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BEN 10: ALIEN FORCE

#689-001 and #689-002

"Vengeance of Vilgax"

By Dwayne McDuffie

TEASER

FADE IN:

EXT. AN ALIEN PLANET - DAY

An alien city has been demolished, rubble is everywhere. A camera move reveals SYNAPTEK (From the original series BEN 10 episode, "The Galactic Enforcers") laying almost motionless, half buried by a particularly large chunk of concrete. His tentacles twitch, so we know he's still alive.

TINI (O.S.)

Synaptek!--

It's TINI (also from "The Galactic Enforcers"), a big female of Forearm's race. She's deeply concerned as she comes to a heroic three-point landing.

TINI

Hang on! I'm coming for you!

Tini uses her great strength to lift the chunk of concrete off of Synaptek, pressing it overhead, then tossing it aside.

TINI

Please be alright...

VILGAX's fist blurs into shot, punching Tini in the back of the head.

TINI

(IMPACT)

Tini is propelled through the air, smashing through a parked VEHICLE and crashing into the base of an alien BUILDING.

TINI

(IMPACT)

The force of her impact collapses the base of the building on her. She's buried by falling rubble.

We finally get a clear look at her attacker, bellowing at the sky. It's VILGAX, as we've never seen him before, sporting the weapons/gear of nine other heroes (more on this later).

VILGAX

(shouting)

Where is he? Where is Ultimo?

IN THE SKY

It's a grim ULTIMO, flying fast, the background lost in a riot of speedlines. He closes in on Vilgax.

ULTIMO

Right here, Vilgax. And rest assured, you will pay dearly for your craven attack on my teammates. The Galactic Code of Conduct--

Vilgax slaps aside Ultimo's punch with one hand and punches him right in the head with the other.

ULTIMO

(IMPACT)

Ultimo is on his butt at Vilgax's feet.

VILGAX

The Galactic Code of Conduct says that a conqueror's challenge is between the greatest warrior of the attacking race and the greatest warrior of the planet under attack. That's me and you.

Ultimo starts to climb to his feet, Vilgax delivers another blow.

ULTIMO

(IMPACT)

VILGAX

Your teammates cheated. But that won't change the outcome.

Ultimo climbs back to his feet, he's determined.

ULTIMO

I'm the most powerful hero on this planet. I'll perish before I let it fall into your hands.

Ultimo throws a huge PUNCH at Vilgax, who BLOCKS it with his ENERGY SHIELD. Vilgax smiles malevolently, he's completely unharmed.

VILGAX

Yes. You will.

Vilgax fires a brilliant red power blast from the gem on the back of his hand. Ultimo writhes under the assault.

ULTIMO

(pained CRY)

Ultimo fights against the beam, coming closer.

ULTIMO

(pained EFFORTS)

VILGAX

I salute you. Few have withstood an assault from the Ruby Ray of Rouleau.

Vilgax's eyes glow with eerie blue light. Twin energy beams lance out and strike Ultimo, who is pained, but still struggles to fight on.

ULTIMO

(pained CRY, then) I can't...let...you...win...

VILGAX

The battle is over, hero. Go now to your rest.

Vilgax PUNCHES Ultimo with his gauntlet-clad fist. The blow is so powerful that we have to cut wide to show the incredible shockwave that emanates from the point of impact. It flattens the few things still standing for a hundred yards in every direction.

When we go back in close, Vilgax stands over the fallen Ultimo, in a shallow crater. PSYPHON (Peter Lorre by way of Desaad) comes out as Vilgax raises his fist in victory.

VILGAX

People of **Planet TK**, I have defeated your champion! By the rules of the Galactic Code as ratified by the Casey-Kelley accords, I claim dominion over this planet!

PSYPHON

Congratulations, Lord Vilgax, conqueror of ten worlds!!

VILGAX

Prepare the transfer, Lackey.

PSYPHON

As you command, Master.

Psyphon attaches a Kirby-esque device to Ultimo and it sucks his powers away in a crackling display of Kirby bubbles, transferring them to Vilgax.

PSYPHON

It is done. Ultimo's powers are now yours.

Vilgax clenches and unclenches his fists, he feels the new power flowing through him.

VILGAX

The power of the greatest heroes of ten worlds surges within me.  
Finally, I am ready to take my revenge.

PSYPHON

Master?

VILGAX

We travel to Earth, where I will destroy that backwater world's  
greatest hero: Ben Tennyson!

FADE TO BLACK

TITLES

ACT ONE

EXT. WAREHOUSE DISTRICT - DAY

KEVIN and GWEN are having a very tough time fighting SSSERPENT, a humanoid snake man, with a humanoid torso, but snakes for arms and snake heads where his hands should be. He has no legs, he's a snake from the waist down. One of his elongated arms is wrapped around GWEN's waist, crushing the breath out of her.

GWEN

(strained)

Ahhh! Let me go!

The snake arm slithers up and the snake head "hand" opens, revealing deadly fangs. He's going to bite her in the neck!

SSSERPENT

(his hand)

(hiss)

The snake hand STRIKES. Only to smash itself against an ENERGY PLANE Gwen projects in the way.

SSSERPENT

(pained CRY)

Ssserpent releases Gwen to favor his injured hand.

GWEN

(offended)

I thought snakes were supposed to rattle before they strike.

SSSERPENT

I'm not a rattlesssnake.

GWEN

Whatever. I was just making conversation.

Gwen unleashes a fusillade of her energy disks.

GWEN

(throwing EFFORTS)

Ssserpent dodges them, twisting at impossible angles. He's closing in on her and she looks worried.

GWEN

Kevin? Where are you?

Suddenly, METAL ARMED KEVIN tackles Ssserpent from behind.

KEVIN/SSSERPENT

(IMPACT)

Kevin's on top.

KEVIN

I was looking for some metal to absorb.

Kevin throws a punch, Ssserpent DODGES the punch hits the concrete, CRACKING IT.

KEVIN

Hold still!

Ssserpent SPITS venom into Kevin's face. Kevin grabs his eyes.

KEVIN

(YELP of pain)

Kevin rises to his feet, rubbing his eyes. He stumbles blindly.

KEVIN

Snake venom! Kinda burns ...

Gwen sees a FIRE HYDRANT and throws an ENERGY DISK at it. The disk slices the top of the hydrant clean off and water gushes out of it, arcing towards Kevin.

GWEN

Rinse your eyes!

KEVIN

With what?

The water splashes Kevin in the face.

KEVIN

Oh.

Kevin is rinsing his eyes as Ssserpent stalks him. Gwen throws up an ENERGY SHIELD blocking his way to Kevin.

GWEN

Back off!

He turns to face Gwen.

SSSERPENT

I sssswallow my prey whole!

GWEN

Yeah. Too much information.

Ssserpent leaps at Gwen.

SSSERPENT

(ATTACK)

She puts up a force field and he smashes into it. It cracks but holds. Ssserpent begins pounding on the weakened shield.

SSSERPENT

(EFFORTS)

GWEN

Kevin, you okay?

Kevin has cleared his vision.

KEVIN

I will be, Gwen. Soon as I armor up.

Kevin kneels, touches the concrete and turns into Concrete Kevin. Gwen is trying to bind Ssserpent's snake arms with Ditko-ish ENERGY TENDRILS, she's got one of them, but the other is avoiding her attempts.

GWEN

(struggling)

This would be a lot easier if Ben was here. Like he promised. An hour ago.

Kevin grabs Ssserpent's other arm and struggles.

KEVIN

(struggling)

Guess that fancy watch of his doesn't keep good time.

GWEN

I just wonder where he is.

INT. BEN'S ROOM - DAY

BEN is lounging on his bed, watching TV and drinking a "Mr. Smoothie." He's flipping with his remote. He takes a big, gratifying sip of his drink. He's reached the bottom and his straw makes unappealing sounds.

BEN

(obnoxious SLURP, then) Ahhhh!

Ben reacts to LUKIK, a stuffed-shirt DRAKOSIAN DIPLOMAT teleporting into the bedroom. Ben rolls to his feet, and prepares to slap the Omnitrix. Lukik stops him with a gesture.

LUKIK

Pardon the intrusion, Ben Tennyson. I mean you no harm. I am Lukik, senior ambassador of the Drakosian Empire.

BEN

(BELCHES big)

Lukik turns his face away but tries to retain his dignity. Ben is embarrassed.

BEN

Sorry.

Ben grins nervously.

BEN

(explaining)

More room out than in.

LUKIK

You are wise indeed, Ben Tennyson.

(beat)

I have been granted the great honor of presenting you with this.

Lukik opens up a velvet jewelry box containing an ORNATE MEDAL attached to a ribbon. Lukik hangs the medal around Ben's neck.

LUKIK

As a small token of gratitude for your part in saving all life in the universe from extinction at the hands of the Highbreed, my people present you with the galactic medal of honor, the highest award a non-Drakosian can be given.

Ben fiddles with the Omnitrix, dialing through the menu.

BEN

Thanks. I could probably turn into a Drakosian, you know.

LUKIK

The people of Drakosia marvel at your power, and offers you its gratitude.

Lukik bows and BEAMS away. Ben looks at his medal for a beat, then takes it off.

BEN

(bored)

Yeah. That's what they all say.

Ben opens his closet door, revealing that the whole thing is stuffed with ribbons, medals and trophies. The awards spill out. Ben tosses the medal in with the others and shoves the door shut with his foot.

He jumps back on the bed and turns the TV on with his remote. His eyes go wide with wonder, although we can't see what he's looking at.

BEN

That can't be what I think it is...

Ben turns up the volume.

TV ANNOUNCER

...This summer, Ishiyama and Kenko play the game of their lives.  
Sumo Slammers: The Motion Picture..

BEN

(SQUEALS like a small girl)

Realizing what he just did, he CLAPS his hand over his mouth.

His cell phone RINGS, he answers absently, still looking at the TV.

BEN

Yeah, hello?

GWEN (V.O.)

(irritable)

Ben, it's your cousin Gwen.

BEN

Uh huh.

GWEN (V.O.)

Is this a bad time?

Ben is flipping channels.

BEN

Yeah, kinda. There's going to be a Sumo Slammers movie, and I'm waiting to see if the commercial is coming back on.

GWEN (V.O.)

(mock sweetly)

Well, I'm really sorry to disturb you Ben, it's just that you're late for our mission--

EXT. WAREHOUSE DISTRICT - DAY

Gwen is on the phone, behind one of her shields. Ssserpent is using his great strength to bang concrete Kevin repeatedly against the shield.

KEVIN

Ow! Ow! Ow!

GWEN

(very angry)

--and the bad guy is kicking our butts!

INT. BEN'S ROOM - DAY

Kevin is flinching from the volume of Gwen's yelling, holding the phone away from his ear.

GWEN (V.O.)

(shouting)

So if it's not too much trouble, hero up and get yourself over here!

Ben puts the phone back to his ear.

BEN

Sorry, Gwen. Guess I just forgot--

GWEN (V.O.)

(shouting)

Now!

Ben flinches again, then pockets his phone and TRANSFORMS to JETRAY.

JETRAY

Jetray!

Ext. WAREHOUSE DISTRICT - day

Jetray is flying in at high speed towards the fight scene.

ON THE GROUND

Gwen is down, Concrete Kevin is trading BIG punches with Ssserpent. Kevin is getting the worst of it.

KEVIN

(multiple IMPACTS and EFFORTS)

SSSERPENT

(multiple IMPACTS and EFFORTS)

JETRAY TRANSFORMS in mid-air, changing to CANNONBOLT.

CANNONBOLT

Cannonbolt!

Rolling into a ball, Cannonbolt drops heavily onto the sidewalk near Kevin and Ssserpent, who are still fighting. Cannonbolt unrolls himself.

KEVIN

About time you got here!

CANNONBOLT

(explaining)

There's going to be a Sumo Slammers movie.

KEVIN

(pleased)

Really? Live action?

Gwen is sitting up on the ground nearby.

GWEN

Guys? Focus. Bad guy on the loose.

CANNONBOLT

It's not a problem, Gwen. Creeps like this--

(to Ssserpent)

What's your name?

SSSERPENT

I am Ssserpent, the snake that walks like a man!

Ben ROLLS UP into a ball and runs Ssserpent over, flattening him into the concrete. Fight's over, just like that.

CANNONBOLT

Is it okay if I call you "Roadkill, the snake that only made it halfway across the street?"

SSSERPENT

(moans)

CANNONBOLT

I'll take that as a "yes."

Cannonbolt REVERTS into Ben. Kevin gives Gwen a hand up to her feet. Both glower at Ben, who doesn't notice as he "dusts" his hands in victory.

BEN

That didn't take long.

GWEN

We've been fighting that guy for over an hour.

BEN

Oh.

GWEN

"Oh." Where were you?

BEN

Watching some TV. Getting another medal. That reminds me, I should get some kind of trophy case.

GWEN

You are so full of yourself, lately.

BEN

What's the big deal? I got here and I took out the bad guy for you.

Gwen shakes her head and walks away. Ben is perplexed, he notices Kevin, arms folded, staring at him.

Ben

What?

EXT. RUSTBUCKET - DAY

THE RUSTBUCKET roars down the highway.

Max is driving, several of the Alien Force kids are riding inside. We learn the new Status Quo in context from the conversation. An alarm sounds, it's the Planetary Defense Alert. An unregistered war fleet is heading for Earth! They'll investigate.

## CITY?

Syphon beams down, announcing the coming of his master. Vilgax appears, casually taking out police. He announces his intentions, as he has on 10 other worlds, he challenges this planet's greatest protector to a trial by combat. To the victor, the Earth.

Max has arrived, his team behind him. Vilgax is to leave immediately, or Alien Force will make him go. Vilgax takes on the kids, defeating them soundly. Leaving them in the dust, Syphon breaks out his apparatus, "Should I drain their powers?" Vilgax says no, "I leave them to deliver the message. In one Earth rotation, I will return to the coordinates I'm now broadcasting, to battle the Earth hero called Ben 10 for control of the Earth. Should he fail to show up, I will destroy this pitiful planet as will be my legal right" Vilgax and Syphon beam away, leaving the still figures of Max and Alien Force very still on the ground.

FADE OUT

## END ACT ONE

## ACT TWO

FADE IN:

## ACT ONE

### MR. SMOOTHY PARKING LOT

BEN, GWEN and KEVIN hanging out in their favorite spot. Gwen is giving Ben a hard time for not showing up for the mission until the last moment. Ben doesn't take her complaints seriously. Kevin backs Gwen's assertion that Ben's been kind of cocky since... Ben finishes for her, helpfully. "Saving the whole, entire Universe?" See? That's the sort of thing she was talking about. Ben laughs it off, after what they all accomplished last month, they deserve to enjoy their success a bit. "So lighten up. Have a smoothy on me." Kevin obliges, dumping his smoothy on Ben's head. Ben laughs good naturedly, lifting his own cup to douse Kevin, who's waving it off when their badges go off.

## THE RUSTBUCKET

Max is calling Ben and company via Plumber Badge. The Kids are bandaged up, recovering from their injuries. Max reluctantly gives the kids the lowdown, recapping Vilgax's attack, and challenge to Ben. Casey-Kelly Accords, it allows a war to fought by personal challenge. Gwen and Kevin take this very seriously. Ben is casual, "When and where do I kick his butt?"

## KEVIN'S GARAGE

The kids have been watching video of Vilgax beating Alien Force. Gwen is alarmed, Kevin cautious, Ben, unimpressed (except for a brief moment, with his back to the others when we can see a flicker of fear). Gwen notes how much more powerful Vilgax is than he used to be, "And we barely beat him back then." Kevin points out how easily Vilgax beat the rest of Alien Force. Ben argues that "those were the rookies, we're the A team. We defeated the Highbreed and..." Gwen and Kevin finish the sentence for him, they've heard this many times before, "saved the whole, entire universe." Kevin continues, "I still think you're going to need an edge."

That's why Kevin brought him here. Kevin opens the garage door. Inside is a huge, Kirbyesque device. What's it for? Coky Kevin responds, "We're going to hack the Omnitrix."

Ben smiles, this idea he likes.

## KEVIN'S GARAGE - LATER

Gwen's not so sure this is a good idea. Ben's Omnitrix is connected to machinery that fills the entire room. Kevin tells her to relax, he's been uh, acquiring stuff for this purpose for months, "years if you count back to when I was going to steal the Omnitrix from Ben."

Ben is reassuring, if they can hack the watch and unlock master control, Ben will be able to turn into any creature in the watch, "Millions of them. Vilgax won't stand a chance."

Kevin turns on the machinery. "I'm in. Let me see if I can access the user interface." In quick succession, the Omnitrix morphs back into its original form, then to a second design, then an hourglass. Ben tells Kevin to cut it out before it turns into a Grandfather clock and crushes me." Gwen wonders if Kevin's sure he knows what he's doing. A slight adjustment, and the watch is back to normal. "See? Nothing to worry ab"-

The Omnitrix glows and projects an image of a somber Azimuth. He's offended that Ben tried to tamper with the watch. Azimuth, creator of the Omnitrix, is disappointed with Ben, he'd briefly thought Ben had the maturity to wield the full power of the most powerful weapon in the universe, but recently, he's become aware that Ben is too immature for that trust. "Do not tamper with the Omnitrix. You are not ready."

Azimuth vanishes. Gwen and Kevin are ready to give up, but not Ben. This must be a test. He wants me to do it myself. Ignoring Gwen's entreaties, Ben fiddles with the control. Kevin notices something is wrong and tries to separate Ben from the machinery, but just as he touches it, there's a terrific EXPLOSION.

FADE TO BLACK

FADE OUT.

END ACT TWO

ACT THREE

ACT THREE

MOMENTS LATER

Amid the debris of the Garage, an energy bubble rises, pushing aside a pile of rubble. It's Gwen, woozy but okay. She sees another pile rising, "Kevin?"

No, it's a silent CHROMASTONE. "Ben!" And another pile of Debris rises, but it's not Kevin, it's SPIDERMONKEY.

All of Ben's transformations run off into the night. Gwen shouts after them. "Ben! Come back! All of you!"

"What are you talking about? I'm right here!" Then, amazingly, Ben rises, just in time to see GOOP slither away. He looks at the Omnitrix in confusion. What's going on here?

Kevin's moan derails that line of thought. Ben and Gwen rush over to dig him out. When they finally uncover him, Gwen gasps at his

NEW FORM. Now made of four different materials, Stone, Steel, et cetera, Kevin tries to return to normal, but he can't! It must be the feedback from the explosion.

That's not all the explosion did. Ben shows him the Omnitrix dial, there are Question Marks in the spaces for Chromastone, Goop, Spider Monkey and Way Big ("how'd he sneak out of here?")

The watch lights up again. It's Azmuth, even more pissed off than before. He warned them not to tamper with the watch, and now they've altered the settings. If they don't restore the escaped creatures to the genetic matrix within 24 hours, they will die, and their power will be lost to you forever. Azmuth vanishes again, after telling Ben that he will not help him again. "You call that help?"

Ben asks Gwen if she can track the creatures manna so they can find them. No but since each of the creatures had an Omnitrix symbol, they can track them with their badges.

#### KEVIN'S CAR

Much later, they're tracking the nearest signal, and they've been at it a while. Ben asks Kevin why he doesn't turn back to normal. "I can't," he says too quietly. "What?" He shouts, "I can't!"

Admitting that he's trapped as "a monster," he lowers his head. Gwen takes his hands, telling him to absorb her skin. He tries but it doesn't work. He's going to be a monster forever.

Guilty Ben breaks in, they've found Chromastone ...

#### NEW LOCATION

Kevin wants to know, "What now?" Ben tries to coax Chromastone over, "Um, here Chromastone ... Good Chromastone." Kevin thinks it's ridiculous, and tries to wrestle Chromastone over. Chromastone attacks with Rainbow blasts, sending Kevin flying. Angry Kevin discovers his new powers and gets into a punching match with Chromastone. Going for Humongousaur, Ben accidentally transforms into UPCHUCK. Upchuck absorbs the rainbow blast and barfs it up. Chromastone absorbs it and fires back. Upchuck absorbs and barfs it back. Et Cetera. Kevin and Gwen look back and forth, as if they were at a tennis match. Gwen tries an energy construct, but Chromastone absorbs it... and fires it at Upchuck. Upchuck complains, "Hey! That's not helping!" Kevin clocks Chromastone from behind. "Does this help?"

Upchuck absorbs Chromastone back into the watch. "Yeah. It does."

#### KEVIN'S CAR

They're tracking the next blip. Kevin's irritable and sleepy (they've been at this all night). Gwen wants to talk about Vilgax. She's got her badge hooked up to her laptop and has been looking up Vilgax on the "Extranet" (the intergalactic version of the internet), as she tells an initially confident Ben about Vilgax's many victories and his increasingly large galactic empire, Ben gets nervous. Kevin digs in, not helping. He notes that the Omnitrix doesn't seem to be working so well. Ben snaps back, "You broke it!" Kevin is angered, "You broke it, and you turned me into this!" Ben peers at him. "Kind of an improvement, if you ask me."

Before it can go any further, the car hits something. They can't move.

#### SPIDERMONKEY'S WEB

From outside, we can see the problem. Kevin's Car has driven into a GIGANTIC SPIDER WEB. Crawling down the web towards the car is SPIDERMONKEY, who has never seemed so ominous before. He RIPS the car door off. A web flies in, wraps up Gwen and pulls her out! She's wrapped up in a web cocoon. Ben and Kevin foolishly leap out of the car after her. Now their feet are stuck to the web. They struggle, but are helpless as Spidermonkey approaches...

FADE OUT.

#### END ACT THREE

#### SPIDERMONKEY'S WEB - MOMENTS LATER

Kevin is concerned, he theorizes that Spidermonkey is going to lay eggs in Gwen's head "and when they hatch, they'll eat her brain!" "That's ridiculous." "What? You've laid eggs before."

Ben Transforms into BRAINSTORM and uses his claws to cut Gwen's thread, she falls on the web near Kevin, who makes one hand into a pair of SHEERS and cuts Gwen free of her cocoon. "Didn't know you could do that." "Just made it up."

Brainstorm is stuffy and officious as he demands Spidermonkey get back into the omnitrix. Spidermonkey responds by splatting him in the face with webbing. "Amusing," deadpans Brainstorm, as he pulls the web off of his face. "Now I'm afraid I must insist you position your posterior firmly back inside of the Omnitrix."

SPLAT Brainstorm gets another face full of web.

"You realize, of course, that I'm interpreting your overly aggressive response as an act of war."

Brainstorm strikes, with claws and lightning. Spidermonkey avoids the attacks, which singes and destroys huge sections of the web

Spidermonkey retaliated, attacking with Webs and powerful hand-to-hand attacks. Eventually, he tangles Brainstorm up in webbing.

"See here now! I demand that you release me, tout de suite!" Spidermonkey shows Brainstorm his teeth, threateningly.

"I'd do what he says. Or do you just need someone to translate?" It's Kevin, free now, as is Gwen. Both are standing on one of her energy planes.

The fight is on, this time with Gwen producing energy planes for her and Kevin to stand on. With teamwork, they defeat Spidermonkey and Brainstorm ABSORBS him into the Omnitrix. Brainstorm reverts to Ben, who checks the Omnitrix. It seems like its working. Two down, two to go.

#### KEVIN'S CAR

They're tracking blip #3. Ben fiddles with the watch, peering at it and listening to it. He swears he can hear something in there. Without looking back, Gwen says, "Something's probably loose from you shaking it." Embarrassed, Ben stops shaking it. Kevin wonders if it's working. Ben shrugs, "pretty much." He's confident that once al the creatures are back inside, everything will be fine.

"Aren't you forgetting something?"

"No. I don't think so."

Kevin and Gwen look at each other in disbelief. "Remember you were going to do something in about... (she looks at her watch) two hours?"

Blank look from Ben.

"Vilgax, dude!"

Now Ben remembers. "Oh, yeah. Fight to the death with Vilgax. No problem."

Gwen is about to give him a speech about how important things are when Ben's badge CHIRPS.

"Got one. We're right on top of it."

"Try not to hit it with your car this time."

#### EXTERIOR SEWERS

They're standing around a manhole cover. Gwen wants to be really sure goop is down there. "It's a sewer, of course there's goop down there." "Not in the mood, Ben."

Kevin makes a hand into a crowbar and pops open the manhole cover. Gwen makes a circular plane and lowers them down like an elevator. They disappear from sight and we hear, echoing from below, "Whew! Smells like a sewer in here."

"I'm not kidding, Ben. No more sewer jokes."

"Smells like a plan to me... Ow!"

#### INTERIOR SEWER

Gwen lights the way, frowning as they slosh their way through knee-deep sludge. It's pretty scary. Ben wonders if there are any alligators down here. Kevin is very concerned. "Alligators?" Ben explains that he heard that people get baby alligators as pets and they climb down the toilet bowl and grow up in the sewers. "Twice as big as they get normally." Kevin is creeped out by Alligators. Ben finds this hilarious. Gwen is surprised too, "not that there are any alligators down here. That's just an urban myth." Kevin points out that "We're an urban myth too." Kevin is offended by Gwen's attitude. "Anyway, you're scared of spiders." Gwen is concerned, she goes into a fighting stance. "Are there spiders down here?"

Ben interrupts. He's found something important. It's Goop's little UFO-shaped gravity field projector. "But where is the rest of him?" Gwen's back to business, in Earth's gravity, he couldn't have gone far without it.

True. Goop shoots up out of the water and surrounds Ben in a globe of green goop. Ben can't move to hit the Omnitrix, and he can't breathe! As bubbles escape from his mouth, we...

FADE TO BLACK

ACT FIVE

THE SEWERS- MOMENTS LATER

GWEN and KEVIN Are trying to get Ben out of Goop, but when they approach, he attacks with psuedopods. As they attempt to approach, they are knocked back forcefully. Gwen hits her head and is knocked out. When Kevin goes to pull her out of the water, Goop collapses the ceiling on them both. Ben continues struggling to reach the watch throughout.

Ben reaches the Omnitrix and TRANSFORMS into SWAMPFIRE. Swampfire lights his hands and Goop begins to boil!

Goop slithers off of Swampfire, retreating like a slinky made of slime. Swampfire shoots flameballs at it, just missing again and again.

Gwen and Kevin are on the other side of the collapsed debris, peeking through. Gwen warns him not to shoot fireballs because the tunnel is full of methane.

"Full of what?"

SEWER ENTRANCE

On the street above. The ground erupts with a huge EXPLOSION. All is silent for a beat, then Goop seeps up through the cracks in the pavement and reforms, his UFO flitting into position above him.

A thick vine bursts through the concrete and Swampfire quickly reforms from it. "Lots of fertilizer down there."

"I asked you not to do anymore of those jokes." Gwen and Kevin emerge, safe within a force globe.

"Sorry."

"Are you sorry you blew us up, too?"

"Her, maybe. You, not so mu--"

Swampfire's head explodes into a pile of muck. Goop has rammed him with the UFO, which turns and zips through him again and again.

"Hey, cut that out!"

Swampfire is being whittled down to a pile of mulch. He grows new arms and hands, then grabs the UFO out of the sky. He grows his body back, then points the bottom of the UFO at Goop, catching him in its gravity field. After sloshing Goop around a bit to get the hang of it, he recaptures him in the Omnitrix .

#### KEVIN'S CAR

The kids are tracking Waybig. Kevin's driving at full speed, but they've only got an hour to catch him and for Ben to get to the Arena to fight Vilgax. Grandpa Max contacts them through Kevin's badge.

#### THE ARENA

Max is gearing up while talking to Ben, putting on his Plumber's outfit and checking a truly staggering array of alien weapons. Max understands why Ben hasn't shown up. He doesn't blame him, the fight with Vilgax is Plumber business, and Ben's just a kid. "This is my fight."

#### KEVIN'S CAR

Ben is finally serious. "This is my fight, Grandpa. Vilgax challenged me, and I'm the one with the Omnitrix." "At least, most of it," Kevin adds helpfully.

"You've got less than an hour, Ben."

"I'll be there. And I'll win."

Ben signs off. Gwen wants to know how he can beat Vilgax without Waybig, his most powerful transformation. "Yeah, isn't that how you beat him last time?" Ben says it's how he's going to beat him this time too. Ben will go and fight Vilgax with the transformations he has, "I'll just stall him."

"Until...?"

"Until you and Gwen bring Waybig to the Arena. I'll recapture him, then use him to toss Vilgax into orbit again. Maybe into the sun, this time."

"How are we supposed to get Waybig to come to the Arena?"

"I'm a big idea man. I don't do details." Ben Transforms into JETRAY. Gwen and Kevin genuinely wish him luck.

## THE ARENA

Huge crowds fill the football stadium. An announcer fills us in on the details, this is on TV all over the world. Vilgax's warships surround the Earth, any one of which could destroy it instantly. Earth's Champion will fight Vilgax one on one, if Vilgax wins, the Earth will be added to his galactic empire, if he loses, the Earth will be spared. But now, with only minutes left before the deadline, the battle may be moot. Earth's defenses have been unable to breach the force field around this stadium.

Backstage. Max turns off the TV and sighs. He's ready to take on Vilgax. But then he hears the crowd outside...

SYIPHON beams in, warning the viewers that if Ben 10 fails to show up, the contest will be forfeit and the Earth will be destroyed.

Jetray arrives to the thunderous cheers of the crowd, talking trash. Syphon allows as to how he will enjoy taking the Omnitrix from his lifeless body and presenting it to Vilgax , "Speaking of whom..."

Vilgax beams in, towering over Jetray . "Ben Tenneson, I've come to kill you, is now a bad time?"

FADE TO BLACK

## ACT SIX

### THE ARENA

And we're staying here a while. This is going to be the signature Ben 10/Vilgax battle. While the crowd cheers and boos, Vilgax and Jertray get it on. Just some of the major beats:

Jetray flies, dive bombing Vilgax with energy beams, Vilgax blocks them with the "Shield of Astron," blasts Jetray with the "Radiant Jewel of Astoth," then flies into the air to give Jetray a mid air beating.

Tackling Jetray out of the sky and smashing him through the goal posts and into a crater in the endzone, Vilgax is giving Jetray a thrashing. He's about to stomp on him when...

Ben TRANSFORMS into BIG CHILL.

Vilgax's foot passes through Big Chill's intangible body. Big Chill attacks with a blizzard, freezing Vilgax in a BLOCK OF ICE.

Vilgax's Eyes glow and produce an energy beam that shatters the ice before passing harmlessly through Big Chill. Big Chill attacks again, until Vilgax grabs him with his GUANTLET, which allows him to touch the intangible Big Chill and rough him up.

Big Chill changes to HUMONGOUSAUROUS, who grows big. He and Vilgax have a super smackdown. Vilgax overpowers him, beating him to the ground.

"Don't worry, Ben. There's something bigger than Humongousaur!"

Kevin and Gwen arrive, riding on Waybig's shoulders. Humongousaur recaptures Waybig, twists the dial and calls on Waybig!

But he gets Chromastone.

Chromastone puts up his best fight ever, he's looking good until Vilgax smites him with his FLAMING SWORD. Chromastone SHATTERS into a hundred pieces. An exhausted Vilgax bellows in triumph. It's all over!

Gwen buries her face in Kevin's chest. Max hangs his head. The crowd goes eerily silent.

Syphon sifts around in the Chromastone debris and fishes out the Omnitrix (in disk form). Suddenly, it LIGHTS UP! Startled Syphon drops it, and the broken crystal seems to be attracted to it like metal filings to a magnet. The pile of crystals glows with Omnitrix energy and Chromastone transforms into...

"Diamondhead!"

"You're in trouble, Vilgax. I've had a lot of practice with this one." Diamondhead leaps into action, firing crystal shards at Vilgax at machine gun speed. Vilgax's energy shield SHATTERS under the pressure, and Vilgax is driven back by the impacts.

Vilgax fires his wrist beam at Diamondhead, Diamondhead gestures at the ground and a CRYSTAL WALL grows, blocking the beam.

Vilgax redoubles his effort, smashing through the the crystal wall. But Diamondhead is gone.

"Pssst! Over here."

Vilgax turns his head just in time to get a point blank face full of crystal shards. They drive him back. Partially blinded, he swings his flaming sword around blindly, batting away the incoming shards.

Diamondhead concentrates, creating a HUGE Crystal battering ram and SMASHING Vilgax into the ground. The Battering Ram SHATTERS but Vilgax is down.

Diamondhead grins down at Vilgax, "Say the word..."

Vilgax tries to rise, but cannot. His armor is shattered, his weapons disabled. "I... yield."

The crowd goes wild.

#### TAG

Gwen, Kevin and Max arrive. Max cites the intergalactic treaty that Vilgax challenged Ben under. Vilgax must leave and never attack the Earth again. He acknowledges this, but swears vengeance on Ben, who is unimpressed. Syphon helps his master and they teleport away. Ben grins, "See? Piece of cake."

BEN 10: ALIEN FORCE

"Vengeance of Vilgax" 10/01/08

BEN 10: ALIEN FORCES "GROUNDED" KRIEG 01/07/08

BEN 10: ALIEN FORCE

#689-001, #689-002

"The Terror Behind The Veil"

by

Dwayne McDuffie

First Draft

08/04/08

BEN

GWEN

KEVIN

SWAMPFIRE

ECHO

JETRAY

HUMONGOUSAUR

HELEN

MANNY

PIERCE

BATTLE ROBOT

HEX

MAX

CUSTOMER

COOPER

CHARMCASTER

MIRAGE

ACOLYTE #1

ACOLYTES

CHROMASTONE

BEASTS

KEFVIN

ACOLYTE #2

CHIRONEX

LABRIS

YOUNG MAX

ACOLYTE #3

ADEPT

SPIDER MONKEY

CANNONBOLT

KEVIN AND CHIRONEX

TINI

VILGAX

ULTIMO

PSYPHON

SSSERPENT

GWEM

KEVIN/SSSERPENT

DRAKOSIAN

LUKIK

TV ANNOUNCER

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

HEX'S SANCTUM

CHIMERA TEMPLE

POOL OF AWAKENING

EXTERIOR HEX'S SANCTUM

PLUMBER HQ

POOL OF ENLIGHTENMENT

CHIMERA TEMPLE/WAREHOUSE

THE DOCKS

A WHAREHOUSE

END OF ACT SIX

TAG

THE CHIMERA TEMPLE

BEN'S ROOM

RUSTBUCKET

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DUSK

DAWN

S

SHORTLY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

DISSOLVE BACK TO: