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BEN 10: ULTIMATE ALIEN

#1003-036

"Keepers of the Flame"

By Brian Swenlin

First Draft, 9/8/10

TEASER

INT. CARNIVAL TENT - NIGHT

POV: Darkness. TEXT: "FOUR MONTHS AGO..."

TEENS (O.S.)

<giggling and goofing off>

RICH (O.S.)

(amused)

Here monster monster monster...!

TEENS (O.S.)

<GASP>! / whoa!

POV: The object of their fascination opens its eyes and, with them, the darkness also opens revealing three teenagers (one boy & one girl) staring right at us.

ERIN

Ewww... w-what is it?

The boy, RICH, steps forward to get a better look.

RICH

(convincing himself)

It's... it's just a lame rubber suit. I mean it's a pretty cool effect, but seriously. Like that's real. <laughs>

Rich EXITS but Erin lingers, staring. She is unaware of a shadow growing on the tent wall behind her - something is closing in.

CLOSER - A hand falls on her shoulder.

ERIN

AHH! <gasps>!

REVEAL it's a crusty, old carny.

CARNY

Keep it moving, girly - This is a freak show, not your living room TV.

EXT. SHOW TENT - CONTINUOUS

ERIN EXITS the carnival, still looking back inside and accidentally walks into a well dressed, clean-cut MAN 1.

ERIN / MAN 1

OOH!

The impact causes him to drop a handful of pamphlets.

ERIN

Oh, sorry.

WIDER - Rich takes her by the arm and pulls her away.

RICH

Come on, Jamie's waiting for us by the corn dogs!

MAN 1 leans down to pick up his papers - pamphlets sporting a prominent iconic FLAME SYMBOL.

MAN 1

Huh...?

CLOSER - The man glances up and sees through the tent flap as it closes. Beat. His eyes go wide.

MAN 1

It can't be...!

He scrambles to push open the exit flap and can't believe what he sees - however, his disbelief is not of confusion or horror, but of that of revelation.

MAN 1

It's... It's you...!

THE CARNY appears in the flap, blocking the view.

CARNY

Hey, pal. You wanna gawk? You buy a ticket!

He yanks the flap closed.

CROSS DISSOLVE:

EXT. CARNIVAL - TRANSITION TO NIGHT

WIDE SHOT of the carnival as the crowds disappear, the sounds fade and the lights dim. The night sky is cloudy. There is distant lightning. It's now late - The carnival is CLOSED.

Back inside the dimly lit tent, the carny is working on a large water pump array, tightening a gasket with a large wrench.

Pipes from the array lead to a large tank which is mostly obscured by shadow. The carny stops a leak in the gasket.

CARNY

Bad enough the smell in here, but these pipes keep gettin' loose like you're *tryin'* to cost me money.

Suddenly... the tent flap opens again. A gust of wind?

CLOSER - The carny suspiciously tightens his grip on the wrench, clearly intending it for use as a weapon.

CARNY

Hey, what are you? Kids? The carnival's closed! You hear me?!
We're...

He looks out of the flap, but no one is there. Lightning flashes as the wind picks up. <SFX: THUNDER>

CARNY

...closed?

He turns and sees TWO MYSTERIOUS NINJAS inside the tent.

CARNY

How did you--?

MAN 1

We are The ESOTERICA. We stand here, tonight, as liberators.

The Carny sizes them up before lunging at the closest one with his wrench.

CARNY

No, you jokers stand here trespassin' and I ain't friendly to no trespassers!

The ninja sidesteps into invisibility.

CARNY

Wha-?! Where did he--?! HEY!

REVEAL - That same ninja is now behind the man, kicking the wrench out of his hand!

The carny turns, but the ninja is gone; The other two knock him out.

CARNY

<woozy>

DRAMATIC ANGLE - The missing third is now at the tent flap, opening it for THE CONDUIT - yet another ninja of the ESOTERICA, but his RED GARMENTS clearly indicate that he is of higher rank than these other three.

The man holding the flap open removes his hooding to reveal he is MAN 1. He points to the OS monster.

MAN 1

It is, as I said: He is back!

THE CONDUIT approaches the groaning (still unseen) "monster". There is a flash of shadow from <SFX: LIGHTNING> outside - the shadow is a creature in a tank.

CONDUIT

Then this is, indeed, a most historic day... a day that marks the return of DAIGON, THE KNOWLEDGE BRINGER!

Coming off a big flash of lightning: CUT TO BLACK <SFX: THUNDER>

END TEASER

ACT ONE

EXT. KEEPERS HQ - DAY

A sleek, modern office building. TEXT: "PRESENT DAY"

INT. KEEPERS HQ - MAIN HALL

FLAME SYMBOL from the pamphlets is prominently displayed as a vast mural on the wall of great entry hall. A fountain sculpture approximates the flame symbol in the middle of the floor.

BEN (O.S.)

"Keepers of the Flame".

REVEAL BEN & KEVIN, flanking an excited JULIE.

BEN

And the flame is like, knowledge?

JULIE

Exactly. I can't believe I've been at this place for two months and I finally got you guys in and check it out.

Kevin seems less than impressed, but Julie doesn't notice.

KEVIN

Yeah, well, if it'll get you to stop talking about it every ten minutes...

JULIE

So, I've been a little overkill with the enthusiasm, but I feel like I'm really making a difference here, you know?

BEN

Making a difference is good...

(looking around)

They've, uh... sure got a swank set up.

CLOSER - Julie moves a step ahead. Kevin asides to Ben.

KEVIN

(asides to Ben)

Most cults do.

BEN catches up to Julie as she stops by the fountain.

BEN

So, Julie, you say these people approached you at a tennis match?

JULIE

They were excited to get me on board... you know, my "celebrity" could help raise awareness for their organization.

BEN

(amused)

Your "celebrity" for being ranked 173 in women's tennis? Or for being the girlfriend of THE Ben Tennyson.

JULIE

Ha ha. Does it ever occur to you, Ben, that maybe just this once, it isn't all about you?

TED (O.S.)

Ben Tennyson!

REVEAL - A clean-cut man in a suit. He's older than the man we saw in the teaser - older, but still quite virile. He walks across the hall to meet them.

TED

What an honor it is to finally meet you!

Ben gives Julie a wink - she just rolls her eyes.

TED

And to have a celebrity of your stature visiting our meager offices.

JULIE

Ben this is Mister Bastion, here at the institute, we know him as The Conduit.

The Conduit shakes Ben's hand.

BEN

Nice to meet you, Mister Bastion.

TED

Ben, you can call me Ted. And this must be Kevin.

Kevin makes like he's going shake, but he leaves Ted "hanging" and, instead, gestures to the fountain and the giant mural on the wall behind it.

KEVIN

So you guys are the "Keepers of the Flame", what's this flame you're keeping?

Ted moves his apparently "free" hand up to his head.

TED

(with great import)

Knowledge.

Ted walks through them towards the fountain, then turns to face them, the sculpture extending dramatically behind him.

TED

Fire! The Wheel! The calendar! Metallurgy! Milestones of human ingenuity and invention...

(suspicious)

Or were they...?

Kevin and Ben glance towards Julie, she gives them a nod.

JULIE

The Keepers of the Flame believe that, tens of thousands of years ago, mankind was visited by a race of benevolent aliens.

BEN

They were? I mean, we... we were?

Ted steps forward and puts a hand on Ben's shoulder.

TED

Ben you, of all people, can appreciate that we are not alone in this universe.

Kevin puts a hand down on Ted's shoulder.

KEVIN

Okay, so what aliens are we talking about here? You got a particular race in mind?

Ted notices the hand and removes his from Ben; Kevin, in turn, removes his from Ted.

TED

Not exactly, but we know of their knowledge bringer, their technology mentor. His name is Daigon.

INT. KEEPERS HQ (ANTECHAMBER) - MOMENTS LATER

ALIEN SQUID SYMBOL; SLOW PULL BACK REVEALING we're in a room looking at a screen that's showing the symbol. Behind the screen is a wall of red curtain. Ted, Julie, Ben & Kevin are in this new room. The screen on one side, glass windows on the other.

TED (PARTIAL O.S.)

Daigon promised to return to Earth with the tech needed to save mankind from war, famine, disease... to make Earth a living Utopia.

BEN

And as the Keepers of the Flame, you're making sure there will be a welcoming committee when he gets here.

Ted pushes a button and the picture on the screen changes to the Flame symbol.

JULIE

In the meantime, The Keepers dedicate their resources to using modern technology to help the less fortunate...

The picture changes to a global map with dots indicating locations they've helped; the picture changes to a high tech medical facility.

JULIE

Things like modernizing schools and medical facilities in underprivileged countries.

Kevin walk along the wall, running his hand along the curtain.

KEVIN

Sounds pretty sweet. It's a shame, in all these tens of thousands of years that he never managed to make it back. You don't suppose he's, you know... <noise>.

Kevin makes a gesture with his thumb across his neck to indicate "death".

TED

I can personally assure you he's alive.

BEN

No offense, but how can you be so sure?

Kevin pulls the wall curtain back, revealing a large stone door that is quite incongruous to the rest of the modern facility - it too, has the ALIEN SQUID symbol on it.

TED

As The Conduit, I am privy to secret knowledge.

KEVIN

You mean like what's behind this awesome door?

Ted is amused and leads them out of the room.

TED

(amused)

For example, yes. Now, if you don't mind, this way, please.

Julie asides and then EXITS past the conduit.

JULIE

(aside)

That's Conduit's Chamber - Conduits only.

Kevin asides to Ben and follows Julie.

KEVIN

(aside to Ben)

That's where this alien time-share huckster keeps the "donations"
he bilks out of naive supporters.

CLOSE ON BEN - He stares at the door curiously. Beat.

TED (V.O. OVERLAP FROM NEXT SCENE)

I understand that it's in man's nature to be skeptical, but trust
me when I say: Daigon is coming...

INT. KEEPER'S HQ (MAIN HALL) - MOMENTS LATER

TED is serious, but NOT ominous.

TED (CONT'D)

The new age of mankind is about to dawn and the Keepers of the
Flame will be there to welcome it.

WIDER - Ted smiles, an enthusiastic Julie by his side.

TED

So what do you say? I'd love to be able to say we have THE Ben
Tennyson on board with our cause.

BEN forces a smile, clearly in an awkward spot. He shares a glance
with Kevin.

BEN

Uhhh...

CLOSE ON JULIE - Looking to the OS Ben expectantly.

MATCH WIPE TO:

Ext. KEEPERS HQ - MOMENTS LATER

CLOSE ON JULIE - Fuming. Beat.

WIDEN TO INCLUDE BEN & KEVIN walking a beat behind her on the sidewalk.

KEVIN

I don't think you scored any points with Julie back there.

Julie stops and spins around to confront them.

JULIE

(angry)

You think? Okay, so you're not into it - I get it - that's fine, but did you have to laugh openly in his face?!

BEN

Julie, it was an accident. I was put on the spot and--

Julie spins and continues walking.

JULIE

(resolute)

I'm not talking to you.

KEVIN

Look, Julie, in Ben's defense: You're too smart to be buying into this junk.

Julie stops, turns around and marches towards the boys with such purpose that they step back nervously.

JULIE

Which junk is that, Kevin? The using technology to help people junk?! Or maybe the modernizing of hospitals and schools junk?!

Ben and Kevin share a nervous glance.

JULIE

So what is it? The aliens...?

BEN / KEVIN

Well...

Julie throws her arms up in the air and paces back and forth as she rants.

JULIE

Oh, right, because we've *never* seen *aliens* before! Because you're not running around with *aliens* ever other day.

(poking Ben in the chest)

Ben Tennyson , you are a one-man *alien convention*, but suddenly believing in aliens is a bunch of "junk"?

Ben carefully moves Julie's poking hand away.

BEN

Fine, let's say Daigon is real - it still wouldn't be right to use his alien tech to radically transform the planet.

Kevin nods. Julie crosses her arms skeptically.

KEVIN

Ben's right, they've got rules for that sort of thing.

JULIE

I see, so only you're allowed to use alien tech to save the world?

Ben nods, then realizes he's made a mistake and shakes his head, but Julie's had enough and CROSSES TO EXIT.

BEN

Right. I mean, no, that's not--

JULIE

Never mind, let's just drop it.

Ben calls out to Julie, she pauses, almost swayed...

BEN

(sincere)

Julie, I... Look you said there's some sort of members meeting tonight...?

KEVIN

More tech talk with Mister Ted...?

Ben glares at Kevin. Kevin rolls his eyes and backs off. Julie shakes her head and EXITS back towards the institute.

JULIE

You know what? Just forget it. I thought I wanted you here, but now I think it's best if you just leave.

Ben starts to follow but Kevin puts a hand on his shoulder to stop him.

BEN

Julie...

KEVIN

Unless you're in a hurry to get burned, I'd let her cool down...

WIPE TO:

EXT. BURGER PLACE - NIGHT

BEN is eating her burger, clearly annoyed; WIDEN TO INCLUDE GWEN and KEVIN at the table watching Ben.

GWEN

You look like you're chewing on more than burgers.

BEN

You said a mouthful.

GWEN

So the Julie thing...?

KEVIN

The Julie thing.

Ben turns to Gwen.

BEN

She's volunteering for a crooked organization and she doesn't even see it.

GWEN

Come on guys...

EST. KEEPERS HQ - MEANWHILE

A line of people enter the building. It's night and the building is lit from within.

GWEN (V.O.)

...Give Julie some credit - she's not stupid.

INT. KEEPERS HQ (ANTECHAMBER) - CONTINUOUS

People file into the room and stand in a line. The members smile and nod to one another... including Julie.

BEN (V.O.)

True - but that doesn't mean she can't accidentally get in over her head.

GWEN (V.O.)

Keepers of the Flame? I've heard of that place, they do some serious charity work.

REVEAL the are all standing, facing the open curtain and the Conduit's chamber door. The door opens and out steps The Conduit dressed in his red Ninja garbs from the teaser, flanked by the two ESOTERICA NINJAS.

BEN (V.O.)

I know Julie's heart's in the right place, but their leader, this Conduit guy... He's like a used car salesman selling an alien tech utopia.

CLOSER - The Conduit raises an ALIEN TECH ORB above his head with both hands.

KEVIN (V.O.)

So even if these guys were legit, their mission is totally at odds with the Plumber rules.

He activates the orb and begins to glow. Twinkles of glowing light appear around his body, and rise up into the orb.

GWEN (V.O.)

You think they really have access to alien tech in there?

PAN ACROSS MEMBERS - Twinkles of light rise off their bodies and travel towards the orb in beams of light. Everyone looks pleased with the sensation.

KEVIN (V.O.)

Nah, the place smells like a multi-level marketing scam. I'll bet the charity work they do is just a tax dodge scheme.

The beams of light fire into the orb making it glow even brighter until it's brightness fills the frame.

BEN (V.O.)

Yeah, that Conduit guy, "Ted", wouldn't know the first thing about real alien tech if it was staring him right in the face.

There is the <SFX: TECH CHIRP> of Gwen's PHONE.

EXT. BURGER PLACE - MEANWHILE

GWEN checks the display on her phone.

GWEN

Hey, speaking of alien tech, looks like we've got a lead on that stolen Plumber ship.

Ben puts down the last of his burger. He and Kevin turn toward Gwen.

BEN

Stolen Plumber ship?

GWEN

The call came in while you were ordering your burger with a side of sulk.

KEVIN

Ship got jacked on a routine run of this quadrant.

Gwen indicates her phone before putting it away.

GWEN

A tipster supposedly has info on its last recorded engine pulse signatures. Could be still be in this quadrant.

Kevin crumples up his food bag and tosses it into the trash can from across the table.

KEVIN

Sounds routine, but I say we skip dessert and do a little follow up anyway.

KEVIN & GWEN are headed in one direction but then Ben heads in another.

BEN

Me too... only you guys can handle that lead without me, right?

GWEN

Oh...?

CLOSER ON BEN as he give his friends a nod.

BEN

I want to do a little follow up on Julie's organization, on the
Keepers of the Flame.

EXT. KEEPERS HQ - LATER THAT NIGHT

Members are leaving the building. The Conduit is standing there shaking hands with people who are leaving.

MEMBERS

<good night wallah>

Ben steps out from behind a bush and slips into the door unseen.

CONDUIT

Another amazing night in the name of Daigon. Big changes coming soon!

INT. KEEPERS HQ (ANTECHAMBER)- MOMENTS LATER

The room is now empty. Ben opens the curtain to reveal the Conduit's Chamber door.

CLOSER - He tries pressing spots on the door...

BEN

(to himself)

Looks like a standard pressure lock. If I can just find the right spot...

...until one makes the sound of a large dead bolt unhinging. The door cracks open.

INT. KEEPERS HQ (TANK ROOM) - CONTINUOUS

Ben slips inside the dimly lit room. Shadows of the tank creature flicker on the wall behind Ben.

VILGAX (O.S.)

So, you've finally come to witness my current condition...

CLOSER - Ben stares in disbelief at what he sees.

BEN

<GASP>! It... It can't be!

REVEAL - A giant aquarium tank (the one from the teaser) containing the squid-like alien creature: VILGAX!

BEN

Vilgax?!

VILGAX

(snickering)

Not anymore. Call me... "Daigon"!

FADE TO BLACK:

END ACT ONE

ACT TWO

INT. KEEPERS HQ - NIGHT

BEN takes a cautious step towards Vilgax. The squid-like alien is clearly a shadow of the power he once was.

BEN

You can't be alive, Vilgax - you were destroyed!

VILGAX initially plays coy, but then sneers at Ben from his tank.

VILGAX

(coy)

"Vilgax"? Why you must have me confused with someone else - *I'm* Daigon, "The Knowledge Bringer". <snicker>

(pointed)

And I don't know if you've been keeping up with the news boy, but around here? I'm kind of a big deal.

Ben narrows his eyes at the villain.

BEN

Yeah, well, I don't care who these people think you are: I know the truth.

VILGAX mocks Ben as he moves in closer to the tank.

VILGAX

(mocking)

"But how can it be?"

(sneering)

I can see your tiny human brain struggling to comprehend the impossible.

Ben taps on the tank glass, curious. Vilgax shifts in the tank, causing the water to slosh.

BEN

"The mighty" Vilgax living in the fish tank in the VIP room of Julie's "Flame Keepers". I'll admit it's a mystery.

FLASHBACK: REFLECTING IN the tank GLASS, RE-USE FOOTAGE of the EXPLOSION from episode #000-000 where Vilgax was presumably destroyed.

VILGAX

By all rights, I should have been no more. Our last battle... the terrible explosion...

PUSH IN ON SLOSHING WATERS in Vilgax's tank...

MATCH DISSOLVE:

EXT. OCEAN - FLASHBACK

TURBULENT ocean waters. A wounded and smoldering Vilgax surfaces and

<SFX: GASPS> for breath!

VILGAX (V.O.)

But rather than being destroyed I was, instead, lost to the sea.

EXT. SHORELINE - FLASHBACK

VILGAX ON THE SAND - the tide receding away from him. The foot of a man steps INTO FG.

VILGAX (V.O.)

After eventually washing up on shore, I was found by someone...

INT. CARNIVAL TENT - FLASHBACK

THE CRUSTY OLD CARNY counts off money into the hands of a man who is partially OS.

VILGAX (V.O.)

...who sold me to a traveling carnival.

RACK FOCUS ON VILGAX IN THE TANK behind the two men; SLOW PUSH IN ON the barely conscious Vilgax in the tank.

VILGAX (V.O.)

Despite the indignity of my situation, it did carry the advantage of being nursed from death's door; I had food and shelter... And
time.

INT. CARNIVAL TENT - FLASHBACK

RE-USE FOOTAGE from TEASER when the ESOTERICA arrive and knock out the Carny.

VILGAX (V.O.)

Then... Four months ago... I was liberated by this collection of buffoons. These ESOTERICA.

NEW SHOT of Vilgax in the tank, as the Conduit and his ninjas step

up to the tank and bow down to Vilgax.

BEN (V.O.)

The "Keepers of the Flame".

INT. KEEPERS HQ - PRESENT

WIDE SHOT - The SQUID SYMBOL is on the wall above the tank; TRACK DOWN to Vilgax, Ben watching on.

BEN (PARTIAL O.S.)

And this "Daigon" character they're so obsessed with, just happens to be some kind of "space-squid" too.

Vilgax gives a big self-satisfied grin.

VILGAX

A most fortuitous coincidence, eh?

Ben makes a grand gesture to the tanked alien.

BEN

So now you're a prophecy made-to-order... their old pal "Daigon", finally making his promised return.

VILGAX

In the flesh. Such utter nonsense.

BEN

Figured as much. Do they even have any alien tech on the premises?

Both Ben and Vilgax share a moment of disbelief in the Esoterica's fatal error.

VILGAX

The "Conduit" is using some sort of tech orb to "channel healing energies into me".

INT. KEEPERS HQ (ANTECHAMBER) - FLASHBACK

RE-USE FOOTAGE of the Conduit channelling energy with the glowing orb.

BEN (V.O.)

Where'd he get it?

VILGAX (V.O.)

Who knows...

INT. KEEPERS HQ (TANK ROOM) - FLASHBACK

NEW SHOT the conduit sending a beam of light from the brightly glowing orb towards Vilgax in his tank. The light casts upon him and beams right onto the giant DAIGON SYMBOL on the wall behind him.

VILGAX (V.O.)

Their little light show seems to have no noticeable impact on my recovery but, as long as the humans are happy, it buys me time until I can properly heal.

INT. KEEPERS HQ (TANK ROOM) - PRESENT

BEN shakes his head

BEN

So they think you're some sort of ancient alien hero? Talk about getting your lines crossed.

VILGAX

They'd do anything for me - Why they just acquired, for me, a class 7 interstellar ship.

Ben pauses to think.

BEN

(thinking)

... Class 7? You mean like a Plumber's ship?

VILGAX

They think I'll use it to bring down my "glorious alien tech stashed on a nearby moon".

BEN

(knowingly)

Ah... but you're going home! See, I knew you were up to something, Vilgax.

VILGAX begins to rumble and shift in his tank. The water sloshes as he rises upward more-so than he has before.

VILGAX

Finally, I will return to rule my Empire and, this time, you won't stop me, Ben Tennyson.

BEN

Okay, number one: I will, and number two? You don't have an empire, genius.

Ben steps back from the tank and the mist that's splashing out as Vilgax rises.

BEN

You've been away too long - there have been countless revolutions on countless worlds. You know how it is: When the cat's away the mice will play.

The seething overlord looks down on Ben, his shadow falling long on the boy.

VILGAX

Then those who resist my rule will be washed away in the blood of battle - The inter-planetary empire of Vilgax will rise again!

BEN

Yeah, about that? Not gonna' to happen.

PUSH IN ON VILGAX as he settles back in the tank and calls out.

VILGAX

GUARDS!

BEN quickly turns towards the door and sees the 2 ESOTERICA NINJAS running towards the door!

VILGAX

This man is an Enemy of The Flame!

Ben struggles to slide a large dead bolt across the chamber door, locking it.

BEN

<strains>

He turns around he is startled to see the ESOTERICA NINJAS have appeared in the room out of nowhere.

BEN

Whoa! Um... okay...

BEN steps back carefully.

BEN

I know this looks bad, but you've got to believe me: this guy is not Daigon, he's an imposter. His name is Vilgax and--

The ninjas step toward us and disappear, as though side-stepping behind an invisible wall.

MAN 1

Enough lies. You are an Enemy of The Flame...

REVEAL they are a surrounding Ben.

MAN 1

You are an Agent of the Dark.

One of the ninjas grabs Ben from behind. Another ninja tries to kick Ben, but he manages to lean free of the blow which now lands on Ben's captor, allowing him to escape.

BEN

Whoa! Hey!

Ben spins around to punch the kicker but, instead, the ninja seemingly runs up invisible stairs over Ben and then jumps down into invisibility.

BEN

Huh? How are you guys-- OOF!

A ninja has appeared to kick Ben from behind!

UP ANGLE - The two ninjas surround Ben and move in.

BEN

If you're not playing by the rules, then why should I?

CLOSE - Ben evens the odds by transforming into BIG CHILL!

BIG CHILL

BIG CHILL!

The Ninjas step back, unsure. Beat. They share a glance and then charge Big Chill.

One ninja runs up invisible steps and the other one side-steps behind an invisible wall.

BIG CHILL - The step ninja leaps down at him, while the other ninja appears to charge out from nowhere!

BIG CHILL

Invisibility!

Once invisible, Chill easily side-steps the confused ninjas!

MAN 1

Huh?

CHILL flies up into the air and reappears in time to let out a FREEZE BLAST.

ULT' BIG CHILL

Freeze blast!

ONE NINJA is frozen, seemingly half-invisible - in reality, they're stuck between this dimension and the dimension he uses to mysteriously get around.

OTHER NINJA - runs up the invisible steps, hops off, leaps off the wall, then back off of an invisible wall, disappears, and then reappears behind Chill, flying out and kicking him.

BIG CHILL

OOF!

Chill hits a wall and then lands on the ground, near an amused Vilgax's tank.

VILGAX

The ESOTERICA are dimension jumpers. This could get tricky.

The frozen Ninja gets unfrozen and slips into nothingness. Then a total of four ninjas step out of the ether to confront Chill!

They appear next to chill, up in the air, leaping out of nowhere to kick and tackle Chill.

Chill flies, dodges and blasts! Ninjas are clipped, but others take their place! There are now six ninja!

BIG CHILL - GOES ULTIMATE!

BIG CHILL

Ultimate Big Chill!

He rises up ULTIMATE... and blasts the whole room with his ICE FLAMES!

ULTIMATE BIG CHILL

Ice flames!

The ninjas are all frozen in place, scattered about the room. Big Chill is triumphant... or IS he?

CONDUIT (O.S.)

That's enough, Tennyson.

Chill turns to see the Conduit has entered the room with Julie in his grip!

CONDUIT

Lose your alien form, or I just might lose Julie in the esoteric dimension.

The Conduit pushes Julie halfway into the invisible dimension, half her torso missing!

JULIE

Please Ben, just do as he says.

PUSH IN ON ULTIMATE BIG CHILL as he turns back into Ben.

BEN

Alright, you win.

FADE TO BLACK:

END ACT TWO

ACT THREE

INT. KEEPERS OF THE FLAME HQ - CONTINUOUS

BEN steps towards the Conduit and Julie.

BEN

I've fulfilled my part of the bargain, now let Julie go!

Julie and the Conduit share a glance and he lets her go. She steps fully back into our reality.

JULIE

It's okay, Ben. He wasn't going to hurt me...

CONDUIT

That's right, Ben. She wasn't my hostage, she was my accomplice.

BEN

Julie, you--? What is going on here?!

Julie runs to Ben and gives him a hug.

JULIE

It was the only way I could get your attention and get Big Chill to "chill out".

Ben places his hands on her shoulders and looks her in the eyes.

BEN

Listen, you are fighting on the wrong side here - these people are dangerous. None of you understand--

JULIE

No, Ben, it's YOU who don't understand... we don't NEED to fight...

Julie steps away from Ben and gestures to Vilgax.

JULIE

Don't you see? The stories were real? Daigon is here and he's going to bring us the technology needed to heal the world!

Ben runs to pull Julie away from Vilgax's tank.

BEN

Julie, no! Stay away from him!

Julie pulls away from Ben, frustrated.

JULIE

Ben! He's not going to hurt me, he's going to herald a new golden age for all humanity - no sickness, no war. Don't you see?

Vilgax shakes his head woefully.

VILGAX

He sees all too well, child. He sees a world where his status as a hero is no longer special... a healthy, safe world where he is no longer needed.

The Conduit steps up next to Julie.

CONDUIT

And that is why he won't help us, that is why he is an agent of darkness who will stand in our way.

Ben grabs her by the hand and speaks with a desperate urgency to both her and the Conduit.

BEN

(urgent)

Julie... 'Ted'... this isn't about me. Even if there was a Daigon and even if that was him: using alien technology to jump-step a planet's natural evolution wouldn't bring utopia, it would bring disaster.

Ben turns and marches towards Vilgax and points.

BEN

But none of that even matters now, because THAT is NOT Daigon! His name is Vilgax! He's not a hero - he's a selfish, evil warlord who's using you. And if you let him get into a ship, he's going to fly away.

Julie is sad, but clearly swayed. She steps over to Ben.

JULIE

Is this true?

Suddenly, everyone turns to an unexpected voice.

KEVIN (O.S.)

Yeah, well... Mostly.

It's Kevin and he's holding a piece of propulsion tech. Standing next to him is Gwen.

KEVIN

Except for the flying away part - That stolen Plumber ship isn't going anywhere without this pulse core.

CLOSER - Kevin touches the wall and absorbs the stone.

WIDER - with his stone strength, he crushes the pulse core into dust.

VILGAX

<GASPS>! Nooo!

GWEN smiles as she and Kevin flank Ben.

GWEN

I'm afraid so. Funny, we had just tracked down the missing Plumber Ship when Ben here opened a line of communication with us... just in time for us to hear your plans for it.

KEVIN blows remaining dust off of his hand onto Vilgax's tank wall.

KEVIN

Hence my custom modification to the pulse core.

VILGAX fumes and, once again, begins to rumble and rise.

VILGAX

I may have lost my ship, but I still have my loyal followers.

The water in his tank begins to bubble. Vilgax gets larger and larger, bigger than we've seen him this episode.

VILGAX

The Agents of Darkness must not be allowed to interfere with
Earth's glorious rebirth!

The Conduit nods and dons his own red ninja mask and is suddenly
flanked by the ESOTERICA ninjas, coming out of nowhere.

VILGAX (O.S.)

They must be destroyed - all of them!

JULIE bites her lip.

JULIE

Ben, I... I'm sorry.

BEN

Hey, I can't fault you for wanting to help make the world a better
place.

INCLUDE KEVIN - As he kneels down and absorbs the steel of a nearby
pipe that leads to the big tank.

KEVIN

Can we save the chit chat for when we're not getting our battle on?
NINJAS APPEAR stepping out of the ether!

KEVIN

Whoa!

Ben pulls Julie down to the ground to avoid their attack.

JULIE

Ahh!

BEN

Little help!

KEVIN rips the pipe free, sending a blast of water through the pipe and washing the two ninjas away.

KEVIN

On it!

NINJAS appear to one side of Gwen, she blocks their kick with a Mana shield.

GWEN

Hey!

They step into the ether and reappear behind her, but she spins to block that kick with a Mana shield as well.

GWEN

They're tricky little creeps aren't they?

KEVIN tries to swing the pipe at a Ninja, but he leaps into the ether and reappear low to the ground, kicking Kevin's feet out from under him.

KEVIN

Ow! Hey!

BEN & JULIE run forward when the Conduit steps out of the ether in front of them. They stop and step backwards.

CONDUIT

You could have been Keepers of the Flame...

Gwen runs up a series of Mana steps into the air... followed by a ninja who runs up on invisible steps.

Two ninjas appear in the air in front of Gwen and kick her. She falls to the ground.

GWEN

OOH!

CONDUIT - More ninjas flank him as he walks towards Ben and Julie.

CONDUIT

You could have joined us in saving the world...

JULIE

The world needs saving alright - from people like you!

Suddenly, a giant tentacle comes crashing down just missing Ben and Julie.

REVEAL Vilgax swelling out from his aquarium tank to attack with his giant tentacles.

VILGAX

Enough! Destroy the boy!

Even the ESOTERICA scatter as the next tentacle comes swinging through and smashing into the wall with a <CRASH>!

VILGAX

END. BEN. TENNYSON!

Ben and Julie back up until they are with the fallen Gwen and Kevin. The ESOTERICA all reappear surrounding our heroes.

Gwen looks to Ben. Ben glances around the room.

QUICK POV SHOTS - the pipes, the pumps, the waterworks... all leading to the water in the tank!

BEN

Water-way to go...

THE TANK where Vilgax rages, swinging his tentacles!

VILGAX

RRRAAAAAAH!

JULIE cowers into Ben.

JULIE

Ben...?!

BEN transforms into ULTIMATE ECHO.

ULTIMATE ECHO

Ultimate Echo!

The ESOTERICA are disoriented as all the little ECHO MEN run past them, scattering throughout the room.

MULTIPLE SPLIT SCREEN - All the little Echoes let out a <SFX: SONIC BLAST>

GWEN, KEVIN & JULIE cover their ears. <SFX: SONIC BLAST>

CONDUIT & ESOTERICA fall to their knees, covering their ears.

<SFX: SONIC BLAST>

VILGAX TREMBLES, his tank trembles... suddenly, the tank shatters!
All the water spills! <SFX: SONIC BLAST>

NINJAS are washed away!

CONDUIT is washed away!

ECHO MEN are washed away!

ECHO MEN swim! ECHO MEN surf!

GWEN, KEVIN & JULIE run from the wave of water pouring out of the tank. By the time it catches up to them, it crashes around their calves. They turn to see...

VILGAX in a panic without his water... he gasps like landed fish.

VILGAX

<GASPING>! Water...! WATER!

The Conduit looks to our heroes and then back to Vilgax. He leads his men to the alien.

MAN 1

Forget the interlopers! Save Daigon! Save The Knowledge Bringer!

The ECHO MEN pile back on top of each other and transform back into Ben.

KEVIN

Nice going, chief. If I'd known I would have brought my surf board.

Julie gives him a hug. Ben calls out to Vilgax. Kevin & Gwen nod.

BEN

I'll be keeping an eye on you - There's no way I'm letting you get off this rock.

KEVIN

Better lay low and keep your nose clean.

GWEN

Or we'll be back.

BEN indicates with his two fingers (index and middle) that he's got his eyes on Vilgax: Ben points to his two eyes, towards Vilgax and then back to his two eyes again.

Vilgax sneers from his tank, when suddenly a follower splashes a bucket of water right in Vilgax's face in an effort to keep him hydrated. Vilgax glowers.

VILGAX

<Fuming sigh>

BEN, his arm around Julie; Kevin and Gwen walk INTO CAMERA.

BEN

Who's hungry?

KEVIN

I never did get dessert.

JULIE

Fine, just no sea food.

DISSOLVE:

INT. KEEPER HQ (TANK CHAMBER) - MORNING

Final repairs are done to the Vilgax's tank. ESOTERICA work on the pipes and tighten bolts.

MAN 1 asides to Conduit.

MAN 1

What if the boy is telling the truth about Daigon? Could he truly be an impostor?

The Conduit studies Vilgax's steely eyes and turns back to Man 1.

CONDUIT

No, we are the Keepers of the Flame and we know he is Daigon, because we know.

CLOSER the conduit approaches the new tank, Vilgax still looks wounded and weak from the battle.

CONDUIT

Don't worry, Daigon, we'll find you another ship and then the non-believers will soon see how Daigon The Knowledge Bringer will transform the Earth into a better place...

SLOW PUSH IN ON VILGAX as his eyes narrow.

VILGAX

(weak)

Yes... just you wait and see what I can do... just you <cough> just you wait...

FADE OUT:

THE END

.

...who

<SFX:

<giggling

<laughs>

<woozy>

AHH

DAIGON

Daigon

Esoterica's

Ewww

Nah

Tennyson

Uhhh

Wha-

Where'd

eh

monster

trespassin'

w-what

whoa

"Reflected Glory"

696-012

Ben 10: Ultimate Alien

By

Peter David

Story Editor

Dwayne McDuffie

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FOREVER KNIGHT #1

KNIGHT LEADER

GWEN

KEVIN

BEN

JT

CASH

OLIVER

MOTORMOUTH

ROBOT

JT AND CASH

TERRASPIN

SYPHON

MEL

FOREVER KNIGHT #2

FOUR ARMS

RED 1

RED 2

RED 3

RED 4

RED 5

SPIDERMONKEY

KID

PRESIDENT

ALIEN

ULTIMATE SPIDERMONKEY

FOREVER KNIGHTS

ARMODRILLO

BEN/GWEN/KEVIN

JT/CASH

FOREVER KNIGHT #1/CASH

PSYPHON

KEVO=IN

FOURARMS

KNIGHT LEADER AND FOREVER KNIGHT #2

AGGREGOR

GWEN / KEVIN

BEN / GWEN

HUMONGOUSAUR

SWAMPFIRE

SENTINAL

BEN / KEVIN

SENTINEL

CANNONBOLT

ULTIMATE CANNONBOLT

THE SENTINEL

GWEN / SENTINEL / CANNONBOLT

CARNY

MAN 1

CONDUIT

TEENS

TEEN 1

ROBYN

ERIN

RICH

ERIN / MAN 1

ZZ

JULIE

CH

VILGAX

BEN

TED

MEMBERS

ULTIMATE BIG CHILL

ULT' BIG CHILL

ULTIMATE ECHO

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

CAMERA POV - EXT

EST

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)

SHOW TENT

KEEPERS HQ

KEEPERS HQ (ROOM WITH A VIEW)

KEEPER'S HQ (MAIN HALL)

KEEPERS HQ (ANTECHAMBER)

KEEPERS HQ (TANK ROOM)

OCEAN

SHORELINE

CARNIVAL TENT

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
LATER THAT NIGHT
FLASHBACK
PRESENT

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:
FADE TO BLACK:
FADE OUT:

Scene #

Intro

Location

Time

Length

Synopsis

Cast Members

Tags

Order

120

Character

Role

Gender

Ethnicity

Orientation

Disability

Age

Occupation

Dialogues

Scenes

Speaking Scenes

Non-Speaking Scenes