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**BEN 10: ULTIMATE ALIEN**

**"A Knight to Remember"**

**Written by Len Uhley**

**TEASER**

**FADE IN:**

**EXT. "KEEPERS OF THE FLAME" RETREAT - NIGHT**

ESTABLISHING a large, dilapidated compound. Adjacent to the two story MAIN BUILDING is a long BARN. As CAMERA PUSHES IN:

**INT. KEEPERS' RETREAT - PASSAGEWAY / GREAT ROOM - NIGHT**

CAMERA FOLLOWS one of Diagon's followers (ESOTERICA #1). He carries a COVERED TRAY down a narrow passageway. We hear:

VILGAX (O.S.)

<muffled drone building to moan>

As Esoterica #1 steps into a GREAT ROOM, he hesitates. The CONDUIT steps up and urges Esoterica #1 to move closer.

CONDUIT

Hurry. He is very ill.

Esoterica #1 approaches a huge open AQUARIUM TANK filled with MURKY WATER. He lifts the lid off the tray, offering a pile of LIVE LOBSTERS AND CRABS. A thick TENTACLE WHIPS IN and swats him; he and the seafood go flying <O.S. TRAY CLATTER>.

ESOTERICA #1

<impact grunt>

VILGAX, still in DEVOLVED SQUID FORM, rears out of the tank.

VILGAX

I don't want food. If I am to heal, I need power!

CONDUIT

Great Diagon. There is only one source of such power. Your heart.

This is the first Vilgax has heard of it. He vamps.

VILGAX

My ...heart. Of course. Bring it to me.

CONDUIT

But, Master, don't you remember? We cannot bring the heart to you.  
We must take you... to it!

Vilgax slaps the side of the tank.

VILGAX

Then do so at once!

**CUT TO:**

**INT. KEVIN'S CAR - NIGHT**

KEVIN drives. GWEN is beside him. BEN sits in back holding an ALIEN-TECH TOUCHSCREEN; BLINKING ICONS indicate the position of various Plumber Teams. His comm-link <BLEATS>.

BEN

Tennyson.

TEAM LEADER (V.O.)

This is Surveillance Team Three. 'Target V' is on the move!

**CUT TO:**

**EXT. KEEPERS' RETREAT - NIGHT**

A THERMAL SCANNER pierces the building's WALLS and show BLURRY FIGURES using a CRANE AND WINCH to place Vilgax's tank into the back of an EIGHTEEN-WHEELER.

ZOOM OUT TO INCLUDE the TEAM LEADER and FOUR OTHER ALIEN PLUMBERS huddled behind a SHED.

TEAM LEADER

Max says this is your operation, Ben. What do you want us to do?

**CUT TO:**

**INT. KEVIN'S CAR - NIGHT**

Ben taps on the screen, ZOOMING IN on Team Three's location.

BEN

Don't let him escape, we're on our way.

He switches off and leans forward, urging Kevin.

BEN

Kevin?

KEVIN

Way ahead of you.

**EXT. DESERTED ROAD - NIGHT**

As Kevin's car skids, turns and roars off into the night...

**GO TO MAIN TITLES**

**ACT ONE**

**FADE IN:**

**INT. KEEPERS' RETREAT - BARN - RESUME ACTION - NIGHT**

ESOTERICA #2 parks the forklift and dismounts as...

ESOTERICA #3 locks the back of the eighteen-wheeler. In the truck cab, ESOTERICA #4 (who is shorter than the others) turns the ignition.

The Conduit sits beside him. But as the truck starts up:

<BAM!> A barn wall splinters; PLUMBERS #1 and #2 leap in.

<CRASH!> PLUMBERS #3 and #4 crash down through the roof, one on a cable, the other, who has wings, under his own power.

The Plumbers move into position surrounding the van -- #1 and #2 toward the front, #3 and #4 at the rear.

<SIZZLE!> An ENERGY BEAM burns a hole in the barn door.

The Team Leader steps through the smoldering gap.

TEAM LEADER

This is the Plumbers! Lay down your weapons.

The Conduit opens the cab door, stands on the step and brags:

CONDUIT

We don't need weapons.

With that, the Conduit SIDE-SLIPS out of this dimension, DISAPPEARING from view as if he'd stepped behind a curtain. And in QUICK CUTS, so do Esotericas #2, #3 and #4. Plumbers #1 and #2 look around nervously.

PLUMBER #2

Where'd they go?

The Team Leader swings his weapon around, painting the wall with a targeting laser.

TEAM LEADER

Hold your positions!

The Conduit suddenly appears behind the Team Leader. As he reels about, the Conduit <SNAPS> the Team Leader's weapon in half, then straight-arms him across the room.

TEAM LEADER

<big impact grunt>

Esotericas #2 and #3 side-slip into view facing Plumbers #1 and #2.

PLUMBER #2

There they are!

But before they can fire, the Esotericas form <CRACKLING> ENERGY SPHERES between thair Palms, then PUSH them at the Plumbers. The Sphere's fly like photon torpedos, striking the Plumbers, and blowing them off their feet.

PLUMBERS #1 & #2

<cries of pain>

Plumbers #3 and #4 shoot at Esoterica #4, who side-slips around the room, appearing and dissapering randomly. Their blaster fire HAMMERS the CRANE and leaves a trail of shattered timber and burnt walls, but they keep missing him. Finally Esoterica #4 appears between them! They turn to shoot him, but he disappears again and they <ZAP> each

other.

PLUMBERS #3 & #4

<cries of pain>

Silence. The Plumbers are strewn about, down for the count.

PLUMBERS

<keep-alive groans>

The Conduit and Esoterica #4 reappear beside the van.

CONDUIT

You have served Diagon well.

BEN (O.S.)

One problem --

Ben, Kevin and Gwen step through the same hole in the wall that the Plumbers made at the top of the act.

BEN

That guy in the truck is not Diagon. It's Vilgax. And he's been playing you all for suckers.

The Conduit turns in their direction, livid.

CONDUIT

How dare you even speak our Master's name!

Gwen tries to reason with them.

GWEN

Oh, use your heads. If he really is your almighty Diagon, why does he need a truck to get around?

The Conduit unleashes ENERGY SPHERES at them.

CONDUIT

Silence!

<effort grunt>

Kevin shoves Ben and Gwen clear of the incoming Spheres, which <BLAST> two big holes in the wall behind them.

BEN / GWEN

<impact grunts>

They roll to a halt beside a wheelbarrow. Kevin grips the side of the barrow and armors up.

METAL KEVIN

You two done being reasonable?

BEN / GWEN

Definitely.

Ben slaps his Ultimatrix and turns into RATH.

RATH

Rath! Let me tell you something, Keepers of the Flame, Rath is gonna--

The Conduit pivots and pitches an ENERGY SPHERE PAST CAMERA. The Energy Sphere nails Rath, knocking him O.S.

RATH

<yowl>

ANGLE ON STALL - Rath sails backwards INTO SHOT and <SMASHES> through the gate of a horse stall.

RATH

<big impact grunt>

Gwen glances off, concerned for her cousin.

GWEN

Ben?

METAL KEVIN

He'll be fine. C'mon!

Metal Kevin dashes forward. Gwen does the same. The Conduit stands beside the truck, hands still smoking from lobbing the Energy Sphere. He turns to Esoterica #4.

CONDUIT

Help the others.

Esoterica #4 nods and side-slips out of view. The Conduit gets behind the wheel. Metal Kevin charges at Esoterica #2 and #3, but at the last second they climb upwards as if scaling invisible stairs. Metal Kevin lunges at them, a beat too late. They execute *Parkour* leaps in mid-air, evading his attempts to grab them.

METAL KEVIN

<effort grunts>

Getting a little frustrated...

Gwen sweeps the room with a 'spotlight' from her GLOWING HANDS. It briefly reveals the terrain of Diagon's dimension.

GWEN

Kevin, they're climbing around on stairs -- in a parallel dimension!

Metal Kevin stops and looks off at Gwen like she's nuts.

METAL KEVIN

Sure.

Esotericas #2 and #3 take advantage of his distraction and land swift karate kicks to his side and back.

METAL KEVIN

<impact grunts>

Gwen halts, eyes shifting as she senses something behind her. Clenching a fist, she spins and punches her unseen stalker. Dazed, Esoterica #4 becomes visible and falls into her arms.

GWEN

<effort grunt> Gotcha.

Hearing the van's <MOTOR RACE>, Gwen turns and sees it heading for the barn door.

GWEN

Ben, you still with us?

Rath charges out of the busted stall and with a giant leap:

RATH

<building battle growl>

Rath lands, heels digging into the dirt as he stops the van. Shouting over the <WHIZZING> TIRES and <ROARING>ENGINE:

RATH

Let me tell you something, Condiment!

In the truck cab, the Conduit reacts to the sight of Rath's huge face filling the windshield.

RATH

You ain't goin' nowhere!

The Conduit's hand reaches into the GLOVE BOX, pulls out a CYLINDRICAL GIZMO and thumbs the button on top...

...triggering INCENDIARY DEVICES secreted about the Barn,  
<BAM-WHAM-BOOM-WHOM!>

Esotericas #2 and #3, trading blows with Metal Kevin, react to the explosions. Metal Kevin takes a swing too late and stumbles as they instantly side-slip away.

METAL KEVIN

Hey! Where are you --

He flinches as timber and bricks rain down around him.

METAL KEVIN

Oh.

Still blocking the van, Rath pivots his head to see: A hunk of wall tips over -- toward the injured Team Leader. Rath leaps away from the truck...

RATH

<leaping grunt>

...And shields the Team Leader with his body as the wall collapses on them. DUST SETTLES. Then Rath shrugs off a PILE OF TIMBER --

RATH

<effort grunt>

Even as the eighteen-wheeler <CRASHES> through the already-damaged barn door in B.G. and <ROARS> away. More <EXPLOSIONS>. Debris <CRASHES> down around Rath. He picks up the Team Leader and slings him over his shoulder.

RATH

I've got some bad guys ta pummel! Get the Plumbers outta here!

Gwen stands with the KO'd Esoterica #4 slumped beside her.

GWEN

Will do!

<effort grunt>

She forms a FORCE BUBBLE around the first pair of Plumbers...

On the run, Metal Kevin scoops up the second Plumbers team...

METAL KEVIN

Let's move it!

**EXT. KEEPERS' RETREAT - BARN - CONTINUOUS - NIGHT**

...and as still more <EXPLOSIONS> rip the building to bits, they escape, carrying the Plumbers to safety.

**X-DISSOLVE TO:**

**EXT. KEEPERS' RETREAT - A FEW MINUTES LATER - NIGHT**

In a MATCHING SHOT, the building lies in ruins. ANGLE TO INCLUDE Ben and the Team Leader, who watch as Kevin props up woozy Plumber #2 against a fence.

PLUMBER #2

<groan>

BEN

Sorry about your team.

TEAM LEADER

It comes with the territory, Ben. We're all professionals here.

The Team Leader crosses O.S. Ben glowers as he mutters:

BEN

Speak for yourself...

Kevin steps over to him.

KEVIN

Payback time?

Ben nods.

BEN

Oh, for sure.

Gwen props up the punchy Esoterica #4. Ben and Kevin arrive.

GWEN

He's coming around.

ESOTERICA #4

<feeble groan>

Kevin grabs Esoterica #3's scruff and yanks him to his feet.

KEVIN

Lemme help.

Kevin yanks off Esoterica #3's mask, revealing SQUIRE WINSTON [RE-USE #1003-028, "The Creature From Beyond"]. Gwen reacts.

GWEN

Winston?

Kevin is not pleased to see him.

KEVIN

Whaddya know. Squire Handsome Boy.

GWEN

Are we still doing the jealous thing?

KEVIN

Maybe, if some real competition showed up. I'm really just wondering what a Forever Knight is hanging out with the Keepers of the Flame.

Finally Winston opens his eyes. They GLOW.

BEN

Could be the glowy eyes.

Winston's knees buckle. Kevin hikes him up again.

WINSTON

<wheeze>

KEVIN

Oh, man up, will ya?

His EYES STOP GLOWING; he focuses on Gwen and feebly smiles.

WINSTON

Oh. Hello. You're a sight for sore eyes.

Kevin jerks Winston around to face him and Ben.

KEVIN

Everybody's thrilled to see you too.

BEN

How long have you been an Esoterica?

WINSTON

Pardon?

Gwen joins in, urgent but gentle.

GWEN

A follower of Diagon.

(off his confusion)

The dragon.

WINSTON

You're daft.

KEVIN

Then what's with the outfit? You going to a costume party?

Winston looks down at his clothes. He's aghast.

WINSTON

This isn't possible. I-I must report to Sir Driscoll straight away.

KEVIN

Haw. Like we'd let that happen!

Ben's eyes narrow as inspiration strikes him.

BEN

No, he's right. In fact, it's just what we want him to do!

As Kevin, Gwen and Winston react:

**FADE OUT.**

**END OF ACT ONE**

**ACT TWO**

**FADE IN:**

**INT. FOREVER KNIGHTS' HQ (AREA 51) - SOON - NIGHT**

ESTABLISHING aisles of boxes that stretch for miles. PAN a TEAM OF FOREVER KNIGHTS. Some catalog the Area 51 artifacts. Others use crowbars to pry open a large CRATE.

The sides fall away, revealing a SCI-FI CONTRAPTION (e.g., an H.G. Wells Time Machine or *My Favorite Martian*-style spaceship). SIR DRISCOLL steps closer to it. SIR CYRUS is at his side.

DRISCOLL

I wonder what this does.

Ben steps out from behind a stack of boxes.

BEN

My suggestion? Don't push the red button. That never goes well.

The Knights turn and cock their crossbow blasters, <CACHACK!>

Ben slaps the Ultimatrix and transforms into BLUSTREEK:

BLUSTREEK

Blustreek!

IN QUICK CUTS, Blustreek plucks their weapons from the startled Knights' hands <WHOOSH-SWISH-ZIP!>...

...and deposits them in a pile on the floor, <CLATTER>. He dusts his hands, then REVERTS to normal, <VWOP!>

DRISCOLL

How dare you come here!

BEN

No time for the usual 12 rounds, Driscoll. We have a crisis and you have a personnel problem.

DRISCOLL

You're talking gibberish.

BEN

Okay, don't take my word for it.

Gwen and Kevin walk Winston out of the shadows.

KEVIN

Seems your boy Winston hasn't been feeling himself.

Driscoll shoots at glance at Cyrus, then glares at our team.

DRISCOLL

What did you do to him?

GWEN

We didn't do anything. He's been under the control of the Diagon.

WINSTON

Forgive me, my liege. In my weakness, I have dishonored the Forever Knights.

Driscoll turns to Cyrus.

DRISCOLL

Your squire is a traitor, Sir Cyrus. You know what to do.

Cyrus steps forward to take Winston from them. Ben puts a hand on his chest, stopping him.

BEN

Look, let's not go all medieval here. Winston couldn't help it.

DRISCOLL

What do you mean?

BEN

You remember that cave with the seal? The one your guys busted open? Well anyone who was near there could be under Diagon's influence.

Just then, Gwen stiffens; her EYES GLOW -- and a sibilant voice (Diagon's) seeps from her mouth.

GWEN (DIAGON'S VOICE)

Yes. You are such simple creatures. So easy to manipulate.

Kevin grabs Gwen's arm.

KEVIN

Gwen? You're scaring me a little--

The mesmerized Gwen turns and with a QUICK PULSE of her psi-powers, impels Kevin across the room.

KEVIN

<impact>

Kevin <CRACKS> against a crate, then drops to the floor.

KEVIN

<impact> <MOAN>

Okay, a lot.

Gwen faces the group again. Diagon continues.

GWEN (DIAGON'S VOICE)

There is a pretender.

Ben warily eyes his cousin and plays along.

BEN

You mean, Vilgax.

Gwen (DIAGON'S VOICE)

Yes. He plans to steal the source of my strength. My heart.

Driscoll pulls a dagger from his belt.

DRISCOLL

The witch is possessed!

Kevin limps over.

KEVIN

Pipe down, tin man. You might make her angry.

He points to his shirt, still smoldering from Gwen's blast. Driscoll slips the knife back into its scabbard. Still under Diagon's control, Gwen continues.

GWEN (DIAGON'S VOICE)

Heed me. If your 'Vilgax' acquires my heart, he will have power enough to rule your universe.

Gwen's EYES STOP GLOWING and close. Kevin rushes over and grabs her as she drops.

GWEN

<fainting groan>

KEVIN

What was that? The Lucubra, that thing that came through the seal?

Wincing, Gwen shakes her head.

GWEN

No. The Lucubra was an insect compared to --

(shivers)

It was Diagon. And he's right. If Vilgax gets his powers he'll be unstoppable.

Ben turns to Driscoll.

BEN

How can Vilgax steal his heart? And how can Diagon even be alive without one? I don't understand.

DRISCOLL

Naturally. You've never understood anything about us or our mission!

BEN

Okay, then. Educate me.

Driscoll fumes. He's run out of options.

DRISCOLL

The Heart of the Dragon is the essence of Diagon's life force. And our founder, the original Forever Knight, captured it long ago!

**DISSOLVE TO:**

**ILLUMINATED MANUSCRIPT SEQUENCE (MONTAGE)**

CLOSE ON a thick LEATHER BOOK COVER with the Forever Knights' Infinity LOGO embossed on the front.

DRISCOLL (V.O.)

Perhaps you have heard the story of St. George and the Dragon.

The cover swings open, revealing an ILLUMINATED MANUSCRIPT with gold leaf accents and ornate Latin inscriptions.

DRISCOLL (V.O.)

Over the centuries, many cultures have laid claim to this tale, embellishing it in various ways.

A Ken Burns GRAPHIC TREATMENT unfolds. CAMERA PANS AND ZOOMS over minimally-animated MEDIEVAL DRAWINGS, replete with thick lines, distorted perspectives and iridescent colors.

DRISCOLL (V.O.)

But here is what actually happened.

**SWISH PAN TO:**

An ILLUMINATED MANUSCRIPT PAGE depicts GEORGE in SHINING ARMOR (à la the movie *Excalibur*) and wielding an ornate, LUMINESCENT SWORD (in legend, it is known as *Ascalon*).

DRISCOLL (V.O.)

George was a noble knight. He served his king, but defended the helpless wherever he traveled.

**PAGE TURN TO:**

A WIDE SHOT of a primitive WORLD MAP PUSHES IN on SILENE -- the land we know today as Libya.

DRISCOLL (V.O.)

One day, while in a far-off land, he heard tale of a hideous creature-- a dragon!

**SWISH PAN TO:**

A TABLEAU of verdant hills, a lake, and men in turbans cowering at the sight of:

**TILT UP TO:**

THE DRAGON - ART NOTE: this is a medieval version of a fearsome DRAGON, it does not look like Diagon, the manuscript doesn't quite have the story right. A GLOWING TEAR INSPACE, Diagon's dimension, is visible in B.G.

DRISCOLL (V.O.)

It arrived without warning, from out of thin air. Anyone who dared to challenge it met with a brutal death, or became its slave.

QUICK CUTS of victims underfoot.

**PAGE TURN TO:**

In quick LAP DISSOLVES, George lowers his helmet's visor.

DRISCOLL (V.O.)

Sir George confronted the beast. It tried to seize control of his mind,  
but he was too strong.

**PAGE TURN TO:**

Another ILLUSTRATION. Astride a bucking horse, the helmeted George wields his GLOWING SWORD. [ART NOTE: an altered version of Saint George and the Dragon by Rogier van der Weyden.]

Diagon rears up, eyes emitting BEAMS OF LIGHT.

DRISCOLL (V.O.)

The Diagon's powers were formidable. Yet George fought on, and using the mighty sword, *Ascalon*, cut out the heart of the beast!

MORE QUICK LAP-DISSOLVES. George's sword spears and extracts a BRIGHT BALL OF ENERGY from the creature's chest. DON'T SHOW THE SWORD ENTERING THE DRAGON'S CHEST!!!

**PAGE TURN TO:**

Another TABLEAU. George shoves the large Infinity-logo SEAL shown in Episode #1003-028; Diagon tries to claw his way out.

DRISCOLL (V.O.)

And still it would not die. The Forever Knight cast the creature back into the Pit from whence it came, and sealed it in, separated from its heart, the source of it's unnatural power.

**PAGE TURN TO:**

THE FINAL ILLUSTRATION shows George's weapon sticking out of the glowing Heart, an ersatz 'Sword and the Stone.'

DRISCOLL (V.O.)

So long as the sword pierces the Dragon's Heart, Diagon cannot regain his full power. And we are safe.

**DISSOLVE TO:**

**FOREVER KNIGHTS LAIR (AREA 51) - RESUME - NIGHT**

Kevin gives Gwen a worried look.

KEVIN

You mean, we were safe.

BEN

We need to go protect the heart from Vilgax.

DRISCOLL

That is easily said. But to protect it, we must first find it.

KEVIN

What? You lose the address?

Driscoll scowls at Kevin, then addresses Ben.

DRISCOLL

Those who had fallen under the dragon's spell built a shrine around  
the Heart.

Cyrus glowers at his page. Winston averts his eyes in shame.

DRISCOLL (O.S.)

It travels between Diagon's world and ours. And it never appears twice  
in the same place.

Ben folds his arms.

BEN

But I'll bet George knows where to find it. Why don't we ask him?

Kevin nods Ben aside.

KEVIN

Uh, Ben? Kinda hard to do a Q and A with a guy who's been dead since  
the Middle Ages.

BEN

Except George isn't dead, is he?

Driscoll and Cyrus are taken aback. Cat's out of the bag.

DRISCOLL

How did you know?

BEN

You talk about him like you know him personally. He's some kind of immortal, right?

DRISCOLL

His life is bound to the sword *Ascalon*. He cannot die, nor can we question him.

BEN

I'm not in the mood to argue protocol, Driscoll!

DRISCOLL

The First Knight has been missing for days. We know not where he's gone.

BEN

Then we'd better find him, don't you think?

**CUT TO:**

**INT. FOREVER KNIGHTS LAIR - GEORGE'S QUARTERS - SOON - NIGHT**

PAN the walls, covered with scribbled CALCULATIONS (e.g., *A Beautiful Mind*). Ben, Gwen and Kevin stand with Driscoll.

DRISCOLL

These are his quarters. But there these runes are undecipherable.

GWEN

What do you mean? It's just calculus.

Gwen steps PAST CAMERA. Kevin quips to Driscoll:

KEVIN

What's the matter? Don't they teach math in Forever Knight school?

Pointing with a GLOWING FINGER, Gwen follows the complex formula from wall to wall, sidling around the room.

GWEN

Un-huh... Okay.

Gwen does some quick calculation of her own, writing on the wall herself.

GWEN

Un-huh... Got it!

BEN

Got what?

She writes two numbers on the wall and circles them: 59.185778 and -2.979269. [ART NOTE: these are the coordinates for a cliff on the north side of Mainland, the largest of the Orkney Islands. Please adjust if you use another location.]

GWEN

Latitude and longitude for the next place the shrine is going to appear.

She turns to face them.

GWEN

About four hours from now.

Driscoll casually steps to one side, clearing the doorway.

DRISCOLL

You have been most useful.

Cyrus, and two Knights lean in, crossbow blasters

<BLAZING>.

BEN / GWEN / KEVIN

<cries of pain, impact grunts>

Ben, Gwen and Kevin lie on the floor, stunned.

BEN / GWEN / KEVIN

<keep-alive groans>

Cyrus steps over, weapon aimed downward at the dazed Gwen.

CYRUS

I say we finish 'em off now.

Winston peeks in from the hall and winces, worried for Gwen. Driscoll demurs.

DRISCOLL

They may yet beuseful. In any event, we must now hurry to Sir George's side.

The Knights stand at attention as Driscoll declares:

DRISCOLL

Men, the battle for which we've waited our whole lives is about to begin. Onward to glory!

As they march out of the chamber, leaving our semi-conscious heroes on the floor...

**FADE OUT.**

**END OF ACT TWO**

**ACT THREE**

**FADE IN:**

**EXT. ORKNEY ISLANDS, SCOTLAND - PRE-DAWN**

WIND <HOWLS> around George, who stands alone and motionless on sheer cliffs overlooking a <ROARING> storm-tossed ocean. Driscoll, Cyrus and the THREE KNIGHTS climb the slope behind him. Winston hangs back a step, on edge. Beat, then:

GEORGE

How is it that you are here?

DRISCOLL

We tricked the witchling. She deciphered your calculations and then  
we --

George holds up a hand, silencing him.

GEORGE

None of that matters now.

George turns to the Knights.

GEORGE

We must destroy the Dragon's Heart, finally and forever.

Cyrus points off PAST CAMERA.

CYRUS

There lies the shrine of the dragon!

The AIR SHIMMERS on a bluff in B.G. An EERIE SHAPE looms in the mist like a ghost ship on a grassy sea. The Knights gaze in awe and fear; except for George -- nothing fazes him. Driscoll looks over to his master.

DRISCOLL

You will need a weapon, sire.

George shakes his head.

GEORGE

My weapon waits for me in the shrine. It is long since time I retrieved it.

George and the Knights trudge up the hill PAST CAMERA. They don't notice as Winston stops and watches them go. His eyes GLOW; then he side-slips away, Esoterica-style.

**CUT TO:**

**INT. SHRINE OF THE DRAGON'S HEART - PRE-DAWN**

Forever Knight #1 goes flailing PAST CAMERA.

FOREVER KNIGHT #1

<fly-by Doppler-shift cry>

QUICK CUTS Two Knights shoulder and fire their crossbow blasters...

But the beams miss their targets as two Esotericas side-slip from view. A leaded glass window <SHATTERS> as Forever Knight #2 swings through -- only to fall prey to a volley of ENERGY SPHERES.

FOREVER KNIGHT #2

<cry of pain>

Driscoll and Cyrus double-team The Conduit, swords slashing and <CLANGING>. He easily deflects their blades with his hands and feet, spinning and leaping like a Ninja.

DRISCOLL / CYRUS

<overlapping effort grunts>

Another Knight staggers through FRAME right to left, writhing from the SHOCK EFFECTS of an Energy Sphere.

Unscathed, George strides left to right through the mêlée; his frail appearance belies his strength and agility (he's like a combination of Clint Eastwood and Jet Li).

George doesn't miss a step as he ducks weapons-fire and sensing the invisible Esotericas' proximity, backhands one, then flips another.

ESOTERICA #2

<impact grunt>

ESOTERICA #3

<startled cry>

Then, as he reaches the front of the room, George halts. Ahead is the

ALTAR. George's sword protrudes from the BRIGHTLY GLOWING HEART OF THE DRAGON.

His empty gauntlet still grips the handle. As George takes another step toward the altar, a TENTACLE <WHIPS> IN, grabs George around the waist and flings him O.S.

GEORGE

<startled GRUNT>

George <CRACKS> against a column and hits the floor, dazed.

GEORGE

<impact grunt, groan>

The Devolved Vilgax drags himself into view (squids are not built for crawling on land). He mounts the altar steps...

VILGAX

<building effort grunts>

...hesitates... and then...

CLOSE - Vilgax slips his tentacle into George's gauntlet. Vilgax suddenly stiffens as <CRACKLING> ENERGY flows through him. His tentacles retract into his torso, save for those that form his arms and legs.

VILGAX

<cry of pain into sated sigh>

Then as Vilgax regains his familiar look, he pulls the sword from the HEART and crackling power flows from the heart into the sword. As the Heart dissolves into power, GLISTENING ARMOR forms around Vilgax's body, similar to the ornate attire worn by George in the GRAPHIC SEQUENCE.

VILGAX

Incredible...

The Conduit, preparing to fry the fallen Driscoll and Cyrus with an Energy Sphere, turns. The Sphere dissipates.

CONDUIT

You Charlatan!

<building roar>

With a Braveheart battle cry, the Conduit makes a dimension-slipping broken-field run at Vilgax <ZIP-ZIP-ZIP-ZIP> --

UP ANGLE ON VILGAX Who, with a wave of his GLOWING HAND, emits a radial pulse of energy that knocks down the Conduit, all of the other Esoterica, and the Knights.

VILGAX

<sharp effort grunt>

CONDUIT

<yowl of pain>

ESOTERICA #1

<IMPACTS>

KNIGHTS

<IMPACTS>

Vilgax gazes down at his hands, smirking.

VILGAX

I have never felt such power!

Beat. His brow furrows. He blinks, troubled as he realizes:

VILGAX

And yet, I sense... there is more!

Winston side-slips into view beside him. Vilgax reels about to defend himself, but Winston gestures 'halt.' His EYES ARE AGLOW. He speaks in Diagon's voice.

WINSTON (DIAGON'S VOICE)

Yes. There is more. Infinite power awaits, but to gain it, you must break the seal!

VILGAX

Tell me more...

**EXT. RUSTBUCKET III - IN FLIGHT - MEANWHILE**

The Rustbucket <ROARS> eastward across the Atlantic.

**INT. RUSTBUCKET III - COCKPIT - NIGHT**

Kevin is in the pilot seat. Ben sits beside him, checking instruments. Kevin glances rearward, then whispers:

KEVIN

Yo, Ben. Cleanup in Aisle Two.

At the rear of the cockpit, Gwen sits in the jumpseat, hugging her knees to her chest, grimacing.

GWEN

(sotto, near tears)

Awful. Can't.

<shudder>

Ben nods to Kevin. Both whisper.

BEN

Whatever took control of her, messed her up pretty bad.

KEVIN

I'll go talk to her.

BEN

Let me try. Just get us to the shrine, okay?

Kevin doesn't like it, but he obeys. Ben unstraps his harness and heads for the rear of the cabin. Gwen doesn't look up as Ben steps over and kneels beside her.

BEN

Enough shuddering in silence. You want to talk about it?

GWEN

I feel sick.

BEN

Well, the way Kevin flies --

Gwen looks up at him, distraught.

GWEN

Can you please be serious for once?

Ben looks contrite and concedes the point to Gwen.

BEN

I'm sorry. I was just trying to show you things were okay.

GWEN

But they aren't! That thing was in my head, controlling me like a puppet.

(anguished)

I cannot tell you how disgusting that was! Why didn't I fight it?

BEN

That's like being angry at yourself for catching the flu. It's not your fault.

Gwen shakes her head. Ben continues.

BEN

Besides. If anybody is to blame for all of this, it's me.

Beat. Ben smirks at his errors.

BEN

The Knights, Vilgax, the Esotericas -- now the Diagon! I should have put it all together sooner!

Gwen looks up at Ben, tears in her eyes.

GWEN

None of us saw it.

KEVIN (O.S.)

If we're voting on who to blame, I vote for Ben.

Gwen smiles.

BEN

Oh, it's okay when he jokes around?

GWEN

In his defense, he's actually funny? You--

She clutches her head.

GWEN

<grunt of pain>

BEN

Gwen! What's happening?

Gwen concentrates, touching her temples with her fingertips.

GWEN

I see the seal. And Vilgax. He's heading for it. Sir George and Driscoll followed him, they're trying to stop him, he--

(eyes open in alarm)

They're down! He just blasted them with one hand and they're all down.

Ben throws up his hands, then looks forward to Kevin.

BEN

You're sure they're at the seal, that's thousands of miles away from where we're headed.

GWEN

I'm sure. Vilgax is there. That's where we have to go.

Kevin checks the console.

KEVIN

Even if we leave atmosphere and come back down, we're over an hour away.

Ben turns to Gwen and looks her in the eye.

BEN

That's no good. Gwen, I need you to teleport us to the the Seal.

Kevin jams the autopilot on and stands out of his seat.

KEVIN

Whoa, are you nuts? That wastes her when we're standing still! Only now, she's sick, we're doing a thousand miles an hour and we're a mile up. It's too dangerous.

BEN

We don't really have a choice.

Kevin strides over and grabs Ben by the collar.

KEVIN

What do you mean, 'we?' You're the one who was so busy playing hero that he missed the big picture. And you are not going to risk her life now because you screwed up!

Gwen steps up beside Kevin and puts a hand on his arm.

GWEN

I can do it, Kevin. I have to.

She offers her hand to Kevin. Thwarted, Kevin lets go of Ben and takes it. Ben holds her other hand. They form a circle. Gwen closes her eyes, concentrating. As a PSI-POWER SHIMMER begins to form at their feet...

**CUT TO:**

**EXT. THE SEAL OF DAIGON - NIGHT**

This is the location from "The Creature From Beyond." Vilgax, is repeatedly STRIKING the seal with his sword.

VILGAX

<huge EFFORTS>

Sir George and Driscoll are down on the ground nearby, obviously blasted to unconsciousness. Vilgax continues to hack away at the SEAL, chipping the opening wider and wider.

VILGAX

<huge EFFORTS>

The AIR GLISTENS as Gwen, Kevin and Ben teleport into the scene. Not waiting for the process to finish, Ben shouts:

BEN (PHASED)

Wait!

GWEN

<fainting groan>

Kevin catches Gwen as she drops, she's depleted from the effort. As he kneels, easing her to the floor, he notices a fallen Knight's helmet, grabs it and armors up. Ben steps forward.

BEN

Listen to me, Vilgax! You have no idea what you're doing!

UP ANGLE - Vilgax continues hacking at the , his face contorted by greed.

VILGAX

I know precisely what I'm doing!

<effort grunt>

BEN

Me too: Stopping you.

Ben slaps the Ultimatrix and turns into EATLE

EATLE

Eatle!

Vilgax turns from his work just long enough to BLAST Eatle with an ENERGY BOLT.

EATLE

<impact grunt>

Metal Kevin storms toward the altar...

METAL KEVIN

<building battle growl>

...But Vilgax backhands Metal Kevin, sending him tumbling.

VILGAX

<swinging effort grunt>

METAL KEVIN

<impact grunt>

Metal Kevin lands on a diagonal on top of the scorched Eatle. KO'd, Kevin and Eatle revert to their normal appearance.

KEVIN / BEN

<keep-alive groans>

THE CRACK IN THE SEAL is now leaking light.

THE CRACK (DIAGON'S VOICE)

Break the seal, Vilgax. Your reward will be more power than you have  
ever known!

Vilgax swings harder, the sword strikes true..

VILGAX

Yes!

<effort>

The seal SHAKES; <DEEP RUMBLING>. The CRACK lengthens, and brilliant  
white light begins to pour out. The rumble revives Gwen. She crawls  
over to Ben and Kevin; yelling over the <RUMBLE>:

GWEN

Wake up! Something's happening!

Ben awakens. Then they look up, squinting into the BLINDING LIGHT.

VILGAX

Hear me, Diagon! I am Vilgax, conqueror of ten worlds. Soon, I shall

rule the whole universe, for your powers will be--

Just then, A LIGHT MORE BRILLIANT THAN THE SUN slices out of the crack and envelops Vilgax we see his alien skeleton through his armor!

Gwen forms a FORCE BUBBLE to protect Ben, Kevin and herself, it barely holds. Vilgax stands helpless as the LIGHT DISINTIGRATES HIM

VILGAX

<building cry of fear cut short>

There is a FINAL, RETINA-RIPPING FLASH and then:

The sword clatters to the ground. The light is gone. So is Vilgax. Gwen's FORCE BUBBLE FADES AWAY. She kneels, breathless as Kevin comes to.

KEVIN

<groan>

Where's Vilgax?

BEN

Gone. I think we won.

GWEN

Diagon won. He got Vilgax to do his dirty work. And now he's taken his Heart back to his dimension.

The awful truth dawns on Ben.

BEN

Diagon has all of his power again.

Driscoll is on his feet again.

DRISCOLL

Then it's hopeless.

GEORGE (O.S.)

No. It's far from hopeless.

They turn. George stands facing them. They step aside as he limps over to the altar, looks down, and with great solemnity, picks up the abandoned sword.

GEORGE

*Ascalon* is mine once again.

He holds it in his hand, feeling its familiar heft. It is glowing with power.

OLD GEORGE

Now... now you will see what the dragon saw.

BEN

Stop him!

Too late.

TIGHT ON - GEORGE'S GLOVED HAND HOLDING SWORD

The sword is now glowing. Armor begins to <EXTEND WITH METALLIC SOUND, METAL ON METAL> from the glove, covering his arm.

Ben, Kevin and Gwen react at the sight of:

George's face. His WRINKLES FADE before our eyes. He is as he was so many centuries ago -- young, handsome, virile.

GEORGE

Let the dragon come.

**CUT TO BLACK.**

**END OF EPISODE**

**Ben 10: UA #1003-042**

**"A Knight to Remember" 08/18/10 1st Draft -**

<BAM!>

<BLEETS>

CONT'D

Diagon

Esotericas

Gotcha

Lucubra

Parkour

Rogier  
Screwloose  
Uhley  
Weyden  
Where'd  
Yesss  
awaitsss  
calc  
comm-link  
dsssstiny  
sssword

**"A Knight to Remember"**

**Episode #1003-042**

**BEN 10: ULTIMATE ALIEN**

**Written by:**

**Len Uhley**

**Story Editor:**

**Dwayne McDuffie**

**FIRST DRAFT**

**August 18, 2010**

**CARTOON NETWORK STUDIOS**

BEN

CONDUIT

CYRUS

DRISCOLL

GEORGE

GWEN

KEVIN

METAL KEVIN

RATH

TEAM LEADER

VILGAX

WINSTON

ESOTERICA #1

PLUMBERS

PLUMBERS #4 & #5

BEN / GWEN

PLUMBER #2

ESOTERICA #3

XLR8

BEN / GWEN / KEVIN

FOREVER KNIGHT #2

FOREVER KNIGHT #1

DRISCOLL / CYRUS

Nrg

KNIGHTS

Eatle

the crack

(V.O.)

(O.S.)

(O.C.)

(SUBTITLE)

(DIAGON'S VOICE)

INT

EXT

I/E

BEN'S BEDROOM

FOREVER KNIGHTS LAIR (AREA 51) - RESUME

FOREVER KNIGHTS' LAIR (AREA 51) - SOON

GEORGE'S QUARTERS - SOON

KEEPERS' RETREAT

KEEPERS' RETREAT - A MINUTE LATER

KEEPERS' RETREAT - RESUME ACTION

KEEPERS' RETREAT - SANCTUARY

KNIGHTS LAIR (AREA 51) - RESUME

ORKNEY ISLANDS, SCOTLAND

RUSTBUCKET III - IN FLIGHT

SEQUENCE (FLASHBACK)

SHRINE OF THE DRAGON'S HEART

KEEPERS' RETREAT - CONTINUOUS

DESERTED ROAD

THE SEAL OF DAIGON

DAY

NIGHT

MAGIC HOUR

MEANWHILE

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

PAGE TURN TO:

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Scene #

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