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BEN 10: ALIEN FORCE

"Under Cover"

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Final Draft, 01/22/08

TEASER

FADE IN:

INT. KEVIN'S GARAGE - DAY

CLOSE ON KEVIN'S HAND, carefully placing a BANANA on a flat surface.

GWEN (O.S.)

This is a very bad idea.

PULL BACK TO REVEAL Gwen watching Kevin kneeling before the Teleporter PAD (Episode 13) on which the banana has been placed, considering the controls.

GWEN

I mean, we don't even know how to work a Teleporter pad.

KEVIN

Got to start somewhere.

GWEN

(looking around)

Ben, tell Kevin this seems like a very bad idea. Ben...?

She spots him half-hiding behind some stacked boxes.

GWEN

Are you hiding?

BEN

No, it's just, if a fly lands on that banana when it Teleporters, and it re-materializes as a deadly banana-fly monster, I don't want to be standing right next to it, is all.

KEVIN

Don't see the big deal, Tennyson... Didn't you used to turn into a insect all the time...?

Sheepish, Ben steps out of hiding. He shudders, theatrically.

BEN

That was different.

Kevin

Here we go...

He pushes a series of buttons. INDICATOR LIGHTS on the pad FLASH in sequence. <BEEPING>

Suddenly, a portion of the pad starts to SMOKE AND SPARK!

KEVIN

That's not good.

BEN

Turn it off before it blows!

Kevin reaches for it, then pulls his hands back.

KEVIN

It's too hot!

BEN

I know who can take the heat...

HOLD ON BEN, who <TAPS> his OMNITRIX and TRANSFORMS

Swampfire races forward, grabs the smoking piece of the Teleporter pad in both hands.

SWAMPFIRE

Open the door!

GWEN stabs the garage opener button. The garage door <LIFTS>.
SWAMPFIRE throws the SPARKING, <SIZZLING> piece of the Teleporter pad
out of the garage and O.S.

SWAMPFIRE

<Throw effort>/Everybody down!

There's an <EXPLOSION> from O.S. that sends them all sprawling as we
--

SMASH TO MAIN TITLES!

ACT ONE

FADE IN:

INT. KEVIN'S GARAGE - RESUME

SMOKE clears, revealing SWAMPFIRE, KEVIN and GWEN lying on the floor
of the garage following the explosion. They start to rise, Swampfire
changing back to Ben.

BEN

Everyone all right?

Kevin rushes toward the open garage door.

KEVIN

Forget that...What about the Teleporter pad?!

He hurries out. Ben looks to Gwen.

GWEN

Deep down, he's really glad we're okay.

Ben smiles as Kevin returns, glum.

KEVIN

It's totally trashed.

BEN

At least we don't have to worry about banana-fly monsters.

(off their looks)

I'm just saying.

KEVIN

(moving towards car)

I know a kid, might be able to fix it.

GWEN

Fix alien tech?

KEVIN

He's a total super-genius with any kind of machinery, doesn't matter if it's human or alien. I'll bring Cooper over from his lab.

Gwen and Ben look at each other, surprised, then back to Kevin.

BEN

Cooper?! Pasty kid?

GWEN

Blonde? Bad haircut?

BEN

Had a big crush on Gwen?/<Ow!>

She elbows him.

KEVIN

(grinning at Gwen)

Sounds like the same guy.

Kevin looks at Gwen and grins.

KEVIN

But who wouldn't have a crush on you?

BEN

He helped us out once, back when we were kids. You should have told
us you knew him.

KEVIN

It didn't exactly come up...

BEN

You didn't think a kid with the ability to manipulate alien tech would've been helpful against the DNAliens?

KEVIN

It's possible I know two or three people I haven't told you about, Ben. Anyway, if you're so smart, why didn't you think of him before?

A beat as Ben considers it.

BEN

Okay, that's a fair point. Let's go.

Cut to:

EXT. COOPER'S HOUSE - LATER

Kevin's car pulls up in front of a boring house in a boring suburban development. The kids get out, Ben and Gwen looking at the house in confusion.

GWEN

I thought you said we were going to Cooper's lab...?

Kevin walks past her toward the house.

KEVIN

We are.

(to Gwen)

So, Gwen? Excited to see your ex?

GWEN

(irritated)

Zip it.

After Kevin passes, Gwen glares at Ben.

GWEN

You had to mention the crush?

BEN

(apologetic)

Probably not.

They move to follow Kevin.

INT. COOPER'S HOUSE - BASEMENT - MOMENTS LATER

Darkness, then a DOORWAY O.S. <CREAKS> open, light from above revealing the kids coming down the stairs into the basement, which we can't see yet.

GWEN

Why break in? Couldn't we have just leave a message with Cooper's

folks?

KEVIN

Because Coop never leaves his lab... Never. Something's seriously wrong.

BEN

He probably just went out for a --

Reaching a LIGHT SWITCH, Kevin <SNAPS> it on, and we ZOOM BACK to reveal the BASEMENT LAB, filled haphazardly with WEIRD HIGH-TECH EQUIPMENT, much of it jerry-rigged from components of other machines to form bigger, more complex ones.

There are lots of COMPUTERS and MONITORS, all around the room -- as well as EMPTY PIZZA BOXES, SODA CUPS, FAST FOOD BAGS and DIRTY LAUNDRY.

BEN

-- Smoothie.

Gwen picks up a DIRTY UNDERSHIRT and wrinkles her nose.

GWEN

Wow...He really never leaves the lab...

Kevin prowls the lab, looking for anything suspicious.

KEVIN

Look for signs of a struggle...

Ben steps over some machinery, and picks up a WEIRD GIZMO from a computer console.

BEN

This whole place looks like a struggle...

He fiddles with the thing, which looks like a HAIR DRYER melded into a FLASHLIGHT. Suddenly, it LIGHTS UP, ROTATING and TWISTING in his hand.

BEN

Yow!

PULL BACK, as the MONITORS around the room FLICKER to life, revealing <STATIC>, then the SAME SCENE FROM DIFFERENT ANGLES: COOPER, now five years older, pale and acne-spotted, turning from the device he's just switched on to look at the STAIRS. We hear <COMMOTION> and <MUTTERING> from above. Cooper worriedly turns back to the camera.

COOPER

(on monitors)

If anyone finds this recording...

Suddenly, the sound of the door <CRASHING> open from above, and DNALIENS rush down the stairs!

BEN, GWEN AND KEVIN - Each watch a different monitor, frozen in shock!

DNALIENS

<attack sounds>

ON THE MONITORS - Cooper tries to juke and dodge past the DNAliens, but they corner him, and seize him roughly.

COOPER

(on monitors)

No! Noooooooooo!

His voice FADES OUT as the aliens <Teleporter> out with Cooper, leaving the basement lab, on the screen, empty. The image switches to <STATIC> on each monitor, and then they all BLINK OUT. Stunned silence for a beat.

BEN

There you go: signs of a struggle.

KEVIN

Smart kid. Left behind a "message in a bottle" so someone'd see what happened to him.

Ben turns to Gwen.

BEN

Gwen, can you track Cooper, figure out where they took him?

GWEN

Probably. His energy resonance is really strong here.

She spreads her arms, and her FINGERTIPS start to GLOW. She tilts back her head, and her EYES GLOW. She looks at Kevin and Ben and smiles.

GWEN

Got him. I can take us right to Cooper.

KEVIN

In other words, you're "attracted" to him.

GWEN

(frustrated)

Can we just go?!

Kevin just smirks as they head for the stairs and we --

Dissolve to:

EXT. LOS SOLEDAD - LATER

Kevin's car pulls to a stop just before the sign welcoming us to the familiar town. PULL BACK to reveal the town looks decrepit and abandoned.

BEN

Los Soledad? Cooper's trail led here?

KEVIN

Deserted. At least last time there was a monster to fight.

Gwen looks around, confused, her eyes still GLOWING.

GWEN

I don't get it...I did everything right...

Kevin rolls his eyes.

KEVIN

Well, love is blind....and apparently it screws up your powers, too.

GWEN

My powers are not screwed up! My instincts are telling me Cooper's
definitely nearby!

Ben walks toward the SIGN.

BEN

Sorry, Gwen, but there's nothing here except --

Suddenly, just as he passes the sign in the direction of the town,
Ben DISAPPEARS into thin air!

GWEN

(panicked)

Ben!

KEVIN

Tennyson, where -- ?!

They rush toward the sign, but before they get a single step, BEN'S HEAD and ARM poke back into visibility! He wears an astonished expression.

BEN

You have got. To see. This.

He beckons them forward. Kevin and Gwen look at each other, uncertain, then step past the sign, all three of them DISAPPEARING.

Cut to:

EXT. LOS SOLEDAD - INSIDE CLOAKING FIELD - CONTINUOUS

Our heroes emerge into visibility on the other side of the sign, looking past us in astonishment. Gwen clutches her arms to her body, chilled, and the BREATH of all three can be seen. A LIGHT SNOW is falling -- completely different weather than could be seen a second ago when looking at the town.

BEN

It's DNAlien day-camp

REVERSE - to show the town, a BUZZING HIVE of activity:

- DNALIEN TRANSPORT VEHICLES <RUMBLING> back and forth.
- Aliens themselves hustling here and there on foot with strange looking excavation and construction equipment.
- 3 WEATHER TOWERS poke up among the dingy buildings.

- a PARTIALLY-COMPLETED structure of some kind, two ends of a GIANT ARCH starting to reach up toward each other, can be seen at the FAR END of town.

BACK TO THE KIDS - Flabbergasted.

KEVIN

Three of those weather-control towers. This can not be good.

ON GWEN, her EYES GLOWING even brighter...

GWEN

And whatever it is...Cooper's right in the middle of it!

Fade out.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. LOS SOLEDAD - INSIDE CLOAKING FIELD - RESUME

From behind the kids, looking at the town, the streets alive with DNAlien activity.

KEVIN

The cloaking field is hiding the whole city. Where'd they get a rig powerful enough to do that?

Ben and Gwen look at him until he gets it.

KEVIN

Right. Cooper built it for them.

GWEN

(suddenly)

Everybody down!

She tugs the boys behind the corner of a building as a DNAlien transport <RUMBLES> by. When it's gone, they peek out again.

BEN

With that shield up, these guys don't have to worry about anyone seeing them building...

He indicts the gigantic arch.

BEN

...whatever that thing is.

(to Gwen)

You still have a fix on Cooper?

GWEN

(nodding)

He's not far.

KEVIN

Got any spells that'll give us cover so we can get to him?

GWEN

They're not spells.

KEVIN

That's a "no," then?

Furtively checking both directions, they dart into the street, hunched over and hurrying.

Cut to:

EXT. ALLEY - MOMENTS LATER

The kids move down the narrow corridor between buildings, Gwen in the lead, eyes GLOWING. At the far end of the alley, a DNALIEN steps into view, back

to them, and the kids FREEZE.

DNALIEN 2 (O.S.)

<DNAlien chatter>

The first DNAlien points toward the alley.

DNALIEN 1

<DNAlien chatter>

The kids trade shocked looks!

ON DNALIEN 1, as he steps aside for DNALIEN 2, pushing an ANTI-GRAV CART loaded with STEEL BEAMS.

DNALIEN 2

<DNAlien chatter>

ANGLE - Behind the DNAliens, looking down the length of the alley -- no sign of the kids, and no apparent hiding places! DNALIEN 2 pushes the cart just inside the alley, then slouches back out.

Whip to:

A fire escape landing

Just above the alley floor, where Ben, Gwen and Kevin crouch. Relief of their faces, they lower the LADDER once more, scurry down it and leap silently to the ground.

They creep to the alley mouth, Gwen in front. She looks both ways, then darts out. The boys follow.

Cut to:

EXT. MINE ADMINISTRATION BUILDING - MOMENTS LATER

The kids race to the door of this relatively modern-looking building and flatten against the wall next to it. Gwen's eyes FLASH. She nods to Kevin.

As quietly as he can, Kevin pushes open the door, and the kids slip inside.

Cut to:

INT. MINE ADMINISTRATION BUILDING - MOMENTS LATER

The kids prowl the halls, Gwen touching each closed door, shaking her head, and moving on.

KEVIN

(whispering to Ben)

Why don't we just yell out, "Hey, Cooper!"

BEN

(whispering back)

And have four thousand DNAliens crawling up our butts? Good plan.

Gwen has stopped at a door at the end of the hallway.

GWEN

(whispering)

In here.

Ben reaches for the handle, but before he can grasp it:

KEVIN

(whispering)

And if there's four thousand DNAliens behind that door? Good plan.

Ben pulls back, considers, then <TAPS> the OMNITRIX.

TRANSFORMATION SEQUENCE.

GOOP

Goop!

Goop OOZES a small portion of himself under the door, leaving the rest outside, like a puddle. Gwen grimaces.

GWEN

(whispering)

Cool, but gross.

INT. COOPER'S CHAMBER - CONTINUOUS

ANGLE ON DOOR BOTTOM - as Goop slides silently beneath, a THIN PSEUDOPOD rising up and twisting around, trying to see.

GOOP POV - FISHEYE - The room is LARGE, a WORKSHOP of sorts. In its center, COOPER nervously stands amid components made of ALIEN METAL. With a GESTURE, TWO PIECES rise into the air and MELD TOGETHER, forming a third, larger, more complex device.

TWO ARMED DNALIEN GUARDS look on.

GUARD 1

Careful with those varcidium pieces, human! They're priceless.

COOPER looks back to the components, and GESTURES again. A THIRD PIECE rises into the air, and <SCRAPES> against the other two pieces, creating a <HIGH PITCHED SHRIEK!>

The GUARDS double over in PAIN, clutching their ears!

GUARDS

<Screams of agony!>

GOOP's tendril retracts a little in surprise.

Startled, Cooper loses control of the components, and they <CLANG> to the ground.

The Guards recover, and stalk toward Cooper angrily. He cowers back.

COOPER

I-it was an accident...!

GUARD 1

Clumsy child! You'll pay for that!

The Guards stalk towards Cooper, fists clenched, and --GOOP suddenly EXPANDS UPWARD, reforming between the Guards and Cooper.

GOOP

No hitting.

GUARD 1

Intruder!

The Guards raise their weapons to fire. Goop STRETCHES, wrapping himself around both DNAliens and Smashing them together, hard. They sink to the floor, unconscious.

GUARDS

<IMPACT, then KEEP ALIVE MOANS>

Suddenly, the door EXPLODE INWARD. Kevin (now in steel form) has just punched it in. Gwen is right beside him.

KEVIN

Cavalry's here!

Kevin sees Goop standing over the two fallen guards. Cooper is behind Goop.

KEVIN

Not that you uh, need it or anything...

Cooper is excited to see Gwen.

COOPER

(awed)

Gwen! You totally came to my rescue...

BEN

Yeah. Excellent work there, Gwen.

COOPER

She's wonderful...

Kevin grabs Cooper by the arm and yanks him along.

KEVIN

Let's go, lover boy.

Cut to:

EXT. LOS SOLEDAD - MOMENTS LATER

The kids trot stealthily along in the shadows of a mining supply building, this time with Ben in the lead.

Kevin notices Cooper breathing heavily with exertion.

COOPER

<PANTING>

KEVIN

Ever think about getting a treadmill?

COOPER

(panting)

I gotta rest.

Exasperated, Kevin nods to a secluded area, so Cooper can catch his breath. The kids duck in and crouch low.

BEN

We can't stay long...We've got to get outside the shield before they realize Cooper's missing...

Cooper gazes worshipfully into Gwen's eyes.

COOPER

The way you came storming in there...Like how Princess Elena rescued me last week from the Caverns of Unforgiving Dismay...

GWEN

Excuse me?

COOPER

In "Nations of Conquest." The MMORPG I play.

GWEN

(beat)

Excuse me?

COOPER

Massive Multiplayer Online Role Playing Game.

KEVIN

Yeah, Gwen, and your power is being plus-three nerdbait.

BEN

(worried)

Guys, this is serious. It's the biggest DNAlien plan we've ever seen, and as long as their cloaking shield's up, they can work 24/7!

COOPER

(shrugging)

I'm the one they forced to build the cloak projector. Shutting it down
shouldn't be too hard.

BEN

Then that's what we're going to do.

GWEN

But we've been lucky so far...Sooner or later, they're bound to spot
us.

COOPER

That's not a problem, either.

BEN

Because...?

COOPER

Well, before I built the big cloaking projector, I built a smaller
one, first. A prototype.

He pulls a SMALL GIZMO from his pocket.

COOPER

The field it generates is enough to cover all of us...

(staring at Gwen)

...if we squeeze together real tight.

GWEN

(not enthused)

Oh, for the love of--

Kevin maneuvers unenthused Gwen right up against Cooper.

KEVIN

Let me help you out there, Gwen.

COOPER

Here we go...

Cooper <CLICKS> the device, and with a SHIMMER EFFECT, the kids FADE FROM VISIBILITY.

BEN (O.S.)

I don't feel invisible...

COOPER (O.S.)

Follow me.

MOVE CAMERA POV - as the invisible kids step back out into the street.

A DNALIEN, pushing another ANTI-GRAVCART, approaches.

GWEN

(unseen; whispered)

Oh no....!

But the DNAliens pass, unaware of anything out of the ordinary.

BEN (O.S.)

(whispered)

Score! Nice work, Cooper! Now let's get to the big cloak!

MOVE CAMERA POV - Giving the impression we're tracking the unseen kids as they move out of frame.

Cut to:

EXT. LOS SOLEDAD - MAIN INTERSECTION - MOMENTS LATER

A busy crossroads of activity -- vehicles and pedestrians.

ANGLE on one particularly, and conspicuously, empty spot in the road.

KEVIN (O.S.)

(whispered)

Hey, Coop, think about it, the damsel rescued you, now you get to be
the knight that saves the day!

GWEN (O.S.)

(whispered)

Jealous much, Kevin?

KEVIN (O.S.)

(voice rising defensively)

I'm not -- !

BEN (O.S.)

(whispered)

Shh! The cloak keeps us from being seen, not heard, so --

COOPER (O.S.)

Uh, oh.

BEN (O.S.)

Uh, oh?

At that moment, there's a WAVER in the air, and the kids FLICKER into visibility, finally becoming COMPLETELY VISIBLE, the MINI-CLOAK SMOKING and <FIZZING> in Cooper's hand.

COOPER

(beat)

There's always a few bugs in a prototype...

HIGH ANGLE - as the crowd of DNAliens turns to look at them in surprise!

DNALIENS

Who are they?/What are they doing here?/Get them!

Fade out.

END OF ACT TWO

ACT THREE

Fade in:

EXT. LOS SOLEDAD - MAIN INTERSECTION - RESUME

From a ground angle, we see the kids surrounded by DNAliens.

Kevin looks around, worried.

KEVIN

There's nothing around here for me to touch...!

He's grabbed by DNAliens.

KEVIN

<Struggle effort>

BEN moves his hand to tap the Omnitrix.

BEN

Don't worry, I'll just --

But DNAliens grab his arms, keeping him from transforming!

BEN

No!/<Struggle efforts>

More DNAliens rush in to grab COOPER.

COOPER

<Struggle effort>

GWEN wildly <BLASTS> ENERGY BOLTS into the crowd, knocking away several DNAliens at a time.

GWEN

There's too many of them!

BEN

(struggling)

Keep firing, Gwen! You're our only chance!

Gwen keeps <BLASTING>, her efforts becoming more and more desperate.

GWEN

<Blast efforts>

WIDE as the CROWD closes in around her.

COOPER

No! Don't hurt her!

The crowd parts, revealing Gwen, restrained, exhausted.

KEVIN

<Struggle noises>/Gwen!

GWEN

(weak)

I'm... I'm okay...

A HIGHBREED, clearly in charge, steps through the crowd to haughtily face the captives.

HIGHBREED

Only because you're worth slightly more to me alive than if I had
allowed them to tear you limb from limb.

He turns to Cooper, sneering.

HIGHBREED

Now then, you're going back to work for us.

COOPER

I won't do anything for you!

<Struggle effort>

HIGHBREED

You'll do just what I say, or your friends will pay the price.

KEVIN

Actually, we're not all that close.

Ben shoots him a look. Keeping his attention on Cooper, the Highbreed moves to Gwen, taking her chin in his hand.

HIGHBREED

Is that what you want, human? For your friends to pay?

COOPER

Get your hands off her! I'll do it. I'll do anything...

HIGHBREED

Then get back to work.

Dissolve to:

INT. STOREROOM - LATER

The kids are thrown roughly, past a HEAVY METAL DOOR, into a storeroom of SURPLUS ALIEN MACHINERY PARTS by DNAlien guards.

He <SLAMS> the door on them, leaving them alone. Ben immediately starts scouting the room.

KEVIN

So now you can go all Humongosaur and get us all out of here.

BEN

Even Humongosaur wouldn't last against all those DNAliens.

GWEN

Plus, they'd just use Cooper against us, like they used us against him.

Kevin looks out of the slot in the door.

KEVIN

That is a lot of guards...

BEN stands over a piece of ALIEN METAL, suddenly excited.

BEN

Kevin, touch this piece of -- what did they call it? -- varcidium.

KEVIN

Why?

BEN

I'll show you.

As Kevin armors up, Ben taps the Omnitrix and TRANSFORMS into Echo Echo.

ECHO ECHO

Echo Echo!

Cut to:

EXT. STOREROOM - MOMENTS LATER

DNAlien GUARDS mill around the door, suggesting a larger crowd. From inside, there's a <BANGING> on the door.

GWEN (O.S.)

(inside)

Excuse us...There's no bathroom in here, and I really have to go...!

One Guard ROLLS HIS EYE, and turns to <UNLOCK> the heavy door. He swings the door open.

REVEAL - ALIENMETALKEVIN standing between GWEN and ECHO ECHO.

ECHO ECHO

Now!

Gwen turns to Kevin and <BLASTS> him with energy, resulting in a <HUGE, HIGH PITCHED METALLIC SHRIEK!>

GWEN

<EFFORT>

KEVIN

<IMPACT>

Kevin lifts ECHO ECHO and points him toward the DNAliens. Echo Echo amplifies the sound, sending it directly at them!

DNALIENS - They clutch their ears and crumple to the ground.

DNALIENS

<Agonized cries!>

The kids step out into the corridor, over the fallen forms of the writhing DNAliens.

ALIENMETALKEVIN rubs his chest, pained.

ALIENMETALKEVIN

Did you have to hit me so hard?

GWEN

(smiling)

I did. I really did.

Cut to:

EXT. LOS SOLEDAD - MOMENTS LATER

The kids run through the center of town, DNAliens pursuing them. Our heroes stop, and repeat the attack from the storeroom, Gwen <BLASTING> AlienMetalKevin --

-- Echo Echo MAGNIFYING the resulting <SCREECH>, the aliens falling back or falling over. Gwen leads the way.

GWEN

C'mon! Cooper's this way...

Cut to:

**INT. MINING ADMINISTRATION BUILDING - COOPER'S CHAMBER - MOMENTS
LATER**

Using his powers, Cooper unhappily combines ALIEN MACHINERY COMPONENTS into a LARGER DEVICE.

One of the GUARDS watching shoves Cooper roughly.

GUARD 2

Faster! You have to make up for the time you lost trying to escape!

Cooper sullenly goes back to work, lifting another component with his powers. Suddenly -- A <HIGH PITCHED METALLIC SHRIEK> rings through the chamber, and the Guards topple over.

GUARDS

<Pained cries!>

Perplexed, Cooper looks around as ECHO ECHO, GWEN and ALIENMETAL KEVIN step inside.

ECHO ECHO

Ready. To. Go?

AlienMetalKevin rubs his chest.

ALIENMETALKEVIN

Please say yes.

Cut to:

EXT. LOS SOLEDAD- STREETS - MOMENTS LATER

The kids scramble through the streets, DNAliens rushing from every direction to try and stop them. In the distance, we see the HALF-BUILT ARCH they're approaching.

GWEN shoots <ENERGY BEAMS> from her hands, COOPER behind her watching with awe.

GWEN

Stay behind me, Cooper!

COOPER

<theatrical Sigh>

Just like Princess Elena rescuing me from the Caverns of Unforgiving
Dismay...

GWEN

Stay behind me and don't talk.

GWEN

<EFFORT>

KEVIN

<EFFORT>

ALIENMETALKEVIN swings a wide backhand, slamming away several DNAliens with a <BONGING> noise.

ALIENMETALKEVIN

How close are we to the big cloaking thing?

Cooper ducks behind Gwen, avoiding <ALIEN FIRE>.

COOPER

Just keep heading for where they're building that arch!

ECHO ECHO

What. Is. That. Arch. For. Anyway?

A DNAlien lurks behind Cooper, preparing to grab him without Gwen noticing.

COOPER

They wouldn't tell me, and -- Urk!

He's grabbed from behind!

DNALIEN

Everybody stay where you are, or -- Oww!

The DNAlien releases Cooper and grabs at his knee in pain -- TILT DOWN
- REVEAL the ECHO ECHOs, ready to strike again, if necessary.

ECHO ECHO

One. More. Blast. Gwen! A. Big. One.

Kevin reluctantly;y lifts and aims Echo.

ALIENMETALKEVIN

Terrific.

Gwen <BLASTS> ALIENMETALKEVIN, and ECHO ECHO amplifies the noise.
<SCREECH!>

OVERHEAD ANGLE - The CROWD collectively falls to the ground.

DNALIENS

<Mass cries of pain!>

The kids take off running.

ANGLE - on kids as they run toward us.

EXT. CENTRAL CLOAKING DEVICE - MOMENTS LATER

At the BASE OF AN ARCH SUPPORT, the kids come to a LARGER VERSION OF THE CLOAK PROTOTYPE Cooper handled earlier.

COOPER

This is it!

ECHO ECHO and ALIENMETALKEVIN transform back to their human selves.

KEVIN

Then do your thing!

As Cooper prepares to kneel by the machine, he puts his HAND on the ARCH SUPPORT, and suddenly STIFFENS.

COOPER

Oh. Huh. <GASP>!

BEN

(concerned)

What is it?

ZOOM through Cooper's WIDE EYES, along his NEURAL PATHWAYS as we see a SERIES OF IMAGES:

- TECHNICAL DATA written in an ALIEN HAND
- VARIOUS COMPONENTS fitting together in some kind of DIAGRAM, like an ALIEN IKEA DIRECTIONS KIT.
- A drawing of an ALIEN PLANET.

ZOOM BACK OUT to COOPER, shaking himself out of it.

GWEN

What's the matter?

COOPER

I saw...Equations... Machines...another planet...

BEN

Figure it out later! Crash the cloak!

Cooper nods, and holds out his hands.

THE CLOAKING MACHINE rises into the air, then ROTATES AND TWISTS, separating into its COMPONENT PIECES!

Cut to:

EXT. LOS SOLEDAD - OUTSIDE TOWN LIMITS - CONTINUOUS

On a SEMI driving the deserted highway. We hear <COUNTRY MUSIC> from the radio playing within.

INT. SEMI - CONTINUOUS

A BEEFY TRUCKER in a BASEBALL CAP <HUMS> along to the radio. Something outside his SIDE WINDOW catches his attention, and he DOUBLE TAKES.

BEEFY TRUCKER

Huh?!

HIS POV - Out the window, LOS SOLEDAD, in the distance, seems to FLICKER between looking abandoned, and looking under construction...Then settles into looking like a town very much inhabited, with strange SPIRES and other buildings under construction!

BEEFY TRUCKER

What the -- ?!

Cut to:

EXT. CENTRAL CLOAKING DEVICE - CONTINUOUS

Cooper lowers his hands, and the COMPONENT PIECES of the cloaking device settle to the ground.

BEN

Good. Gwen...?

GWEN

On it.

<EFFORT AND RELEASE>

She conjures a VERTICAL ENERGY PYLON and <SMASHES> it down on each of the component pieces, destroying them utterly.

KEVIN

Cool. Now all that's left is to --

<ALIEN WEAPON FIRE> scorches the ground around them! The kids take off running!

BEN

-- run very fast!

EXT. LOS SOLEDAD - MOMENTS LATER

TRACK the kids as they run as fast as they can, ALIEN WEAPON FIRE <SIZZLING> past them, indicating the large force chasing them!

KEVIN

Should've parked closer to town!

Cut TO:

EXT. KEVIN'S CAR - MOMENTS LATER

Everyone's inside. Kevin starts the car, it comes to life with a <ROAR> Kevin donuts and <PEELS OUT> back the way they came in a cloud of dust.

A MOMENT LATER - The DNAliens rush up on foot and stop, watching the car race into the distance, the HIGHBREED in the lead.

DNALIEN

Should we organize transports for pursuit?

HIGHBREED

No. We don't want too arouse suspicion from the local authorities.

He slips on a HUMAN MASK -- and scowls grimly.

HIGHBREED

The project at hand is too important.

He turns and walks away, his soldiers following.

Dissolve to:

INT. KEVIN'S CAR - CONTINUOUS

In the back of Kevin's car with Ben, Cooper looks out the back window.

COOPER

They're not chasing us...

KEVIN

They don't need to. Who'd believe us if we told what was really going on there?

GWEN

Anyone who checked it out would just find what looks like normal humans anyway.

BEN

We don't even know what's really going on in Los Soledad. Which means, someday really soon, we're going to have to go back.

(to Cooper)

Can we count on you to help?

Cooper stares dreamily at Gwen.

COOPER

Anything you need...

Up front, Kevin opens his smiling mouth to make a crack --

GWEN

Don't even.

Kevin shuts his mouth.

EXT. KEVIN'S CAR - CONTINUOUS

The car races toward the sunset.

FADE OUT.

END OF ACT THREE

Fade in:

EXT. LOS SOLEDAD - THE NEXT DAY

ANGLE ON the BEEFY TRUCKER standing beside a SHERIFF in front of the sheriff's car. The Trucker scratches his head, while the Sheriff inspects some PAPERS.

SHERIFF

Eh, the deed to the land...The construction permits...Everything looks ship-shape...

BEEFY TRUCKER

I swear, one second it looked like there was nothin', then the next...

REVEAL the Highbreed, dressed as a HUMAN CONSTRUCTION FOREMAN, standing outside the ROPED-OFF TOWN LIMITS, smiling pleasantly, two HUMAN-FACED LIEUTENANTS flank him. Behind them, construction continues apace.

HIGHBREED

Must be the heat playing tricks on you. We've been out here for months.

The sheriff hands the papers back to the Highbreed.

SHERIFF

Still don't know who'd want to build a mall all the way out here.

HIGHBREED

Oh, our company's very forward thinking, Sheriff. Trust me, someday very soon, this will be where everything's happening.

SHERIFF

Hmph. All right, then, sorry to bother you.

He heads back to the car, the Trucker following, looking back over his shoulder doubtfully. THE HIGHBREED - gives him a little wave. THE SHERIFF'S CAR pulls away.

THE HIGHBREED'S SMILE vanishes, and his face goes deadly cold. He removes his ID MASK, reveling that he's an alien creature.

HIGHBREED

Continue to work. The time of cleansing is nearly at hand...

He and his lieutenants turn and walk into the town. PULL BACK to show work continuing, some insidious master plan taking shape, as we --

Fade out.

Ben 10 #018 - "Under Cover"

"Under Cover"

680-018

Ben 10: Alien Force

By Adam Beecham

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09/24/08

Gwen

Kevin

Ben

Heatblast

Cooper

Guard 1

Guards

Guard 2

Goop

Steelkevin

Dnalien

Dnaliens

Highbreed

Ben/gwen/kevin

Echo echo

Alienmetalkevin

Beefy trucker

Sheriff

Trucker

DNALiens <YELL AND ATTACK SOUNDS>

DNALiens<YELL AND ATTACK SOUNDS>

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

TEASER

KEVIN'S BASEMENT

KEVIN'S GARAGE

COOPER'S HOUSE

COOPER'S HOUSE - FRONT STOOP

COOPER'S HOUSE - BASEMENT

PARADOX TOWN

PARADOX TOWN - INSIDE CLOAKING FIELD

END OF ACT ONE

GROCERY STORE

ALLEY

A FIRE ESCAPE LANDING

MINE ADMINISTRATION BUILDING

COOPER'S CHAMBER

LOS SOLEDAD

LOS SOLEDAD - MAIN INTERSECTION

END OF ACT TWO

STOREROOM

MINING ADMINISTRATION BUILDING

LOS SOLEDAD- STREETS

CENTRAL CLOAKING DEVICE

LOS SOLEDAD - OUTSIDE TOWN LIMITS

SEMI

KEVIN'S CAR

END OF ACT THREE

END OF EPISODE

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

RESUME

COOPERMOMENTS LATER

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Whip to: