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BEN 10: ALIEN FORCE

"The Con of Rath"

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Second Draft, 03/05/09

TEASER

FADE IN:

EXT. KEVIN'S GARAGE - DAY

GWEN is ready for a beach outing, she's dressed in her swimsuit (with a wrap around her waist) and she's wearing sunglasses. She's carrying a big wicker picnic basket and a sand Umbrella. She pounds on the side of the Garage.

GWEN

Hurry up! We're losing our light!

Ben strolls out, in no particular hurry.

BEN

We're not losing the light. It's eight in the morning. The beach is

open all day.

GWEN

(calming down)

You're right.

That doesn't last long, almost instantly she cups her hands over her mouth and shouts into the Garage.

GWEN

(shouts)

Get a move on, Kevin!

KEVIN (O.S.)

Geez. I'm comin'!

Kevin pulls out, driving his car.

KEVIN

I'm like five minutes late. What's the big deal?

GWEN

(intense)

I'll tell you what the big deal is. I've been trying to go to the beach for a month. And every time we're about to leave, something happens.

Monster on the loose, alien invasion.

BEN

Sometimes it rains.

GWEN

Well, not this time. This time--

Just then, the AIR above them SHIMMERS revealing TWO thin, pale, robed ALIENS, levitating just above the ground. Gwen frowns and tosses aside her picnic basket and umbrella

GWEN

(resigned)

Oh, just forget I said anything.

The male alien, ZAW-veenull, bows. The female, CICELY, floating behind, carries an EGG-SHAPED ANTI-GRAVITY CONTAINER with air holes (like a pet carrying case).

ZAW-VEENULL

Greetings. I am Ambassador ZAW-veenull, from the planet Luoda. We seek Ben Tennyson.

ON TEENS - Ben raises his hand. Gwen sulks.

BEN

Present. What's up?

ANGLE FAVORING ZAW-veenull - as he floats facing them.

ZAW-VEENULL

We hope you will undertake a delicate mission on our behalf. Only the legendary Ben Tennyson has the reputation and the skill to accomplish it.

MEDIUM - Hand to cheek, Ben asides to Gwen and Kevin.

BEN

(explaining)

That's because I saved the--

GWEN / KEVIN (IN UNISON)

"Whole, entire universe."

GWEN

We know.

RESUME ZAW-veenull - as Cicely floats forward with the container.

ZAW-VEENULL

You must deliver this treasure, so that peace may reign between the Luodans and our foes, the Pantophage.

ON GROUP - Kevin perks up. Gwen looks askance at him.

KEVIN

Treasure, you say?

ON ALIENS - ZAW-veenull gestures. Cicely pushes a button on the container; its hatch opens, <HISS>. Out floats an adorable, wide-eyed wisp of a creature, THE TIFFIN: a cross between a cloud and a marshmallow. It emits a CUTE LITTLE SOUND:

TIFFIN

<geep!>

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

EXT. KEVIN'S GARAGE - RESUME ACTION - DAY

Ben, Gwen and Kevin look askance at the Tiffin as it hovers before them. ZAW-veenull is all oily charm and soothing tones.

TIFFIN (B-TRACK UNDER)

<high pitched cooing-gargle>

ZAW-VEENULL

Allow me to present the Tiffin -- our crown prince, if you will.

KEVIN

Cute. If you're into cotton swabs.

Gwen notices Cicely's melancholy head-bowed posture.

GWEN

I'm sorry, I didn't get your name.

CICELY

I am Cicely. She who bore him.

STACK SHOT ON TEENS - by turns aghast, wary or snarky.

GWEN

Wait, this is your baby?

BEN

And you want us to give him away?

KEVIN

(not really asking)

So it's like a hostage exchange?

ON ZAW-veenull - spinning the situation like a smarmy politician.

ZAW-VEENULL

'Hostage?' Oh no. No, no-no-no! It is simply a show of trust --

BEN - looks down to see the OMNITRIX giving off TINY SPARKS. He turns to hide it from the others. (We will later learn that the Tiffin's proximity is causing the malfunction.)

ZAW-VEENULL (O.S.)

-- to demonstrate our sincere desire for peace with the Pantophage.

RESUME ZAW-veenull AND Cicely - who looks away, doleful.

ZAW-VEENULL

Isn't that right, Cicely?

CICELY

Yes. Of course, Ambassador.

ZAW-veenull notices Ben, half-turned as he fiddles with the device.

ZAW-VEENULL

Is anything wrong, Ben Tennyson?

BEN - quickly faces forward, hands tucked behind his back.

BEN

Wrong, me? No, I'm good.

ZAW-veenull - extends a thin arm to hand Ben a small CUBE.

ZAW-VEENULL

Excellent. Now this credit CUBE is for your expenses.

Kevin plucks the CUBE from his hand. Ben frowns at him.

KEVIN

Is that a black CUBE, I've never seen one before? They don't have any spending limit!

GWEN

How are we supposed to get the Tiffin where he needs to go?

ZAW-VEENULL

Well of course we will supply you a ship.

WIDE ON SCENE - Another SHIMMER and a chunky, Kirbyesque SPACE SHIP APPEARS; it looks like an oversized 747 jet engine with the cowl removed, all HOSES, WIRES, <WHIRRING> SERVOS and VENTING NOZZLES. A GANGWAY descends from the SIDE HATCH of a small, bulbous, forward-mounted COMMAND DECK.

RESUME TEENS - as Gwen eyes ZAW-veenull skeptically.

Kevin eyes the ship like a kid with a new toy on Christmas Day.

GWEN

We're supposed to fly in that thing?

KEVIN

Absolutely! That's a Tachyon 930! Ugly on the outside -- but all engine
on the inside!

ANGLE PAST TEENS - as Kevin runs up the gangway, crying:

KEVIN

Whoo-hoo! Road trip!

Ben turns to the Luodans.

BEN

Don't worry, Ambassador. We'll get the Tiffin to his destination. You
have the word of Ben Tennyson.

Gwen cocks a finger, beckoning Ben closer. She whispers:

GWEN

You're talking about yourself in the third person, now?

BEN

Sure. After all, Ben Tennyson did save the whole--

GWEN

You know what? Stop.

She heads O.S. toward the ship (hereafter, the STAR BUCKET). Ben looks

deflated, then sheepishly smiles at the Aliens.

IRIS TO:

EXT. SPACE

The ungainly ship <ROARS> PAST CAMERA at impossible speed, leaving the FABRIC OF SPACE RIPPLING in its wake.

INT. STAR BUCKET - COMMAND DECK

The COMMAND DECK is about as big as an Airstream Camper. The Tiffin floats about, gurgling and cooing.

TIFFIN (B-TRACK UNDER)

<melodic cooing sounds>

GWEN - in the copilot's seat, looks over her shoulder at the Tiffin. ZOOM OUT as she turns to Kevin, at the controls.

GWEN

Something's not right here.

KEVIN

What do ya mean? This ship is like straight off the showroom floor.

GWEN

I don't mean the ship.

...I just have a feeling that Ambassador hasn't told us the whole story.

Kevin shrugs, unmoved.

KEVIN

Of course not. Ambassadors lie. That's their job

GWEN

And you aren't curious about what's really going on?

KEVIN

Nope.

GWEN

And you think it's right to use a baby to seal a peace treaty?

KEVIN

So the prince grows up in castle number one, or castle number two.
What's the diff?

AT REAR - Ben sits in one of two seats against the rear wall, gently tapping his Omnitrix, which continues to emit TINY SPARKS. Preoccupied, he doesn't notice as the Tiffin wafts by. Just then, the Omnitrix completely SHORTS OUT.

BEN

Ow!

BEN abruptly MORPHS into RATH, a muscle-bound mélange of a Klingon, Hellboy and Hulk Hogan. His shoulder belts <SNAP> as he bulks up. Cartilaginous sheaths grow from his wrists to his fists (think Wolverine's talons, but more like an oversized toenail). He gapes at them, fury building.

RATH

Rath!

GWEN - blinks, then looks over her shoulder and double-takes.

GWEN

Ben? Ben!!

WIDE - Rath goes off like a 'roid-raging WWE wrestler. He stands, grabs his seat, yanks it out of the floor and flings it at a bulkhead, <CRASH>. He glances up and glares at:

THE TIFFIN - floating wide-eyed above him.

TIFFIN

<geep?>

WIDER - Rath lets out an enormous roar. The tot zips up to the rafters and hides, shaking.

RATH

<furious roar>

TIFFIN

<tiny squeak, whimpers>

FAVORING RATH - still looking up as Kevin leaps on his back.

KEVIN

Dude! You're messing up the --

RATH

(happy)

You want to fight me Kevin Levin? Let's go!

Rath easily peels off Kevin, swings him around and chucks him against the bulkhead, <WHAM!> He drops into the broken seat.

KEVIN

Wuh-oof!

<groan>

ANGLE PAST RATH - he turns; Gwen is in a fighting stance.

GWEN

Someone needs a time out!

<grunt>

Gwen projects a FORCE BUBBLE around Rath's head. He reaches up and grabs it, struggling.

RATH

(muffled)

<efforts>

Time out? It's time for you to learn that nobody can beat me, and--

Rath realizes what he's done.

RATH

(muffled)

Did I just use up all my air?

<fainting moan>

His eyes flutter. Then he keels over, <CLANG!>

INT. STAR BUCKET - COMMAND DECK - SOON

The Tiffin floats eyeing the KO'D Rath, who then snaps awake.

RATH

Wunnnh?

The Tiffin <ZIPS> O.S.. ZOOM OUT TO REVEAL Gwen sending out RIBBONS OF ENERGY to restrain him. She speaks slowly, as if to a child:

GWEN

Ben? Can you understand me?

RATH

'Course I can, Gwen Tennyson! Do you think I'm stupid?

KEVIN

Yeah. Thick as a brick.

Rath lunges towards Kevin, but is held by Gwen's restraints. Kevin doesn't flinch.

RATH

You want a fight? You want a fight? Arrrrggh!

GWEN

Not helping, Kevin.

(to Rath)

Calm down Ben, I need you to listen. You've become something called a 'Appoplexian.' We looked it up in the ALDB.

RATH

<SCOOBY GRUNT>

GWEN

(explaining)

Alien Lifeform Database.

ANGLE PAST KEVIN AT CONTROLS - squinting into a PROJECTED HOLOGRAPH of ALIEN GLYPHS and a ROTATING DIAGRAM of a Rath.

KEVIN

Appoplexians are powerful, argumentative and extremely aggressive.
They believe any problem can be solved by hitting it.

RATH

Not true!

GWEN

No?

RATH

Sometimes, you have to hitthings a lot!

WIDER - as Kevin, smirking, joins Gwen, opposite Rath.

KEVIN

It also says that they're not too bright.

RATH

<low warning growl>

KEVIN

Dude, did you just growl at me?

GWEN

Okay, Ben. I'm going to let you go, but you have to stay calm. Control your anger.

RATH

Nobody's better at controlling their anger than me, Gwen Tennyson!
And I'll stomp any man who says otherwise!

GWEN

No stomping.

Gwen releases Rath from the energy bindings.

KEVIN

Maybe you wanna reboot the Omnitrix and get back to normal?

RATH

Okay. But not cause you told me to!

KEVIN

Nope. It was your idea.

RATH

Okay, here we go. Changing back...

Rath looks at the Omnitrix mounted on his chest and taps it. No change.

RATH

Huh.

Slaps it. No.

RATH

It's busted.

Suddenly he grabs the gizmo and wrenches to and fro, trying to rip it off. Gwen shouts as he thrashes about.

RATH

Come off me!

<efforts>

RATH (B-TRACK UNDER)

<building angry growls>

GWEN

Ben!? Stop, Ben!

CLOSER ON RATH - tugging and flailing. Then, he abruptly drops, rendered unconscious from the self-inflicted pain.

RATH

<yowls crescendo, impact grunt>

UP ANGLE - Gwen gapes down at Rath. The Tiffin glides over, head cocked

inquisitively. Kevin shakes his head.

KEVIN

Oh. He's gonna be fun.

The others startle as Rath suddenly sits up, none the worse for wear, like John Belushi's Bluto Blutarsky after a bender.

RATH

Anybody hungry?

FLIP TO:

EXT. SPACE STATION KUBRICK - SOON

A FAR SHOT ESTABLISHES a huge alien-design space outpost.

INT. SPACE STATION KUBRICK - CAFÉ

PAN an ersatz *Star Wars* cantina, populated by FIRST SERIES ALIENS and served by one-wheeled ROBOT WAITERS. SETTLE ON a PNEUMATIC DOOR. It opens, <HISS-FOMP!> for Kevin, Rath and Gwen, who holds the Tiffin's case. Rath smiles crookedly.

GWEN

Remember, we're on a schedule.

RATH

Wha' for?

GWEN

To deliver the Tiffin? Stop a war?

RATH

Wha'ever.

He shuffles off, knuckles dragging. Gwen calls after him:

GWEN

Just get a snack so we can go --

ARGIT (O.S.)

Go where?

WIDER ANGLE - Gwen and Kevin turn to find Kevin's old con-artist pal, ARGIT, leaning against a buttress.

KEVIN

Whaddya know -- Argit!

ARGIT

Kevin! Long time no see!

Argit peers at Kevin's ravaged face.

ARGIT

(sincere)

You look different. Did you get a haircut?

KEVIN

No.

Argit doesn't care, he notices Gwen, who he doesn't like.

ARGIT

(icy)

Gwendolyn.

GWEN

(equally icy)

Argit. We were just leaving.

ARGIT

What's the big rush?

ANGLE PAST ARGIT ON KEVIN AND GWEN - who rolls her eyes as Kevin brags, pointing to the container as he confides:

KEVIN

We are on a mission to deliver some major cargo -- the Tiffin of Luoda!
I can't cut you in on this one though. It's like, for charity.

CLOSE ON ARGIT - eyes wide, he fails to fake nonchalance.

ARGIT

I understand, old buddy. Listen, they just called my order. Catch ya later!

As Argit hurries off, Gwen turns and glowers at Kevin.

KEVIN

What?

GWEN

Why would you tell him about that? He's a con-man who would sell his own mother for lunch money.

KEVIN

I happen to know he got top dollar for his mom...

AT ALCOVE - Argit tucks in and whispers into a COMMUNICATOR.

ARGIT

Hey, it's Argit. Yeah, I know I owe ya.

...I know you been lookin' for me on the station. But I got a tip that'll make us square again!

RESUME KEVIN AND GWEN - in mid-argument.

GWEN

...not to mention that every time we run into him we almost get killed.

KEVIN

Are you saying you don't like my friends?

GWEN

No, I'm saying, he's not your friend.

WIDE AT PNEUMATIC DOORS - <HISS-FOMP!>

Suddenly, the bounty-hunting VREEDLE BROTHERS burst in, outsized weapons drawn.

OCTAGON

Okay, don't nobody interested in stayin' alive move!

QUICK CUT - the dining Aliens look up from their meals. Tiny wiggling tentacles dangle from one creature's mouth.

ON KEVIN AND GWEN - facing the Vreedles. Kevin is puzzled.

KEVIN

The Vreedles?

OCTAGON

Yep. I'm Octagon and this here is my brother Rhomboid.

RHOMBOID

Call me Boid.

GWEN

But we saw you two go up in an explosion.

OCTAGON

Yeah, that sort of thing occurs on a fairly regular basis. We're what you might call clones.

RHOMBOID

Our folks used a home kit to make us.

OCTAGON

Boid.

RHOMBOID

They bought a lot.

OCTAGON

Boid!

RHOMBOID

It was on sale, what with it being past the "best if used by" date. Spoiled, I guess is what you'd call-

OCTAGON

--But all that falls under the category of personal-type business that we do not share with strangers. Boid.

RHOMBOID

That's right. I forgot.

OCTAGON

Now hand over the Tiffin, so's we can hold him for ransom.

GWEN

Not going to happen.

Octagon cocks his WEAPON. It <HUMS>, building a charge.

OCTAGON

Then we've got ourselves a little disagreement.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. SPACE STATION KUBRICK - CAFÉ - RESUME ACTION

Now Rhomboid CHARGES HIS WEAPON, <HUM>. Kevin nods to Gwen.

KEVIN

All things considered, I think we should give 'em the Tiffin.

Rath stomps over, carrying a TRAY PILED WITH FOOD.

RATH

Let me tell you something, Kevin Levin, ' Nobody's givin' nobody
nothin'!

RHOMBOID

Is that a Appoplexian?

OCTAGON

Yep, and they're even stupider and meaner than we are. We're gonna
need what you might call an edge.

WIDE - Upping the stakes, Octagon shouts to the crowd:

OCTAGON

Listen up! 1000 Credits to anybody who joins up with us!

Several NASTY ALIENS stand, pounding fists and cocking guns.

NASTY ALIENS

(walla)

RESUME RATH - glowering at the Vreedles.

RATH

Now yer making it interesting!

Rath, still holding his tray in one hand, uses the other to grab a passing Robot Waiter by its head, swings it around and uses it to <SWAT> Rhomboid across the room.

RHOMBOID (PARTIAL O.S.)

<Goofy-like wa-ha-ha-hooie>!

FULL SHOT - Argit's eye bug as Rhomboid flies IN and <SMASHES> him into a wall.

RHOMBOID

<impact>

Rhomboid keels over, revealing Argit, who is now imbedded in the bulkhead.

ARGIT

<tiny 'ow.'>

WIDE ON SCENE - as a wild BAR-FIGHT ensues.

IN QUICK CUTS:

RATH - still holding his food tray high, uses the Robot Waiter to <SMACK-SMACK> TWO MORE ALIENS as they leap at him.

GWEN - tosses the Tiffin's anti-gravity case O.S. and shouts:

GWEN

Kevin?

<effort grunt>

She then uses her energy powers to repulse a charging ATTACKER.

KEVIN - catches the case as it floats down like a balloon, then ducks low as ANOTHER ALIEN jumps him, landing on his back. Kevin quickly straightens, flipping the guy.

KEVIN

I'm on it -- whoops!

<effort grunt>

He turns and tosses the case back toward Gwen just before a BUNCH OF ALIENS land on him in a dog-pile, <THUMPITY-THUMP!>

GWEN - scissor-kicks more Aliens, then catches the case.

TIFFIN (O.S., MUFFLED)

<Yeep?!>

GWEN

It's okay, I've got --

(looks off, shouts)

Ben -- behind you!

ANGLE ON Octagon - as he shoulders his weapon and -- REVERSE PAST Octagon - <BLASTS> Rath from behind. There is a huge FLASH and CLOUD OF SMOKE. But then...

CLOSER - as the SMOKE CLEARS, we see Rath standing unharmed. He looks up, then lowers the tray he's been holding overhead. The food he's been protecting is a STEAMING PILE OF CHARCOAL.

RATH

Let me tell you something, Octagon Vreedle! You've gone too far! A man's food is his castle!

Rath is puzzled by what he just said.

OCTAGON

I believe what you've done there is mixin your, whatcha might call, metaphorrrrs...

Rath lifts Octagon up by his collar.

OCTAGON

This is going to hurt, I suspect.

EXT. SPACE STATION KUBRICK - CONTINUOUS

A HATCH <POPS> open on the side of the station, the Vreedles come sailing out. As they float away:

RHOMBOID

Well, that didn't work out so good.

INT. SPACE STATION KUBRICK - CAFÉ - CONTINUOUS

As the brawl continues O.S., Gwen backs out the pneumatic door,

holding the case; then Kevin drags Rath out, holding him by the waist. Rath's still throwing punches.

ALIENS (O.S.)

<sounds of brawling continue>

RATH

C'mon, I was just gettin' warmed up!

The door shuts, <HISS-FOMP!>

Beat. Then Argit weaves by CAMERA, eyes rolling and rubber-limped.

ARGIT

<moans>

He drops, <KLUNK!>

CUT TO:

INT. STAR BUCKET - COMMAND DECK - SECONDS LATER

Rath is in his seat at the rear. Gwen hands him the carrying case. Scowling at it, Rath opens the case. The Tiffin peeks out. Rath snarls:

RATH

Yer a lotta trouble, ya know that?

The Tiffin pouts and ducks down in the case.

TIFFIN

<whimper>

Kevin watches as Rath sniffs, shrugs, then takes a bite of the burned Tray of food. He brought it with him.

KEVIN

I'm almost starting to appreciate the old Ben.

GWEN

Kevin, this is serious. What if he's stuck like this forever?

EXT. SPACE STATION KUBRICK - CONTINUOUS

The Star Bucket pulls away from the station, but before it can turn about, a warning PLASMA SHOT <ZINGS> across its bow.

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

[CAMERA SHAKES] as Kevin quickly <CUTS THE ENGINES>. He and Gwen look up at a VID-SCREEN.

EXT. SPACE - CONTINUOUS

A huge BATTLE CRUISER pulls up alongside the Star Bucket.

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

The VID-SCREEN switches from a view of the cruiser to a SHOT of the cruiser's skipper, the frog-face COMMANDER SANGFROID [RE-USE of INCURSIONS MODELS]. He talks like George Carlin.

COMMANDER SANGFROID (FILTERED)

Greetings earth folk, this is Commander Sangfroid.

KEVIN

You're an Incursion!

COMMANDER SANGFROID (FILTEReD)

Yes I am. Now as you know, we Incursions love war. Can't get enough of it. It's what we live for.

GWEN

Un-huh. And, your point is...?

COMMANDER SANGFROID (FILTERED)

This peace mission you're on? We're against it. So prepare to be boarded, then killed. Nothing personal!

RATH

Let me tell you something, Incursian Commander Sangfroid! Rath has a better idea! I'm comin' over!

WIDER - Rath stomps toward an AIR-LOCK HATCH. Gwen calls:

GWEN

You're going to need a space suit.

ON RATH - swinging open the hatch. He snorts:

RATH

Appoplexians don't need space suits!

GWEN - patiently presses her point, she explains:

GWEN

Uh, Ben? Remember that thing I did with the force bubble and the air?
...You need a space suit.

RESUME RATH - Rath begrudgingly agrees like a scolded child.

RATH

Wha'ever.

INT. INCURSION BATTLE CRUISER - BRIDGE - continuous

Sangfroid listens to the sounds of a furious battle, coming closer and closer.

INCURSIANS AND RATH

<extended fight walla>

Sangfroid gets out of his chair and heads for a door PICTURE WINDOW-SIZED PORTHOLE. One of the Incursians slams face first into the window...

INCURSIANS AND RATH

<impact>

...and slowly slips off, <SQUEEGEE SQUEAK>, leaving a saliva slick.

COMMANDER SANGFROID

(deadpan muttered oath)

Fribbit.

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

The HATCH <CLANGS> open. Rath, wearing a glass globe helmet with a crack in it, steps in.

RATH

Okay, Incursian Commander Sangfroid, I've beaten up everybody on the ship but you. We can fight, or you can go.

SANGFROID

I'll be heading right off, then.

INT. STAR BUCKET - COMMAND DECK

ON RATH - now seated. The Tiffin floats over and rubs against his shoulder, purring. Rath mutters at him.

RATH

I talked to them. They said we can go.

TIFFIN

<happy purring>

RATH

Okay, don't get all emotional --

Just then, <THUD> [CAMERA SHAKES]

They both double-take.

EXT. SPACE - CONTINUOUS

A VOLLEY OF PLASMA BOLTS pummel the Star Bucket from behind.

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

Rath leans in beside Kevin, who rapidly pushes buttons.

RATH

Incursian commander Sangfroid lied!

KEVIN

Find a seat. I'm putting us in high gear.

Not waiting for him to do so, Kevin hits a second throttle. As the Star Bucket jackrabbits, Rath flies backward O.S.

AT REAR SEAT - Rath <THUDS> into his seat at the rear.

RATH

<impact grunt>

INT. INCURSION BATTLE CRUISER - BRIDGE - CONTINUOUS

COMMANDER SANGFROID

Engines full!

EXT. SPACE - CONTINUOUS

Both ships rend the fabric of space as they blow PAST CAMERA.

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

ANGLE PAST KEVIN INCLUDING GWEN - SWISH TILT up to a VID-SCREEN. A BLACK HOLE SWIRLS far ahead. <KLAXONS BLARE!>

KEVIN

A Black Hole! Cool!

GWEN

No, not cool. Very not cool. We'll get sucked in!

CLOSER ON KEVIN - throwing more switches. Another PLASMA BOLT nails the Star Bucket from behind, [CAMERA SHAKE].

KEVIN

No, we won't -- but they will!

EXT. SPACE - NEAR BLACK HOLE - CONTINUOUS

The Star Bucket, then the Incursion Battle Cruiser <ROAR> PAST CAMERA,

headed toward the ACCRETION DISC on the outer edge of the Black Hole.
But just as they reach it --

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

Kevin fires up yet ANOTHER SET OF ENGINES.

EXT. SPACE - NEAR BLACK HOLE - CONTINUOUS

The Star Bucket's EXTRA ENGINES FIRE UP. The ship's superior horsepower allows it to barely pull free of the Black Hole.

THE INCURSION BATTLE CRUISER - cannot, however. It strains, falters, then starts to fall back toward the Hole, separating into spaghetti-like strands of glowing matter.

INT. INCURSION BATTLE CRUISER - BRIDGE - CONTINUOUS

As time and space deform, Sangfroid sits, chin in hand, drumming the arm of his chair. He and everything around him stretch upward like a lava lamp designed by Salvador Dali.

COMMANDER SANGFROID

(mutters, distorted)

I really hate thatguy...

EXT. SPACE - NEAR BLACK HOLE - CONTINUOUS

In B.G., the Incursions' cruiser disappears <BLOOP!> into the Black Hole. Then the Star Bucket <ZOOMS> PAST CAMERA.

IRIS TO:

INT. STAR BUCKET - SOON

Rath dozes in his seat, eyes closed. The Tiffin floats down, looks him over -- and tickles his nose. Half-asleep, Rath brushes him away. The Tiffin comes back. Tickle. Brush. Tickle. Finally, Rath snatches The Tiffin out of the air <BALLOON SQUEAK!> Eye-to-eye, he snarls:

RATH

What is your problem?

RATH'S POV ON TIFFIN - who blinks with big puppy-dog eyes.

TIFFIN

<coos>

REVERSE - Even Rath can't stay mad at that. He lets go.

RATH

Wha'ever.

The Tiffin floats up. Rath gently catches him by his wispy tail and pulls back down -- and then lets go. The Tiffin floats up. It's like playing a game with a friendly balloon. And like the brusque bulldog in a Chuck Jones cartoon, Rath can't help going soft over the little guy. They've bonded.

RATH

Heh. Guess you are kinda --

He glances up to discover:

WIDER ANGLE - Kevin and Gwen watching him. Kevin smirks. Rath quickly

tucks The Tiffin behind his back.

RATH

What?

KEVIN

We have good news, and bad news.

GWEN

The bad news is, that black hole stunt Kevin pulled damaged the engine.

KEVIN

(quickly interjecting)

But the good news is, I found a planet near here with exactly what
I need to get us going again.

RATH

(eyes Kevin suspiciously)

And what's that?

SMASH CUT TO:

EXT. PLANET SYLEX VII - SOON - DAY

They stand gazing at a vast, glistening CRYSTALLINE FOREST.

RATH

(bellows)

Tadenite?!

GWEN

Told you he wouldn't like it.

Rath reels about and grabs Kevin by the shoulders.

KEVIN

<grunt>

What's the big deal?!

CLOSE ON RATH - whose lowered IQ renders him inarticulate.

RATH

Big deal is -- cuz -- uh --

He jams Kevin back down, frustrated. He grunts at Gwen:

RATH

You tell him.

GWEN

Because every time you mention 'Tadenite,' Vulkanus shows up and tries
to kill us!

RATH

What she said.

KEVIN

C'mon -- you're exaggerating!

Then, they flinch as they hear a familiar VOICE from O.S.

VULKANUS (O.S.)

Hey! What are you doing here?

They turn to see -- who else -- Vulkanus - and several PICK-AXE ALIEN cronies, scowling.

VULKANUS

It doesn't matter.

(to pick axe aliens)

Kill them!

TWO SHOT - Rath glares at Kevin. Kevin throws up his hands.

KEVIN

Okay, fine.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. PLANET SYLEX VII - RESUME ACTION - DAY

Vulkanus squints at Rath, unsure.

VULKANUS

Hang on. Is that you, Tennyson?

RATH

Yeah. So?

VULKANUS

So what happened? You set the Omnitrix to Ugly?

<chortle>

Vulkanus's minions follow his lead, pointing and laughing.

PICK-AXE ALIENS

<clicking and giggling>

ON TEENS - Kevin and Gwen trade worried looks as they see Rath pound his right fist into the palm of his left hand.

RATH

Let me tell you something Vulkanus...!

KEVIN

Whoa, big guy. Let me handle this.

GWEN

You?

KEVIN

Yeah, me. You think Ben's the only one who can do a negotiation?

Gwen glances at Rath, who has drool trickling down his chin.

GWEN

Well, not at the moment.

Kevin steps up beside Vulkanus, putting a hand on his back and talking confidentially.

KEVIN

Vulkanus, you've made a lot of money off of me. Do we have to be enemies?

VULKANUS

Pretty much, yeah.

Kevin whips out the credit CUBE from ZAW-veenull.

KEVIN

Even if I'm willing to pay for what I need, say ten times the going rate?

VULKANUS

I like the way you're thinking, but considering that we're on my territory, and there's no way for you to escape, the number seems low.

Suddenly, Rath squeezes INTO SHOT and shoves Kevin O.S.

RATH

C'mon! That's a great deal, considering every time we run up against you, we kick your butt.

Vulkanus turns to him, glaring. Kevin looks dismayed.

VULKANUS

What did you say?

RATH

I should have said spank your butt, since you're just a little baby in a big mechanical suit

Kevin butts in again. Both Rath and Vulkanus ignore him.

KEVIN

Uh, Ben, I've got this one -- ?

RATH

I'm gonna call you 'baby man', Baby Man.

WIDER - Vulkanus stomps his foot and snarls:

VULKANUS

You're not gettin' any Tadenite from me! In fact, you can forget about getting off this planet!

(to Pick-Axe Aliens)

Whack 'em!

PICK-AXE ALIENS

<attacking screeches and clicks>

ON RATH AND KEVIN - backing up as two of the Pick-Axes Aliens charge forward. Kevin backhands the FIRST one, <SMACK!>

KEVIN

Hey! I was negotiating!

Rath picks up the SECOND and flings him O.S., <THUD!>

RATH

Naw. This is negotiating!

He does a mosh-pit dive O.S.

From O.S., we hear:

PICK-AXE ALIENS (O.S.)

<cries of pain>

PAN WITH GWEN - fires PULSES that repulse the little Aliens accosting her. She ends up back to back with Kevin, who raises an arm to fend off the blows from another Alien's axe.

GWEN

<effort grunts>

KEVIN

<grunt>

This whole trip is like one of those dreams where everyone you know is in it <grunt> and they all want to hurt you.

<grunt>

GWEN

I don't have dreams like that.

KEVIN

(backpedaling)

Oh. Me either.

ON RATH - still tossing Pick-Axe Aliens, looks up and sees:

Vulkanus - aiming a thick-barreled weapon at him. The field of Tadenite crystals is visible in B.G.

WIDE - Rath jumps up and <STOMPS> down like the Hulk. The resulting SHOCK WAVE upends Vulkanus and then, spreading like a Tsunami, shatters the Tadenite stacked behind him <RUMBLE>.

TWO SHOT - Kevin and Gwen barely keep their balance as the GROUND ROLLS like a snapped blanket beneath them.

CLOSE ON Vulkanus - splayed out on the ground. He rolls over and gazes at the destruction behind him.

VULKANUS

You ruined my whole supply!

TILT as Rath's claw reaches INTO SHOT and yanks Vulkanus upward into a PROFILE SHOT. Rath <POPS> him out of his suit. Vulkanus dangles, tiny legs pumping.

RATH

I see a couple of good pieces in that pile.

WIPE TO:

EXT. SPACE - NEAR PANTOPHAGE HOME PLANET - SOON

The Star Bucket coasts toward a desert planet.

INT. STAR BUCKET - COMMAND DECK - CONTINUOUS

In the pilot's seat, Kevin eyes monitors and jabs buttons.

KEVIN

As we make our final approach to the Pantophage home planet, let me

say thanks to all of you for flying with us on Kevin Leven Airwa --

GWEN

Oh, just button it.

Gwen nods over her shoulder. Kevin glances rearward.

AT REAR - The Tiffin bobs in mid-air, listless and sad.

TIFFIN

<sad PURR>

ZOOM OUT TO INCLUDE Rath, who glances up at it, frowns -- and then tentatively reaches up and gently strokes it on the head.

RATH

Aw, relax. You'll be okay.

ON GWEN - rueful. A TONE SOUNDS. She checks her console.

GWEN

I have an incoming signal --

(nonplussed)

-- from the Planet Luoda!

WIDE - a HOLOGRAPHIC TRANSMISSION appears in front of the Tiffin and Rath. Kevin and Gwen turn, surprised. It is Cicely, the Tiffin's mother. She tries to avoid crying.

CICELY

My dear Tiffin. I just wanted to tell you how proud I am... of what
you are doing for our ...people.

She turns to Rath.

CICELY

Please -- I beg of you, do not give my son to the Pantophage!

RATH - sees the Tiffin turn away. He snaps at the Hologram.

RATH

Hang on. You came to us, 'kay? We didn't ask for this job, but like
it or not, now we gotta finish it!

GWEN - stage-whispers to Rath, disapproving.

GWEN

Don't be such a hard-nose about it!

ON Cicely's HOLOGRAM - chastened by Rath's brusque rebuke.

CICELY

No, he is right. It is as it must be.

WIPE TO:

EXT. JARETT'S PALACE - PLAZA - DAY

ESTABLISHING a huge, garish edifice decorated with gargoyles; no, make that gruesome likenesses of past Pantophage rulers.

INT. JARETT'S PALACE - THRONE ROOM - DAY

Huge doors roll open. Rath, Kevin and Gwen step through; Gwen guides the Tiffin's floating case. They grimace up at:

Jarett, the Pantophage king is all mouth, a grotesque blob, even more repulsive than Jabba the Hutt!

JARETT

I am Jarett, King of the Pantophage.

Rath takes the case from Gwen and grunts:

RATH

Let's get it over with.

(louder, to Jarett)

We brought you the Tiffin.

Jarett grins widely, exposing rows of shark teeth.

JARETT

And I thank you for your trouble.

TILT DOWN - as Jarett extends a tentacle which wraps around the case. Tiffelin looks up at Rath.

TIFFIN

<coos>

RATH

Sorry, little guy.

Rath reluctantly lets go. RESUME Jarrett - who brings the case up, opens it <HISS> and gently places the Tiffin on what looks like a pillow.

JARETT

There. Isn't that lovely?

Only, it's not a pillow -- it's an alien pastry, with The Tiffin now looking like a dollop of whipped cream on top. Jarrett throws back his head, opens his mouth and SWALLOWS The Tiffin whole!

JARETT

<gulp>

Ah!

DOWN SHOT - Kevin gapes upward -- and then faints, <CLUNK!>

Gwen goes slack-jawed. Rath clenches his fists.

RATH

Did you just eat the baby?

UP SHOT - Jarett nods.

JARETT

Yes, I did.

CLOSE ON RATH - veins pulsing on his forehead.

RATH

I thought you were gonna keep him! I thought he was a peace offering!

UP ANGLE ON Jarett - nodding and licking his lips.

JARETT

Yes, well, he was all that -- plus, a rare delicacy. That's what a
peace offering is, here on my planet.

ZOOM INTO CLOSE-UP - Rath squints upward like Clint Eastwood.

RATH

Eating babies is not cool!

<attack>

QUICK CUTS

+ Rath tenses, springs upward --

+ lands on Jarett's chest --

+ <WRENCHES> open his enormous maw and --

+ jumps down Jarett's throat!

FULL SHOT - Jarett's mouth shuts. His eyes bug. His belly shakes and stretches as Rath throws punches inside him! Beat. Jarett's cheeks bulge, then <CRASH!>

Holding the Tiffin, Rath BURSTS from Jarett's mouth, busting ROWS OF TEETH!

JARETT

<gagging and coughing>

MEDIUM - Slick with SALIVA, Rath and the Tiffin land beside Gwen and Kevin. The Tiffin rubs against Rath. Rath smiles.

TIFFIN

<relieved trilling>

RATH

Yeah, I know. Same here.

UP ANGLE ON Jarett - tentacles feeling his broken teeth.

JARETT

(now lisping)

How dare you! Certainly you realize that this means war!

MEDIUM ON TEAM - as Rath hands the Tiffin to Kevin.

RATH

Hold this.

Kevin looks disgusted by the drool-covered Tiffin. Rath hops on Jarett's chest and grabs him by a roll of fat around his collar.

RATH

Let me tell you something, Bleeb of Pantophage! I just jumped down your throat. You start a war with the Luodans and I will do it again, only next time, I will knit your intestines into a sweater!

A long beat as Jarett considers this.

WIPE TO:

EXT. JARETT'S PALACE - PLAZA - LATER - DAY

ZAW-veenull and Cicely exit an OVAL-SHAPED SPACECRAFT and float toward Rath, Kevin and Gwen. The Tiffin <ZIPS> over and wraps himself around Cicely. Beaming, she says:

CICELY

My son, alive! It's a miracle!

KEVIN

Glad to help. Now, about our fee --

Gwen elbows him in the ribs to shut him up.

GWEN

We're happy it all worked out.

ZAW-VEENULL

Nonetheless, on behalf of Luoda, let me offer our sincere gratitude to you for negotiating a peace treaty with the Pantophage, who otherwise would have --

Rath glowers at ZAW-veenull.

RATH

Did you know Jarett was gonna eat the baby?

ZAW-VEENULL

Well, I wasn't sure exactly, but --

Rath points a finger between ZAW-veenull's eyes, which cross.

RATH

Never... talk to me... again.

Cicely - holding her child, steps up to Rath, Kevin and Gwen as ZAW-veenull nods and slowly backs away.

CICELY

Thank you, Ben Tennyson. Thank you all.

TIFFIN

<parting coo>

They float off to the Luodan ship; as the HATCH <SNAPS>SHUT:

RESUME KEVIN, GWEN AND RATH

The Omnitrix FIZZLES then Rath reverts to his normal Ben form. He pats himself, relieved. Gwen hugs him.

GWEN

Ben! You're back!

BEN

Yeah! As soon as the Tiffin left, I went back to normal.

GWEN

That baby must've sent out some kind of interference that messed with the Omnitrix.

KEVIN

Good guess.

Gwen and Ben turn to Kevin, eyes narrowing.

BEN

You knew?

KEVIN

(copying ZAW-veenull's delivery)

Well, I wasn't sure exactly, but --

ON BEN - eyes bulging with fury.

BEN

Kevin, Rath would like a word with you. --

Ben slaps the Omnitrix. There is a flash of green that fills the screen.

On the Green screen

RATH (O.S.)

Let me tell you something Kevin E. Levin!

KEVIN (O.S.)

Please don't.

FADE OUT.

END OF EPISODE

Ben 10: Alien Force

#689-013 - "The Con of Rath" - 02/01/09 -

'Raths

'ick'>

'ick>

'kay?

'roid-raging

<BLOOP!>

<HISS-FOMP!>

<KLUNK!>

<KLUNKITY-KLUNK!>

<SPITSPITSPIT>

<SPLAP-SPLAP-SPLAP!>

<THUMPITY-THUMP!>

<WHAM!>

<Yeep

<ahem>

<geep!>

<geep?>

Airwa

Aw

B-TRACK

B.G.

Belushi's

Blutarsky

Bluto

C'mon

CONT'D

Carlin.

Dali.

Eastwood.

Ew.

Fribbit.

Heh.

Hellboy

Hiya

Hunh

IQ

Jabba

KO'D

Kevinnnnnnn

Kirbyesque

Klingon

Lifeform

Lookin'

Luoda.

Luodan

Luodans

Naw

OMNITRIX

Omnitrix

POV

Pantophage.

Plava.

Rath

SFX>

Stallone

Tadenite

Tennyson.

Tesser-act.

Tesser-what?

Um

Un-huh.

VID-SCREEN.

VREEDLE

Vreedles.

WWE

Wawazat

Wha'

Wha'ever.

What'sa

Whoo-hoo!

Wuh-oof!

Y'know

Yer

Yup.

cuz

diff?

fribbit.

gettin'
givin'
gonna
kinda
lookin'
lotta
mosh-pit
nothin'.
outta
stinkin'
that'll
wa-ha-ha-hooie>!
whaddya
yer

BEN 10: ALIEN FORCE

Episode #689-012

"RATH"

TELEPLAY

FIRST DRAFT

February 1, 2009

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CARTOON NETWORK STUDIOS, INC.

ALIENS

Argent

BEN

Bleb

Caput

Commander Sangfroid

Gwen

Gwen / KEVIN

Hexagon

Kevin

Projen

RatH

Tesseract

Tiffin

Volcanus

GUNPORT FROGS

r

PICK-AXE ALIENS

PICK-AXE ALIEN #2

KEVIN / GWEN / RATH

Rhomboid

Octagon

Nasty aliens

Incursians and rath

Sangfroid

(V.O.)

(O.S.)

(O.C.)

(SUBTITLE)

(PARTIAL O.S.)

INT

EXT

I/E

STAR BUCKET

STAR BUCKET / EXT. SPACE

SPACE STATION KUBRICK

SPACE

INCURSION BATTLE CRUISER

KEVIN'S GARAGE

KEVIN'S GARAGE - RESUME ACTION

STAR BUCKET - SOON

SPACE STATION KUBRICK - CAFÉ

PLANET SYLEX VII - SOON

PLANET SYLEX VII - RESUME ACTION

BLEB'S PALACE - THRONE ROOM

BLEB'S PALACE - LATER

STAR BUCKET - COMMAND DECK

INCURSION BATTLE CRUISER - GUNPORTS

INCURSION BATTLE CRUISER - BRIDGE

SPACE - NEAR BLACK HOLE

SPACE - APPROACHING BLACK HOLE

SPACE - NEAR PANTOPHAGE HOME PLANET

BLEB'S PALACE

EXT.

END OF ACT ONE

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

SOON

RESUME ACTION

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

WIPE TO: