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BEN 10: HERO GENERATION

"Ben Plus Two Equals X"

Written by Matt Wayne

TEASER

EXT. INCURSIAN SUPERDESTROYER CRUISING THROUGH SPACE

It's huge.

INT. CORRIDOR

A bandaged, troll-like Incursian WARRIOR catches up with COMMANDER RAFF, the Emperor's majordomo.

Raff's a smiling, Dirk Benedict-like version of an Incursian.

BANDAGED WARRIOR

Raff! Commander Raff!

RAFF

(trying to place him)

You're on the royal guard detail.

The warrior gives a Roman salute.

BANDAGED WARRIOR

Brollok, of Princess Attea's personal escort.

(deep breath)

While scouting an enemy star system, we were ambushed by the bounty hunter Sevensseven!

RAFF

Seriously? Where's the Princess?

The guard hands over a scrap of CLOTH. Raff takes it and pales.

BANDAGED WARRIOR

We found this piece of her garment among the debris. Oh, the battle was glorious!

RAFF

How long can we keep the Emperor from finding out?

EMPEROR Milleous (P.A. FILTERED)

Raff! To me, my Majordomo!

Both react to what we infer is very bad news.

INT. THRONE ROOM - CONTINUOUS

Raff and the Bandaged Guard rush in and kneel, genuflecting before
EMPEROR Milleous, seated on his throne.

RAFF and BANDAGED WARRIOR

Lord Emperor Milleous, Light of the Incursian Empire, Destroyer of
Galaxies, Keeper of the Conquest-Ray, all living creatures tremble
in your...

EMPEROR Milleous

Quickly! My daughter is missing!

Raff gets up, a calming influence.

RAFF

Yeah. Don't worry about that, sir. Sevensseven probably took her alive,
you know, for the ransom.

Milleous is furious!

EMPEROR MILLEOUS

Attea would never surrender!

(to Bandaged Warrior)

You're to blame for this!

BANDAGED WARRIOR

Emperor Milleous! Have mercy!

Raff winces-that wasn't the thing to say.

EMPEROR MILLEOUS

(shout)

Mercy!?! For incompetence? Very well, your destruction shall be
swift.

Milleous pounds a BUTTON on his throne.

A DISINTEGRATION RAY <FIRES> from the walls.

The Guard salutes as he DISAPPEARS. Milleous turns to Raff.

EMPEROR MILLEOUS

And you, my supposed right hand...

Raff stands at attention. Milleous leans forward, threatening. Raff
sweats but plays it off.

EMPEROR MILLEOUS (CONT'D)

Find my daughter.

RAFF

Uh... no problem, Your Violence.

EMPEROR MILLEOUS

This Sevensseven is a tool of the Empire's enemies.

RAFF

But that could mean anybody, sir. Anybody you haven't enslaved or destroyed yet.

EMPEROR MILLEOUS

True. Search the closest inhabited planet... Fix this. Or I will show you mercy.

Off Raff's worried face, we

DISSOLVE TO:

EXT. MR. SMOOTHIE PARKING LOT - DAY

KEVIN'S GTO is parked.

BEN (O.S.)

Can we please make a decision?

INSIDE, BEN, GWEN and KEVIN sit, SMOOTHIES in their hands.

KEVIN

I'm only saying it once: Auto show.

In the backseat, Gwen playfully <PUNCHES> Kevin's seat.

GWEN

Kevin, we're going to the lake. Right, Ben?

BEN

We've kinda done the lake, Gwen.

OUTSIDE - RAFF and six Incursian WARRIORS MATERIALIZE, surrounding the car, pointing ENERGY WEAPONS.

BEN

I don't suppose you guys want to go to the auto show?

The Warriors raise their weapons, threateningly.

END TEASER

ACT ONE

EXT. MR. SMOOTHIE PARKING LOT - RESUME

Ben Gwen and Kevin are out of the car now, hands raised, still surrounded. Ben looks at Raff, skeptical.

BEN

Kevin?

KEVIN

Incursian warriors, packing serious ordnance.

Raff steps around to Kevin, grinning.

RAFF

(to Warriors)

Weapons down.

(to Kevin)

Sorry, Kevin. You know Incursians....

Kevin slaps Raff on the back.

KEVIN

Raff! How you been? Guys, this is Raff, the number two guy in like
forty star systems. Raff, Gwen Tennyson...

WARRIORS

<awed WALLA>

RAFF

Tennyson?

Kevin points to Ben.

KEVIN

Yeah, that's him there.

(to Ben)

I used to talk about what I'd do to you.

Ben nods, understanding.

BEN

Right. Back when you were a crook.

KEVIN

Entrepreneur. I kept Raff's whole empire in food and sandals.

(to Raff, hospitable)

What brings you out this way?

RAFF

Sevensseven snatched a little girl in this system, and I really need to find her. You're the only Earth guy I know.

He holds up the scrap of Attea's garment.

RAFF

She wore the royal color. Seen anybody like that?

BEN

Wait. Sevensseven? Like that guy Sixsix we used to fight?

RAFF

He's the same race as Sixsix but far more dangerous.

GWEN

Yeah, eleven more dangerous.

Ben's satisfied.

BEN

We'll help you.

KEVIN

Why should we?

(explaining)

I mean, he's more of a work friend.

Suddenly Kevin's CAR RADIO <CRACKLES> and blares. They all react. The Warriors KNEEL. Raff rolls his eyes.

Milleous (FILTERED)

People of Earth! This is Lord Emperor Milleous! Your errand-boy Sevensseven has one deca-rotation to return Princess Attea to me, before I blow your pathetic planet to dust with the unstoppable Incursian Conquest Ray!

Kevin shrugs, convinced. Ben's annoyed.

KEVIN

<SIGHS> Where do we start?

BEN

There's gonna be a panic. Earth doesn't get death threats every day.

KEVIN

Nah, it's a tachyon-burst transmission. Earth radios don't receive faster than light transmissions.

GWEN

But the Emperor doesn't know that.

Raff looks at his warriors, still kneeling. Then, to Kevin:

RAFF

If you've got a gizmo to beat SevenSeven's cloaking tech? Then we could track him.

Gwen grabs the scrap of fabric.

GWEN

If this was hers, and you can teleport, we're practically done.

Her eyes GLOW, as does the scrap of fabric.

GWEN

Got her. She's at Grand Conyo Dam!

(pleased)

And she's fighting back!

CUT TO:

EXT. HYDROELECTRIC DAM - CONTINUOUS

A crippled little spaceship SMOKES and <RATTLES> through an evasive mid-air turn.

INSIDE, grim little ATTEA pilots the ship.

OUTSIDE and behind her, SEVENSEVEN DE-CLOAKS, zooming through the air, <FIRING> ENERGY BLASTS.

SEVENSEVEN

<ALIEN GIBBERISH>

Attea strains at her controls.

ATTEA

(shouts)

<EFFORT> Glory!

Sevensseven <FIRES> BUZZSAW DISCS.

Attea's ship snakes through the sky, evading the DISCS as she flies toward the dam.

The discs SLICE into the dam, creating SLOTS that water sprays through.

Attea's engine <SPUTTERS> as she tries to gain altitude to clear the dam.

INSIDE, Attea looks crazed.

The ship gives out and plummets, <CRASHING> at the base of the dam, under the jets of water from the dam damage.

Sevensseven <ZOOMS> toward the wreckage.

Attea leaps from the wreckage in a battle stance!

ATTEA

Hah!

ON TOP OF THE DAM, Raff, his warriors, our three teens and the GTO MATERIALIZE.

BEN

Down there!

They all go running toward one side to join the fight, abandoning the car.

BELOW, Attea <KICKS> her much larger opponent.

ATTEA

<ATTACK CRIES>

Sevensseven is knocked back... but <JETS> forward again, shaking his head at grim, unafraid Attea.

SEVENSEVEN

<IMPACT>

SEVENSEVEN

(with finality)

<ALIEN GIBBERISH>

A CANNON pops out of his arm and <BLASTS> at her.

ATTEA

<Dodging EFFORT>

It misses her and <HITS> the dam instead.

She looks up.

The dam starts to <CRACK> and <CRUMBLE>.

Atop the dam, the running group nears the bluffs on the side of the dam. The Warriors <FIRE> their weapons toward Sevensseven.

KEVIN rushes back toward his car, but it drops.

He turns back, sees Attea below, absorbs concrete and LEAPS off the dam.

He <LANDS> between Attea and Sevensseven, making a crater.

CONCRETE KEVIN

<IMPACT>

He grabs Attea and runs.

ATTEA

<IMPACT>

Still running atop the dam, Gwen <SLAMS> ENERGY TENDRILS into Ben, Raff and the warriors.

BEN/RAFF/WARRIORS

<IMPACT>

It knocks them just far enough to reach the side before the dam is <WASHED AWAY> and water sweeps her up.

GWEN

<IMPACT>

Gwen makes an ENERGY SHIELD and rides it like a sled on the surface before she sails over the edge and drops into the churning whitewater.

GWEN

<CRY of alarm>

BEN <SKIDS> down the bluff next to the crumbling dam, his Omnitrix ready.

BEN'S POV - Below, the water's <RUMBLING> down over Concrete Kevin and Attea.

Concrete Kevin, running with Attea, chased by Sevensseven, looks up as the shadow of the water comes over him.

The water <CRASHES> down over him.

The water <SMASHES> the rocky sides of the gap, widening the channel as it <THUNDERS> out, sweeping Raff and the warriors from the sidelines.

WARRIORS

<WAR CRIES>

The raging water continues toward a town in the distance.

ON BEN, resolute.

BEN

Gotta stop that water!

OMNITRIX DIAL - Ben turns it past the nine silhouettes representing the aliens we've seen, to Alien X.

BEN

Good a time as any to give this one a try....

Ben activates the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's ALIEN X, a human shaped starfield.

ALIEN X

Alien X!

ALIEN X

Seconded!

ALIEN X

Water stopping motion carried.

Alien X moves its hand in a circle, creating a widening DARK VORTEX.

The damage is REVERSED: The water rolls BACKWARD, a new dam APPEARS in place of the old one.

Below, Raff, the Warriors, Gwen, normal Kevin (carrying Attea) and Alien X (who hasn't changed positing since the vortex) APPEAR. Kevin puts Attea down.

GWEN

<GURGLES, spits water>

RAFF jumps for joy.

RAFF

Yes!

Kevin and Gwen look up at the new dam.

GWEN

Wow.

KEVIN

No lie. Has he ever turned into that guy before?

GWEN

Nope. But with all that power, he's got to be the go-to hero from now on.

SevenSeven <JETS> IN, grabs Attea and <JETS> off.

ATTEA

<CRY of alarm>

RAFF

No!

The warriors react, <FIRING> after Sevensseven.

Gwen <BLASTS> at Sevensseven. Kevin addresses Alien X, who hasn't moved since the vortex.

KEVIN

Tennyson! Stop him, he's getting away!

Sevensseven dodges the blasts, CLOAKS and DISAPPEARS.

SEVENSEVEN

(triumphant)

<ALIEN GIBBERISH>

Gwen looks back and reacts.

Alien X doesn't move, keeping as still as a statue!

GWEN

Ben?

END OF ACT ONE

ACT TWO

EXT. HYDROELECTRIC DAM - RESUME

Kevin <SNAPS> his fingers in front of frozen Alien X.

KEVIN

Hello...? Anybody home in there?

GWEN

Ben, C'mon! Sevensseven's getting away with the princess!

(beat, concerned)

Ben, are you okay?

INT. HEAD SPACE - CONTINUOUS

Ben is in a star-filled void, psyched.

BEN

This is awesome! Quick! How do I make something else happen?

WIDER TO REVEAL he's sharing the space with two gigantic, muse-like faces, Serena and Belicus.

SERENA

You are one of three.

BELICUS

Weren't you listening?

Ben stands, impatient.

BEN

Whatever. Okay, Team Alien X! Let's move!

SERENA

We are one of the most powerful beings in the universe.

BELICUS

Because we are the most deliberative.

Ben calms down.

BEN

Huh? You mean the Earth is safe?

BELICUS

No, how'd you get that?

SERENA

I am Serena, the voice of love and compassion.

BELICUS

And I'm Belicus, the voice of rage and aggression! You're supposed
to be the voice of reason.

SERENA

Belicus and I have been locked in eternal argument.

BEN

That's great, but the Earth's going to be destroyed any minute.

SERENA

I feel sorrow. Billions of lives will be lost.

BELICUS

Ahh, they've probably got it coming.

(to Ben)

Get it, Genius? We deliberate. Now you try it.

BEN

I want to know what happened to my friends.

SERENA

Seconded.

BELICUS

Motion carried.

A SILENT view of Ben's friends appears behind them. Kevin can't fit the frozen Alien X into the backseat of the GTO. He shouts something we can't hear...

CUT TO:

EXT. HYRDOELECTRIC DAM - CONTINUOUS

Kevin tries stowing Alien X in the trunk, but can't bend the frozen Alien X - it's solid.

KEVIN

...just bend or something!

KEVIN

<small impacts>

GWEN

You can't just stuff him in the truck.

KEVIN

You're right. He doesn't fit.

GWEN

I'm serious. He hasn't moved since he fixed the dam. Maybe he's hurt,
or...

KEVIN

Nah. He's warm. Maybe he's resting...

NEARBY - Raff, Gwen and the Warriors scan the ground. One sees the scrap
of Attea's garment and picks it up.

WARRIOR #1

The royal swatch!

Gwen takes the scrap.

GWEN

(to Kevin)

Keep trying to wake him up.

(to Raff)

I can still track the princess...

Before Gwen can track Attea again, they all DEMATERIALIZE...

CUT TO:

INT. INCURSIAN THRONE ROOM - CONTINUOUS

...and MATERIALIZE before the Emperor, flanked by ATTENDANTS
(indistinguishable from warriors).

EMPEROR MILLEOUS

Raff, your career prospects are dimming.

The Warriors fall to their knees. (The GTO is there, too, dwarfed by
the large room). Kevin holds Alien X under one arm, like a mannequin.

RAFF

I almost drowned!

(hasty)

I mean, Lord Emperor Milleous, Light of the
Incursian Empire...

Milleous holds up a hand, quieting him.

EMPEROR MILLEOUS

(to Attendants)

Get me Earth on the radio.

The Attendants scramble.

ON SCREEN - EARTH

EMPEROR MILLEOUS

People of Earth, Your time is up!

(to attendants)

Bring me the royal detonator!

Kevin reaches to touch the floor, Gwen raises her arms, ready to blast.

GWEN

Don't do it.

Milleous sees this.

EMPEROR MILLEOUS

<LAUGHS>

He pushes the button on a device, to Kevin and Gwen's shock.

GWEN

No!

On the screen, the Earth is undisturbed.

EMPEROR MILLEOUS

Of course not! My daughter is still there. But the conquest ray did
fire.

(to attendants)

Put the little, pretty one up on the screen.

ON SCREEN - PLUTO, undisturbed and slightly misshapen.

KEVIN

That is Pluto!

GWEN

Pretty? It's a barren, frozen wasteland!

ON SCREEN - Suddenly a <RAY> <SHATTERS> Pluto!

EMPEROR MILLEOUS

(voice husky with affection)

Was a barren, frozen wasteland.

GWEN

<gasp>

CUT TO:

INT. HEAD SPACE - CONTINUOUS

Ben sees Pluto finish blowing up SILENTLY and worries.

BEN

He destroyed planet Pluto!

BELICUS

Pluto wasn't a planet, it was a dwarf planet.

SERENA

I think it should have been a planet. Ben?

BEN

(apoplectic)

I don't care! That guy's going to blow up the Earth!

BELICUS

Your so-called friends can take care of Earth. Let them pull their own weight for once.

SERENA

Now you're just being contrary.

BELICUS

Says you.

Ben rolls his eyes.

BEN

Let's make a decision here!

SERENA

We're not finished deliberating.

BEN

No, I need to help now!

He turns the Omnitrix dial and <HITS> it, but nothing happens.

BEN

Come on.

BELICUS

(explaining)

Alien X doesn't do anything till it's put to a vote. We've already cut you slack 'cause you're new, but that's the procedure.

BEN

Okay. I... "move" that you let me use the Omnitrix.

BELICUS

Is there a second?

Long beat of silence.

BELICUS

Motion defeated.

SERENA/BELICUS

Good vote.

SERENA

You see, until you showed up, Alien X was always in a deadlock. But now we've finally found a tie-breaker. How could we ever let you go?

BELICUS

Got that, genius? You're never changing back!

END OF ACT TWO

ACT THREE

INT. INCURSIAN THRONE ROOM - RESUME

Gwen and Kevin look grimly at a screen full of Pluto's rubble.

GWEN

He blew it up!

KEVIN

Look at the bright side. This should smooth out Neptune's orbit.

EMPEROR MILLEOUS

Yes, and Earth will be in even smaller pieces, if Princess Attea isn't returned to me.

Gwen objects, as Kevin tries to restrain her.

GWEN

That makes no sense!

KEVIN

(explaining)

Gwen... Evil dictator.

GWEN

Earth can't even communicate with you!

ATTENDANT #1

Incoming message from Earth, your violent highness.

Gwen's stunned.

GWEN

What do I know?

ON SCREEN - SEVENSEVEN comes on, shaking his fist.

SEVENSEVEN

<ALIEN GIBBERISH>

Raff's relieved, as if Sevenseven were perfectly understandable.

RAFF

I'm glad the princess is all right, but wow! That's one big ransom
he's after.

EMPEROR MILLEOUS

Well... Attea is royalty.

(to Attendant)

Have the funds transmitted.

SEVENSEVEN

<Happy ALIEN CHITTER>

GWEN

Fine. As soon as the Princess comes home, we're done.

KEVIN

Think so, huh?

He nudges her toward the GTO. Emperor Milleous turns to Raff. He hands
Raff the detonator.

EMPEROR MILLEOUS

When Sevenseven delivers Attea, destroy him, destroy your prisoners,
destroy their homeworld. And all is forgiven.

Kevin and Gwen are almost to the car. Kevin and Raff exchange a look.

Raff shrugs, then points to them.

RAFF

Yeah, the prisoners. Seize the prisoners!

KEVIN

Move!

They run to the car. Gwen throws up a shield as the warriors <FIRE>.

GWEN

<EFFORTS>

She buys Kevin time to strap still stiff Alien X to the roof of the car, touch his tire and TRANSFORM into RUBBER KEVIN.

He <BOUNCES>, <RICOCHETS> into Raff and grabs the detonator.

MILLEOUS AND RAFF

<umph>

WARRIOR #1

<impact>

WARRIOR #2

<impact>

KEVIN

Heads up!

Kevin tosses it to Gwen, already in the car, as Kevin jumps in in and <PEELS OUT>, the warriors in pursuit.

INT. HEAD SPACE - RESUME

Ben paces as Serena looks on, concerned.

SERENA

Belicus, Ben's upset. Let's at least go back in session.

BELICUS

(angry)

Ben! Ben! Ben! Why don't you worry about me for a change.

SERENA

You know I do.

They both <BANG> their gavels on nothing.

BEN

I propose we come to a vote on saving the world.

BELICUS

That's **new** business, kid! We still got old business from before you showed up.

BEN

Well, hurry.

BELICUS

Of course. I would like to vote on tabled motion number 80 million and three, to save the dinosaurs from extinction.

SERENA

(to Ben)

He's against it.

BELICUS

Just listen, I'm sure I can win you over.

Ben rolls his eyes. Clearly this could take a while.

BEN

I... say we switch to new business till the Earth isn't in crisis.

SERENA

Seconded!

Serena applauds.

BELICUS

(annoyed)

Motion carried.

BEN

I propose we teleport the Incursians a billion light years away. Yes
or no?

Serena and Belicus look at each other.

SERENA/BELICUS

No.

BEN

Disable the Conquest Ray?

Serena and Belicus look at each other.

SERENA/BELICUS

No.

BEN

We have to do something...

Serena and Belicus look at each other.

SERENA

Well, we haven't heard arguments yet.

BEN

(angry)

Did you ever decide anything before?

Serena and Belicus look at each other.

SERENA AND BELICUS

Well.....

BEN

Aw, man...

INT. CORRIDOR - SHORTLY

Five WARRIORS run through the corridor, searching for Kevin and Gwen.

WARRIOR #1

Check the transport dock!

The GTO <IDLES> around the corridor.

INSIDE, Gwen and Rubber Kevin look around, cautious.

GWEN

(sotto)

Can't the Emperor just take his daughter and leave Earth out of it?

RUBBER KEVIN

(sotto)

The Incursian Code. Generally, if they don't enslave you they wipe you out.

The patrolling warriors spot them and <OPEN FIRE> with energy weapons.

GWEN

Look out!

Kevin <GUNS> the car down the corridor, around a corner.

He <SKIDS> sideways before the next corner to create cover and they bail, Gwen carrying the detonator.

They run down the corridor, <BLASTS> over their head. Gwen stops.

GWEN

Ben!

She starts to go back, but Rubber Kevin grabs her, determined.

RUBBER KEVIN

Stay back, I got it.

Kevin <BOUNCES> back to the car, dodging fire.

He grabs Alien X from the car as the warriors climb over.

Carrying Alien X, he <BOUNCES> into the warrior.

WARRIOR #2

<IMPACT>

KEVIN

<impact>

An energy beam <HITS> him, scorching his rubber shoulder.

KEVIN

<GRUNT of pain>

Phew. Burning rubber!

The SMOKE from his scorch reaches the warriors, who cringe at the smell.

WARRIORS

<COUGHing, gagging WALLA>

Kevin sees this and gets an idea. He blows on the smoldering owie, making more SMOKE.

KEVIN

<BLOWING>

Two Warriors loom over him. REVEAL Gwen right behind him, BLASTING two warriors.

GWEN

<EFFORT>

Kevin RICOCHETS into one, taking him out.

WARRIOR #1

<IMPACT>

He <CLOCKS> the other one with Alien X, taking him out.

WARRIOR #2

<IMPACT>

They run down the corridor, Gwen carrying the detonator, Kevin carrying Alien X.

RUBBER KEVIN

(panting)

I said stay back!

GWEN

(panting)

Yeah, I heard you.

The Emperor, Raff and more warriors round the corner. Gwen and Kevin <SKID> to a stop and run down the corridor.

WARRIOR #1

Halt!

The warriors rush forward.

REVEAL SEVENSEVEN and an apparently bound ATTEA coming from the other direction.

Rubber Kevin and Gwen skid to a stop.

Kevin TRANSFORMS BACK and raises his hands, letting Alien X <TOPPLE OVER>. Gwen follows his lead.

GWEN

Uh-oh.

As a warrior restrains each, Milleous rushes forward to Attea.

EMPEROR MILLEOUS

Daughter! You are safe.

Sevensseven raises his arm and a cannon <LIFTS> out, pointed at Milleous.

SEVENSEVEN

(threatening)

<ALIEN GIBBERISH>

ATTEA

Guards! Seize my father!

The warriors look to Raff, who shrugs.

RAFF

Orders are orders.

They immediately grab and restrain Milleous.

EMPEROR MILLEOUS

But why?

Attea slipped her bonds and grabs his elaborate headpiece.

ATTEA

Sentimental old fool! After you paid my ransom, I offered Sevensseven
twice as much to overthrow you.

MILLEOUS

Actually, I have to respect that.

Two warriors hustle Milleous OFF to the ship's dungeon.

GWEN

So much for the great dictator. And since Earth isn't in harm's way
anymore, we're done. I'll get Ben.

KEVIN

We're not done.

Attea laughs and grabs the detonator from Gwen.

ATTEA

<LAUGHS>

It's customary for a new Emperor to celebrate with a show of force.
The end of your lively planet will make beautiful fireworks for my
coronation.

Kevin puts his hand on Sevensseven's shoulder.

KEVIN

Nice armor...

He TRANSFORMS into ARMOR KEVIN.

KEVIN

<punching effort>

WARRIORS (2)

<impact grunts>

KEVIN

<struggling efforts then impact>

Gwen <BLASTS> away the warriors, but barely gets her ENERGY SHIELD
up in time as <ENERGY BLASTS> shove her back.

GWEN

<IMPACTS>

Sevensseven <FIRES> a concussive CYLINDER into Armor Kevin.

ARMOR KEVIN

<IMPACT>

He's knocked into the corridor wall and taken out, TRANSFORMING back.

ARMOR KEVIN

<IMPACT>

Gwen FLIPS and KICKS Sevensseven, knocking him back.

GWEN

<kicking EFFORT>

SEVENSEVEN

<IMPACT>

The warriors pile on her.

GWEN

<IMPACTS, STRUGGLE>

They shackle her, then Kevin.

KEVIN

<keep-alive MOAN>

Attea prods Alien X with her shoe.

ATTEA

This thing was formidable once.

Raff grabs Alien X and hands it to the warriors.

ATTEA

Throw it in the dungeon.

She looks over Gwen and Kevin.

ATTEA

As for these two, they tried to rescue me, so I spare them.

Gwen looks at Kevin, hopeful. Kevin shakes his head.

ATTEA

Once I destroy your homeworld, you'll be the rarest specimens in my
zoo.

INT. HEAD SPACE - CONTINUOUS

Ben reacts to this image behind them. Furious, he paces.

BEN

(to Serena)

You're supposed to be love and compassion - how can you let a whole world die?

(to Belicus)

And you're supposed to anger and aggression, how can you let bad stuff go unpunished? How can you both be so useless?

Serena and Belicus are stung.

BELICUS

Useless?

SERENA

We're the most powerful being in the universe! We change the very nature of space and time!

BEN

You don't do anything! Billions of lives at stake and you're all "oh, the procedure!"

SERENA

<bursts into TEARS>

BELICUS

(shouts)

Now look what you did! All right. I move we save the Earth. Happy?

BEN

No.

An image of Ben's nine other alien selves appears over his shoulder.

BEN

Just let me out of here. I got nine other guys who can do it better.

Serena and Belicus both look angry.

SERENA

That's hurtful.

INT. THRONE ROOM - CONTINUOUS

Attea, looking small on her father's throne, orders the Attendants as they busy themselves, with Earth on screen.

ATTEA

Aim for the molten core. I don't want any big chunks surviving.

REVEAL Kevin, Alien X and Gwen in a CAGE. Kevin gives Raff a dirty look.

Raff looks guilty as he kneels.

RAFF

Hail Lord Emperor Attea, Light of the Incursian Empire, Destroyer of Galaxies, Keeper of the Conquest-Ray, all living creatures...

ATTEA

Skip it. Let's see some conquest!

She raises her fist high, about to pound the button...

And Alien X transforms into Swampfire!

SWAMPFIRE

Swampfire!

SWAMPFIRE <OOZES> through the cage, re-forming on the other side.

SWAMPFIRE

Blowing up the world's for big kids only.

Gwen and Kevin perk up.

Sevensseven <BLASTS> a hole through Swampfire.

SWAMPFIRE

<IMPACT>

He <POUNDS> Sevensseven back, <CRACKING> his armor.

SEVENSEVEN

<IMPACT, frightened ALIEN GIBBERISH>

Sevensseven runs OFF.

His SMELL reaches the warriors, who stagger back before he can attack.

WARRIORS

(walla)

<COUGHING, GAGGING>

SWAMPFIRE

Now that's just rude. I don't smell that bad, do I?

WARRIORS

(walla)

<COUGHING, GAGGING>

SWAMPFIRE

Fine.

Swampfire faces Attea, who's clutching the detonator in one hand and her nose in the other.

SWAMPFIRE

Give it here.

ATTEA

Oh yeah. Who's going to make me?

REVEAL Emperor Milleous stepping through the hole, carrying a weapon.

EMPEROR MILLEOUS

Attea... fun's over.

He takes the detonator away.

Swampfire <RIPS> away Kevin and Gwen's cage and shackles. They leap into fighting stances.

EMPEROR MILLEOUS

I'm proud of you, Attea. One day you may very well dethrone me.

The recovering warriors surround her.

EMPEROR MILLEOUS

(affectionately)

Put her in stasis jail, with her mother.

Raff kneels and hails him.

RAFF

Hail, lord Emperor--

EMPEROR MILLEOUS

Silence, Raff.

He turns to the teens. Swampfire TRANSFORMS back to Ben.

EMPEROR MILLEOUS

And, as for you...

Gwen grabs the detonator from Milleous.

GWEN

Ha!

Kevin stops her.

KEVIN

No, we're done.

GWEN

Really?

EMPEROR MILLEOUS

As reward for your assistance in this matter, the Earth is spared.
You may go.

Gwen tentatively gives the Detonator back.

EXT. MR. SMOOTHIE PARKING LOT - DAY

The GTO MATERIALIZES in the parking lot, the three teens inside.

GWEN

Ben? What happened to you back there?

BEN

Well... no way am I ever becoming Alien X again.

KEVIN

Why not? When it was working you kicked massive butt.

BEN

Yeah, my most powerful transformation ever.

The GTO drives out into traffic.

BEN (O.S.)

But it isn't worth the price.

With the <BANG> of an unseen gavel, we
CUT TO BLACK.

THE END

BEN 10 "X Equals Ben"

"X = Ben + 2"

680-013

Ben 10: Alien Force

By Matt Wayne

Story Editor

Dwayne McDuffie

As Broadcast

07/31/08

BEN 10 HERO GENERATION

"X Equals Ben plus Two"

12/2/07

CAST LIST

BEN

GWEN

KEVIN

GUEST CAST

RAFF: Alien Majordomo to the Incursean Emperor. A procurer and old associate of Kevin's.

EMPEROR MILIUS: Big, blowhard alien emperor of the warlike Incurseans.

ATTEA: The Emperor's alien, warlike 10-year-old daughter.

SEVENSEVEN: Alien bounty-hunter, speaks gibberish. An upgraded version of the original series's Sixsix.

ALIEN X: One of Ben's transformations, with two interior voices...

THALIA: Female cosmic bureaucrat

MEL: Male cosmic bureaucrat

SWAMPFIRE: One of Ben's transformations.

WOUNDED WARRIORS

WARRIORS

GUARDS

Crowd

BEN

Holo max

Gwen

Kevin

ARGIT

BIG CHILL

ECHO

PICKAXE #1

VULKANUS

PICKAXE ALIEN #3

PICKAXE ALIENS

Sleeping echo

<BiG CHILL>

BANDAGED WARRIOR

RAFF

EMPEROR MILIUS

RAFF and BANDAGED WARRIOR

MILIUS

WARRIORS

ATTEA

SEVENSEVEN

RAFF/WARRIORS

ALIEN X

THALIA

MEL

WARRIOR #1

THALIA/MEL

ATTENDANT #1

Rubber Kevin

SEVENSEVEN ARMOR KEVIN

WARRIOR #2

ARMOR KEVIN

SWAMPFIRE

ATTEA/MILIUS

CONCRETE KEVIN

Belicus

Serena

Milleous

MiLLEOUS and raff

SeRENA and belicus

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(to himself)

(to kevin

(CONT)

(P.A. FILTERED)

(FILTERED)

(BEN'S VOICE)

(LEFT FACE)

(RIGHT FACE)

(2)

INT

EXT

I/E

SUNNYDALE HIGH

THE GOALIE

BEN

THE SAME LOCATION

A BICYCLE RACK

THROUGH THE HOLE

A SERIES OF STILLS

DOJO

REPRINT

TRAINYARD

MAGISTER

GWEN

ON THE SHOULDER

SWAMPFIRE

EXTERIOR KEVIN'S CAR

CASTLE

DARK ALLEY

TRAILER PARK

RUSTBUCKET

MIDDLE OF THE DESERT

ON KEVIN

WAREHOUSE, MILES AWAY

CAR

INCURSEAN SUPERDESTROYER CRUISING THROUGH SPACE

Day

Night

Afternoon

Morning

Evening

Later

Moments Later

Continuous

The Next Day

DUSK

LATER.

SHORTLY

Cut To:

Fade In:

Fade Out.

Fade To:

Dissolve To:

Back To:

Match Cut To:

Jump Cut To:

Fade To Black.

fade to black.end of teaser

fade to black. end of teaser