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BEN 10: HERO GENERATION

"Ben 10 Returns, Part 2"

Written by Dwayne McDuffie

ACT FOUR

INT. CASTLE - NIGHT

Continuing from Act Three. The DRAGON <ROARS> again and leans down, trying to close its jaws on the heroes.

BEN, GWEN, KEVIN

Ahh!

MAGISTER

<GASP>

They scatter, avoiding the snapping jaws but running right towards several FOREVER KNIGHTS, who have come up behind them.

FOREVER KNIGHT #1

Nobody move! Hands on your head!

KEVIN

Make me.

Kevin touches the stone wall and TRANSFORMS into STONE. He sinks his fingers into the floor and lifts, rippling it like a carpet.

KEVIN

<GRUNT of effort>

FOREVER KNIGHTS

<impact and falling CRIES>

Some of the Knights begin to FIRE their Laser Lances. Gwen throws up an ENERGY SHIELD.

GWEN

<impact GRUNT>!

It's a melee. Magister fires back with his weapon. StoneKevin wades into the Knights. Ben reacts to the sound of the Dragon <ROARING> behind him. He turns around to see the DRAGON.

BEN

Whoops.

Ben activates the Omnitrix. This time he TRANSFORMS into Echo Echo, who can make endless duplicates of himself, each with powerful sonic blast powers.

ECHO ECHO

Echo Echo! Echo Echo! Echo!

Echo Echo MULTIPLES, turning into a half dozen or so duplicates of himself, they all jump on the Dragon, one holding his tail, another an arm, a third sitting on top of his head, etcetera.

ECHO ECHO

Got. Him! Got. Him! Got. Him!

KEVIN Is holding a Forever Knight up off the ground in each hand.

FOREVER KNIGHT #2

Oh, you're not gonna ...

KEVIN

Yeah. I am.

Kevin SLAMS the two Knights together.

FOREVER KNIGHTS

<impact GRUNTS>

And lets them slide to the floor.

FOREVER KNIGHTS

<keep alive GROANS>

MAGISTER Shooting at Knights, sees a Knight about to blast Kevin from behind.

MAGISTER

Kevin!

KEVIN Turns to see his danger, there's nowhere to run.

MAGISTER DIVES through the air, like Chow Yung Fat in a John Woo movie, firing from his Plumber Blasters, one in each hand.

Magister's shots knock the Lance out of the Knight's hand.

FOREVER KNIGHT #2

<impact GRUNT>

The Knight picks up his dropped Lance and turns back at Kevin and Magister. Magister is terrified.

MAGISTER

Don't do it, it's busted!

The Knight pulls the trigger and the Lance starts to GLOW red as it emits a HIGH PITCHED WHINE.

Magister YANKS Kevin to the ground.

MAGISTER

Hit the deck!

KEVIN

<impact GRUNT>

The weird RED ENERGY surrounds and ENGULFS the Knight, lighting him up like an x-ray, before his skeleton turns to dust.

Magister and Kevin are looking at where the Knight used to be.

MAGISTER

That's why Level 5 technology is illegal on Earth. Humans aren't ready for it.

Kevin looks at Magister with renewed respect.

KEVIN

I owe you one.

Magister smiles.

MAGISTER

Yeah, you do.

They jump back into the fight, side-by-side.

GWEN Is running roughshod over Forever Knights. She projects twisting energy tendrils from her hands, they snake through the attackers, disarming them...

FOREVER KNIGHTS

<IMPACT GRUNTS>

FOREVER KNIGHT #3

<IMPACT GRUNT>

Tangling their feet and UPENDING them...

And battering them in the head...

FOREVER KNIGHT #5

<impact GRUNT>

Gwen stands in a pile of defeated foes, victorious and crackling with power.

THE DRAGON Still covered by annoying Echo Echoes.

ECHO ECHO

Got. Him! Got. Him! Got. Him!

The Dragon SHAKES like a wet dog.

ECHO ECHO

Don't. Got. Him.

The shaking throws the Echo Echoes off of the Dragon. They fall.

ECHO ECHO

<falling CRY, then impact GRUNT> <falling CRY, then impact GRUNT>  
<falling CRY, then impact GRUNT>

Echo Echoes are on the floor all around the Dragon.

The Echo Echoes climb to their feet and surround the Dragon. The Echo Echoes <SCREAM>, sonic blasting the Dragon robot as it vibrates, shaking itself into tiny pieces. The Fight's over. The duplicate Echo Echoes all REINTERGRATE into a single Echo Echo. A very annoyed Kevin is rubbing his abused ears.

KEVIN

You could warn somebody when you're going to do that.

GWEN

Seriously. I've got earplugs in my purse.

ECHO ECHO

Sorry.

Magister is putting Laser Lances into a big pile.

MAGISTER

That's all of them. If you wouldn't mind?

Echo Echo DESTROYS the Lances with a SONIC BLAST.

Echo Echo looks at a puddle at Magister's feet and frowns.

ECHO ECHO

Hey. Are. You. Okay? There's-

Echo Echo TRANSFORMS back into BEN, mid-sentence.

BEN

--water leaking out of your suit.

Magister looks down at his suit, there's a RIP in the side.

MAGISTER

That's not water.

Magister sits down on the floor, heavily. Kevin is concerned.

KEVIN

You all right, man?

MAGISTER

Ben, listen to me.

KEVIN

I got a tire patch kit in the car, maybe we could--

MAGISTER

--No time for that. There's nothing anyone can do.

GWEN

Let us help you.

We can see the fluid leaking out is turning to gas and evaporating.

MAGISTER

If you want to help me, finish the job. You have to find out where  
the Level 5 tech is coming from.

BEN

I will.

MAGISTER

That's just the tip of the iceberg, kid.

We can see Magister's suit deflating. Vapor is coming out of the  
tear.

MAGISTER

Your Grandpa was on the trail of something big. An alien  
conspiracy, with Earth in the middle. He was working undercover. If  
you crack this case, maybe you can find Max and save your planet.

BEN

I can't do it without Grandpa. I don't know how.

Magister is looking Ben in the eyes.



MAGISTER

<effort Grunt>

You... You are Ben Tennyson. You can do anything.

Magister is completely evaporated. There's nothing left but his empty suit.

GWEN

No!

Gwen buries her face in Kevin's chest. Kevin looks stricken. He awkwardly pats her shoulder. After a beat, the two awkwardly separate.

Ben looks at the others.

BEN

I'm gonna need help.

GWEN

You know I'm here for you.

BEN

Kevin, there's no money in this but...

Gwen looks hopefully at Kevin, who doesn't notice. Kevin kneels down and takes Magister's PLUMBER BADGE from his suit. He looks at it in his palm for a beat, then pins it on his belt by his hip.

KEVIN

I'm in.

CUT TO:

EXT. COUNTRY ROAD - NIGHT

WEre in Kevin's car. He's driving, Ben is riding shotgun. Ben leans out the window and yells.

BEN

Are you sure this is going to work?

GWEN Is sitting in the middle of the road in lotus position. One of the Lances is on the ground in front of her.

GWEN

No. I've never done this before.

Gwen LEVITATES into the air a few feet. The Lance levitates with her.

GWEN

But in theory, I should be able to trace the vibrations from this Laser Lance back to the people who used to own it.

Ben turns to look at Kevin.

BEN

(accusing)

I thought I destroyed all of those things.

KEVIN

(disingenuous)

I kept one as a souvenir. Lucky, huh?

Gwen's Lance begins to SPIN in the air like a compass needle, pointing the way to the DNAliens.

GWEN

Hey, it's working! Follow me.

Gwen levitates down the street, following the direction the Lance is pointing in. Kevin follows in the car, driving sloowwwly behind her.

KEVIN

I'll follow you anywhere.

Gwen follows the lance into a rough, rocky off road path. The car follows, driving away from the camera on the bumpy road.

KEVIN

Except there. C'mon, Gwen. Paint job!

CUT TO:

EXT. MINESHAFT - NIGHT

Gwen exits the treeline, followed by Kevin's car. She stops, well short of the mine shaft.

GWEN

(whisper)

This is it. Down that mine shaft.

BEN

(whisper)

We'll have to get past the--

Kevin is already behind the GUARD who is standing outside the mine shaft. Kevin clubs him with his fist between the shoulder blades. The guard passes out.

GUARD

Unnn.

GWEN

You hit him too hard!

KEVIN

Not "him"...

Kevin reaches down and removes the Guard's ID MASK. With a signature GLOW, the Guard TRANSFORMS, revealing an unconscious DNAlien.

KEVIN

..."It."

Ben takes the Mask from Kevin and looks at it, we can see the Kirbyesque circuitry on the inside of it.

GWEN

It's like the mask the aliens at the Train Station were wearing.

BEN

We're getting warmer.

Ben pushes the elevator switch. They were all standing on the platform already, it starts to go down.

CUT TO:

INT. MINESHAFT - NIGHT

In the mine shaft, it's dark and creepy. The elevator takes the trio down, down, down.

KEVIN

Not much to see down here.

BEN

Don't think so?

The deep shaft suddenly opens up into a subterranean cavern that is dominated by a huge ALIEN SPACECRAFT!

FADE OUT.

END OF ACT FOUR

ACT FIVE

EXT. HIGHBREED SPACESHIP - NIGHT

The Ship teems with activity, we get scale from the many tiny DNAliens going up and down the ramp to the ship's open hatch.

Nearby, Ben, Gwen and Kevin look up at the huge ship.

KEVIN

Big.

BEN

It's the Mothership. Don't you get it? Grandpa Max has to be in there.

GWEN

So how do we get in?

Ben pulls out the ID Mask, he's smiling.

BEN

How's this work again?

KEVIN

Photonic displacement. You can set it to make you look like whatever you want.

A beat. Ben's still smiling. Now Kevin gets it.

Ben pulls the mask over his face. With a signature FLASH, he's suddenly transformed into a DNAlien.

BEN/DNALIEN

How do I look?

KEVIN

About the same. Taller.

Gwen pushes over a big wheeled cart and speaks to Kevin.

GWEN

Get in.

KEVIN

Why?

CUT TO:

EXT. HIGHBREED SPACESHIP RAMP - NIGHT

A DNAlien (Ben) is pushing the CART from last scene up the ramp to the hatch. The DNAlien is a bit dorky, waving to any other DNAlien it sees. They pretty much ignore him.

BEN/DNALIEN

(too casually)

Hey. How's it going? What's up?

Ben extends his thumb and pinky and makes the " phonecall " gesture.

BEN/DNALIEN

I owe you a call!

Ben pushes the cart inside the ship.

CUT TO:

INT. HIGHBREED SPACESHIP, CORRIDOR - NIGHT

Ben/ DNAlien takes the cart into an empty corridor.

BEN/DNALIEN

End of the line.

Gwen and Kevin climb out of the cart.

KEVIN

(incredulous)

Buah ,It's freezing in here. "I owe you a call"?

GWEN

Don't be such a baby. Ugh, what's next?

Ben/DNAlien pulls off his mask and with a signature FLASH of light is revealed as Ben.

BEN

See if you can find out where Grandpa is. It is cold though.

GWEN

Okay, let me try something...

Gwen concentrates, her pupils disappear, replaced by a bright GLOW. A beat, then another, then the glow fades and her eyes return to normal.

GWEN

I'm sorry, Ben. Grandpa was here, maybe a couple of weeks ago but he's not here now.

KEVIN

So, now what? We just get out of here, right?

BEN

Wrong.

Everyone looks at Ben.



CUT TO:

FLASHBACK

GRANDPA MAX (matching his original series design as closely as we can) is running alongside 5 year-old LITTLE BEN, who is riding a bike with no training wheels.

BEV (V.O.)

When I was little, Grandpa Max taught me to ride my bike. He ran alongside me, holding me up while I pedaled.

Grandpa lets Ben go. Ben's riding by himself, but doesn't know it at first. Now he does and GRINS in delight.

BEN (V.O.)

By the time I realized he had let go, I'd already been riding by myself for a long time.

END FLASHBACK

CUT TO:

INT. HIGHBREED SPACESHIP, CORRIDOR - NIGHT

Ben continues, resolute.

BEN

Training wheels off, guys. We're going to finish the mission.

CUT TO:

INT. CONDUIT/STOREROOM - NIGHT

Ben, Gwen and Kevin enter the room. In the center of the room is a GIANT ETHER-POINT ENERGY MODULE (like the smaller one we saw in the guns but this one's powering the whole ship). We also see wall-mounted storage bins.

Kevin touches the wall and his fist and forearm turn to METAL. He uses his metal arm to TEAR OPEN a wall unit. LASER LANCES spill out.

GWEN

Weapons Room.

KEVIN

<STRONG EFFORT GRUNT>

KEVIN

Yep.

Gwen SMASHES the Laser Lances with a big Psychic blow. Ben winces at the noise.

BEN

A little louder, why don't ya?

KEVIN

No big deal, we'll be out of here before they even --

A bunch of DNAlienS rush into the room.

DNALIEN

<DNAlien language>!

BEN

(to Kevin)

You were saying?

Several DNAliens begin coughing like a cat with a hairball.

DNALIEN

<wet HACKING and COUGHING>

The DNAliens coughs up volleyball-sized wads of a thick, sticky resin.

Gwen sets up SHIELDS that protect them from the globs of GOO the DNAliens cough up at them.

GWEN

How about we fight them instead of each other?

BEN Activates the Omnitrix. He transforms into HUMONGOUSAUR.

HUMONGOUSAUR

<Grunt> Humongousaur!

Humongousaur looks at his hands. He's very pleased.

HUMONGOUSAUR

(joyful)

Yessss!

Humongousaur lowers his head and stared at the DNAliens.

HUMONGOUSAUR

Guess what time it is.

Humongousaur dives into the group of DNAliens.

HUMONGOUSAUR

It's hero time!

DNALIENS

<impact GRUNTS>

HUMONGOUSAUR

<Grunts>

KEVIN Touches the hull long enough to COMPLETELY ARMOR UP.

KEVIN

Save some for me, those creeps cost me a major payday.

KEVIN NOTICES GWEN

Gwen looks over at Kevin while binding a DNAlien in ENERGY TENDRILS. Her expression is disapproving. Kevin reacts, trying to give the right answer.

KEVIN

Also because they're evil and we're against that.

Kevin wades into the DNAliens and starts swinging.

KEVIN

<punching GRUNTS>

DNALIENS

<impact GRUNTS>

GWEN Is throwing balls of ENERGY at DNAliens. As they impact, they EXPLODE in brilliant bursts.

GWEN

<throwing GRUNTS>

DNALIENS

<IMPACT GRUNTS>

HUMONGOUSAUR Is tackled by two DNAlien.

HUMONGOUSAUR

<impact GRUNT>

A DNAlien coughs up a Resin Ball.

DNALIEN

<wet HACKING and COUGHING>

The disgusting goop pins Humongousaur's wrist to the deck.

HUMONGOUSAUR

I can't believe you just did that.

Humongousaur strains to pull his wrist free.

HUMONGOUSAUR  
<GRUNT of effort>

Humongousaur tears his wrist -and part of the deck- free.

HUMONGOUSAUR  
<ROAR of release>

Humongousaur stalks forward at the DNAlien, then whips his tail.

HUMONGOUSAUR  
<ROARS>

DNAliens go flying, flung about by his flailing tail.

DNALIENS  
<impact GRUNTS>

The DNAliens are all down.

DNALIENS  
<keep alive MOANS>

GWEN Smashes a DNAlien into the bulkhead with an energy BATTERING  
RAM.

GWEN  
<GRUNT OF EFFORT>

DNALIEN

<IMPACT grunt>

KEVIN Lets go of a DNAlien, who slumps to the deck, unconscious, joining a good-sized pile of others.

DNALIEN

<keep alive MOAN>

The fight's over.

Kevin looks around, pleased with the damage they've done. Unconscious DNAlien are everywhere.

KEVIN

We kicked butt!

HUMONGOUSAUR

So far. But there could be hundreds of these guys in here.

GWEN

We destroyed the weapons, why not just leave.

HUMONGOUSAUR

Good call, let's--

Humongousaur sees something dismaying behind Gwen and Kevin.

HUMONGOUSAUR

Aw, man.

Gwen and Kevin turn to see the terrifying HighBreed COMMANDER blocking the only exit. He's half again larger than any DNAlien we've seen and he's very unhappy.

HIGHBREED COMMANDER

What are you creatures doing on my ship?

FADE OUT.

END OF ACT FIVE

ACT SIX

INT. CONDUIT/STOREROOM - NIGHT

The HighBreed Commander blocks the only exit from the room.

HIGHBREED COMMANDER

I do not repeat myself to lower life forms. What are you doing on my ship?

KEVIN

(offended)

Did you just call me a lower life form?

HUMONGOUSAUR

I'm pretty sure he did.

GWEN

And while he may have a point, it's rude to say so.



HIGHBREED COMMANDER

You vermin would dare mock a HighBreed Commander?

HUMONGOUSAUR

I'd mock anybody who uses the word "mock."

Kevin rushes the HighBreed Commander and takes a swing.

KEVIN

<attack CRY>

HighBreed Commander easily BLOCKS Kevin's blow and retaliates with a big PUNCH of his own.

HIGHBREED COMMANDER

<punching GRUNT>

Kevin is hit, and sent flying backwards through the air.

KEVIN

<impact GRUNT>

Kevin SMASHES into the bulkhead, CRUMPLING it.

KEVIN

<impact GRUNT>

HighBreed stalks Kevin, who is still down. Gwen is concerned.

GWEN

Kevin!

Gwen creates powerful ENERGY TENTACLES which snake towards the HighBreed and bind his wrists just as he reaches for Kevin.

HIGHBREED COMMANDER

Eh?

The HighBreed grabs the tentacles and PULLS, yanking Gwen off of her feet.

HIGHBREED COMMANDER

<GRUNT of effort>

GWEN

<CRY of surprise>

Gwen is flung into a wall.

GWEN

<impact GRUNT>

Gwen bounces off the wall and falls on the floor.

GWEN

<impact GRUNT>

Gwen climbs to her feet, ready to fight.

KEVIN Balls his metal fist with an ominous <CREAK>. He's ready for another round.

KEVIN

Did he hurt you?

GWEN

No.

KEVIN

Well, I'm gonna hurt him.

HUMONGOUSAUR Calls them off.

HUMONGOUSAUR

He's too strong.

Humongousaur steps between the HighBreed and the others.

HUMONGOUSAUR

I'll hold him off. You guys get outside!

GWEN

I'm not leaving you to fight that thing by yourself.

HUMONGOUSAUR

No time to argue. Kevin, get her out of here.

KEVIN

You heard the man.

Kevin grabs Gwen around the waist and forcibly carries her out.

GWEN

Let me go!

KEVIN

Soon as we're off this ship.

Humongousaur turns to face the HighBreed.

HIGHBREED COMMANDER

Maggot! You would face me alone?

HUMONGOUSAUR

(confident)

Yeahuh.

The HighBreed and Humongousaur CHARGE each other.

HIGHBREED COMMANDER

<charging ROAR>

HUMONGOUSAUR

<charging ROAR>

They COLLIDE, head on.

HUMONGOUSAUR

<impact GRUNT>

HighBreed's momentum drives Humongousaur backwards, He slams Humongousaur into the bulkhead.

HUMONGOUSAUR

<impact GRUNT>

HIGHBREED COMMANDER

Vermin!

HighBreed throws a punch at Humongousaur's head. Humongousaur ducks beneath it but the punch buckles the metal bulkhead!

HUMONGOUSAUR

Whoa!

HighBreed throws another punch.

HUMONGOUSAUR

Filthy creature!

Humongousaur slips this one, as well. The bulkhead is buckled again.

HIGHBREED COMMANDER

Hold still!

HUMONGOUSAUR

Why would I do that?

Frustrated HighBreed grabs Humongosaur by the tail.

HUMONGOUSAUR

<GRUNT of surprise>

HighBreed WHIPS Humongousaur around the room, smashing him into walls, bulkheads and consoles.

HUMONGOUSAUR

<several impact GRUNTS>

HIGHBREED COMMANDER

You've ruined everything! By discovering this location, you've set our plans back months!

HighBreed pins Humongousaur to a bulkhead, leaning on him with a forearm.

HUMONGOUSAUR

Unh.

HIGHBREED COMMANDER

Inferior scum! I have to move my ship, find a new hiding place! I have to sterilize the area.

HUMONGOUSAUR

Sterilize...?

HIGHBREED COMMANDER

Destroy all life within five miles of here. No witnesses will live to tell the tail.

HUMONGOUSAUR

You can't!

<Effort Grunts>

HIGHBREED COMMANDER

I can. And I will.

HUMONGOUSAUR

Let me go!

Horrified by the plan, a desperate Humongousaur BITES the HighBreed.

HIGHBREED COMMANDER

<pained CRY>

HighBreed looks at his afflicted forearm.

HIGHBREED COMMANDER

Filth! You've infected me!

Disgusted, HighBreed grabs Humongousaur and carries him out of the room.

CUT TO:

EXT. HIGHBREED SPACESHIP RAMP - NIGHT

HighBreed throws Humongousaur out of the ship!

HIGHBREED COMMANDER

<Effort Grunts>

Get off of my ship!

HUMONGOUSAUR

<falling cry >

CUT TO:

EXT. HIGHBREED SPACESHIP - NIGHT

Humongousaur is flung through the air, ENERGY TENDRILS from GWEN catch him and lower him to the ground.

HUMONGOUSAUR

Ohhh ...

KEVIN

Guess you showed him.

HUMONGOUSAUR

He's going to destroy the town.

GWEN

How?

HUMONGOUSAUR

I don't know.

The Spaceship hatch CLOSES and the big ship's engines begin to rumble.



HUMONGOUSAUR

But he's going to do it now, unless I stop him.

Humongousaur begins to GROW.

THE SPACESHIP Begins to LIFT OFF.

HUMONGOUSAUR

Now 45 feet tall, runs towards the ship.

HUMONGOUSAUR

You've got yourself a Big problem!

<Effort grunt>

CUT TO:

EXT. MINESHAFT - NIGHT

The Ship BREAKS THROUGH THE ROOF of the cavern. It's lifting up into the night sky.

A TALONED DINOSAUR HAND Reaches into shot and GRABS THE SHIP.

CUT TO:

EXT. SKY - NIGHT

It's Humongousaur, almost as big as the ship, he's hanging off of it as it rises into the night sky, high above the city!

HUMONGOUSAUR

Whoa!

THE SHIP Extrudes a GIANT LASER LANCE, just like the ones we've seen before, only scaled to the huge spaceship. The Lance begins to power up.

CUT TO:

INT. CONDUIT/STOREROOM - NIGHT

Just as we left it, but the DNAliens are awake and working. The gigantic red power core we saw earlier PULSES ominously.

CUT TO:

EXT. SKY - NIGHT

The Laser Lance is still powering up, glowing red with light that pulsates to match the power core we just saw.

HUMONGOUSAUR Is panicked. He can barely hang on. He sinks the talons of one hand into the hull, then uses his free fist to POUND the hull.

HUMONGOUSAUR

NO!

<punching GRUNT>

The hull DENTS under the force of the blow. He PUNCHES it again.

HUMONGOUSAUR

<punching GRUNT>

Another DENT. But the turret controlling the Laser Lance is beginning to rotate. The Lance is targeting the city below.

LASER LANCE'S POV

Camera pans over the city below, with superimposed crosshairs and alien numerals representing firing solutions.

ON THE LASER LANCE As it FIRES, releasing an unbelievably powerful version of the kind of beam we've seen come from the smaller versions. It lights up the night sky.

ON THE GROUND As the three meter-wide LASER BEAM cuts deep into the ground. It slices through a parking lot and is heading for a large, inhabited building.

HUMONGOUSAUR Punches clean THROUGH the hull at the base of the Laser Lance.

HUMONGOUSAUR

<Effort Grunts>

Humongousaur pulls his fist out of the hole with a handful of smashed machinery and wires.

THE LASER LANCE Stops firing and goes dark. Thick smoke is pouring out of the hole.

ON THE GROUND We see the laser beam WINK OUT, stopping just short of the building.

The ship Begins to wobble in flight. Humongousaur loses his grip.

HUMONGOUSAUR

Oh!

GWEN AND KEVIN Far below, look up in horror as the Ship dives towards the mountainside, trailing smoke, with Humongousaur dangling from the bottom.

HUMONGOUSAUR

Humongousaur rakes the bottom of the wobbling Ship, trying to find purchase like a cat sliding on a linoleum floor.

HUMONGOUSAUR

Huh. C'mon , c'mon--

He can't hang on, he slides off the ship!

HUMONGOUSAUR

(falling)

--C'mooooooooooooonn!

Humongousaur FALLS, dropping like a rock until he crashes into a stand of trees. He hits the ground HARD, digging a LONG trench with his body.

HUMONGOUSAUR

<sustained impact GROAN>

Finally all is still. We see an unconscious Humongousaur, face down at the front of the still-smoldering trench.

HUMONGOUSAUR TRANSFORMS back into Ben.

BEN

<MOANS>

Ben sits up.

BEN

Not fun.

Ben hears the sound of the <SPACESHIP> screeching past over head. He looks up to see it spinning wildly out of control, leaking a trail of the RED ENERGY behind it.

THE SPACESHIP CRASHES into the mountainside and EXPLODES, completely consumed in the energy FIREBALL.

DISSOLVE TO:

EXT. HUMONGOUSAUR'S TRENCH - DAWN

Establishing the rising sun. Gwen and Kevin are climbing into the trench to join Ben, who is wrapping a makeshift bandage around his knee.

BEN

How'd you find me?

KEVIN

Looked for the front end of the big trench you dug with your face.

GWEN

You okay?

BEN

Humongousaur skinned his knee and it was still skinned when I turned back.

Gwen is looking at Ben's knee, Kevin is looking at her.

KEVIN

So what happens now?

Ben stands and tests his knee.

BEN

We keep looking for Grandpa Max. Guess the best way to do that is to solve the case he was working on.

Gwen smiles.

GWEN

Easy as Pie. Anybody know how to make pie?

BEN

Listen, we've had a lot of problems in the past but I wanted to say thanks.

Ben offers Kevin his hand to shake.

BEN

We wouldn't have made it without you.

Kevin looks at Ben's hand but makes no move to shake it.

KEVIN

You still won't make it without me.

Ben drops his hand, he's about to get offended but Gwen understands.

GWEN

Are you saying you want to help us?

Kevin is holding Magister's badge in his palm.

KEVIN

I'm saying I made somebody a promise. I'm seeing this through to the end.

Ben grins and puts his hand out.

BEN

Then you can shake hands, right?

Gwen puts her hand on top of Ben's. Kevin add his to the pile.

BEN

It's hero time!

FADE OUT.

END OF ACT SIX

TAG

INT. DNALIEN NEST - NIGHT

Repeat the shots from the beginning of Part one as closely as possible. Inside an alien, techno-organic chamber. It's dark and very creepy. A DNAlien stands in front of a sphincter.

The sphincter OPENS, revealing a large chamber.

The DNAlien steps into the room and bows his head. On a raised platform is the HighBreed from Part One.

HIGHBREED

You may speak to me, halfbreed vermin.

The DNAlien raises his head.

DNALIEN #2

The news isn't good. Max Tennyson continues to evade us.

HIGHBREED

This is unacceptable, insect.

DNALIEN #2

If I may, Master? The bad news doesn't stop there.

On the HighBreed. Silent and menacing.

DNALIEN #2

A supply ship was destroyed in an altercation with Ben Tennyson.  
Master, witnesses say he has the Omnitrix.

HIGHBREED

Ben 10 is back.

The HighBreed shows his teeth.

HIGHBREED

<low GROWL>

But he has no idea what he's up against this time.

The camera pulls back to show that the nest is full of HUNDREDS OF  
DNALIENS, and it KEEPS pulling back. There's an army of these  
creatures.

HIGHBREED

No idea at all...



SMASH CUT TO BLACK.

END OF EPISODE

BEN 10 "Ben 10 Returns"

"Ben 10 Returns" Pt.2

680-002

Ben 10: Alien Force

Written by

And

Story Editor

Dwayne McDuffie

Broadcast 04/08/2008

HYBRID

TRAMM

CROWD

BEN

PRETTY GIRL

HOLO MAX

GWEN

SENSEI

MAGISTER

KEVIN

HYBRIDS

FOREVER KNIGHTS

SWAMPFIRE

JULIE

FOREVER KNIGHT #2

FOREVER KNIGHT #3

FOREVER KNIGHT #5

ECHO ECHO\ GUARD

BEN/HYBRID BEV  
HUMONGOUSAUR  
DNALIEN COMMANDER  
HYBRID #2  
BEN, GWEN, KEVIN

(V.O.)  
(O.S.)  
(O.C.)  
(CONT'D)  
(SUBTITLE)  
(ALT)

INT  
EXT  
I/E

SUNNYDALE HIGH  
THE GOALIE  
BEN  
THE SAME LOCATION  
A BICYCLE RACK  
THROUGH THE HOLE  
A SERIES OF STILL  
DOJO  
REPRINT  
TRAINYARD  
MAGISTER  
GWEN  
ON THE SHOULDER

SWAMPFIRE

EXTERIOR KEVIN'S CAR

CASTLE

COUNTRY ROAD

DNALIEN SPACESHIP

DNALIEN SPACESHIP, CORRIDOR

FLASHBACK

BACK TO SCENE

STOREROOM

HUMONGOUSAUR

CONDUIT/STOREROOM

DNALIEN SPACESHIP RAMP

THE SPACESHIP

LASER LANCE'S POV

ON THE GROUND THE SHIP

GWEN AND KEVIN

HUMONGOUSAUR'S TRENCH

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DUSK LATER.

DAWN

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

SMASH CUT TO BLACK.