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**BEN 10: ULTIMATE ALIEN**

**"Night of the Living Nightmare"**

**#1003-049**

**Written by Don McGregor**

**Second Draft**

**11/17/10**

**TEASER**

**FADE IN:**

**INT. BEN'S BEDROOM - NIGHT**

The camera prowls, establishing the messy room. Ben's things are strewn about, his JACKET tossed over a chair. On the nightstand, among the other junk, we see a MR. SMOOTHY cup, a straw sticking out of it.

IN THE BED BEN is sleeping, wearing his black tee-shirt.

CLOSER ON BEN'S FACE TWITCHING, as if something touched it.

BEN

<aleepy moan>

Still asleep, Ben swats the air in front of his face, as if knocking away an unseen cobweb.

BEN

<small EFFORT>

WIDE Ben's swat KNOCKS OVER the Mr. Smoothie cup on his nightstand, overturning it. The cup's contents runs down the front of the nightstand and POOLS on the floor next to the bed. Ben's restless, still asleep. He doesn't know he knocked over the cup. He SHIFTS AROUND on his pillow, trying to get comfortable, still on his back.

CLOSE ON BEN'S FACE He's settled down, but now we can see a thin TENTACLE slowly moving towards his face. It touches his forehead and adheres.

BEN

<small moan>

Now there are more TENTACLES, swarming all over his face, he SWATS at them, again.

BEN

(sleeping)

Cut it out, I'm tryin' to--

His eyes snap open and we see what he does.

BEN'S POV Looking up at the ceiling where a hideous, ALIEN CREATURE, like a Portuguese man-o'-war, is dangling tendrils down on him.

BEN

(awake now)

--sleep!

The creature DROPS from the ceiling onto Ben's face. We can see Ben's eyes, wide with terror, through the semi-transparent center mass of the creature.

BEN

<muffled scream>

Ben is on his feet, lurching around, trying to tear the thing off of his face to no avail.

BEN

<muffled efforts, cries>

Ben smashes into a table, into a chair, into a wall. His efforts become weaker and weaker.

BEN

<muffled, weaker efforts>

Ben falls to the floor on his back, unconscious. His clawing fingers drop away from the creature on his face. Now we can see it: Inside the mass of the creature, where Ben's face should be, is a GRINNING SKULL!

BEN

<keep alive moan>

CUT TO TITLES.

END TEASER

ACT ONE

**FADE IN:**

**INT. BEN'S BEDROOM - NIGHT**

Establishing Ben, his skeletal face is covered by the creature, he is still laying on his back. The Alien is making <WET, DISGUSTING, SLITHERING SOUNDS>

BEN'S RIGHT HAND TWITCHES, he's still alive!

BEN

<weak moan>

He reaches across his body for the ULTIMATRIX, but TENDRILS from the creature slither over and wrap around his wrist. Another set of tendrils binds his other wrist. The tendrils work to pry his hands apart!

BEN

<muffled GRUNT>

He redoubles his effort, straining to bring his hands together.

BEN

<muffled, sustained effort>

His hands move closer, closer, closer together. Now Ben can just reach the Ultimatrix to SLAP his control...

IN a FLASH OF GREEN, Ben TRANSFORMS into NRG.

NRG

NRG!

NRG is on his back, in the same position that Ben was, with the Alien Creature still attached to his face.

NRG

Get. Off. Of my. Face!

On the word "Face" NRG's grill glows as he unleashes a powerful ENERGY BLAST that drives the creature up against the ceiling and splatters it, as it melts in the super-hot beam. NRG stands and peers at the scorched remains of the Creature.

NRG

<panting>

Remembering, NRG puts his hand over his face just as he REVERTS to Ben. Ben is FULLY DRESSED. Ben is covering his face with his hand, just as NRG was. He pulls his hand away, revealing normal flesh and blood.

BEN

(relieved)

Oh, man!

Ben turns to look at his REFLECTION in the glass of his TV set. The dim reflection is wearing a RED JACKET, like Negative Ben's, but we (and real Ben) are paying attention to his face. Ben makes a few faces in the "mirror." He's fine.

BEN

I'm okay.

Smiling Ben looks up at the ceiling, the Creature is gone, and the ceiling is like new.

BEN

Just a bad dream.

Ben sits on his Bed. He picks up the remote and TURNS ON THE TV. It flickers on, but there's no picture, just a BLUE SCREEN. This is the main light source of the room from now on. Ben frowns and hits the remote a few times, the screen flips from Blue Screen to Blue Screen.

BEN

Input...?

He looks down at the control and pushes a different button. Still just a blue screen.

BEN

Great. Cable's out. I was going to calm myself down by watching the  
Zombie channel.

Disgusted, Ben turns off the TV. The room goes dark again as he tosses  
the remote aside, then flings himself back on the bed. The TV TURNS  
ITSELF BACK ON, once again bathing the room in eerie blue light and  
producing incongruous and loud <STATIC HISS>.

BEN

(shouting)

Aw, come on!

Ben rolls over and retrieves the REMOTE. He pushes the button, but  
it doesn't work. He mashes it a couple more times. The <STATIC HISS>  
is loud and threatening. Ben gets to his feet and presses the power  
button on the front of the set but that doesn't work either.

BEN

Really?

Ben reaches behind the TV Stand and YANKS the POWER CORD out. No  
effect. ON BEN'S BEWILDERED FACE, as he dangles the plug in front of  
him.

ON THE TV Still glowing blue, still <HISSING LOUDLY>

Ben walks towards his door and reacts as he steps in something. NEW  
ANGLE Reveals Ben's feet in the puddle of spilled Smoothie.

BEN

Perfect.

Ben scuffs his feet on the carpet, trying to wipe off the smoothie, then walks out of his room.

**CUT TO:**

**EXT. BEN'S ROOM, HALLWAY - NIGHT**

Ben exits his room and walks down the hall, it's dark except for the Blue light spilling from his room.

BEN

(loudly)

Sorry about the noise, my TV is--

Ben OPENS THE DOOR to his parents' room and opens the door. ON THE ROOM It's EMPTY. No one has slept in the bed.

BEN

Mom? Dad?

ON BEN'S PUZZLED FACE.

**CUT TO:**

**INT. LIVINGROOM - NIGHT**

Ben enters his livingroom. A DNALIEN is there!

BEN

A DNAlien?

The DNAlien is completely silent.

BEN

What did you do to my parents? Talk!

The DNAalien responds by unfurling TENTACLES from its CHEST. The Tentacles reach for Ben, who dives behind the couch, out of sight.

BEN

<dodging>

The Tentacles reach behind the couch, there is a quick FLASH OF GREEN LIGHT, and the Tentacles pull FOURARMS up from behind the couch.

FOURARMS

FOURARMS!

Grinning, Fourarms gathers the tentacles in one big hand and YANKS the DNAlien towards him, raising a free hand and cocking his fist.

**CUT TO:**

**EXT. BEN'S HOUSE - NIGHT**

Establishing the exterior for a beat, then:

WHOOM! The DNAlien is propelled out through the roof, arcing into the sky and down into the foreground. SMASHING a parked car.

A moment later, FOURARMS LEAPS out of the hole after him. He's dropping down on DNAlien, like the Hulk.

FOURARMS

Wait up! I'm not done with you yet!

DNAlien grabs the demolished car he just landed on and uses it to BAT FOURARMS out of the air.

FOURARMS

<impact>

Fourarms plows through several parked cars, topples a LAMPPOST, and gouges the concrete of the street before coming to a stop.

FOURARMS

<impacts, then keep-alive>

Fourarms starts to get up but is hit by several globs of resin that glue him to the street.

FOURARMS

<impacts>

We can see DNAlien <SPITTING> the globs of sticky resin at Fourarms. Fourarms strains but can't get loose.

FOURARMS

<effort>

DNAlien picks up the toppled lamppost and, carrying it like a pike, CHARGES at helpless Fourarms. He's going to impale him.

FOURARMS

<release>

Fourarms tears free of the concrete and resin just in time to catch the point of the lamppost and flip it up over his head, polevaulting DNAlien high into the sky.

FOURARMS

<big effort>

DNAlien flies silently through the air, landing on a NEIGHBOR'S HOUSE like an incoming shell, and demolishing it. <THOOM> Fourarms is alarmed when he realizes what he's done.

FOURARMS

No!

He runs over to the pile of debris and digs through it.

FOURARMS

Mr. and Mrs. Washington! Are you alright?

But there's no one in the debris.

FOURARMS

Are you even home?

Fourarms stands up straight, scratching the back of his head.

FOURARMS

Gone. Just like the DNAlien. What's going on here? My parents are gone, the neighbors are gone. I wreck half the block and nobody comes out to see what's happening? Nobody calls the cops?

Fourarms REVERTS to BEN. He looks down the empty, unlit street.

BEN

Not one light on. Where is everybody?

Ben walks slowly up the middle of the deserted street. Ben raises his wrist and talks into his Ultimatrix.

BEN

Gwen, wake up, it's me.

THE ULTIMATRIX produces eerie, <DIGITAL NOISE>, like a skipping MP3 file. Frowning, Ben adjusts a control, but the sound only gets worse. He shuts it off.

BEN

Communications are down. Maybe whatever messed up my TV is doing it.

It sure isn't a coincidence.

Ben heads for his car, parked on the street near his house. Ben approaches his car on the driver's side, about to open the door, he pauses, considering.

BEN

Aunt Nathalie hates when I show up in the middle of the night. Maybe I'll try Kevin first, at least he'll still be awake...

Standing at the car door, Ben tries the Ultrimatrix again.

BEN

Kevin? It's Ben. Come in please...

Again the only response is the eerie <DIGITAL STATIC>. Disgusted, Ben shuts it off.

BEN

Fine. I'll go see him in person.

CLOSE as Ben reaches for his car's door handle. WIDE as suddenly the car is RIPPED IN HALF, revealing VILGAX holding half of the car in each of his hands, he just tore it apart.

BEN

Vilgax!

**FADE OUT**

**END OF ACT ONE**

**ACT TWO**

**FADE IN:**

**EXT. BEN'S HOUSE - NIGHT**

Moments later, Ben faces off with Vilgax, who still holds the two halves of his car in his hands.

BEN

Do you have any idea what the insurance costs for a teen age boy driving a sports car?

Vilgax SLAMS the two halves of the car together, smashing Ben in-between them. Green goo slithers out of the smashed car, seeping together and forming into GOOP.

GOOP

That was a little closer than I like to cut it.

Vilgax punches Goop to no avail, his fist goes right through him.

GOOP

It's all starting to make sense now, Vilgax. Who else is powerful enough to pull off everything that's happened tonight?

Vilgax throws two more silent punches, Goop DEFORMS around the impacts.

GOOP

<2 impacts>

By the way, it's not "Take free shots at Goop" night.

Goop spits green acid on Vilgax.

GOOP

<ptoo!>

Vilgax's face starts to sizzle and burn, he tries to wipe off the acid, but it's like trying to wipe wet rubber cement off of his face.

GOOP

I can neutralize that acid for you, if you tell me where my parents are.

Vilgax stalks forward.

GOOP

Since when are you the strong, silent type? C'mon! Start bragging about how many plants you've conquered Something!

Vilgax grabs Goop and rips him in half.

GOOP

<grunt>

But the two halves just flow back together.

GOOP

This is getting us nowhere. You can't hurt Goop, but Goop can't hurt you either. But I bet I know who can.

Goop hits his Ultimatrix and transforms DIRECTLY into ULTIMATE SPIDERMONKEY.

ULTIMATE SPIDERMONKEY

Ultimate SpiderMonkey!

Ultimate SpiderMonkey rears up on his spider legs, and uses his height advantage to throw several powerful punches down on Vilgax, rocking him.

ULLTIMATE SPIDERMONKEY

<efforts>

Vilgax CATCHES one of the punches in his fist.

ULTIMATE SPIDERMONKEY

Uh oh.

Vilgax THROWS Ultimate SpiderMonkey high into the night sky.

ULTIMATE SPIDERMONKEY

<receding falling cry>

**CUT TO:**

**EXT. DESERT - DAY**

On the night sky, Ultimate SpiderMonkey appears as a pinpoint in the sky, roaring down towards camera.

ULTIMATE SPIDERMONKEY

<falling cry>

Ultimate SpiderMonkey crashes into the ground like a bomb, his impact digging a huge CRATER.

**CUT TO:**

**INT. DESERT CRATER - NIGHT**

Ultimate SpiderMonkey is facedown at the bottom of the crater. He REVERTS to BEN.

BEN

<moan>

Ben gets to his feet, and laboriously climbs the side of the crater.

BEN

<climbing EFFORTS>

He finally reaches the edge of the crater and hauls himself over the lip.

BEN

<big effort>

**CUT TO:**

**EXT. DESERT, CRATER'S EDGE - NIGHT**

Ben throws himself to the sand near the crater's edge.

BEN

<recovering breathing>

Vilgax's foot steps into the shot. Ben rolls to the side just in time to avoid Vilgax's fist STRIKING THE GROUND so hard it sets up a rippling SHOCKWAVE, radiating out from the point of impact. Ben is carried along by the wave...

BEN

<cries>

...And deposited by the side of the highway.

BEN

<moans>

Vilgax stalks steadily towards Ben.

BEN

You're awfully mobile for a dead guy.

Silently, Vilgax continues to stalk as Ben struggles to his feet. We hear a <Truck> off in the distance.

BEN

C'mon, Vilgy, talk to me!

Ben looks down at his Ultimatrix.

BEN

You could at least have the common decency to gloat until my Ultimatrix recharges.

Vilgax POUNDS a boulder with his fist as he passes, the Bolder is pulverized.

BEN

Fine, time for plan B.

Ben sprints towards the road, we can see the headlights of an oncoming TRUCK headed this way. Ben is at the side of the road, waving his arms, trying to flag it down.

BEN

(shouting)

Hey! Slow down! I need a ride to town!

The truck isn't slowing at all, Neither is Vilgax, who is now in the middle of the road, between the fast-approaching 18-wheeler and Ben. Vilgax is lit from behind by the truck's headlights.

BEN

Uh, that's not the best place to stand...

(considers it)

Forget I said anything.

At the sound of the <AIRHORN>, Ben leaps to the side of the road as the truck HITS Vilgax from behind, folding like an accordion around the unmoving Vilgax. Finally, all is still. Ben walks over to the Truck wreck. Vilgax is gone.

BEN

No Vilgax.

He looks up in the cab. Empty.

BEN

Aaand no driver. Sure. It's been that kind of day.

He looks at his Ultimatrix.

BEN

Still recharging. Guess it's not a bad night for a walk...

WIDE As Ben walks down the dark, empty highway.

**CUT TO**

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

It's dark inside as we look out the window from within.

BEN (O.S.)

Kevin, you in there? Wake up!

Nothing. We see Ben's face peering in from outside.

BEN

Okay. I'm coming in!

The Garage door OPENS with a <RUMBLE> and the lights come on. Ben is standing outside. He steps into Kevin's garage and looks around.

BEN

Nobody home.

Ben pulls the car cover off of KEVIN'S CAR.

BEN

But the car's here. Even if he took the Rustbucket out, he'd have his car with him.

Ben sits on the hood of the car, despondent.

BEN

Everybody's gone. Mom, Dad, Kevin...

(realizing)

Julie...!

Ben stands and takes Kevin's CAR KEYS off a hook on the wall, then turns back towards the car. AGGREGOR is there (in non-mutated form).

BEN

Aggregor? How'd you get out of the Null Void?

Aggregor says nothing.

BEN

Seriously, this whole silent treatment thing? It's getting old.

Ben slaps his Ultimatrix and TRANSFORMS into LODESTAR.

LODESTAR

Lodestar!

Lodestar blasts Aggregor with powerful MAGNETIC WAVES.

LODESTAR

<effort>

Aggregor holds out his staff, and it protects him from Lodestar's magnetic waves. The waves wrap around Aggregor and continue on, smashing everything behind him.

Aggregor flips his staff around, grabs it with both hands and rams the blunt end into Lodestar's head, knocking it from between his shoulders.

LODESTAR

<impact>

Lodestar's head flies across the room, hits the side of Kevin's car and STICKS. Lodestar's headless body lumbers around the Garage, arms waving, crashing into -and knocking over- everything it gets near, alien tech, tools, cabinets, etc.

Loadstar's head, still stuck to the car, shouts out directions.

LODESTAR

No! Over here! Watch out for that--

<LOUD CRASH> as Lodestar's body knocks over a tool bench. He staggers around the room as Lodestar tries to give him directions.

LODESTAR

Try and follow my voice! Cold. Colder. Warmer, warmer, Hot. Cold again! Back this way!

(beat)

Wait. Your ears are over here with me. You can't hear a word I'm saying, can you?

As if in answer, Lodestar walks THROUGH the garage wall with a <CRASH>. Lodestar's head watches his body lumber away.

LODESTAR

It could be worse. I'm not sure how, but I'm trying to keep a positive attitude.

**DISSOLVE TO:**

**SAME LOCATION - LATER**

Lodestar's head is still stuck to the side of the car. In a flash of GREEN ENERGY, Lodestar reverts to Ben, who pats his body, checking to see if it's there. It is. He stands, concerned.

BEN

Julie.

**CUT TO:**

**EXT. STREET - NIGHT**

Intent Ben is driving Kevin's car. As always, he's wearing a seatbelt.

BEN

Call Julie Yamamoto.

The car phone <PINGS> assent, but then produces the <EERIE DIGITAL

STUTTERING> we heard earlier. Ben flinches at the noise, then reaches for the dashboard, shutting off the speakers.

Ben (CONT'D)

That's okay. I'm coming.

**CUT TO:**

**EXT. JULIE'S HOUSE - NIGHT**

Ben's car is already parked in the foreground. He's headed up the walk in a hurry. He reaches the front door, <POUNDS> on it.

BEN

Julie!

Ben <RINGS> the doorbell frantically.

BEN

Please be home, please!

Ben <BANGS> on the door some more, stopping when the PORCH LIGHT COMES ON.

BEN

Julie?

The door opens, it's JULIE. She stands there calmly.

BEN

I'm so glad you're okay.

Ben hugs her. She doesn't respond, her arms hand at her sides.

BEN

All this weird stuff is happening. Mom and Dad are missing. I can't find Kevin and Gwen...

He releases her from the hug and looks at her, puzzled.

BEN

Julie? Say something. Can you talk?

Julie opens her mouth, but instead of words more <DIGITAL STATIC>. Ben backs away.

BEN

Julie?

SHIP slithers over and ozzes around Julie, finally forming into her BATTLE ARMOR. She puts out her hands.

BEN

Hang on, I'll help you.

Ben tentatively reaches for her hands. BattleJulie HUGS HIM.

BEN

I'll figure out what's going on, I promise.

BattleJulie hugs him harder.

BEN

(strained)

Julie... that's... too hard... Let me go!

BATTLEJULIE discharges, electrocuting Ben.

BEN

<electrified>

BattleJulie lets go and Ben staggers backwards, falling on his butt.

BEN

<impact>

He SLAPS his Ultimatrix and TRANSFORMS into EATLE.

EATLE

Eatle!

Just in time, because BattleJulie fires missiles at him.

EATLE

<impact>

The missiles explode against Eatle, blowing him back into the front yard.

EATLE

<keep alive>

BattleJulie reaches down and grabs Eatle's Horn, lifting him into the air and smashing him into the concrete of the street.

EATLE

<whoa!>

<impact>

Still holding Ben by the horn, BattleJulie THROWS him up into the air.

EATLE

<whoa!>

When he reaches his highest point, she fires a missile at him, hitting him. It EXPLODES.

EATLE

<IMPACT>

Eatle plummets to the ground.

EATLE

<falling cry, then impact>

Angry Eatle rises to his feet.

EATLE

You're not Julie. What are you?

Eatle lowers his head, then charges BattleJulie, slamming into her midsection, and driving her into, then THROUGH her house.

EATLE

<attack>

<2 impacts>

As they exit the house into the backyard, Eatle flips his head up, throwing BattleJulie high into the air.

EATLE

<effort>

When she reaches her highest point, Eatle fires ENERGY SPHERES from his horn at her, hitting her like a trick shooter throwing a coin up and shooting it.

EATLE

<IMPACT>

Impossibly BattleJulie is gone.

EATLE

Gone.

Eatle REVERTS to Ben. He looks up at the sky and yells.

BEN

(shouting)

Stop messing with my head!

He calms himself.

BEN

Gotta find Gwen, she'll know what to do.

**CUT TO:**

**EXT. COUNTRY ROAD - NIGHT**

As Ben drives through eerie, dense woods, cars lights throwing slashing beams and shadows. Branches lace overhead. Massive twisted tree trunks line the sides of the road.

WE see a dark, silhouetted shape, ominous in the FOREGROUND, Ben's car coming up toward it. The shadowy figure lifts its hand, its thumb

up in the traditional hitch-hiker's position.

BEN

Sure. I pick you up and you're Vulkanus or Dr. Animo, or something.  
No thanks.

Ben's car passes the hitch-hiker on the roadside, headlights sweeping briefly over him. With CLOSE-UPS on the crooked thumb going from light into darkness.

**DISSOLVE TO:**

**EXT. COUNTRY ROAD - LATER**

Ben drives the deserted road, lights ripping the night, until, abruptly, THERE IS THE HITCH-HIKER AGAIN, somehow mysteriously ahead of him.

BEN

Same guy? How'd he...? You know what? I don't care.

Ben zooms past.

**DISSOLVE TO:**

**INT. COUNTRY ROAD - LATER**

Ben continues to drive. He glances up at his rear-view mirror and sees the silhouetted figure is now in his back seat. It is HEX, his skeletal face terrifying in the dim light.

BEN

Ah!

Ben looks over his shoulder. The back seat is EMPTY. WTF?

BEN

C'mon Tennyson, keep it together.

He turns his attention back to the road and Hex is standing there!

BEN

<cry of surprise>

Ben SLAMS ON THE BREAKS and TURNS HIS WHEELS HARD. The car screeches to a stop, inches away from an unperturbed Hex. Ben leaps out of the car.

BEN

(shouting)

What's wrong with you? Are you crazy?

Instead of answering. Hex levitates himself, rising into the air, and goes right over Ben's car, standing at an angle on the side of the twisting road. Tangled tree limbs hang grotesquely overhead.

BEN

Hex! Answer me!

Ben leaps up, grabs one of the twisted tree limbs, as Hex floats over his car. Ben swings himself so that he catches Hex at the stomach,

a perfect airborne tackle.

BEN

<grunt>

The two crash onto the hood of the car, roll off, and hit the cement.

BEN

<2 impacts>

New angle reveals that only Ben is there. Hex is gone!

KEVIN (O.S.)

Nice!

Ben looks toward the voice. It's Kevin, with Gwen not far behind.

BEN

Kevin? Gwen? Is it really you?

Kevin gives Ben a hand up to his feet.

KEVIN

Who else would it be.

GWEN

We got here just in time to see you take Hex down.

BEN

I didn't exactly take him down, he just disappeared.

KEVIN

Whatever. You won again as usual.

GWEN

Without a plan.

KEVIN

Or even trying particularly hard.

GWEN

Good point. I have to study, and practice.

KEVIN

Yep, and I have to hold back from using my energy powers, or I could become a monster.

GWEN

But Ben just does whatever he wants, and everything turns out fine.

BEN

That's not true.

GWEN

Kinda is.

KEVIN

I don't know about you, but I'm starting to resent it.

GWEN

Resent what? Ben having all the power, and getting all the glory.

KEVIN

Yeah. That.

BEN

I can't help it if I got the Ultimatrix.

GWEN

Sure you could. Why don't you just give it to one of us? Let us have a turn.

Gwen puts out her hand, as if expecting Ben to give it to her.

BEN

That's ridiculous. I'm not going to give anybody the omnitrix.

KEVIN

(to Gwen)

Selfish.

GWEN

You should just take it from him.

KEVIN

Just what I was thinking.

Kevin and Gwen Stalk Ben. He backs up into a tree.

KEVIN

What's it going to be, Tennyson, easy way, or hard way?

Ben SLAPS the Omnitrix and TRANSFORMS into CHAMALIEN!

CHAMALIEN

Chamalien!

Chamalien uses his powers to BLEND INTO the tree he's standing against.

KEVIN

He's gone!

Gwen points at the footprint appearing in the ground, leading into the woods.

GWEN

But he hasn't gone far, come on!

Gwen uses her powers to LIGHT the way through the dark, scary woods, throwing long, eerie shadows. She and Kevin give chase. CHAMALIEN Barely visible, Chamalien runs through the forest, fast as he can. He stops to rest against a tree.

CHAMALIEN

<panting>

He looks back and sees Gwen's PINK LIGHT, far in the distance. Relieved, he starts to move again, almost running into a grinning Kevin.

KEVIN

Going someplace.

BEN

Kevin, don't. <Ow!>

But he does, Kevin grabs Ben's arm and covers the Ultimatrix with his hand.

KEVIN

If you don't want to share the power, I'll take the power!

Green Energy leaks from the Ultimatrix and suffuses Kevin, who TRANSFORMS into ULTIMATE KEVIN.

ULTIMATE KEVIN

That's all you're good for.

He casually throws Ben aside. Ben hits the ground hard.

BEN

<impact>

Dazed Ben sees Gwen's silhouette heading towards him.

BEN

Gwen, you've got to help, something's happened to Kevin!

On Ben's face, his expression changing from hope to terror.

ANODYTE GWEN (O.S.)

(filtered)

What a coincidence--

Now we can see that Gwen is in her glowing ANODYTE FORM.

ANODYTE GWEN

--Something's happened to me too.

As Ultimate Kevin and Anodyte Gwen close in on downed, helpless Ben  
we

**FADE TO BLACK.**

**END OF ACT TWO**

**ACT THREE**

**FADE IN.**

**EXT. WOODS - NIGHT**

Moments later. Ben looks up at Ultimate Kevin and Anodyte Gwen with  
wounded eyes.

ANODYTE GWEN

The Ultimatrix is useless, Ben. Just give it to us and we'll leave  
you alone.

BEN

Please, just tell me what's happening.

ULTIMATE KEVIN

You're a selfish brat, and you don't deserve to wear it.

BEN

Why are you saying that? I always do the best I can. I try to help

people.

ULTIMATE KEVIN

You turned me into a monster.

ANODYTE GWEN

That's true.

BEN

But that was last year. You're not a monster anymore. This doesn't  
make any sense.

ULTIMATE Kevin

Stop thinking, Tennyson. You're no good at it.

ANODYTE GWEN

Give us the watch.

Ultimate Kevin reaches for the Ultimatrix, Ben slaps it and turns into  
AMPFIBIAN.

AMPFIBIAN

AmpFibian!

AmpFibian hits Ultimate Kevin with a NEUROSHOCK blast.

UltIMATE KEVIN

<sustained CRY>

Ultimate Kevin writhes in pain as his powers are leeched away, she REVERTS to Kevin, then pitches forward onto the ground.

KEVIN

<Fainting moan>

Gwen cradles Kevin.

ANODYTE GWEN

You killed him!

AMPFIBIAN

No! I didn't... I wouldn't!

ANODYTE GWEN

You don't deserve the Ultimatrix. Give it to me.

AmpFibian reaches for his Ultimatrix, but stops midway.

AMPFIBIAN

You're right. I don't-- Wait. Why do you care more about the Ultimatrix than you do Kevin?

ANODYTE GWEN

That's not what you should be thinking about. The Ultimatrix is a

curse. It's cost you everything, your friends, your family.

Ampfibian reverts to BEN.

ANODYTE GWEN

Maybe if you make a sacrifice, get rid of it, then everything will go back to the way it was. Your parents will come back, Julie will come back. Kevin will be okay again...

Anodyte Gwen holds out her hand.

ANODYTE GWEN

It's time, Ben. Time to give it up.

Ben touches the Ultimatrix, his face unreadable in the shadows. He REMOVES the Ultimatrix and is about to hand it to Anodyte Gwen when he suddenly stops and slips it back on his wrist.

BEN

No! This isn't right! And you'd know that if you were really Gwen.

He SLAPS the Ultimatrix and transforms into Swampfire.

SWAMPFIRE

Swampfire!

SWAMPFIRE

The Ultimatrix is mine, "Gwen," and I'm using it. You know what else?  
I don't feel a twinge of guilt about it.

Swampfire shoots out twisted roots, tangling, growing, thrusting forward rapidly. The roots entwine about Anodyte Gwen's legs.

ANODYTE GWEN

Stop it, Ben!

SWAMPFIRE

Why don't you stop me yourself?

Anodyte Gwen glares downward, reacting as her energy is sucked away.

ANODYTE GWEN

This can't happen, you don't have the power!

SWAMPFIRE

Yeah, it's like a bad dream, huh?

Anodyte Gwen writhes as her energy is sucked away.

SWAMPFIRE

Why don't you show yourself--

The energy is completely drained away, revealing human Gwen, barely on her feet. There's another FLASH OF LIGHT revealing ALBEDO

("Negative Ben"). REMEMBER THAT NEGATIVE BEN NO LONGER HAS A WATCH,  
THE ULTIMATRIX IS EMBEDDED I HIS CHEST.

SWAMPFIRE

--Albedo.

ALBEDO

How did you know?

SWAMPFIRE

All that stuff about not deserving the Ultimatrix? And my friends  
abandoning me? If it's my bad dream, why was it all stuff you're scared  
of?

ALBEDO

Clever, Tennyson. But you'll never catch me again.

Albedo TRANSFORMS into a red-eyed FASTTRACK and BLURS away at  
superspeed. Ben does the same.

FASTTRACK

Fasttrack!

Fasttrack chases after Negative Fasttrack at super-speed.

**CUT TO:**

**EXT. HIGHWAY - NIGHT**

Negative Fasttrack zooms down the highway, followed, moments later, by Fasttrack.

**CUT TO:**

**EXT. MR. SMOOTHY'S - NIGHT**

Just long enough to establish the location before Negative Fasttrack enters. Fastrack zooms up to the door a second later, and carefully enters.

**CUT TO:**

**INT. MR. SMOOTHY'S - NIGHT**

Fastrack cautiously enters the dark restaurant.

FASTTRACK

(singing it)

Albe-do? Come out, come out, where ever you are!

He looks around but doesn't see anything.

FASTTRACK

Help me out a little, here. Marco...?

He cups his hand over his ear as if to hear the response, then frowns, giving up.

FASTTRACK

You are a very bad sport. You've got all the advantages. Somehow you've trapped me in a dreamworld where anything can happen. That's not

enough of a handicap? How about this?

Fasttrack activates the Ultimatrix and REVERTS to Ben.

BEN

How about now? Still scared to fight me? Even on your home turf? Even without my powers?

Ben looks around, walking right past the camouflaged form of CHAMALIEN.

BEN

Why are you scared of me? Just because I've kicked your butt every single time we've fought, even when you had Vilgax to back you up?

Chamalien raises his taloned hands and swipes at Ben, knocking him clear across the room. Ben smashes through some tables.

ALBEDO (NEGATIVE CHAMALIEN)

<effort>

BEN

<three impacts>

Ben stands up, wiping his lower lip with the back of his hand.

BEN

Cheap shot. And it didn't even hurt.

Chamalein becomes visible, then transforms into the Red-eyed Negative Big Chill.

ALBEDO (NEGATIVE BIG CHILL)

My mistake. I'll do better this time.

<blows>

Negative Big Chill BLOWS ICY WINDS on Ben, freezing him in a BLOCK OF ICE. In the ice, Ben flexes his arms and SHATTERS the ice.

ALBEDO (NEGATIVE BIG CHILL)

You should be frozen!

BEN

(explaining)

I'm wearing a jacket.

Negative Big Chill TRANSFORMS into NRG, then unleashes a fiery eye blast right at Ben. Ben stalks forward as the beam continues to strike him .

ALBEDO (NEGATIVE NRG)

No. No, no. No...

Ben reaches him and tears the suit open. He reaches inside and pulls out NRG's RADIATION FORM.

ALBEDO (NEGATIVE NRG)

Let me go!

Negative NRG's radiation form transforms into NEGATIVE BRAINSTORM.  
Ben smiles and stalks.

BEN

Change into whatever you want. I'll just keep beating you... forever  
and ever.

Negative Brainstorm backs away, TRANSFORMING into Negative Ben.

ALBEDO

I understand, now. Somehow you've broken free from the Dream Eater.  
Easy enough to fix...

Albedo produces one of the ALIEN CREATURES that attacked Ben in the  
teaser. He brandishes it towards Ben like a weapon. Ben stops stalking  
and holds up his hands to ward it off.

BEN

K-Keep that thing away from me!

Albedo steps towards Ben, stepping into a puddle of spilled smoothy  
that exactly matches the one in Ben's room in the teaser. He slips  
in the puddle and falls over backwards.

ALBEDO

<whoa!>

<impact>

Albedo has dropped the creature right on his own face. He claws at it...

ALBEDO

(muffled)

Get it off me! Get it off me!

Through the creature's semi-transparent body, we see Albedo's face turn into a grinning skull.

**DISSOLVE TO:**

**INT. BEN'S ROOM - NIGHT**

Albedo is on the floor next to Ben's bed in the same position as he was in last scene. The Creature on his face, but it is his normal, sleeping face, not a skull.

ALBEDO

(muffled, sleeping)

Get it off me! Get it off me.

WIDE To reveal Ben, Gwen, and Kevin, standing above Albedo and looking down on him. Gwen is looking at her laptop.

BEN

...I heard a loud noise, and when I woke up, I found him just like

this. What is that thing?

KEVIN

A Cassiopeian Dream Eater. Nasty.

GWEN

Found it on the Extranet. They attach to a host and make them have terrible nightmares. They eat the chemicals your body produces under stress.

KEVIN

Obviously he intended that for you.

GWEN

But he wasn't prepared for how messy your room is.

KEVIN

Tripped on your smoothie and dropped the bug on his own face.

BEN

Can't we pull it off of him?

KEVIN

Not without taking his face along with it. Maybe a Galvan doctor...

GWEN

I already called, a Plumber transport is on the way.

Albedo shifts uneasily in his sleep.

BEN

I wonder what he's dreaming...

On Albedo.

ALBEDO

(muffled, sleepy)

No... stay back... please...

**CUT TO:**

**INT. ALBEDOS DREAM - NIGHT**

In the Mr. Smoothies, Negative Ben cowers, backing slowly away from the steadily-advancing, green-eyed ARMODRILLO, CANNONBOLT, DIAMONDHEAD, ULTIMATE ECHO ECHO, ULTIMATE HUMUNGOUSAUR and any one else you want to throw in.

ALBEDO

...please don't hurt me. Stay back!

**FADE OUT**

**THE END**

**"Ben 10,000 Returns"**

**1003-027**

**Ben 10: Ultimate Alien**

**By Dwayne McDuffie**

**Story Editor**

**Dwayne McDuffie**

**1st Draft**

**4/26/2010**

Gwen

kevin

Ben

Eon

Paradox

Fourarms

Goop

Swampfire

Ultimate Swampfire

Jetray

Nrg

Ultimate Spidermonkey

Lodestar

Julie

Eatle

Chamalien

Ultimate kevin

Ampfibian

Albedo

Fasttrack

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(negative big chill)

(negative NRG)

INT

EXT

I/E

CAMERA POV - EXT

INT/EXT

A QUARRY

QUARRY

BURGER PLACE

THE CRASH SITE

CLOSE ON

A ROAD - NIGHT

LAKE

A NON-DESCRIPT INTERIOR BACKGROUND

A PILE OF RUBBLE

CAMERA POV THE NON-DESCRIPT BACKGROUND

CAMERA POV - EXT.- A WAREHOUSE

CAMERA POV

AN APARTMENT BUILDING

APARTMENT HOUSE CORRIDOR

APARTMENT HOUSE

APARTMENT HOUSE - NIGHT

MEL'S APARTMENT

THE ABANDONED CARNIVAL

SUPPLY WAREHOUSE

THE WAREHOUSE

BEN AND KEVIN

END ACT TWO

CARNIVAL SUPPLY STORAGE FACILITY

GWEN AND KEVIN

A BEDROOM

THE WHITE HOUSE

AN ALIEN COMMAND CENTER

CARNIVAL - NIGHT

MIRROR MAZE

THE STORAGE FACILITY

RUST BUCKET

MECHOCUBE

MECHOCUBE LANDING BAY

2ND CUBEROOM

VARIOUS ROOMS

CUBEROOM (ICE ROOM)

CUBE ROOM

CUBE ROOM (MONTAGE)

CUBEROOMS (MELTING)

SPACE

RUSTBUCKET III

RUSTBUCKET III COCKPIT

PERPLEXAHEDRON

3RD CUBEROOM

TENNYSON TOWER

BELLWOOD MUSEUM OF NATURAL HISTORY

STREET

MUSEUM BASEMENT

RUSTBUCKET III CARGO BAY

SKIES OVER THE DESERT

DESERT FLOOR

THE HAND OF ARMAGEDDON

BEN'S BEDROOM

ACT ONE

BEN'S ROOM

STAIRS

LIVINGROOM

BEN'S HOUSE

DESERT

DESERT, CRATER'S EDGE

KEVIN'S GARAGE

SAME LOCATION

JULIE'S HOUSE

KEVIN'S CAR

HIGHWAY

MR. SMOOTHIES

MR. SMOOTHY'S

ALBEDOS DREAM

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DAY (FLASHBACK)

A MONITOR SCREEN

THE GLARE OF HEADLIGHTS

THE NON DESCRIPT BACKGROUND

APARTMENT DOOR

A FIRE ESCAPE

A KID AT HIS COMPUTER

SYPHON

ULT SPIDERMONKEY AND SYPHON

MEANWHILE

PRESENT

SPACE

RESUME

HALLWAY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Slam cut to:

Wipe to:

Smash cut to:

Page

Scene #

Intro

Location

Time

Length

Synopsis

Cast Members

Tags

Order

Character

Role

Gender

Ethnicity

Orientation

Disability

Age

Occupation

Dialogues

Scenes

Speaking Scenes

## Non-Speaking Scenes