will make good TV!

Displaying immense strength, Makino KICKS Max, sending him plummeting head over heels over the edge of the building.

51 EXT. CITY STREET - CONTINUOUS

Cytro wraps up his battle against the tanks. Operating at close range, he grabs the GUN TURRET of one tank, uses it to lift the tank into the air, and SMASH the remaining tanks into twisted scrap metal.

Satisfied, he leaps out of his Mech Suit, and races off to find Max.

52 EXT. BUILDING/SKY ABOVE CITY - CONTINUOUS

Max tumbles through the air. Grabbing a NANO CUBE, he unleashes his SKYSTRIKE WINGSUIT, and straps it on midair. He pulling up just before he crashes into the ground. *

But HELICOPTER/MAKINO is hot on his tail, blasting at Max as they go. *

MAX
No pictures please. *

Max flicks his wings and connects with the pursuing robocameras. They ricochet off and explode against the buildings. *

MAX (cont'd) *

Paparazzi! *

Roaring ahead, Max weaves in and out of skyscrapers. But HELICOPTER/Makino stays hot on his tail.

Max swoops under a bridge, but HELICOPTER/Makino follows, unleashing a ROUND OF FIRE, exploding a group of parked cars and sending a bus skidding out of control.

MAX (cont'd) *

Not good. I've got to shake him before somebody on the ground gets hurt! *

Max changes course, heading directly for a NARROW GAP between two buildings.

From the looks of it, Max will barely squeeze through, but MAKINO/HELICOPTER, no way. Max swoops into the narrow passageway.

MAKINO POV: Digital readouts scroll, flashing spatial warnings and alerts.

MAKINO

No room... no problem!

Improvisation is my specialty!

Mid-Air, Makino reconfigures into MAKINO/STEALTH BOMBER. The mutant aircraft rolls SIDEWAYS and <WHOOSH> soars right between the buildings.

With barely an inch to spare on either side, Makino/Stealth Bomber fires at Max again. Max rolls to avoid, but clips a wing on the side of a building and starts spinning out of control.

Max emerges from between the two buildings, fighting a losing battle to gain control of his damaged Hyper Cycle.

MAX

Time to ditch.

*

Ditching the Wingsuit as he plummets toward the ground, Max tosses another Nano Cube. The ZIPWIRE GUN. It fires out gas propelled darts that imbed in a wire line in the side of a building. Max loops over the wire and slides to the ground. He lands running. Cytro races up.

*

*

*

*

*

CYTRO

Max Steel! Are you alright?

But before Max can even answer <BOOM> a projectile EXPLODES into the concrete wall behind them, knocking Max and Cytro off their feet.

Looking up, Max and Cytro see a frightening site rolling toward them -- MAKINO/TANK. Clearly, our villain has downloaded a tank and now extrudes it in his signature hideous style.

MAKINO

Like my new suit, Steel? Or is it too... loud?

*

MAX

Cytro! Watch out!

*

*

BOOM! Another blast sends Max and Cytro scrambling for cover BEHIND the wall. BOOM! BOOM! BOOM!

Makino keeps blasting away. Massive chunks of concrete and rebar fall all around them as the wall protecting Max and Cytro is chipping away to nothing. BOOM! BOOM! BOOM! The attack is enormous, relentless. Then, just when it seems that they're doomed --

Cut to Makino, gunsmoke filling the scene. He takes a beat, then starts to back up. *

MAKINO *

I got the footage I wanted on the first take. I'm that good. Now, to gear up for the big finale. *

In tank mode, he backs into the smoke and disappears. *

SILENCE.

A beat. Max and Cytro look at each other, wondering what is going on. But, before they have a chance to ask --

BA-BOOOOM! This is an explosion of a different sort as a MASSIVE BIG RIG, green and white, jumps the rubble like Evel Knievel. Nearly jackknifing, the truck careens whips towards Max. It jackknifes to a stop with a 360 spin with Max and Cytro at the hub. The dust settles as the back door flies up and a voice screams from the darkness. *

MAX *

Smooth moves, looks like a friendly. *

They leap up into the truck. The door slams shut and the truck roars off, disappearing into a nearby TUNNEL, as we... *

DISSOLVE TO:

53

INT. TRUCK - MOMENTS LATER

Max and Cytro find themselves in the back of the dimly lit truck. They stand facing a man hidden in the shadows.

MAX

Who are you? *

SHADOW MAN

Last time I checked, I ask the questions around here.

The man steps forward and the lights come up revealing FERRUS FORGE. The interior of the truck is a mini version of an NTEK LAB. *

MAX
Mr. Ferris??!!

Forge smiles. Sort of.

FORGE
Nice of you boys to drop by.

MAX
Any word on Berto?

CYTRO
Or his fan club?

FORGE
Ask him yourself. *

Berto hobbles out of the shadows, on CRUTCHES.

MAX
Berto!

Max is so relieved to see Berto, he wraps him in a bear hug.

BERTO
(winces)
Uh, Max... ouch!

MAX
Sorry, bro. Are you okay?

BERTO
Couple of cracked ribs. But it
could have been a lot worse.
Makino could have killed me, Max.
But then he... just... didn't! *

Max exchanges a knowing look with Cytro. He just experienced
the *exact same thing*... but Max isn't about to admit it.

BERTO (CONT'D) (cont'd) *
He has a plan, and it has to do *
with you... *

MAX *
He wants to be the hero.

Another agent calls out from the back of the truck.

AGENT
Mr. Ferris, there's something you
should see. I'm patching it
through now.

A TV monitor flickers to life beside them.

ON TV: Mike Nickelson stands on the roof of the building.

MIKE NICKELSON
It pains me to report that
fugitive, Max Steel, remains at
large after his latest assault on
the city.

We see images of Max "assaulting" the city. He fires at
buildings, blowing them up. He launches rockets at the
incoming fleet of National Guard TANKS.

MIKE NICKELSON (V.O.) (CONT'D) *
(cont'd) *
But all is not lost. While this
country's best and bravest have
been unable to bring Steel in, a
new face has entered the ring. *

From a bright white light emerges... *

MIKE NICKELSON (V.O.) (cont'd) *
A new Hero! There's hope! There's *
help! His name? Makino! The real *
deal! *

BACK ON MIKE:

MIKE NICKELSON (cont'd)
Makino! He sent Max Steel running *
in fear. Max Steel! You want a *
fight? Fight Makino in front of *
the whole world. Good versus Evil . *
Tomorrow night! *

Two still images appear on screen: Makino facing Max Steel.
Like a UFC poster, Makino is bathed in bright white light,
while Max is dark and shadowy. In big, bold print: "Max
Steel vs Makino."

MIKE NICKELSON (cont'd)
The place: Right here. Skyhawk *
Stadium! The stakes: Life,
Liberty, and Justice for all!

BACK TO SCENE:

MAX
(incredulous)
So, what? Makino thinks if he
defeats me on TV, he's gonna rule
the world?

BERTO
That's the craziest thing I've ever
heard.

FORGE
Maybe not so crazy.

Forge motions to a bank of TV monitors on the wall. Each one features a crowd of people in different cities around the world, all chanting... "Ma-ki-no! Ma-ki-no! Ma-ki-no!"

BERTO
But he's a fake! Total fake!

*

M
Which is why I have to do this.
(beat)
Exposing Makino on TV is the only
way to prove to the world that he's
all about lies and deception!

*

BERTO
(skeptical)
Yeah, but to do that, you'd
actually have to... win.

FORGE
Berto's right, Max. That monster
has you outgunned, overpowered and
overmatched. On top of that, you'd
be fighting on his turf, by his
rules.
(beat, then)
I say GO.

Max does a double take.

MAX
NOW you say GO???

FORGE
Sorry, Max. But you were right.
It's the only way outta this mess.

*

BERTO
Don't worry. We' have your back.

*

On Max's face... trying to be brave...

DISSOLVE TO:

54 EXT. SKYHAWK STADIUM - NIGHT - ESTABLISHING

Spectacular Skyhawk Stadium, perched atop four skyscrapers. A crowd buzzes around the base of the buildings, watching the action on a GIANT SCREEN. Spotlights slice the air. The atmosphere is electric.

55 INT. SKYHAWK STADIUM - CONTINUOUS

The noise inside is deafening. Camera SWEEPS across the capacity crowd. PULSATING ROCK MUSIC whips them into a frenzy.

Images of Makino and Max Steel (similar to the UFA style shots we saw earlier) flash across JUMBOTRONS mounted around the stadium.

We see MIKE NICKELSON in a CONTROL BOOTH overlooking the stadium floor.

MIKE NICKELSON
Are you ready for the main event???

The crowd ROARS.

MIKE NICKELSON (CONT'D) (cont'd)
I can't HEEEAR YOU!

*

The crowd ROARS louder.

MIKE NICKELSON (cont'd)
In this corner... weighing in at 81
kilos... topping the MOST WANTED
lists of every crime fighting
organization in the world... Max
Steel!

BOO'S rain down from the crowd, as...

Max, Berto and Cytro enter from a gate in one corner.

Berto enters some data into Max's BioLink.

BERTO
I'm setting your Bio Link to camera
mode so I can analyze Makino for a
weakness while you fight.

*

MAX
And if you don't find anything?

Berto assumes a boxing stance.

BERTO
Uh, keep your dukes up?

MAX
Thanks for the tip.

Now a BRIGHT LIGHT illuminates the other end of the floor. A verbal BUZZ ripples through the crowd. *

MIKE NICKELSON (V.O.)
And in this corner... weighing in
at 200 kilos of pure positive
energy... our hope... our
liberator... our future...
Makino!!! *

The crowd goes CRAZY. Makino marches around the perimeter, smiling, waving to his legions of fans.

CROWD
(chants)
Ma-ki-no! Ma-ki-no! Ma-ki-no!

Finally, Makino makes his way to the center and faces Max.

MAKINO
You know, it doesn't have to be
like this, Steel.

MAX
Let me guess... we could combine
our powers and rule the world
together?

MAKINO
Actually, I was thinking you could
flee with your tail between your
legs. But destroying you will be
soooo much better for ratings!

With that, Makino delivers a thunderous blow with his CLAW, sending Max sprawling.

MIKE NICKELSON (V.O.)
A devastating blow by Makino and
Steel goes DOWN!

The crowd CHEERS WILDLY.

Back on his feet, Max charges at Makino with a series of body blows and leg swipes, but Makino easily deflects them all, then sends Max flying with a mighty FOREARM SMASH.

MIKE NICKELSON (V.O.) (CONT'D)
(cont'd)

*
*

Score another point for Makino!

The crowd ROARS its approval.

56

EXT. SKYHAWK STADIUM - NIGHT - CONTINUOUS

A crowd watches the fight on a giant TV SCREEN on the side of a building. Makino continues to clobber Max and they CHEER Makino's imminent victory.

57

INT. SKYHAWK STADIUM - CONTINUOUS

Max and Makino are engaged in furious hand-to-hand combat.

MAKINO
Hurts, doesn't it, Steel? Being
loved one day and *loathed* the next?

MAX
The only thing that hurts is...
THIS!

Max tries to punch Makino, but Makino ducks to avoid, then delivers a body blow to Max.

MAKINO
How right you are!

OOF! Max takes the blow, but keeps his head up, going right back after Makino.

MAKINO (cont'd)
Breaking News! You're going down!
Hard!

A series of blows from Makino.

MAX
Didn't anyone ever tell you not to
believe everything you hear on TV?!

Max goes back on the attack.

58

INT. SKYHAWK STADIUM - BEHIND THE STANDS

Berto huddles in a corridor beneath the stands, typing away on his laptop, studying images of Makino being transmitted from Max's glasses.

BERTO
Come on... give me something...
anything!

ON BERTO'S COMPUTER: A 3-D scan of Makino rotates on the screen. Suddenly, a small area on Makino's back flashes RED, just below his shoulder blades.

BERTO (cont'd)
(eyes light up)
There!

As Berto types furiously...

59

INT. SKYHAWK STADIUM - BATTLE FLOOR - CONTINUOUS

Makino delivers a vicious ROUNDHOUSE KICK, sending Max flying through the air, and landing in a heap.

MIKE NICKELSON (V.O.)
Ooooh! What a shot by Makino! Max
Steel is REALLY taking a beating!

Again, the crowd starts to chant. Ma-ki-no! Ma-ki-no! Max drags himself back to his feet as Makino stomps toward him from the other side of the stadium floor (100 meters away).

BERTO (V.O.)
(via comm)
Max! I think I've got something!
There's an access panel below
Makino's shoulder blades. You
might be able to use it to trigger
the RESET switch on my laptop. It
will take time to reboot, but he
won't be able to use his powers
during that time. It will be a
fair fight .

*
*
*
*
*

MAX
So I need to hit him from behind?

BERTO (V.O.)
Right! Oh, and one more thing.
You'll have to hold the switch down
for 30 seconds.

MAX
(grimaces)
This day just keeps getting better
and better.

Max stands up to face Makino, who is getting closer. The crowd continues to chant. Ma-ki-no! Ma-ki-no!

ON MAKINO: He's feeding off the crowd. Growing stronger and more confident with every step.

MAKINO

Now I'll show you what a hero
really looks like. YEAH, listen up.
I'm the hero!!

*
*
*
*

ON MAX: He gazes into the crowd. He sizes up Makino. A look crosses Max's face. He knows what he has to do.

MAX

(Sotto voce) No. People know a
hero by his actions, not his words.
(Thinks) Got it.

*
*
*

Makino lunges and delivers a gut punch. Max absorbs the shot, but doesn't make any attempt to block or fight back.

Makino punches again, delivering blow after blow, up and down Max's body. Max absorbs, stays on his feet, still not fighting back.

TIGHT ON MAKINO: A crazed look on his face. Feeding off the energy like a feral dog. Unaware of anything happening around him. And something strange is starting to happen...

60

EXT. STADIUM - CONTINUOUS

As the CROWD watches this one-sided pummeling, they slowly start to turn. The chants of "Ma-ki-no" peter off to a stunned silence. And then sympathy for Max.

CROWD

(walla)
Come on, that's enough! He's gonna
kill the poor guy! He's not even
fighting back! Makino is being
mean.

*
*

People look away, unable to watch.

A mother covers her child's eyes.

61

INT. STADIUM - CONTINUOUS

The beating continues. Max almost appears to be in a zen-like state, feeling no pain. But Makino shows no signs of relenting. Until...

CROWD (V.O.)

Booooooooo!

MAKINO

What are you doing! Fight me! I
can't win unless you lose. Hero
(indicates self).

*
*
*
*

Max smiles.

*

MAX

Your popularity is crashing, this
show may get cancelled.

*
*
*

Starting quietly, but then growing into a chorus, the BOO'S
rain down from the fans -- now seen on the JUMBOTRONS
positioned around the stadium. Finally, snapping out of his
"zone," Makino backs away from Max, looking around in shock.

MAKINO

What? You boo ME???

*

The Boo's grow louder. Shattered, Makino can hardly believe
this turn of events. He turns away from Max, appealing to
his fans.

MAKINO (cont'd)

But he is evil, and I am good! I
am MAKINO!

On the final note of his appeal, Makino throws his arms in
the air, almost pleading with the crowd to like him.

MAX POV: As Makino raises his arms, he exposes the small
access panel on his back.

BERTO (V.O.)

Max! Now!

MAX

On it, Berto!

Seizing the moment, Max LUNGES, driving his fist between
Makino's shoulder blades.

MAKINO

(SCREAMS)

As Makino doubles over, writhing in pain and anger, metal
plates close around the damaged panel on his back, clamping
down hard on Max's wrist.

MAX

(SCREAMS)

But Max throws his free arm around Makino, refusing to let
go.

MAX (cont'd)
I've got the switch, Berto! But
Makino's got me!

62 INT. STADIUM - CATWALK - CONTINUOUS

Berto leads a small team of N-Tek AGENTS across a narrow catwalk toward Makino's CONTROL BOOTH.

BERTO
(into comm)
Good work, Max. Just hold on!
(then, to agents)
Let's go!

63 INT. CONTROL BOOTH - CONTINUOUS

The door BLASTS off its hinges. Berto and the agents race in. They see a HOLOGRAPHIC IMAGE OF MIKE NICKELSON projected to appear as if he's looking down at the playing field.

BERTO
Mike Nickelson, you're officially
off the air!

Berto YANKS a patch cord out of a nearby panel and <FZZZZT> the hologram disappears.

BERTO (cont'd)
Hit the lights, boys!

As an AGENT moves toward a large SWITCH on the wall...

64 INT. STADIUM - BATTLE FLOOR - CONTINUOUS

The struggle continues. In what can best be described as a cross between Greco-Roman wrestling and Bull Riding, Max clings to Makino's back, one arm inserted in the panel, the other wrapped around Makino's chest. Makino, meanwhile, writhes and bucks like an enraged bull, trying to launch him off.

MAKINO
(PRIMORDIAL SCREAMS)

MAX
Got.. To.. Hang on...

*

Suddenly, the stadium is bathed in LIGHT. And, as we PAN AROUND the seats, it is quickly apparent that the fans are *not real*. They are actually CARDBOARD CUTOUTS of Mike Nickelson.

65 EXT. STADIUM - CONTINUOUS

The CROWD reacts to this revelation.

 CROWD
 (shocked walla)
 Look! They're all fake! The fans
 aren't even real!

66 INT. STADIUM - BATTLE FLOOR - CONTINUOUS

Makino's fury and desperation is building. He TRANSFORMS into MAKINO/TANK, trying anything he can do to shake Max loose.

 MAX
 What's wrong, Makino? Got an itch
 that you just can't scratch?

In response, Makino slams his back into a STEEL GIRDER. But, still, Max holds on.

67 INT. STADIUM - CONTROL ROOM - CONTINUOUS

Berto sits at a control panel in front of a display of TV monitors.

 AGENT
 Makino's footage is uploaded.

 BERTO
 Let's give 'em a show they won't
 forget.

As Berto goes to work on the controls...

68 INT. STADIUM - BATTLE FLOOR - CONTINUOUS

The Max/Makino battle takes to the air as Makino transforms into CHOPPER/MAKINO, pitching and rolling. But all in vain, as Max holds tight.

And in the BG, we see another show -- on the JUMBOTRONS.

Images from GABRIEL'S RIDGE flash across the screens. Starting with Makino's *enhanced versions*, but then literally PEELING AWAY the layers of CG effects, finally revealing the naked truth.

Seeing what's happening, Makino SCREAMS. He SNARLS.

 MAKINO
 Pay no attention to that! It's
 lies. All LIES!

Max tightens his grip.

MAX
The only lie is... YOU!

69 EXT. STADIUM - CROWD - CONTINUOUS

The CROWD REACTS in horror to the images they're seeing. The true face of Makino has now been unveiled and they see him for the monster and manipulator he truly is.

70 INT. STADIUM - BATTLE FLOOR - CONTINUOUS

Still in the air, sensing the end is near, Makino makes one final push. A CLAW extends from his armor and clamps onto Max Steel's face.

BERTO (V.O.)
Just a few more seconds, Max, and
you'll delete his powers! You've
got to hold on!

MAX
I'm... trying...

Max's face is in danger of being ripped right off. But he holds on, mustering every last ounce of his strength, when --

-- a BLINDING FLASH OF LIGHT envelopes Max and he tumbles through the air.

Landing on his feet, Max sees Makino - back in original form - lunging at him. Makino throws a punch, but Max "catches" it, gripping Makino's fist in the palm of his hand. Makino looks surprised at the ease with which Max can do this.

BERTO (V.O.)
You have about a minute until his
powers are back online.

MAX
Here's that close-up you've been
looking for.

Max delivers a BODY SHOT, sending Makino sprawling backward. Makino quickly realizes that, without his powers, he's no match for Max. He starts to grovel.

MAKINO
Wait! You need me, Steel! I can
make you a star! I know that's
what you want!

*
*
*
*

MAX

Been there, done that. Fame's not
all it's CRACKED up to be.

On "CRACKED," Max hits Makino with another devastating blow.

MAKINO

Then what? Front row seats in my
studio audience? An autographed
copy of my memoirs?

MAX

Show's over, Makino. FADE
(PUNCH)... TO (PUNCH)...

Max winds up for the final blow. Makino grimaces.

MAKINO

Not the face!

MAX

... BLACK!

On "BLACK," Max delivers the KO punch -- an uppercut to the
jaw, sending Makino sprawling to the "canvas."

The CROWD CHEERS wildly.

The N-TEK AGENTS rappel down from above, surrounding Makino,
pinning him to the ground with their BLASTERS.

Cytro and Berto race out from the wings to join Max.

And the crowd (on Jumbotrons) begins a new chant.

CROWD

Max Steel! Max Steel! Max Steel!

CYTRO

You see, Max. I was correct. They
really DO love you!

But now the chant begins to change.

CROWD

N-Tek! N-Tek! N-Tek!
ALT: INSTEAD OF "MAX STEEL" AND "N-
TEK" THE FANS JUST CHEER AND
APPLAUD.

MAX

Correction, Cytro. They love US!

Max grabs Cytro's and Berto's hands and raises them in the air. Some of the other nearby N-Tek agents wave modestly to the crowd. And as they all SMILE, savoring this moment of victory and redemption...

DISSOLVE TO:

71

EXT. UNITED NATIONS STYLE BUILDING - DAY

Dignitaries emerge from the building, shaking hands, talking to reporters in small clusters.

FEMALE REPORTER (V.O.)
Hearings came to a close today,
absolving N-TEK of any wrongdoing
in connection with the incident at
Gabriel's Ridge two weeks ago.

We see a MAN addressing a group of reporters.

FEMALE REPORTER (V.O.) (cont'd)
But, in a surprise announcement,
the Head of the Security Council
announced that all NTEK facilities
WILL be closed until further
notice, pending a full
investigation.

We see images of N-TEK bases, abandoned, cordoned off with yellow police tape.

FEMALE REPORTER (cont'd)
An investigation that could take
months, or even years...

PULL BACK TO
REVEAL:

72

INT. N-TEK BASE - CONTINUOUS

Max and Berto stand in a corridor, along with a group of N-TEK agents, watching the newscast on a TV set. Max and Berto smile.

BERTO
(to Max)
Years? I think the press bought
it. NTEK is out of the spotlight,
and back to doing good.

MAX
Not just looking good.

Forge approaches.

FORGE
Back to work, people.

The agents start to disperse.

FORGE (cont'd)
Not you, Steel. I have a special
assignment for you.

Max looks a bit worried as Forge hands him a large SACK.

FORGE (cont'd)
Deliver Makino's fan mail to his
holding cell.

Max peers into the sack.

MAX
But it's... empty.

FORGE
Guess he doesn't have any fans.
(then)
And neither do you.
(then)
Are we clear?

★

Max gets Ferris' point. He smiles humbly. A sharp contrast
to his earlier rebellion.

MAX
Yes, Mr. Ferris. Crystal.

And, as Max and Berto head off down the corridor to get back
to the thankless business of keeping the world safe from
evil, we...

FADE OUT.