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BEN 10: ULTIMATE ALIEN

#1003-028 "Basic Training"

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First Draft, 5/3/10

TEASER

FADE IN:

INT. WAREHOUSE - DAY

ON BEN AND GWEN, watching action O.S. We hear <IMPACTS> and <SCUFFLING> under the following. The two kids follow the action with their eyes.

BEN

Okay, Kevin's obviously "A." Do you wanna be "B," or "C?"

GWEN

Well, I was "C" last time...

BEN

See, I think I was "C." Unless that was the time before, in which case
I was "A..."

KEVIN (O.S.)

Hey!

ANGLE - KEVIN dangles in the grip of an ALIEN'S TRUNK. The alien looks like an ELEPHANT on TWO MUSCULAR LEGS, with THICK ARMS and a CABLE-THICK TRUNK. The "ELEPHOID" is about ten feet tall. We now see we're in a CINDERBLOCK WAREHOUSE, with SHELVES of ALIEN CRATES behind the combatants.

KEVIN

Could you hurry this up?!

ELEPHOID

<Angry blare!>

BEN

Gwen, you're "B." Let's do it! Diamondhead!

Ben <SLAPS> the OMNITRIX, beginning his transformation, but we CUT AWAY before its completion to see --

ELEPHOID, swinging Kevin, carries him past the WALL. Kevin GRAZES his hand on the cinderblock, becoming STONE KEVIN.

STONE KEVIN

About freakin' time..."A!"/ <Effort noise!>

He <RIPS> himself free, STAGGERING the Elephoid.

ELEPHOID

<Screech!>

GWEN <LAUNCHES> a FUSILLADE of ENERGY DISKS at the alien.

GWEN

"B!"/<Throw effort>

The disks <SLAM> into the Elephoid's scaly hide, sending it spinning and stumbling.

ELEPHOID

<Pained roar!>

DIAMONDHEAD (O.S.)

"C."

The creature looks up to see it's stumbling right toward...

DIAMONDHEAD, smiling, fist cocked. <POW!>

The alien <CRASHES> into a shelf of crates, which fall and <CRACK> OPEN, revealing ALIEN RIFLES. The three kids move to stand over the unconscious ELEPHOID.

DIAMONDHEAD

The next time you're looking for a planet where you can store your

stolen weapons? Consider Venus.

EXT. WAREHOUSE - LATER

PLUMBERS lead the SHACKLED ELEPHOID out of the warehouse toward their waiting PADDYWAGON CRAFT. Other Plumbers move crates of weapons from the building to the craft on HOVER-DOLLIES. FOLLOW them, then HOLD ON:

BEN, GWEN AND KEVIN, standing with the PLUMBER IN CHARGE.

PLUMBER IN CHARGE

Tennyson, Tennyson and Levin?

BEN

(turning to Gwen and Kevin; singsong)

"Thank you" time...

The Plumber hands Ben a SMALL SQUARE with a BUTTON on it.

KEVIN

That doesn't look like a medal...

Curious, Ben <CLICKS> the button, and a HOLO-SCREEN of TEXT, the size of a MAGAZINE PAGE, <POPS> up before their eyes. They read it, their expressions growing shocked.

KEVIN

No. Way.

GWEN

(reading)

"Because you received your Plumber commendations during a field engagement, you have not completed required training. Please report to Academy 4516..."

BEN

We have to go to school?!

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

EXT. PLUMBER TRANSPORT CRAFT - SPACE (MOVING)

The sleek craft <ZIPS> across the star field backdrop.

BEN (V.O.)

What is the Plumber Academy gonna teach us about saving the universe?
I mean, we've only done it five or six times with no problem!

INT. PLUMBER TRANSPORT CRAFT - CONTINUOUS

BEN, GWEN and KEVIN sit strapped into seats. Ben sits across from Gwen and Kevin, and next to a SHRIMPY ALIEN KID (TACK) with BIG EYES. Gwen peruses another HOLO-SCREEN before her intently. They all wear WHITE UNIFORMS with ONE BLUE SLEEVE.

BEN

What a waste of time...They wouldn't even let us fly to the Academy in the Rustbucket...Had to take an "official transport!"

KEVIN

If this is the way they want us to do it to earn our Plumbers' Badges, this is how we'll do it. Give it a rest, Tennyson.

TACK

Tennyson?! You are Ben Tennyson, conqueror of Vilgax? It is because of you I want to go to Plumber Academy! My name is Tack!

He STRETCHES his neck so his FOREHEAD can lightly touch BEN'S, and closes his eyes. Ben freaks out.

BEN

Um, what are you doing?

TACK

Greeting you reverentially.

He retracts his neck, smiling adoringly at Ben.

GWEN

Look at this list of classes we have to take! History, tactics, weapons, proper form-filling-out...

KEVIN

Classes, huh? You should feel right at home, with all the rules and uniforms and teachers...

TACK

Oh, our instructor, he has won every medal the Plumbers give, but he is supposed to be meaner than a Vandleplex with three appendages!

(looking at Ben)

But surely he has never had a pupil like the great Ben Tennyson!

Ben smiles, basking in the adoration. Gwen and Kevin look at each other -- oh, brother.

GWEN/KEVIN

Surely.

EXT. PLUMBER ACADEMY WORLD - LATER

A green-blue planet ringed by ASTEROIDS.

GWEN (V.O.)

I think our barracks is this way...

EXT. PLUMBER ACADEMY - CONTINUOUS

A hive of FUTURISTIC BUILDINGS.

KEVIN (V.O.)

You said that three hallways ago. Three long hallways.

INT. PLUMBER ACADEMY - CONTINUOUS

BEN, GWEN, KEVIN and TACK, lugging GEAR, including rifle-like PULSE-STUNNERS, move down the hallway, Gwen studying a MAP.

BEN

Yeah, Gwen, I hope they're not grading on following directions!

(elbowing Tack)

Good one, huh?

TACK

(nodding vigorously)

Yes! A very good one, Be -

<Oof!>

Not looking where he's going, Tack <BUMPS> into ZATT, the leader of ALPHA SQUADRON, all of whom wear white uniforms with a RED SLEEVE. Zatt looks down at Tack disdainfully.

ZATT

Keep your eyes forward, amoeba!

TACK

Oh, I am Tack, not amoeba, and I am sorry for --

<Oof!>

Zatt PUSHES Tack back into Ben.

ZATT

Who said you could speak to Alpha Squadron, amoeba?

BEN

Hey, he was just trying to --

ZATT

(in Ben's face)

Get to your bunk, amoeba. Instructor Plart wants to make sure everyone's accounted for after today's Null Void breakout, and you don't want to make him and me mad in the same day...

Smiling back, Ben reaches for his OMNITRIX.

BEN

Dude, you just bought yourself a nose full of Humongosaur...

Suddenly, KEVIN breaks between them, pushing BEN back.

KEVIN

Okay, let's go, Tennyson. You're not getting all of us thrown out of here on the first day.

BEN

You're holding me back?

As Kevin pushes Ben away, Gwen and Tack following, Ben glares over his shoulder at Zatt, who grins back.

ZATT

See you around, amoeba!

INT. BARRACKS ROOM - LATER

The kids enter, Ben still steamed. The room is spartan: Bunks, desks, dressers and not much more.

BEN

"Ooh, I'm in Alpha Squadron, look at me!" I should've gone all Jetray on him. No, Big Chill!

GWEN

You should have walked away. Which you did, thanks to Kevin.

BEN

Yeah, way to have my back, Kevin!

KEVIN

Listen, getting a Plumber's Badge -- for real -- may not matter to you, but it does to me!

Kevin angrily turns away, and starts unloading his gear on a bunk. Ben, taken aback, looks to Gwen questioningly.

GWEN

(quietly)

His father...?

Ben REACTS, realizing. He looks like he feels bad, but --

INSTRUCTOR PLART (O.S.)

Everyone settling in okay?

The kids turn to see --

INSTRUCTOR PLART - Jut-jawed, ham-fisted, barrel chested, squinty-eyed and 100% regulation Plumber stands in the doorway. An ugly SCAR puckers one side of his face, and his spotless uniform is adorned with ONE MEDAL. He smiles sweetly.

The kids look at each other, confused. Then Ben smiles and approaches Plart.

BEN

Hey, you must be Instructor Plart! I'm Ben Tennyson, maybe you've heard of --

Instantly, Plart's face REDDENS, and his bellow freezes Ben in his tracks, then backs him across the room.

INSTRUCTOR PLART

YOU ARE AN AMOEBA! spacedust! You are not fit to shine my badge! But maybe, just maybe, if you do everything I say without question, you will BECOME A PLUMBER!

GWEN

Sir, I wanted to ask about the Null Void breakout we heard about? Maybe
we can help --

INSTRUCTOR PLART

AMOEBAS DO NOT SPEAK!

(turning to Kevin)

Who are you, amoeba?!

KEVIN

(snapping to attention)

Kevin Levin, sir, and--

INSTRUCTOR PLART

WHAT DID I JUST SAY, AMOEBA?! YOU! DO! NOT! SPEAK! Do you think I CARE
who your father is, who your hero is, what your questions are?! Or
how many times you've saved the UNIVERSE?! Oh yes, I see all and hear
all! You cannot get away with anything with me! You WILL not use your
powers while you are here! All you can do is learn from me, amoebas!
Or there will be consequences...

ON BEN, leaning against a wall, smirking, not taking any of this
seriously.

BEN

I hear you've got every Plumber medal. How come you only wear one?

Plart SMILES, not at all sweetly, and strolls over to Ben, getting
very close.

INSPECTOR PLART

You go ahead and test me, amoeba. I will wear you like an overcoat.

Ben shrinks back, intimidated. Plart moves to the door, and looks back at them.

INSPECTOR PLART

Report to me tomorrow at oh-five hundred and bring your pulse-stunners. Do not make me wait. I hate waiting.

He exits. HOLD on the kids, then all at once they each <FLUMP> down onto their bunks, <EXHALING> simultaneously.

BEN/GWEN/KEVIN/TACK

<Exhales>

INT. BARRACKS ROOM - EARLY MORNING

The kids are asleep in their bunks in the dark room. The door <SLIDES> open, and we see PLART'S SILHOUETTE. He checks his watch. Beat. Then --

INSPECTOR PLART

IT IS OH-FOUR-FIFTY! YOU ARE MAKING ME WAIT, AMOEBAS! LET'S GO LET'S GO LET'S GO!

Like they were shot out of a cannon, each kid leaps out of his or her bunk, completely off guard. Plart exits.

TACK

He is very unfriendly...

BEN

(groggy)

'S no problem...I c'n handle 'im...

INT. TRAINING ROOM - LATER

A large space with a TABLE set up, covered with BOOKS and OTHER MATERIALS. EQUIPMENT rings the room, and there is a SINGLE WINDOW. PLART stands at the table.

The door <SLIDES> open, and BEN, KEVIN, GWEN and TACK, exhausted, enter, carrying their PULSE-STUNNERS. They set them down at the table and sit. Plart looks at them, then disassembles them quickly, one by one, as he speaks.

INSTRUCTOR PLART

Lesson one! This is your pulse-stunner! It is now your best friend! You will learn to fire it, you will learn to clean it, you will learn to assemble it! It will save your life and ask for no thank yous!
Respect your pulse-stunner!

Smirking, Ben looks at his disassembled rifle.

BEN

Hey there. Have I told you lately how much I respect you, old best-friend-buddy?

<Laughs>

TACK

<Laughs>

Ben looks to Kevin and Gwen, both sitting up straight in their chairs, waiting for orders. Ben rolls his eyes. When he faces forward again, Plart is right in his face.

INSTRUCTOR PLART

YOUR BEST FRIENDS ARE IN PIECES, AMOEBAS! ASSEMBLE YOUR BEST FRIENDS!
GO, GO, GO!

Kevin, Gwen and Tack leap to their feet and start working with their weapons. Ben reluctantly rises to do the same.

KEVIN puts his pieces together smoothly and efficiently.

GWEN meticulously makes sure each piece is in place before moving on to the next.

BEN moves slowly and disinterestedly.

TACK works nervously, jittering. He DROPS a piece, which <BOUNCES> away, and he CHASES it...

HEAVY CABINET - The piece disappears underneath. Tack arrives too late, and looks at the cabinet, worried. Ben strolls over, looks around, and slaps his OMNITRIX, transforming into -- FOURARMS, who LIFTS the cabinet so Tack can grab his weapon component. FOURARMS sets the cabinet down -- AND PLART IS THERE, staring daggers! FOUR-ARMS TRANSFORMS BACK TO BEN, who backs away with Tack, hands up.

DISSOLVE TO:

INT. TRAINING ROOM - LATER

ON A VAGUELY HUMANOID BUST, covered in SENSORS. Suddenly, <PULSE BEAMS> lance into frame, striking the bust in various places. ZIP TO:

KEVIN, concentrating as he aims his PULSE-STUNNER. PAN TO:

GWEN, who holds her weapon in an exaggeratedly perfect stance, and

fires calmly and methodically. ZIP TO:

HER TARGET, with <PULSE BEAMS> striking it dead center every time.
PAN TO:

BEN'S TARGET, with <PULSE BEAMS> firing over and past the target,
missing with every shot. ZIP TO:

BEN, holding his weapon loosely, not caring too much as he fires.
Finally, he just drops the weapon, looks around, and <SLAPS> his
OMNITRIX, transforming into --SWAMPFIRE, who <BLASTS> a jet of FLAME
-- HIS TARGET is <OBLITERATED>! But when the smoke clears -- THERE'S
PLART, staring daggers again!

SWAMPFIRE hastily transforms back to BEN, who smiles and WAVES a
little to his instructor. PAN TO:

THE WINDOW - Where a mysterious, dark SILHOUETTE looks in, then slinks
away, moving covertly.

DISSOLVE TO:

INT. TRAINING ROOM - LATER

The kids sit at the table, poring over BOOKS. PLART stands at a DIGITAL
CHALKBOARD where, every time he GESTURES, WORDS and SYMBOLS appear.

INSTRUCTOR PLART

...there is never any excuse to disobey orders! There may be latitude
to move while remaining within orders, but if you do so, make sure
your squadron is all on the same page, or else someone could...

ON KEVIN, taking NOTES, intent on his book. PAN TO:

GWEN, writing fast, looking up, raising her hand, but Plart's
continuing on, so she writes fast, then looks up and raises her hand
again, but Plart's continuing on...PAN TO:

BEN AND TACK, where Ben is teaching Tack how to make his fingers into
GOALPOSTS for Ben's FOLDED PAPER FOOTBALL. Ben <FLICKS> his finger,
sending the "football" flying, but it's -

SNATCHED OUT OF THE AIR -- by PLART! Wordlessly, he <CRUMPLES> it and throws it on the table in front of Ben, before walking away. Ben waits a beat, then starts RE-FOLDING the football.

DISSOLVE TO:

INT. TRAINING ROOM - LATER

The room has been reconfigured with REINFORCED, REMOVABLE WALLS forming a MAZE, which we see in this HIGH ANGLED SHOT of the entire room.

INSTRUCTOR PLART (V.O.)

The key to throwing shock grenades is to switch the polarity of your magno-glove when you throw --

IN THE MAZE - PLART, standing next to TACK, <SLAPS> a GRENADE into the palm of his MAGNETIC GLOVE. BEN, GWEN and KEVIN, wearing similar gloves, watch from the end of the corridor.

INSPECTOR PLART

-- so instead of attracting, it repels, adding distance to your throw. You want to be nowhere near a grenade after you pull the pin.

(to Tack)

Go ahead.

PLART takes a step away. TACK nervously pulls the <PIN> from the grenade, tosses it away <CLANK!> and motions to throw the grenade...but it stays on his hand. He tries again. No.

INSTRUCTOR PLART

What's the glitch, amoeba? We've been studying this all week! Switch

polarity and get rid of it!

TACK

<Struggle efforts>

I am trying! It...it will not come off!

PLART grabs Tack's hand, and tries to YANK the grenade loose.

INSPECTOR PLART

<Struggle efforts>

BEN, GWEN AND KEVIN start forward. Plart waves them back.

INSTRUCTOR PLART

Stay back! I'm not losing an entire class of amoebas! And no powers,
do you hear me?

He tucks Tack's hand into his belly and doubles over. Ben stays where
he is, but pleads:

BEN

This is no time for rules!

INSTRUCTOR PLART

(looking up)

I said no! Now stay back and --

CUT TO THE HIGH-ANGLED SHOT, showing the ENTIRE ROOM. Suddenly, an <EXPLOSION> lights up one area of it, FLAMES and SMOKE rising!

END ACT ONE

ACT TWO

FADE IN:

INT. TRAINING ROOM - RESUME

Pick up where we left off, the FLAMES AND SMOKE of the explosion rising above the concrete walls...

ON GWEN AND KEVIN, shocked!

OTS GWEN AND KEVIN - as the smoke clears, revealing the BURNED SPOT where the grenade went off then, much further down the maze corridor, JETRAY with PLART and TACK, unharmed.

GWEN

Ben!

TACK looks at Jetray with awe.

TACK

You saved us! You are the greatest Plumber of all!

Plart cuts between them, and heads for the blast spot.

INSTRUCTOR PLART

He's an amoeba, like you. Less of one, because he disobeyed orders.

JETRAY <TRANSFORMS> back into BEN and follows.

BEN

I was supposed to let you go boom?

INSTRUCTOR PLART

You're supposed to do what I tell you. Without question!

BEN

I'm guessing a "thank you" is out of the question.

TACK

Thank you!

Plart kneels by the BLAST CHAR on the floor, and wipes a FINGER across it, examining. Gwen and Kevin look on. Plart moves quickly to Tack and seizes his gloved throwing hand, inspecting. Ben joins Gwen and Kevin.

GWEN

You don't think this was an accident, do you, sir? Tack's glove was tampered with to stay magnetized, wasn't it?

KEVIN

Yeah, this is some kind of sneaky test to get us to "solve the mystery," right, Instructor?

Plart abruptly looks up and around, as though to see if someone's watching them.

GWEN

This is not test. Is someone trying to hurt Tack? Or you, sir?

TACK

(scared)

Who would want to hurt me?!

BEN

Get real, you guys. It was just a bad grenade.

INSTRUCTOR PLART

Go back to your barracks.

GWEN

Someone's out to get you, sir, aren't they? Or you wouldn't let Tack go off otherwise, would you?

INSTRUCTOR PLART

You business here is to learn, amoebas, not play heroes or detectives. Mind. Your own. Business.

GWEN

But --

Plart cuts her off by pointing to the door. Gwen stares at him for a moment, then she follows Ben, Kevin and Tack out.

INT. BARRACKS ROOM - LATER

Ben fiddles with his hair as he looks in the mirror. Tack stands next to him, checking his own hair, such as it is, mimicking Ben. Gwen paces, and Kevin reads a textbook.

GWEN

Someone tampered with that grenade. Instructor Plart knows who it was, but he doesn't want to tell us.

BEN

Are you gonna tickle it out of him? I don't like your chances.

GWEN

So what do you suggest we do?

BEN

He doesn't want us to help, I'll follow that order. Let's take the night off, explore a little. We've been stuck inside all week.

KEVIN

Whole place is on lockdown since the Null Void breakout, Tennyson. Breaking curfew is a big no-no.

BEN

Ever since we got here, you two have been zero fun! Are you scared of Plart, or something?

GWEN

No, Ben, we're just taking this seriously. Being a Plumber isn't something you goof around with.

KEVIN

You're risking something important to us. And if you screw it up, you and I are gonna get into it.

BEN

You, of all people, telling me to follow the rules.

(heading out)

Come on, Tack, let's see what this place is all about.

(calling back)

We'll bring you a souvenir.

He exits. Tack hesitates.

TACK

Is there some souvenir you would particularly enjoy...?/<Ack!>

Ben's hand reaches into frame and YANKS Tack out of the room.

PAN TO AND PUSH IN ON - a CLOCK on the desk. In TIME LAPSE, we see its hands roll forward to VERY LATE.

WIDEN - as the door <SLIDES> open, illuminating the now-dark room and the sleeping figures of GWEN and KEVIN. TACK and BEN fumblingly walk

in, aim for their beds and <FALL> into them, instantly asleep as the door <SLIDES> shut.

BEN/TACK

<Snoring>

PAN TO AND PUSH IN ON - the CLOCK, the hands rolling forward just a little bit more.

WIDEN as the door <SLIDES> open again, revealing the silhouette of INSTRUCTOR PLART. He <CLICKS> on the lights.

INSTRUCTOR PLART

UP AND AT `EM, AMOEBAS!

KEVIN, GWEN and TACK leap out of their bunks and to attention, Tack marginally more awake than Gwen and Kevin. BEN remains in bed, snoring.

BEN

<Snores>/Wha?! Huh?!/Ow!

Plart expressionlessly walks to Ben's bunk, lifts it with ONE HAND, and TILTS Ben out of bed onto the floor! <THUNK> Ben comes awake instantly.

INSTRUCTOR PLART

Late night, amoeba?

BEN

(muttering)

How does he always know?!

Plart walks to the door, turns and faces them.

INSTRUCTOR PLART

Full gear and ready for dust-off in ten minutes. Your disinterest in following orders yesterday...and last night...bought you a combat exercise today with Alpha Squadron.

He exits. Gwen and Kevin look angrily at Ben.

BEN

At least we get to pay those Alpha jerks back for pushing Tack around!

KEVIN

You're the one who's gonna get paid back if you keep this up.

They turn away from them to gather their things. ON BEN, soaking this in.

EXT. ASTEROID - LATER

SLOW PUSH IN on one of the larger asteroids in the belt circling the planet.

INSPECTOR PLART

Amoebas, Alpha Squadron has taken a hostage!

EXT. ASTEROID SURFACE - CONTINUOUS

BEN, GWEN, KEVIN AND TACK stand on the surface, wearing BLUE-SLEEVED protective SPACE SUITS with CLEAR FACEPLATES. They all hold PULSE STUNNERS.

ALPHA SQUADRON, in RED-SLEEVED suits, wait behind a wall of CRAGGY ROCKS with a STUFFED DUMMY "HOSTAGE." PLART floats above them on a HOVER PLATFORM. The surface of the asteroid is dotted with LARGE BOULDERS.

INSPECTOR PLART

Safely rescue that hostage using your Plumber training...and not your powers! GO!

GWEN

But how do we -- <Yow!>

<PULSE FIRE> chases the kids behind a LARGE BOULDER! ZATT, holding the "hostage" in one hand pops his head from above his cover to sneer:

ZATT

Looks like you amoebas have mastered running away! <LAUGHS>

BEHIND THE BOULDER - The kids recoup.

GWEN

No wonder they're his favorites...They're good!

BEN

No sweat. With what we can do, we'll pick them off easy.

GWEN

Ben, no powers! We have to do this the right way!

TACK

(Beat) What is the right way?

KEVIN

They're fanning out. According to the tactics manual, we need to cover each other as we advance.

GWEN

Right, Kevin, go to that boulder. I'll cover you, then follow as Tack covers you. Ben, you stay here as backup.

BEN

Why do I have to stay behind?!

KEVIN

Because we can't trust you. Go!

Kevin sprints out from cover to the nearest boulder as Gwen pops up and <FIRES> covering pulses and <RETURN FIRE> hits the boulder in front of her. ON BEN as his teammates run across the battlefield.

BEN

(to himself)

One quick-change to Big Chill, and we could all be back in our bunks
snoozing before moonrise...

KEVIN leaps out from hiding around one side of the boulder, Gwen from
another, and they go running!

TACK

<Panicked yell!>

KEVIN SOMERSAULTS behind a BOULDER, <PULSE FIRE> narrowly missing.
He comes to rest, breathing hard.

KEVIN

(smiling)

<Pant> Just like Dad would've...

ALPHA MEMBER (O.S.)

<Ahem>

Kevin looks up to see an ALPHA SQUADRON MEMBER standing on top of the
boulder above him, stunner aimed at him. Kevin SCOWLS and drops his
stunner, raising his hands.

GWEN sees Kevin getting captured from across the field, and starts
sprinting toward him, uncovered.

GWEN

Kevin! Hang on!/<Oof!>

<PULSE FIRE> strikes the ground in front of her, creating a DITCH, and she TRIPS and <falls>! Looking up, she sees another ALPHA SQUADRON MEMBER, stunner aimed.

TACK leaps up above the edge of his boulder, <FIRING> wildly in a spread pattern, the RECOIL almost knocking him over!

TACK

<Battle cry>/Covering fire!/ Ow.

He's blasted over backwards with a <STUNNER BOLT>.

ZATT - Sees his team in control and can't resist gloating.

ZATT

Nobody takes down Alpha Squadron! Definitely not raggedy amoebas!

ON BEN - seething.

BEN

Okay, that's it. I refuse to lose to these creeps!/<Battle cry!>

He dashes out from behind his boulder, <FIRING> as he goes, running for KEVIN'S discarded stunner. Enemy <STUNNER FIRE> lands all around him. ON PLART - displeased with his star pupils.

INSTRUCTOR PLART

Alpha! What's the matter with you?! Bring that amoeba down!

ZATT - Looks to his mentor and SNARLS, then turns back and keeps firing in Ben's direction.

KEVIN AND GWEN - Hands over their heads, being led by one of the opposing team, see the exchange.

GWEN

I don't think Big Alpha likes our instructor...

KEVIN

So? I dont like him either.

BEN, still dodging <STUNNER FIRE> scoops up Kevin's stunner on the run, and <FIRES> both of his weapons, each across his body, John Woo-style!

SPLIT SCREEN X2 - <KZAPP> <KZAPP> His beams strike Zatt's teammates, knocking them down!

BEN ZIGS AND ZAGS from boulder to boulder, avoiding Zatt's increasingly desperate <FIRE>.

INSTRUCTOR PLART

Come on, Alpha! He's one lousy ion particle! Have I been wasting my time training you?!

ZATT - grits his teeth, concentrating harder as he <FIRES>. BEN leaps up and over a <PULSE STUN BEAM>, and comes up with both stunners aimed at ZATT, who pulls the "hostage" in front of him as a shield.

ZATT

Game over, amoeba!

BEN

Game on, loser. Diamondhead!

Ben <SLAPS> his OMNITRIX through his SUIT and <TRANSFORMS> into Diamondhead, bum-rushing Zatt, who <FIRES> panicked. The beams <BOUNCE> off Diamondhead, who keeps coming, SWIPING the hostage out of Zatt's arms and SHOVING the older cadet backwards into a boulder with a <THUMP>, causing him to let go of his gun.

DIAMONDHEAD

<Shove effort>

ZATT

<Impact oof>

Diamondhead stands over Zatt, fists clenched.

DIAMONDHEAD

Now who's the amoeba, amoeba?

INSTRUCTOR PLART (O.S.)

Stand down!

Diamondhead steps back, <TRANSFORMING> back to Ben. ALPHA LEADER stands up, and other members of both teams arrive as Inspector Plart steams up, angry.

INSTRUCTOR PLART

(to Zatt)

How could you let yourself be taken down so easily?! What are you,
just off the recruit ship?!

Zatt glowers at Plart.

BEN

Maybe you guys should add my moves to the lesson plan!

INSTRUCTOR PLART

(to Ben)

And you! Not only did you go against orders and use your powers --
again -- look what your smart moves did for the hostage!

THE HOSTAGE - lying in PIECES on the ground.

BEN

Oh, c'mon...If the hostage had been real, I wouldn't have --

INSTRUCTOR PLART

You failed because you did not follow orders! And your entire team
will be punished for it!

Ben turns to see KEVIN and GWEN glaring at him, and TACK looking a
little less worshipful. He turns back to Plart.

BEN

This is ridiculous! It doesn't matter how you handle a situation as long as it gets handled! You Plumbers are so worried about your procedures, you can't accept that any other way might be okay! If you punish us, you're crazy!

OFF Plart's narrowed-eye glare --

CUT TO:

INT. BARRACKS ROOM - LATER

All four kids are down on their knees, <SCRUBBING> the floor of their room with TINY BRUSHES. BEN, GWEN and even TACK look pissed.

TACK

I still think you are the best Plumber ever, Ben Tennyson...But perhaps you should not have called him crazy.

BEN

Okay, but I'm still right!

(then; adding)

And thanks for having my back out there, by the way.

Kevin gets his feet, balling his fists.

KEVIN

That's it! I'm gonna turn you into a real amoeba!

But before he can get to Ben, the entire building <RUMBLES>, jostling

the kids, and then <ALARM KLAXONS> sound!

GWEN

What was that?!

INT. PLUMBER ACADEMY - CORRIDOR - CONTINUOUS

Running down the hall, they see the carnage that has occurred -- parts of the ROOF have fallen in, and more is CRACKED. DEBRIS lines the corridor.

They come upon a PLUMBER trying to help an INJURED PLUMBER from under a FALLEN GIRDER beneath the <CRACKING> ceiling.

Kevin rushes to the girder and touches it, becoming STEEL KEVIN. He <HEAVES> the beam off the wounded plumber.

STEEL KEVIN

<Lift effort>/Gwen, a little support!

Gwen projects ENERGY BANDS that hold the ceiling in place! BEN and TACK help the two Plumbers away from the debris. When they're clear -- KEVIN leaps away, and GWEN lets her energy bands dissolve. <CRASH!> Down comes the ceiling! The kids rush on.

INT. PLUMBER ACADEMY - OUTSIDE PLART'S QUARTERS - MOMENTS LATER

Our heroes rush up to find FLAMES leaping out of a DORMITORY DOORWAY, PLUMBERS standing around, watching in horror.

PLUMBER

Anyone know if he was in there?!

BEN

Who?

PLUMBER

Instructor Plart! These are his quarters!

As the kids watch the flames in horror...

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. PLUMBER ACADEMY - OUTSIDE PLART'S QUARTERS - RESUME

The Plumbers stand transfixed by the flames.

PLUMBER

If Plart is in there, he doesn't stand a chance!

BEN

We can't just sit here and watch the fire!

He <SLAPS> his OMNITRIX, <TRANSFORMING> into --

BEN

Water Hazard!

Water Hazard wades into the FIERY CHAMBER, <BLASTING> water from his palms. GWEN, KEVIN and TACK wait anxiously with the other Plumbers. Quickly, the FLAMES become SMOKE.

WATER HAZARD (O.S.)

All clear! No sign of Plart!

Gwen and Kevin and Tack enter with the others...

INT. PLART'S CHAMBER - CONTINUOUS

CHARRED FURNITURE and SMOKE dominate the room. WATER HAZARD <HITS> the Omnitrix and changes back to BEN. In the center of the room, CHAR MARKS radiate out from SCATTERED METAL PARTS on the floor. Kevin kneels and examines them.

KEVIN

This is from an Incendiary H-22. Page 356 from the weapons textbook.

GWEN

Someone with knowledge of Plumber weapons and tactics wants to get the Instructor...

BEN

So where is Grouchy McGrouchenberg, anyway?

INSTRUCTOR PLART (O.S.)

What's happening here?

They see PLART in the doorway, looking confused and angry. He enters, looks at the weapon shards.

INSTRUCTOR PLART

Plumber-issue...

GWEN

You know who it is, don't you?

INSTRUCTOR PLART

This is Plumber business, to be handled by Plumbers, not --

KEVIN

Plumbers. Which we're not. We're amoebas. We get it.

GWEN

Ben's right...You're not even letting us show you what we can do!

TACK

They have done a lot! I can show you! I've saved all of their newsbytes!

Plart looks at them, considering. Then -

INSTRUCTOR PLART

Are your quarters clean yet?

OFF their frustrated looks --

INT. BARRACKS ROOM - LATER

The kids sit on their bunks, plotting.

GWEN

It's the Leader of Alpha Squadron. I'm sure of it.

KEVIN

He did look pretty ticked when Plart called him out.

BEN

Didn't look like the first time, either.

TACK

So what do we do?

BEN/KEVIN/GWEN

Stakeout.

INT. PLUMBER ACADEMY - CORRIDOR - LATER

PLART emerges from a <SLIDING> door, and walks down the corridor, stern. He passes a DARKENED ALCOVE and out of frame. A moment later, ZATT steps out of the shadows and follows. HOLD on the empty corridor

a moment, then GWEN peeks out of an alcove further down the hall. Looking worried, she carefully follows Zatt.

INT. PLUMBER ACADEMY - OUTSIDE ORDNANCE WAREHOUSE - MOMENTS LATER

PLART walks through the <SLIDING> marked door and into the warehouse. A moment later, ZATT approaches and enters also. Then GWEN reaches the door, sees what's written there --

GWEN

(hushed; to herself)

Great...All the weapons a bad guy could want...

She enters as well.

INT. ORDNANCE WAREHOUSE - CONTINUOUS

GWEN'S POV - ROWS AND ROWS of SHELVING holding WEAPONS of all sort in the large chamber. Concerned, Gwen walks from aisle to aisle. There's no sign of Plart or Zatt.

CLOSE ON GWEN, looking very worried. Then --

ZATT (O.S.)

Plart hasn't taught you procedures when the target you're following knows they're being followed?

WIDEN - to reveal ZATT standing behind her, threateningly.

GWEN

He did, actually.

ADJUST - as BEN, KEVIN and TACK step out from either side of Zatt into frame, effectively surrounding him.

BEN

We sorta put our own spin on it.

TACK

Where is the Instructor? Why are you trying to hurt him?

ZATT

What are you talking about? I wanted to talk to him about yesterday's exercise! I'm not trying to hurt anybody!

GWEN

Somebody in the Academy is. Someone who knows Plumber weapons!

ZATT

That could be any --

Suddenly, they hear <CRASHES> and <NOISES> that signify a SCUFFLE O.S. TACK runs in that direction.

TACK

Over here!

BEN

Tack! Slow up!

(<SLAPPING> Omnitrix and following:)

Fourarms!

He <TRANSFORMS> on the run, GWEN and KEVIN right behind. They turns a corner and come to a quick stop, seeing --PLART grappling with a MULTI-ARMED ALIEN (KOLAR), with HANDS at the ends of its multiple tentacles.

KOLAR

<Struggle>

You ruined my life!

INSTRUCTOR PLART

<Struggle effort>

You ruined it yourself, Kolar!

GWEN

Who -- ?

BEN

Former student, looks like. Academy history mentions a former cadet who got expelled and wound up in the Null Void later after turning crook. I bet this is him!

KEVIN

You read the history?!

INSTRUCTOR PLART

I see you didn't learn anything in the Null Void

<Struggle>

Kolar!

KOLAR

<Struggle>

Enough to break out and come here to pay you back!

With a QUICK, EFFICIENT MOVE, Plart whips a MULTI-CUFF (like handcuffs with extra links for extra hands) from behind his back and <CLICKS> it around all of Kolar's arms!

INSTRUCTOR PLART

But dumb enough to try and take me in a spot where Plumbers house all their equipment.

FOURARMS hurries forward to assist.

FOURARMS

That was an amazing move! Let me --

INSTRUCTOR PLART

(moving to block him)

Amoeba, no! Let the Plumbers handle --

Taking advantage of the distraction, Kolar <FLEXES> and <SHATTERS>

the CUFFS!

KOLAR

<Effort>

I may not have gotten smarter, but I'm a lot stronger!

FOURARMS

(rushing forward)

Stronger than Fourarms?

KOLAR

Yes.

He <BACKHANDS> Fourarms into Gwen, Kevin, and Zatt, sending them sprawling into a SHELF, where WEAPON PARTS <RAIN> down around them. Fourarms, dazed, <TRANSFORMS> back into Ben. Kolar snaps up TACKs, and holds him above his head.

TACK

<Frightened squeal!>

KOLAR

I'm going to destroy you, Plart, but first I'll take what's most important to you -- Your students!

With another tentacle, he removes a DISK from his belt and tosses it on the ground. <FLOOP> A NULL VOID portal opens. Plart starts forward, but --

KOLAR

One step more, and I'll rip this amoeba in half, instead of just
exiling him to the Null Void!

BEN looks at the WEAPONS PARTS around him, then smiles.

BEN

Tack! Greet Kolar!

TACK

W-what?

BEN

You know, "with great respect!"

Ben and Tack's eyes meet, and Tack understands. He EXTENDS his neck
and turns his head to press his forehead to Kolar's.

TACK

I greet you.

KOLAR

(squirming)

What are you doing?! Get off me, you little -- <Struggle>

ON BEN - as the <STRUGGLE SOUNDS> continue O.S., Ben quickly grabs

up the WEAPONS PARTS and hastily, smoothly, assembles a PULSE STUNNER!
He <FIRES>!

The <BOLT> strikes KOLAR, who drops Tack!

KOLAR

<Impact oof>

TACK

<Falling cry!>

One of Kolar's flailing arms swipes across a WEAPONS CRATE, causing it to fall and <BREAK OPEN>. A WEAPON falls out and <FIRES>, hitting another crate, setting off a CHAIN REACTION of <EXPLOSIONS!>

BEN

Kevin! Gwen! Contain the explosions! I've got Kolar!

As Ben drops his PULSE STUNNER and rushes toward the disgruntled former student...

KEVIN, GWEN and TACK turn to the explosions. Zatt runs for the door, panicked.

ZATT

It'll start a chain reaction...The whole place will go up!

KEVIN

Fearless leader...

GWEN

Kevin, Control the outer explosions...I'll try to contain the center!

Kevin touches a SHELVING UNIT, becoming STEEL KEVIN, and races over to cover an <EXPLODING CRATE>, which <EXPLODES> with a MUFFLED NOISE.

KEVIN

<Uggh>/Gonna feel that tomorrow...

GWEN concentrates, ENERGY streaming from her fingers.

GWEN

<Energy casting effort>

The energy forms a DOME over the crates in the center of the room.
<KABOOM> They explode harmlessly within!

GWEN

(staggering; weakened)

<Uhhh...>

KOLAR grabs Plart and drags him closer to the NULL VOID portal, try as Plart does to resist.

KOLAR

Your students don't matter, as long as you pay! Say hello to the Null Void for me!

He heaves Plart toward the portal and -- BEN <SLAPS> his OMNITRIX.

BEN

Jetray!

Ben <TRANSFORMS>, and leaps forward as we go SLOW MOTION:

PLART tumbles toward the PORTAL, but JETRAY speeds in and grabs him up, pulling him safely away while at the same time <SIDESWIPING> KOLAR, who falls through the portal!

KOLAR

Noooooo!

JETRAY

Tack!

Tack scoops up Ben's fallen PULSE STUNNER and <FIRES>.

The beam <STRIKES> the portal projector disk, and the portal WINKS OUT.

SILENCE in the room, as the kids and Plart sit stunned by all the excitement. Then:

BEN

Not bad. We saved the Academy, saved our Instructor, and used Plumber tactics and weapons.

PLART

But you still used your powers. You just can't resist thinking outside
the box, can you, amoebas?

He strides out of the room leaving the kids dumbfounded.

BEN

I swear, I give up.

CUT TO:

EXT. BARRACKS ROOM - DAY

The kids are packing up their duffles, all except Tack, who watches
them forlornly.

BEN

I can't wait to get home and eat a cheeseburger that comes from an
Earth animal.

TACK

I will miss you. Though Ben Tennyson is greatest of all, you are all
heroes.

KEVIN

Training's done, Tack. You could leave, too.

TACK

No, I will stay. I have much more to learn...

He proudly displays a BLUE SLEEVE on his uniform.

TACK

...as the new leader of Alpha Squadron!

The door <SLIDES> open and PLART enters with FOUR SMALL CASES.

Kevin and Gwen and Tack snap to attention. Ben straightens, but doesn't go the whole way. We may not notice that Plart's uniform no longer sports the single medal.

INSTRUCTOR PLART

Plumbers' badges. You completeed the course, so it's official. Levin.

Kevin steps forward, beaming. Plart, expressionless, hands him the case. Kevin waits for praise.

INSTRUCTOR PLART

Your father still scored better than you did.

Kevin's face darkens, then brightens quickly.

KEVIN

Yeah, but I did it. And nothing you or anyone else says is gonna change that.

PLART

(moving to Gwen)

Gwen Tennyson. You set a cadet record.

(she beams)

For asking the most questions.

Gwen also scowls, then smiles.

GWEN

Hey, a record is a record!

Plart looks to Ben, who smiles. Plart can't say his name.

BEN

You want to thank me for saving your life, don't you? Go on.

They stare each other in the eyes. Then Plart simply hands Ben the case, turns and walks for the door.

PLART

Your shuttle home leaves in five.

He exits, the door <SLIDING> closed behind him. Beat.

BEN

It was great working with you, too!

INT. PLUMBER TRANSPORT CRAFT - LATER

As before, BEN, GWEN and KEVIN are strapped into their seats. Kevin and Gwen admire their BADGES in their open cases.

KEVIN

I gotta say, much as I didn't want to come here, leaving with this is pretty sweet.

GWEN

It does sort of make us "legit" in what we do.

(noticing)

Ben, aren't you going to open yours?

BEN

Badges and medals don't mean anything. Getting the job done is all that matters, and we did that.

GWEN

Still, you should look at it...It's pretty cool.

Reluctantly, Ben opens his case...and his eyes go wide.

BEN

<Sigh...>/Huh?!

He pulls out...a MEDAL, the same one from Plart's uniform.

GWEN

That...That was Plart's, wasn't it?

Shocked, Ben reads its inscription.

BEN

"For demonstrating a Plumber's most essential attribute...The ability to exercise latitude and creativity while remaining within orders." Whoa...

As Ben proudly pins the medal on himself, Kevin smirks.

KEVIN

Good thing medals don't mean anything, huh?

GWEN

Yeah, Plumber Academy was a total waste of time...

Not hearing them, Ben just bends his neck to admire his medal as we
--

FADE OUT.

END OF EPISODE

Script Title

Written by

Name of First Writer

Based on, If Any

Address

Phone Number

Ben

Gwen

Kevin

Elephoid

Diamondhead

Stone kevi

Stone kevin

Tack

Gwen/kevin

Zatt

Instructor plart

Ben/gwen/kevin/tack

Ben/tack

Alpha member

Plumber

Water hazard

Plart

Ben/kevin/gwen

Kola

Kolar

Fourarms

Jetray

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

FADE IN:

WAREHOUSE

END OF TEASTER

PLUMBER TRANSPORT CRAFT

PLUMBER ACADEMY WORLD

PLUMBER ACADEMY

BARRACKS ROOM

TRAINING ROOM

ASTEROID

ASTEROID SURFACE

PLUMBER ACADEMY - CORRIDOR

PLUMBER ACADEMY - OUTSIDE PLART'S QUARTERS

END OF ACT TWO

FADE IN.

PLART'S CHAMBER

PLUMBER ACADEMY - OUTSIDE ORDNANCE WAREHOUSE

ORDNANCE WAREHOUSE

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

SPACE (MOVING)

EARLY MORNING

RESUME

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Time dissolve to:

Page

Scene #

Intro

Location

Time

Length

Synopsis

Cast Members

Tags

Order

Character

Role

Gender

Ethnicity

Orientation

Disability

Age

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Scenes

Speaking Scenes

Non-Speaking Scenes