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BEN 10: ULTIMATE ALIEN

Episode #1003-046

"Catch a Falling Star"

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CARTOON NETWORK STUDIOS

TEASER

FADE IN:

INT. FEDERAL PRISON - CELL BLOCK - LATE DAY

QUICK CUTS as a ripple of excitement surges down the row. GUARD #1 covers a telephone handset and tells his CAPTAIN:

GUARD #1

She's back!

CAPTAIN

Are you sure?

TWO PRISONERS crane their necks to see out their cells' bars.

PRISONER #1

Where is she?

Prisoner #2 points.

PRISONER #2

There!

<BUZZERS SOUND>. A GATE <CLANGS>. Delicate feet in HIGH HEELS <CLICK> along the concrete floor. Movie star JENNIFER NOCTURNE sashays down the row; her long, raven hair sways in SLOW MOTION. She is a vision in shrink-wrap scarlet, incongruous amidst the bleak gray surroundings. PRISONERS gawk after her. Jennifer stops at the next GATE. GUARD #1 nervously raises a METAL DETECTOR WAND to scan her.

Guard #1

Afternoon Miss, if you don't mind --

JENNIFER

(exasperated 'tsk')

I never have to do this at the airport. They just let me through.

The smitten CAPTAIN steps over, beaming at Jennifer.

CAPTAIN

That's okay, Jacobs, I'm sure Ms. Nocturne knows the rules by now.

JENNIFER

Please. Call me Jennifer.

She smiles, sweet but with a hint of sexy. Another <BUZZER> SOUNDS.
She moves on. As the besotted men watch her go...

CUT TO:

INT. FEDERAL PRISON - VISITOR'S ROOM - LATE DAY

Maintaining her poise, Jennifer takes her seat behind a Plexiglas partition. A moment later, CARL NESMITH, aka Captain Nemesis [RE-USE from #109, Hero Time] sits facing her. They use intercom handsets; their voices are FILTERED.

NESMITH

Well. How's my favorite celebrity?

Jennifer can barely hold it together. The glamor pose fades; she's just a fragile little girl with daddy issues.

JENNIFER

Carl. I don't know what to do. I can't keep pretending like this.

NESMITH

What, and disappoint your fans? They love how their favorite movie star comes to visit the fallen hero who once put her in such danger. It's a very touching story.

JENNIFER

But it isn't true. I hate everything about my life, except when I come here -- and I get to see you! Nobody understands!

NESMITH

I understand, Jennifer. And I promise, we will be together soon.

(nonchalant)

Now. Did you bring me a gift?

UNDER THE PARTITION, out of view, her hand takes a tiny DEVICE from her clutch. She attaches it under the counter. She nods. The deed is done. Nesmith smiles.

NESMITH

All right, off you go, as we discussed. Jennifer takes a breath, then suddenly stands, incensed.

JENNIFER

What did you say? You sad, sick man! For all I care, you can rot in jail forever!

She tosses the intercom at the Plexiglas divider, runs to the door on her side of the room and bangs it with her fist.

JENNIFER

<sob> Let me go, let me out!

A <BUZZER SOUNDS>. The door opens. She flees.

UNDER THE COUNTER - the hidden GIZMO <CLICKS>. As it begins to BLINK and SMOLDER --

EXT. FEDERAL PRISON - LATE DAY

Jennifer hurries to her GOLDEN LIMOUSINE [RE-USE from #696-009]. A CHAUFFEUR opens a door for her; just as he shuts it: A MASSIVE EXPLOSION in B.G. blows out one wall of the prison. The force of it knocks the Chauffeur to the ground.

DRIVER

<impact grunt>

CLOSER - SMOKE WAFTS BY the dazed Chauffeur. He blinks at: NESMITH - looming over him, holding a length of pipe. NESMITH Keys.

INSIDE THE LIMO -

Jennifer sits in the back seat. We hear an <O.S. DULL WET THUD>. Beat; Nesmith gets behind the wheel.

NESMITH

Do you have the gauntlet, darling? (off her nod) That's my girl!
Jennifer reaches over the seat and puts her arms around him.

JENNIFER

<delighted squeal>

As the limo roars off into the twilight...

GO TO MAIN TITLES

ACT ONE

FADE IN:

INT. BEN'S CAR - MOVING - NIGHT

BEN drives. GWEN sits with her hands behind her head.

GWEN

Too bad Kevin's off getting the Rustbucket upgraded.

Ben's too preoccupied to reply. Gwen adds:

GWEN

I mean, he'll be so upset he missed seeing Jennifer Nocturne again.
Ben doesn't take his eyes off the road. He's dead serious.

BEN

That's assuming she's still alive.

GWEN

Of course she's -- wait. You really think she was kidnapped?

BEN

Well what else?

GWEN

How about, she's an accomplice? You saw the security tapes. She didn't even try to run when Nesmith attacked her limo driver.

BEN

Maybe he threatened her.

GWEN

(deadpan)

Yeah, that would explain it.

(mutters)

Why does every guy's IQ drop fifty points at the mention of her name?

BEN

That's ridiculous.

Suddenly, Gwen points past Ben and gasps, overacting.

GWEN

Look! It's Jennifer!

Ben sharply looks in the direction where she's pointing --

BEN

Where?!

QUICK CUT -

Ben's car crosses the double yellow line, then swerves to avoid an oncoming VAN <TIRE SQUEAL, PASSING HORN>.

IN BEN'S CAR - settling back in its lane.

Ben frowns at her.

BEN

Ha-ha. Funny.

Gwen smiles, point made.

EXT. DESERT HIGHWAY - NIGHT

The Golden Limousine rockets down a deserted highway.

INT. GOLDEN LIMOUSINE - MOVING - NIGHT

Nesmith is at the wheel; like Ben, he's focused on driving. Now beside him, Jennifer bounces in her seat like a kid on Christmas Day, running on adrenalin and making naïve plans.

JENNIFER

This will be so great! No more crowds, no more photographers --
just you and me on a beach!

NESMITH

As long as it's a beach in a country that won't extradite me. This only briefly gives Jennifer pause, but she doesn't let the facts get in the way of her fantasy for long.

JENNIFER

Um, I guess.

(brighter)

But at least we'll be together!

She cozies up to him. Nesmith's expression hardens.

NESMITH

Yes, it all sounds wonderful. But there is one thing I must do first.

Jennifer looks up at him, uncomprehending.

JENNIFER

What's that?

Nesmith shrugs her away and snaps:

NESMITH

Kill Ben Tennyson! What do you think?!

JENNIFER

But why can't we just go, what --

One glare from Nesmith silences her. She replies, cowed.

JENNIFER

I-I'm sure you know what's best.

Nesmith replies, eyes fixed on the road.

NESMITH

Yes. I do.

PUSH IN ON his grim expression as we...

X-DISSOLVE TO:

EXT. SEEDY TRAILER PARK - NIGHT

Ben's car rolls past a row of dilapidated mobile homes.

INT. BEN'S CAR - NIGHT

Ben glances out the window, then looks askance at Gwen.

BEN

You're sure this is where Jennifer grew up?

GWEN

Of course. I did research.

BEN

On the Internet?

GWEN

At the Quickie Mart.

She shows him a TABLOID. On the FRONT PAGE is a PHOTO of a sad waif:

Jennifer at age 8. A rag doll droops in one hand.

EXT. SEEDY TRAILER PARK - NIGHT

Ben and Gwen step up to a dilapidated SINGLE-WIDE. The screen door <CREAKS> open and out steps MAUREEN, a harridan in a housedress and curlers, with a voice raw from too many cigarettes and too much liquor. She rasps:

MAUREEN

Yeah?

GWEN

Mrs. Nocturne? My name is Gwen Tennyson. This is my cousin, Ben --

Maureen squints at Ben, then gives Ben a gap-toothed grin.

MAUREEN

The alien boy! Yeah. I seen you on the news.

BEN

Right, anyway, we want to ask you a few questions about your daughter --

MAUREEN

Well that depends.

BEN

On...?

MAUREEN

First, you turn into somethin'. One'a them big scary bug eyed guys.

BEN

We're trying to help your daughter!

MAUREEN

And I am tryin' to see me an alien!

GWEN

Ben, just do it.

BEN

Maybe I don't feel like it.

MAUREEN

Then maybe I don't feel like answerin' any questions.

Ben rolls his eyes, slaps his Ultimatrix and TRANSFORMS into:

HUMUNGOSAUR

Humungosaur!

(beat, impatient)

Is that better?

MAUREEN

Yup. Now lift my trailer. Go on.

Gwen nods him in the direction of the single-wide. He walks over, <CRACKS> his knuckles, then lifts the trailer.

HUMUNGOSAUR

<effort grunt>

Maureen hands Gwen an old pocket camera and hurries back to pose beside Humungosaur.

MAUREEN

<cackle> Smile!

Gwen takes the PICTURE, <FLASH!> Blinking, Humungosaur starts to put down the trailer but Maureen gestures 'halt.'

MAUREEN

Whoa, fella . You just keep holdin' that up. Real high.

(turns, barks)

Shoo! Go on, git!

A FAMILY OF POSSUMS which had been nesting under the trailer scatters.

HUMUNGOSAUR

(slow burn)

Gwen...

Gwen hurries over, gives him a 'play along' look, takes Maureen by the arm and walks her away.

GWEN

This won't take long.

Humungosaur adjusts his weight, lifting the trailer higher.

HUMUNGOSAUR

Better not. <effort grunt>

Maureen folds her arms as she warily eyes Gwen in F.G. Humungosaur is in B.G., grimacing under the heavy load.

MAUREEN

Okay, whaddya want?

GWEN

Well, since you live close to the penitentiary, we thought Jennifer might have been in touch after the escape. Maybe even stopped by.

Maureen shakes her head. With a bitter smile:

MAUREEN

She was fourteen when she left home to be on that TV show. Ain't never heard from her since.

GWEN

What about her father?

MAUREEN

He ran off the day she was born.

Humungosaur drops the trailer, <THUD> and reverts to normal.

BEN

We're done here.

Maureen takes a step for the trailer.

MAUREEN

Suit yourself.

Gwen blocks her way.

GWEN

Last question. Do you have anything of Jennifer's I could borrow?
(off Maureen's look) Don't ask me to explain how, but it will help me find her.

Maureen shrugs, steps inside, then reappears and hands Gwen the RAG DOLL; it wears a small faded red gingham dress.

GWEN

Oh, I couldn't. I'm sure it means a lot to you.

Maureen fixes her with a cold stare.

MAUREEN

You want it, you take it. I don't care either way.

Gwen is taken aback. Ben gives Gwen the nod. They head for the car. Maureen calls:

MAUREEN

Nice meetin' you, Alien Boy! <long, phlegmy cackle-cough>

INT. BEN'S CAR - CONTINUOUS - NIGHT

Ben gets behind the wheel and turns to Gwen.

BEN

Can I just say, 'Ew?'

Gwen cringes.

GWEN

I know. After talking with her, I feel like taking a hot shower.

SMASH CUT TO:

INT. DESERT DEW MOTOR COURT HOTEL ROOM 9 - BATHROOM - NIGHT

We HEAR WATER RUNNING behind a SHOWER CURTAIN. A FAUCET <SQUEAKS> OFF. A hand fishes around and grabs a towel. Then the CURTAIN

<SNAPS> OPEN, revealing Jennifer, wrapped in the towel. Her hair is now blonde and cut short.

INT. DESERT DEW MOTOR COURT HOTEL ROOM 9 - BEDROOM - NIGHT

She steps out of the bathroom and strikes a 'ta-da' pose.

JENNIFER

See? Nobody will recognize me now!

Nesmith stands at a closet door mirror, eyeing his reflection. He tugs at his cheek.

NESMITH

Unfortunately, my makeover might be a bit more... complicated.

INT. BEN'S CAR - MOVING - NIGHT

Gwen's EYES GLOW as she holds the rag doll; like a human GPS, she uses her powers to zero in on Jennifer's location.

GWEN

In about fifty yards, turn left.

EXT. DESERT DEW MOTOR COURT HOTEL - NIGHT

Ben's HEADLIGHTS PLAY across the cracked stucco façade as the car pulls in. They exit the car. Gwen holds up the doll and moves it to and fro.

GWEN

That one.

Ben and Gwen walk up to a door marked with a '9.'

GWEN

Okay, remember, keep it quiet.

He gives her a wide-eyed 'duh' look, then slaps the Ultimatrix, turns into GOOP, then OOZES under the door. HOLD ON Gwen as she waits and hears the doorknob turning and slipping, <CLICK, CLUNK, CLINK>. Finally, Goop gets it open and leans out. Gwen gives him a deadpan look.

GWEN

That's your idea of quiet?

Goop reverts to Ben.

BEN

Sorry. Goop's hands are slippery.

INT. DESERT DEW MOTOR COURT HOTEL ROOM 9 - NIGHT

Gwen slips inside; Ben pushes the door shut.

BEN

There's nobody here.

GWEN

But they haven't checked out.

In a QUICK POV SHOT, Gwen scans the room. JENNIFER'S AURA GLOWS on the towel, scissors and a hairbrush. Gwen peeks out the door.

GWEN

I'll go ask the night clerk.

BEN

I'll stay here in case they show up.

EXT. DESERT DEW MOTOR COURT HOTEL - NIGHT

Gwen steps up to the front office and <KNOCKS>. No answer; only the <SQUEAK> OF A NO VACANCY SIGN swinging in the wind. She sees an old SODA VENDING MACHINE on the porch and reaches into her pocket for a coin.

CLOSER - as the BOTTLE <CLUNKS> down in the slot:

SMASH CUT TO:

INT. DESERT DEW MOTOR COURT HOTEL ROOM 9 - NIGHT

There's another <CLUNK> as Ben opens a wooden dresser drawer. He reaches in and pulls out the NEMESIS GAUNTLET. He hears a FLOORBOARD SQUEAK behind him but doesn't look up.

BEN

Hey, Gwen, check this out.

Only it's not Gwen; <WHAM> , Nesmith tackles Ben OUT OF SHOT.

BEN

<impact grunt>

PAN WITH THE GAUNTLET. Knocked from Ben's grasp, it skitters across the floor and bumps to a halt in the corner. Ben and Nesmith knock over an old wing-back chair and then roll around on the floor, trading punches.

BEN / NESMITH

<alternating impact grunts>

Jennifer cringes in the doorway. Ben is on his back, trying to keep Nesmith's hands away from his neck.

NESMITH

(straining)

I'm stronger than you, boy!

Ben tucks his legs up and shoves Nesmith away with both feet. T

BEN

Also, older -- plus you smell bad! <effort grunt>

Nesmith flies backward across the room and lands on a wooden luggage rack, which splinters, <SNAP-CRACK!>

NESMITH

<impact grunt>

Jennifer puts hand to mouth.

JENNIFER

<frightened gasp>

Then she glances off -- toward the aforementioned corner. As she edges away in that direction... Ben staggers to his feet facing Nesmith, dukes up.

BEN

You're going back to prison.

Nesmith sits up, surrounded by the broken rack, and grabs a long, sharp piece -- like a wooden stake.

NESMITH

I really don't see the point. But you will.

Ben shakes his head.

BEN

Y'know, you aren't wearing your Nemesis suit, so I tried to make this a fair fight. Only now you've gone and ruined it.

Ben leaps to one side, shoulder-rolls behind the upturned chair, slaps the Ultimatrix and changes into CLOCKWORK!

CLOCKWORK

Clockwork!

Nesmith raises the wooden stake overhead, ready to strike. Clockwork hits it with a BEAM that reduces it to sawdust.

CLOCKWORK

Face it, Nesmith. Your time's up.

Suddenly, <ZAP>, an ENERGY BLAST hits him from the side.

CLOCKWORK

<cry of pain>

Clutching his damaged shoulder, Clockwork reels, and as he keels over --

CLOCKWORK'S TILTING, DISTORTED POV - he sees Jennifer, wearing the Nemesis gauntlet, which she has aimed AT CAMERA; it's still SMOKING. She looks surprised at the result.

DOWN ANGLE - Clockwork hits the floor, <GEARS GRINDING TO A HALT>. As darkness envelops him...

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. DESERT DEW MOTOR COURT HOTEL ROOM 9 - NIGHT

We hear Gwen's MUFFLED CRY through the motel room door.

GWEN (O.S.)

Ben? Ben!

Then Gwen SPLINTERS the door with a PSI-BLAST and strides in. She halts, shocked as she sees:

Clockwork lying on the floor in a pool of black oil. Gwen kneels down and shakes him.

GWEN

Wake up! Ben? Don't do this, Ben!

Nothing. Desperate, she pounds the Ultimatrix with her fist.

GWEN

C'mon. <sharp effort grunt> C'mon!

Ben's return to human form is a sufficient shock to his system. His eyes slowly open.

BEN

Hunh?

(beat, eyes wide)

<yowl of pain>

INT. VETERINARIAN'S OFFICE - KENNEL - NIGHT

QUICK CUTS OF snapping teeth and foaming maws. CAMERA TRUCKS ALONG a ROW OF CAGES filled with <BARKING> DOGS. Nesmith GAINS INTO SHOT, striding down the row. Jennifer tries to keep up. They both SHOUT over the canine cacophony.

JENNIFER

What are we doing here?

NESMITH

For most of my life, I have been a famous man. Now, I'm a wanted man. So if we want to be together I must make sure no one recognizes me.

Reaching the end of the row, he stops at a steel door and jabs a BUZZER. Jennifer covers her ears against the din. The door opens. A veterinarian, DR. PERVIS, appears, looking like he belongs on the cover of a Tales from the Crypt comic.

PERVIS

Ah, Mr. Nesmith.

(bows, creepy leer)

Miss Nocturne.

NESMITH

Well? Can you do it?

Pervis rubs his filthy fingers together.

PERVIS

Anything is possible with the proper incentive.

Nesmith turns to Jennifer.

NESMITH

We're going to need some money.

CUT TO:

INT. BEN'S CAR - MOVING - NIGHT

Gwen drives. Ben slumps in the front seat; his coat is off and his arm in a sling. As they hit a bump, Ben comes to.

BEN

(slurred)

Uhh. Are we following them?

GWEN

No, we're just leaving the emergency room.

Ben sits up, wincing as his shoulder belt rubs his injury.

BEN

You let them get away - ? Ow!

GWEN

They were gone by the time I came back. Besides, you were hurt. Badly.

Ben winces as he settles into his seat, stymied. Gwen adds:

GWEN

As it is, the ER staff was not happy with me wheeling you out before the anesthesia wore off.

Ben nods, conceding.

BEN

So how are we gonna find Nesmith?

GWEN

I got Kevin on a subspace link. He told me how to hack into Jennifer's phone records.

BEN

What'd you find out?

GWEN

She just wired money to the account of the office of a Doctor Randolph Pervis. That's where we're headed.

BEN

Great!

(beat, puzzled)

What kind of doctor is he?

Gwen looks troubled.

GWEN

That's... the weird part.

CUT TO:

INT. VETERINARIAN'S OFFICE - KENNEL - NIGHT

The CAGED DOGS <BARK> incessantly. Then: The FRONT DOOR MELTS, revealing Gwen and SWAMPFIRE. Startled, the animals go silent... but then resume <YOWLING>.

INT. VETERINARIAN'S OFFICE - OPERATING ROOM - NIGHT

Swampfire and Gwen step inside the back room. Green tile walls. Reflector lights on swivel arms. Filthy.

SWAMPFIRE

Smells like something died in here.

LOW ANGLE - Gwen steps over to and looks down at a stainless steel bowl. We cannot see what's inside.

GWEN

Well, bled a lot, anyway.

SWAMPFIRE

Think he did something to Jennifer?

G

wen gives Swampfire a look of exasperation.

GWEN

Relax, Ben. America's sweetheart is fine.

(beat, concentrates)

Anyway, that's not her aura. I think the patient was Nesmith.

Swampfire reverts to Ben.

BEN

Guess I beat him up good, huh?

GWEN

Um, no.

Gwen moves O.S. -- And steps up to an industrial-style walk-in refrigerator.

ANGLE FROM INSIDE FRIDGE - Gwen opens the heavy door. ICY AIR SWIRLS. Ben steps up beside her. They wince at the sight of a silhouetted figure slumped in F.G.

GWEN

I'm guessing that's Dr. Pervis.

BEN

More like the late Dr. Pervis.

(beat, baffled)

What did Nesmith want with him?

CUT TO:

EXT. DESERT HIGHWAY [RE-USE FROM #1003-032] - NIGHT

In the distance, we see the limo parked in the gravel beside the highway. Two figures sit on a nearby boulder.

CLOSER. Jennifer takes a spoonful of soup from a can...

JENNIFER

Okay, open wide.

She lifts the spoon to a slit in the gauze wrapped around Nesmith's face. His eyes blink rapidly; his nostrils flare. As the spoon reaches his mouth, he turns his head. The soup spills. Frustrated, he shoves Jennifer's hand away.

NESMITH

<rapid nasal inhales, then> Enough!

JENNIFER

Carl, you need to eat!

NESMITH

No, the only thing I need is to get back to Nemesis Corporation!

JENNIFER

But they'll look for you there!

He stands. His swathed hands clench. We can see the rage in his eyes. Is he going to lash out at her?

NESMITH

I am not asking your opinion!

Well that opens an old wound. Jennifer bitterly replies:

JENNIFER

Why should you? Nobody cares what I think. I'm just a stupid girl who got lucky 'cuz she's pretty. Nesmith simmers down.

NESMITH

I never said you were stupid.

She impulsively grabs his hands. He doesn't pull away.

JENNIFER

Then listen to me! You have new fingerprints. You have a new face. You can have a new life!

A long beat. The words catch in his throat.

NESMITH

You are my new life.

Jennifer tears up. Nobody's ever told her that and meant it. Granted, it's from a homicidal megalomaniac, but still...

JENNIFER

Really?

Then the madness clicks in. In a building Mel Gibson lather:

NESMITH

Yes. But there is one thing standing in our way -- and that is Ben Tennyson!

(off the deep end now)

Don't you realize that he will never stop looking for me, which is why I have to stop him! I have to! I have to, I, I -- <deranged roar>

Nesmith flails about, clawing at the gauze wrapped around his head. We don't get a glimpse of his face, though. Not yet. Jennifer clutches hands to mouth, stifling her sobs.

JENNIFER

<muffled whimper>

Nesmith staggers to a halt, hunched over, BACK TO CAMERA.

NESMITH

<heavy breathing slows>

Jennifer warily approaches him from behind. A beat of hesitation, then she puts a consoling hand on his shoulder.

NESMITH

Is it awful?

Tears welling, she shakes her head.

JENNIFER

No. You're beautiful.

He turns toward her, and now we see the late Dr. Pervis's handiwork: the nose, the ears, the cheeks -- they're all different. It's not grotesque, but the surgical scars are fresh and pink. Reassured, Nesmith smiles at Jennifer. She tilts her face up for a kiss. Just then, we HEAR A CAR PULL UP in the gravel; an O.S. CAR DOOR <SQUEAKS> OPEN.

NESMITH

Hold that thought.

LOW ANGLE - The Limo's driver's side door is open. Nesmith reaches in; his hand comes out wearing the gauntlet. He holds it behind his back as he heads toward the O.S. Driver.

DRIVER (O.S.)

You folks okay?

NESMITH (O.S.)

We're fine now -- thanks to you.

CLOSE - as the GAUNTLET'S FLASH plays across Jennifer's face. She smiles through her tears.

INT. BEN'S CAR - NIGHT

Ben drives, supporting his injured arm. Gwen sits beside him, holding the doll Maureen gave her. She frowns at Ben.

GWEN

That can't be good for your arm.

BEN

My car. I drive.

Gwen shakes her head, then focuses her attention on the doll.

HER POV - shows the aura around the doll, faint and wavering. Gwen blinks.

GWEN

Jennifer's aura is getting weak.

BEN

What's that mean? Is she hurt?

GWEN

No, it's more like -- she's losing touch with herself.

BEN

So, he's brainwashing her?

GWEN

Not exactly. You ever hear of Stockholm Syndrome?

BEN

Sure I have.

(beat)

Which is what again?

GWEN

Kidnap victims start to identify with their captors, especially when the life they had before was not so great.

BEN

C'mon. She's rich. She's famous!

Gwen counts off Jennifer's issues.

GWEN

She has a mom from Trailer Parker Confidential and a dad she never knew. Plus, she dropped out of 'Vampire Summer: Part Five' -- (makes 'air quotes') -- For 'behavioral problems.' The fact is, Jennifer is a train wreck.

Ben shrugs, conceding.

BEN

Well, it does sound like she was ripe for the picking.

Gwen reaches down and picks up an alien-tech iPad.

GWEN

Check this out. Prison records show Jennifer sent dozens of letters and packages to Nesmith -- sometimes several a day. She became obsessed with him.

Ben glances at it but keeps his eyes on the road.

BEN

So you're saying she's gone bad?

GWEN

I'm saying she's a mess. And that she can't be trusted.

On Ben's look of consternation:

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. DESERT HIGHWAY -

SOON - NIGHT FLASHING BLUE AND RED LIGHTS FILL FRAME. PAN PAST a POLICE CAR's light bar. In B.G., near the Golden Limo, a body lies in the road, covered by a sheet. Gwen talks with TWO COPS. One hands her a piece of paper. A RADIO HISSES, then:

POLICE DISPATCH (V.O.)

All units, be on the lookout for a gray sedan, license 8-ORD-224.
This is a Code 75. Suspect is armed and extremely dangerous.

Ben leans against his car's hood, head down, holding his bad arm with his free hand. Gwen approaches; he doesn't look up.

BEN

Nesmith again?

GWEN

He used the gauntlet. Burned a hole right through the poor guy.

(noticing his mood)

You okay?

Ben looks up at her.

BEN

All those aliens we fight? Usually, they want to steal something.
Or take over the world. Fine, I get that.

Ben shakes his head.

BEN

But Nesmith, I don't understand. The prison guards, the limo driver, Dr. Pervis, that man over there -- all gone. And for what?

GWEN

Ben, you don't have to be an alien to be a monster. Nesmith doesn't care who gets hurt as long as he gets what he wants.

BEN

But what does he want?

Gwen hesitates. She's worried.

GWEN

You, Ben. Just you. She gives him the note handed to her by the policeman.

GWEN

He left this in the limousine. It says where he's going. Dares you to follow him. Everything.

Ben glances at the piece of paper and stands.

Ben

Tell the police to stay back until this is over. I don't want anyone else to get hurt. As he heads for the driver's side door:

WIPE TO:

EXT. NEMESIS CORPORATION - NIGHT

The building is a six-story scythe of steel and glass. Ben's car rolls into the roundabout out front. The stolen sedan sits with its driver's door open, WARNING BELL <PINGING>.

FRONT OF BUILDING - Ben kneels and picks a KEY CARD off the ground. He looks ahead and sees the shattered front doors.

BEN

Guess they changed the locks.

Gwen holds the doll and concentrates, then frowns.

GWEN

I can't get a bead on Jennifer.

Ben winces as he slips his injured arm from the sling. Then he looks off and sees the legs of a GUARD lying motionless on the ground, half-hidden behind a large planter.

BEN

They won't be hard to find.

INT. NEMESIS CORPORATION - OUTSIDE A VAULT - NIGHT

Nesmith pokes a wall-mounted keypad adjacent to a large high-tech hatch. The KEYPAD <BEEPS>, rejecting his input. He pounds the wall, then tries again, jabbing the keys angrily.

NESMITH

Those fools think they can keep me out? Well they can't. I'm too smart for them. I designed this system! Every single circuit!

As he rattles on, PAN TO Jennifer. She leans against a wall and slides to the floor, holding her face in her hands.

NESMITH (O.S.)

Yes, they thought they could take my company away from me but I won't let them! You wait, you'll see!

INT. NEMESIS CORPORATION - CORRIDOR - NIGHT

Ben and Gwen keep their backs to the wall as they move along.

CLOSER - Gwen uses the doll to locate Jennifer.

GWEN

I got something. It's weak, but --

(glances back, dismayed)

Oh, no.

Sweaty and pale, Ben grips his shoulder, hunched over.

BEN

Pulled some stitches. No big deal.

GWEN

It is a big deal. You're in no shape to fight.

Ben looks up at Gwen, determined but resigned.

BEN

I don't have a choice, Gwen. This has to stop tonight. And it has to be me who does it.

He stands to full height, suffering another twinge. He nods to Gwen, then moves past her. She follows.

INT. NEMESIS CORPORATION - OUTSIDE A VAULT - NIGHT

Jennifer slumps against the wall, knees against her chest. She rubs her eyes with her knuckles like a lost child.

BEN (O.S.)

< sotto 'psst' >

She looks up and puzzles -- it wasn't Nesmith, he's still to her left, jabbing away at the keypad. A whisper:

BEN (O.S.)

Jennifer!

Jennifer looks to her right and sees Ben peeking around a corner with finger to lips. Then he whispers again:

BEN

We're here -- to save you.

Jennifer sits up and replies in a loud stage-whisper:

JENNIFER

Go away! You'll ruin everything! Don't you see? I love him!!

Ben gapes at Jennifer, dumbfounded. Then: IN SLOW MOTION Nesmith pivots. He's wearing the gauntlet. Gwen yanks Ben downward. Nesmith's first <SIZZLING> VOLLEY BURNS a BLACK GASH along the wall overhead. Nesmith fires two more BLASTS, <BA-VOOSH ! BA-VAAAM!> Gwen barely has time to raise a one-handed PSI-SHIELD before the DOUBLE SHOTS hit it and blow her off her feet.

GWEN

<slo-mo distorted impact grunt>

The doll, knocked from Gwen's other hand, cartwheels across the floor and lies with limbs akimbo. RESUME NORMAL MOTION Ben drags Gwen around the corner, out of the line of fire.

GWEN

<keep alive groan>

BEN

Hang on, Gwen!

Nesmith fires TWO MORE ROUNDS, then punches four more numbers into the keypad. The LOCKS DISENGAGE. The vault door swings open. Nesmith points inside, as if instructing a pet.

NESMITH

Jennifer -- get into the vault!

Ben peeks around the corner, shouting:

BEN

Don't listen to him!

More GAUNTLET BLASTS pepper the wall and floor, filling the hall with smoke, and forcing Ben to duck out of sight. Jennifer wavers, watching Nesmith <BLASTING> away like mad.

NESMITH

<short sharp effort grunts>

She's scared, but also smitten with her hero. She runs inside the vault.

AROUND THE CORNER - Ben cradles Gwen.

BEN

I'll get you out of here.

GWEN

No, you were right. This has to end now.

Ben nods. He gently lowers Gwen to the floor... ..Then stands, triggers the Ultimatrix and after his SIGNATURE TRANSFORMATION SEQUENCE, turns into:

EATLE

Eatle!

Eatle looks down, touches his shoulder and grins.

EATLE

Hey. Now I feel fine. Man, I should've thought of that before!

Nesmith gapes as Eatle turns the corner and slowly stomps toward him. He unloads TWO MORE BLASTS. The impacts knock Eatle back a bit, but as the SMOKE CLEARS, he's unscathed.

EATLE

All that smoke reminds me of barbecue. And barbecue makes me hungry!

Glowing, Nesmith aims the gauntlet upward. This BLAST... ..rips a hole in the ceiling above Eatle. A huge AIR CONDITIONING COMPRESSOR, DUCTS and other EQUIPMENT come <CRASHING> down, instantly burying him. Nothing moves, save for the <SPARKING> ELECTRICAL CONDUITS dangling above. Nesmith lowers his gauntlet. With deranged glee:

NESMITH

Yesss! Ben Tennyson is finally --

Then, with the <BUILDING O.S. SOUND OF RAVENOUS EATING>... ..Eatle <CHOMPS> his way out from under the pile of debris. He dusts 'crumbs' off his chest.

EATLE

<long belch> Thanks for the snack.

Livid, Nesmith unleashes a volley of GAUNTLET BLASTS... NESMITH <building snarls and effort grunts> ...but Eatle slowly advances despite the fusillade, as if walking into a stiff wind. <VOOM-BLAM-WHAM-BAM!> Finally: Eatle steps up to Nesmith, grabs the gauntlet and CRUSHES it.

NESMITH

<cry of pain>

EATLE

Show's over, Nesmith.

The <CLANG> of METAL FOOTSTEPS make Eatle and Nesmith turn.

ON VAULT DOOR - A <WHIRRING> hulking figure <STOMPS> out of the shadows; it's Jennifer, operating BULKY BATTLE ARMOR (Tony Stark's Iron Man Mark I meets Ripley's Power Loader from Aliens). She shrieks:

JENNIFER

Let - him - go!

Eatle tries to reason with her as he grips Nesmith's wrist.

EATLE

Jennifer, this man is not your friend. He is a murderer.

Tears streaming, Jennifer cries in despair:

JENNIFER

And he's the only family I've got! So leave him alone!

She impels the Battle Armor forward. Eatle shoves Nesmith clear as Jennifer charges INTO SHOT like an express train, throwing servo-powered punches. Eatle ducks the first, which <BASHES> a hole in the wall. He blocks the second. The third connects. Eatle goes flying.

EATLE

<impact grunt>

LOW ANGLE - Eatle <SLAMS> down on his back and slides to a halt beside the debris mound.

EATLE

<keep-alive groan, startled gasp>

He rattles his head, then gapes upward as:

EATLE'S POV - Jennifer stands over him in the Battle Armor. Off to one side, Nesmith staggers to his feet, wild-eyed.

NESMITH

That's right, darling. Finish him! Then we can be together forever!

Jennifer smiles at the thought. Then she looks up. Dangling just above her are the <SPARKING> ELECTRICAL CABLES. She reaches for them. Eatle cries out:

EATLE

Wait, don't touch th -- !

Too late. The Armor's pinchers close around the conduits.

WIDE - ELECTRICITY <CRACKLES> from ceiling to floor, SHORTING OUT the suit and hitting Jennifer with enormous force.

JENNIFER

<building stuttering cry>

The armor seizes up and keels over. Complete silence. Then: Eatle reverts to Ben. He starts toward Jennifer, but then Nesmith, clutching his injured arm, rushes past him. Nesmith pops a release and pulls Jennifer free of the CHARRED ARMOR.

NESMITH

Jennifer!?

JENNIFER

(shallow breathing)

Hurry. You can get away.

NESMITH

Not without you.

Ben gazes, stunned. Gwen limps over beside him.

GWEN

We have to get her to a hospital.

Ben steps over to help, but Nesmith angrily pushes him away.

NESMITH

No!!

Nesmith turns back to Jennifer and breathing hard, but in a soft voice, he explains:

NESMITH

Jennifer, now, you have to listen. They're going to put me in jail again. But I need you to promise, however long we're apart, you'll wait for me and we'll be together.

Jennifer's eyes flutter. Nesmith pleads:

NESMITH

Promise me!

She rallies briefly and manages to murmur:

JENNIFER

Forever.

As Nesmith bows his head in sorrow...

LOW ANGLE - the limp rag doll is on the floor in F.G.; Jennifer lies in a matching pose, OUT OF FOCUS in B.G. As Ben and Gwen rush over to her...

FADE OUT.

END OF EPISODE