

DISCLAIMER: THIS IS A REFORMATTED VERSION OF THE ORIGINAL SCRIPT PRESENTED ON DWAYNE MCDUFFIE'S SITE FOR THE SAKE OF READABILITY. ORIGINAL VERSION:

<https://web.archive.org/web/20251001130936/https://dwaynemcduffie.com/wp-content/uploads/2025/05/WEBSITE-B10AF-ep105-All-That-Glitters-SCRIPT-AS-BROADCAST.pdf>

BEN 10: ALIEN FORCE

"All That Glitters..."

Written by Robert Goodman

TEASER

EXT. A FRONT DOOR - NIGHT

ON LUCY - a high-school-age Asian girl in a private school uniform, POUNDING desperately on the front door to a house. (We keep the shot tight, don't see much of the location.)

LUCY

Let me in!

Tired from knocking, she almost collapses against the door. As she rests, we see a number of STARBURST-PATTERN TATTOOS (like a circle made up of triangles) on several spots on her arms.

LUCY

(tired)

I need to see you! Please!

The porch light CLICKS ON. Lucy straightens up.

LUCY

(a gasp of excitement)

She holds her breath in anticipation -- the door finally starts to
CREEP OPEN -- and suddenly we see --

ECU - A LAMPREY-LIKE SUCKER-MOUTH, RINGED WITH TEETH -- LUNGES AT
CAMERA.

SMASH CUT TO:

EXT. SUBURBAN STREET - NIGHT

LUCY, NOW A ZOMBIE -- her skin shriveled, her body wasted away,
drifting aimlessly down the middle of a suburban street -- as a
passing NEIGHBORHOOD KID...

NEIGHBORHOOD BOY

I'll meet you guys at the library after dinner. About 7:30?

NEIGHBORHOOD GIRL

You better. If I don't get a "B " on---

ZOMBIE LUCY

01:00:30:13

Rrrrrrrr.

NEIGHBORHOOD KID

(SCREAMS!)

ZOMBIE LUCY

Rrrrrrrr.

(moan)

BLACK OUT.

END OF TEASER

ACT ONE

EXT. A CONVENIENCE STORE PARKING LOT - NIGHT

BEN, GWEN and KEVIN - hanging out around Kevin's car, as Ben watches and re-watches the Hologram message from Grandpa Max that Kevin got for Ben at the end of Episode #4.

MAX (REPRINT)

You can't go it alone. By now, you're probably meeting some of the other Plumber's kids. But you have to find more, you need to put together a team.

The hologram ends, then Ben immediately replays it from the start. He's transfixed.

MAX (REPRINT)

If you've found this, you're in pretty deep. There's a lot I can't reveal yet, but here's one thing I can. You can't go it alone. By now, you're probably meeting some of the other Plumber's kids. But you have to find more, you need to put together a team. (CONTINUES UNDER SCENE...)

Kevin leans on his car, sipping something big and slushy, eyeing Ben with an upturned brow. Then Kevin notices:

GWEN - is staring at him with her arms crossed.

BACK TO KEVIN

He knows that look means trouble. He swallows his drink and nods in Ben's direction.

KEVIN

Think we should be worried about him? He's been watching that thing for hours.

Gwen stares at Kevin, assessing. It's a long, uncomfortable BEAT.

KEVIN

Problem?

GWEN

Why haven't you asked me out?

KEVIN

What?

GWEN

You heard me. We spend all of our time together and you obviously like me--

KEVIN

<Chuckles>

GWEN

You do. I see you mooning at me when you think I'm not looking--

Kevin
(interrupting)
"Mooning."

GWEN
--And I like you, most of the time. So I'm asking you again--

KEVIN
See, that's the problem. You're asking me. A guy does the asking.

GWEN
Yeah? When?

KEVIN
Don't push me.

GWEN
(mocking)
"Don't push me."

Gwen rolls her eyes and turns away in a huff. Kevin starts to call after her, but changes his mind and turns to Ben.

KEVIN
Ben!

Ben's still watching the hologram.

BEN

(distracted)

Hmmm?

MAX (reprint, STILL REPEATING)

....There's a lot I can't reveal yet. You can't go it alone. By
now, you're probably meeting some of the other Plumber's kids.

KEVIN

My dog used to gnaw on this spot on his butt over and over. The vet
made us put a cone around his neck.

MAX (reprint, STILL REPEATING)

....you need to put together a team.

Ben looks back at Kevin and smiles, switching off the hologram.

BEN

(mildly)

Easy does it, I'm not the one you're mad at.

KEVIN

Cut me a break here. You want to go fight some aliens or something?

BEN

Or something. Let me see your Plumber's Badge.

Kevin gets his badge out of his pocket and hands it to Ben, who
ACTIVATES IT. The badge projects a HOLOGRAPHIC MAP OF SYMBOLS.

Ben leans in to examine the map.

BEN

Each of these blips shows the location of another badge.

KEVIN

Yep.

PUSH IN on the closest blip to the center of the badge, as Kevin indicates with his finger.

BEN

And where there's a Plumber's badge, we'll find a Plumber...or at least a Plumber's kid.

Ben deactivates the badge and gives it back to Kevin.

BEN

C'mon, you're driving.

Ben walks out of frame. Kevin turns back towards Gwen, who is sitting on the curb, sulking.

KEVIN

You coming?

She stands and heads towards the car, without saying a word.

DISSOLVE TO:

EXT. ROAD - NIGHT

The car drives along the night road.

GWEN (O.S.)

Plumber. Plumber. Plumber. Plumber.

INT. KEVIN'S CAR - CONTINUOUS

Ben sits up front, holding the holographic map as Kevin drives. Gwen sits in back, framed between them.

GWEN

You ever notice that if you say a word enough times it loses its meaning?

Ben is engrossed in the map. Gwen's looking to get a reaction from Kevin

GWEN

Like a chance to ask someone out. Every time that chance comes along, it has less and less meaning, until you don't have the chance anymore at all.

KEVIN

(irritated)

Oh, for crying out loud!

Ben looks up from the map, confused.

BEN

Are you guys having a fight?

CUT TO:

EXT. A HIGHWAY - NIGHT

Light nighttime traffic hums along.

ON THE SIDE OF THE HIGHWAY

TRINA - AN AFRICAN AMERICAN GIRL wearing the same private school uniform we saw Lucy wear, appears at the side of the highway. She's weaving dizzily, so weak she can't walk a straight line.

And then she STAGGERS RIGHT OUT ONTO THE HIGHWAY. A car WHIZZES BY HER, <HONKING>, but she barely reacts.

NEW ANGLE - A BEND IN THE HIGHWAY

And then a GIANT EIGHTEEN-WHEELER comes CAREENING AROUND A BEND!

ON TRUCK CAB - THE DRIVER SEES TRINA --

TRUCK DRIVER

(GASP!)

-- and SLAMS ON THE BRAKES.

WIDE

The eighteen wheeler SCREECHES, goes into a skid, and starts to FISHTAIL. The whole monstrosity SLIDES past Trina by a hair, Trina oblivious to the whole thing --

-- but then the big rig keeps sliding, out of control, right toward the support beams of an overpass.

ANGLE ON THE OVERPASSING ROAD, ABOVE THE HIGHWAY

-- just as a handful of cars, INCLUDING KEVIN'S, come driving in ON TOP OF THE OVERPASS!

BELOW

The truck CRASHES INTO THE SUPPORT BEAMS, and the overpass starts to crumble!

ATOP THE OVERPASS

Cars bounce and toss like the big one's come. One side of the roadway CRACKS FREE and TILTS like a drawbridge -- sending a car with TWO TEENS in it sliding toward the edge!

Kevin's car comes to a safe stop, and the trio leaps out to help. As they reach the guardrail, Kevin sees:

DOWNSHOT - THE CRASHED TRUCK

There's a FIRE growing under the hood, and the driver is unconscious in the cab.

TRUCK DRIVER

<unconscious GROAN>

RESUME - THE KIDS

Kevin runs toward the side embankment to help the driver.

And that's when the car with the two teens goes off the edge and into oblivion.

BEN

Gwen!

TEENS

<Screams>

Gwen quickly extends an ENERGY RAMP

GWEN

<EFFORT>

The car rolls down the makeshift ramp, reaching the ground safely.

TEENS

<Settle>

The overpass BUCKLES SHARPLY -- still loaded with more people. Ben reaches for the Omnitrix, and hits his selection. He starts to TRANSFORM INTO HUMONGOSAUR, as he holds the guardrail and leaps over the side.

Crowd

<Walla>

CROWD

<Gasp Walla>

HUMONGOSAUR

Humongosaur!

HUMUNGOUSAUR

<Leaping sound>

HUMUNGOUSAUR

<Landing sound>

Then, hanging onto the guardrail, Humongosaur GROWS DOWNWARD, until (as Lincoln said) he's tall enough for his feet to reach the ground. Once in place, Humongosaur HEFTS the overpass onto his shoulders, and holds it from crumbling any more.

HUMUNGOUSAUR

<Lifting Bridge>

HUMUNGOUSAUR

<Lifting Bridge>

HUMONGOSAUR

(effort GRUNT, then)

Get everyone down, I can't hold this together much longer!

Up top, Gwen is busy making energy planes to "safety rail" remaining people as they run off the overpass... when she looks back down at the highway and sees:

TRINA - is still standing, dazed in the middle of the highway -- and (RACK FOCUS TO REVEAL) A CAR is careening blindly around the bend full-speed. Its headlights CENTER ON TRINA!

GWEN - REACTS!

GWEN

The girl!

BELOW - Kevin is in the middle of dragging the driver out of the burning cab.

KEVIN

(struggling)

Ben!?

ON HUMONGOSAUR - holding up the overpass.

HUMONGOSAUR

Hands... full!

THE CAR - is inches from hitting Trina! --

DRIVER

<Gasp>

--when ANOTHER KID -- a blonde, handsome high-schooler we'll soon learn is named MORNINGSTAR -- FLIES IN like a classic superhero, leaving a SPARKLING TRAIL OF GOLDEN ENERGY behind him.

He SCOOPS TRINA UP And flies her out of the car's path in the nick of time, carrying her toward the side of the highway.

At the truck, Kevin pulls the driver safely to the embankment.

TRUCK DRIVER

(groans -- yep, still alive)

Atop the overpass, the last bystander makes it to safety. Gwen calls to Humongosaur.

GWEN

Everyone's okay.

Humongosaur carefully lowers the concrete roadway safely down onto the highway, smothering the truck fire at the same time.

Humongosaur TRANSFORMS back into Ben.

They all gather at the side of the highway, as Morningstar lands with Trina. Trina is agitated, shaking with fright --

TRINA

(to Ben, Gwen and Kevin)

I have to get out of here -- I was running, and I-I...

Morningstar wraps his arm around her, holds her shoulder firmly in his hand (make sure to show this clearly, but subtly), and calms her down.

MORNINGSTAR

It's okay, Trina, you're safe now.

TRINA

<weak moan>

MORNINGSTAR

These guys saved you.

BEN

Your friend's the one who saved you, Trina. He's just being modest.

Trina quiets down. Her breathing slows and relaxes. Morningstar looks up at the others.

MORNINGSTAR

Whoever you guys are -- whatever you are -- thanks. Something strange has been happening to the girls at our school lately.

TRINA

<weak moan>

BEN

Glad to help. We made a good team out there.

Then Ben notices that Morningstar is wearing a Plumber's badge on a chain around his neck, like a pendant. Ben smiles.

BEN

You've got a Plumber's badge.

MORNINGSTAR

(touches it)

Yeah, my dad gave it to me. You guys know about the Plumbers?

Kevin shows his badge.

KEVIN

At this point, we may as well be them.

BEN

I'm Ben. This is Kevin, and my cousin Gwen.

MORNINGSTAR

Wait -- Ben as in Ben Tennyson? I'm a huge fan of yours! But I heard you'd disappeared. I'm Mike Morningstar.

Morningstar enthusiastically shakes the two boys' hands --

-- and then he shakes hands with Gwen. BZZT! We're not sure what just happened, but both Gwen and Morningstar react like they were zapped with a joy buzzer. And in a good way.

GWEN

(startled)

Oo!

She and Morningstar lock eyes, and both smile awkwardly.

MORNINGSTAR

Wow, that's never happened before.

GWEN

Maybe it's because we both have powers?

Morningstar smiles at her.

MORNINGSTAR

That's a theory.

Kevin watches this exchange, and decides to shut it down quick.

KEVIN

Anyway -- now that we've all met...?

Morningstar's eyes are still locked on Gwen. He smiles, full of charm.

Morningstar

I should make sure Trina gets home okay. But after that, why don't we meet up at my place and talk?

BEN

(enthusiastic)

Sure!

GWEN

Sounds good!

KEVIN

(sarcastic)

Can't wait.

As Morningstar leads the lethargic Trina off, CAMERA (but not our heroes) notices the starburst pattern on Trina's shoulder where Morningstar touched her.

DISSOLVE TO:

EXT. MORNINGSTAR'S GUEST HOUSE - BEHIND A WEALTHY MANSION - NIGHT

ESTABLISH - a livery stable with a guest house on the top floor, at the back of the lawn behind the main house.

MORNINGSTAR (O.S.)

(too cool to care)

Mom and her new husband live in the main house. They leave me alone, let me do what I want.

BEN (O.S.)

Cool.

CUT INSIDE TO:

INT. MORNINGSTAR'S GUEST HOUSE - UPSTAIRS - CONTINUOUS

Morningstar holds the door open for Gwen.

MORNINGSTAR

After you.

Gwen smiles at Morningstar, then smirks at Kevin as she enters. Kevin is fuming. Morningstar lets the door swing free -- hitting Kevin as he and Ben enter next.

KEVIN

(impact grunt) Nice.

Ben squeezes past Kevin into the room, and looks around. Morningstar's room is loaded with electronic gadgetry, big and small.

BEN

What is all this stuff?

MORNINGSTAR

Some of my dad's Plumber's gear. I brought it over from his headquarters.

(to Gwen)

I could take you there later if you want.

BEN

We'd all like to see it.

KEVIN

It'd make my day.

MORNINGSTAR

(still to Gwen)

Here, let me show you something.

Morningstar takes Gwen by her forearm, and she gladly lets him lead her across the room. (Again, keep the contact subtle but clearly visible.) Ben follows, fascinated. They pass Kevin, as he picks up and scrutinizes a wonky- looking device off a tabletop (like a remote for a radio-controlled who-the-hell- knows-what).

Morningstar stops at a giant flat-screen monitor, showing maps, satellite shots, a ticker-crawl of alien symbols...

MORNINGSTAR

(bragging)

I'm patched into the central Plumbers' monitoring network. It's connected to everything -- global and interplanetary internet, Earthbound law-enforcement frequencies -- oh, and of course the badge communicator channel.

KEVIN

Communicator channel?

He turns pointedly toward Kevin:

MORNINGSTAR

Yeah. You did know the badges are communicators, didn't you?

Morningstar takes the device Kevin is holding away from him. Kevin glowers as Morningstar walks away, and grabs something else.

GWEN

So you keep an eye on things with this stuff and use your powers to help people. You're like your neighborhood's very own superhero.

MORNINGSTAR

Never thought of it that way, but I guess so.

Ben, now standing next to Kevin, looks at Morningstar with admiration.

BEN

You know what I'm thinking?

KEVIN

(under his breath)

I know what I'm thinking.

BEN

(to Morningstar)

You should join our team.

KEVIN

Don't you think we should, I don't know, get to know this guy a little more?

BEN

What's to know? He's got the powers, he's got the gear--

KEVIN

(mocking)

He's got a sparkly trail when he flies...

BEN

(ignoring the interruption)

And it's what Grandpa told us to do.

He turns back to Morningstar, to explain.

BEN

My Grandpa Max was a Plumber, and he disappeared looking into this big alien conspiracy that's going on against Earth. We're trying to find him so we can stop it. Want to help?

Morningstar smiles at Gwen as if she was the one that asked.

MORNINGSTAR

I'd love to.

Just then, Morningstar's equipment and all the lights BROWN OUT -- and then start right back up again.

Kevin smirks --

KEVIN

Forgot to pay your electric bill?

Morningstar smiles patronizingly, he can take the jab.

MORNINGSTAR

The electricity's been a little undependable lately. No worries, my backup generator kicked in.

But meanwhile, Ben is looking at Morningstar's main flat screen.

BEN

This isn't a brown-out. Look at this spike in power usage at the local power substation. The energy drain is enormous.

MORNINGSTAR

(miniscule pause)

Really?

He walks over to read the screen.

BEN

You said something strange was happening in town. This definitely qualifies.

GWEN

If you need to check it out, we'll help.

Morningstar thinks a second, then turns to them.

MORNINGSTAR

Thanks. We should.

With Morningstar in the lead, they head out the door. Gwen is last in line.

On her way out, Gwen looks down at her arm and notices -

CLOSER - GWEN'S POV

-- a STARBURST-LOOKING MARK on her own wrist (where Morningstar was holding her).

GWEN - reacts --

GWEN

<small GASP>

but then quickly pulls her sleeve lower to hide it, and follows the others.

FADE OUT.

END OF ACT ONE

ACT TWO

EXT. OUTSIDE THE POWER SUBSTATION - NIGHT

A fenced-in area with a maze of transformers, steel boxes, and ceramic ringed power-poles. And of course "DANGER: HI VOLTAGE" signs.

The four kids approach the fence, and find the gate ajar, a broken chain dangling loosely. Ben loops the broken chain with his finger.

BEN

Stay sharp. We've got company.

They head inside the fence.

EXT. INSIDE THE SUBSTATION

As they head deeper in, they see FLASHING LIGHTS, and hear RHYTHMIC BUZZING -- BZZZT!... BZZZT! (A la the "Jacob's Ladder" in Dr. Frankenstein's lab.)

MORNINGSTAR

Sounds like that buzzing sound you always hear in old monster movies.

KEVIN

Anytime you hear a sound and your only reference is monster movies, it's a good idea to walk the other way.

They make it around a bend and see: ZOMBIE LUCY (the Asian girl from the teaser), standing between two power posts with her arms outstretched, ABSORBING THE ELECTRICITY ARCING FROM ONE TO THE OTHER. BZZZT! BZZZT!

BEN

(to Kevin)

Good rule of thumb.

Zombie Lucy suddenly realizes people are near. She locks her eyes on:

LUCY'S POV: Morningstar AND GWEN - just as Morningstar takes Gwen's hand in his, as if to protect her.

LUCY - REACTS, ENRAGED --

ZOMBIE LUCY

<ANGRY ROAR!>

-- and ATTACKS!

She rips a metal switchbox out of the ground and HURLS IT AT GWEN.

Gwen throws up an ENERGY PLANE and BLOCKS IT, sending the switchbox tumbling harmlessly aside.

THREE MORE ZOMBIE GIRLS walk into view, also there to absorb energy -- and they MARCH TOWARD OUR HEROES.

ZOMBIE GIRL

<Zombis Moan>

ZOMBIE GIRL

<Zombie Moan>

ZOMBIE GIRLS (2)

<Zombie Moan>

ZOMBIE GIRLS (4)

<Zombie Moans>

THE KIDS - react.

BEN

The girls here? Kinda weird.

MORNINGSTAR

They're wearing uniforms from my school, but I don't recognize them.

One of the zombies RIPS A STEEL POST out of the ground, a chunk of concrete still on the end of it -- and continues forward, wielding it like a bat.

ZOMBIE GIRL

<effort>

Morningstar points his hands forward, and SHOOTS ENERGY BOLTS out of his hands. (Morningstar's energy bolts are the same sparkly gold color as the trail he leaves behind when he flies.)

MORNINGSTAR

<EFFORT>

THE ENERGY BOLTS - hit the ground in front of the zombie girls' feet, driving them momentarily back.

Ben reacts to Morningstar's bolts.

BEN

Energy bolts! Nice.

MORNINGSTAR

Try not to hurt them! Maybe we can reverse this...whatever it is.

Gwen turns and look at Morningstar with admiration..

THE ZOMBIE GIRL WITH THE CONCRETE "BAT" SWINGS IT AT KEVIN

ZOMBIE GIRL

<EFFORT>

Kevin dodges, just avoiding it.

KEVIN

<dodging GRUNT> Try not to hurt them?

Kevin touches a nearby steel beam and starts to ABSORB THE STEEL, as the bat-swinging girl winds up to swing again -- and Kevin gets a good look at:

ZOMBIE GIRL

<Attack Hiss>

ZOMBIE GIRL

<Impact>

HER ARMS - which are covered with the starburst pattern "tattoos."

ZOMBIE GIRL

(swinging effort grunt!)

BACK TO WIDE - as Kevin becomes STEELKEVIN just in time to BLOCK THE SWING from the zombie girl with one of his steel arms. Bits of concrete fly everywhere.

KEVIN

<impact GRUNT>

ZOMBIE GIRL 01

<impact>

Ben slaps the Omnitrix, and TRANSFORMS INTO Chromstone.

ZOMBIE GIRL LUCY

<Hiss>

ZOMBIE GIRL LUCY

<Attack Hiss>

ZOMBIE GIRL LUCY

<impact>

ZOMBIE GIRL LUCY

<Pulling Effort>

CHROMSTONE

Chromstone!

ZOMBIE GIRL LUCY

<Pulling Effort>

And just in time too, because a zombie girl YANKS A THICK, HIGH-TECH POWER CABLE free, SPITTING SPARKS, and JABS IT AT Chromstone. Chromstone ABSORBS the current --

CHROMSTONE

That's not going to work--

-- and then SHOOTS IT BACK OUT at a transformer box near the girl.

CHROMSTONE

--I'm a conductor.

The box EXPLODES, throwing the girl back and to the ground.

ZOMBIE GIRL LUCY

<IMPACT! - then MOAN ...>

ZOMBIE GIRL LUCY

<land>

ZOMBIE GIRL LUCY

<Moan>

Meanwhile another girl marches toward Morningstar, trying to wrap her arms around him.

ZOMBIE GIRL

("Zombie want" rawr!)

Morningstar RISES off the ground so the girl swipes at air. Then he continues to shoot bolts at the ground, driving the girls back.

ZOMBIE GIRLS (2)

<Hiss>

Gwen extends ENERGY TENDRILS, and wraps two of the girls up together... when suddenly Gwen's tendrils turn DARK COLORED and DISSIPATE. They fall away from the zombies and fade away -- as Gwen herself starts to drop, faint.

ZOMBIE GIRLS (2)

<squeezed>

ZOMBIE GIRLS (2)

<Straining Hiss and release>

GWEN

(weak moan...)

Morningstar sees, DIVES back to the ground and catches her, and holds her as she gets back to her feet.

MORNINGSTAR

Are you all right?

GWEN

I don't know. I felt weak for a second.

(smiles at Morningstar)

I feel better now.

MORNINGSTAR

Here, hold my hand. Use my energy.

ZOMBIE GIRLS (2)

<Attack Hiss>

And she does. The two use their energy powers in tandem -- Morningstar shooting golden energy bolts, and Gwen extending force-field planes.

ZOMBIE GIRLS (2)

(2 impacts) Awwwww ... Oooof.

Morningstar fires an ENERGY BLAST that brings down the ceiling between the heroes and the Zombie girls.

ZOMBIE GIRLS (2)

(runaway hisses)

KEVIN

Ahhh. Nice going! They're getting away!

MORNINGSTAR

Sorry!

ON CHROMASTONE reverting back to Ben.

BEN

It's okay, we all make mistakes. The important thing is we stopped them from... Uh, doing whatever it is they were doing.

Kevin looks askance at Ben, who SHRUGS.

BEN

We'll get better as we work together more.

Gwen is staring, focused on Morningstar, like she can't take her eyes off of him.

GWEN'S POV: Morningstar - looking RIGHT INTO CAMERA, smiling. And he even looks better than he did when we first met him -- his hair blonder, his skin more radiant.

MORNINGSTAR

We do make a good team.

GWEN (O.S.)

(dumb in love)

Uh-huh.

BACK TO WIDE

Kevin steps closer to Gwen, to get her attention.

KEVIN

What happened just now? You looked like you were gonna faint-

GWEN

(to Morningstar)

I can't thank you enough for helping me.

Morningstar smiles.

MORNINGSTAR

You could if you had dinner with me.

GWEN

Right now?

MORNINGSTAR

I'm hungry now. How about you?

GWEN

I was just going to suggest the same thing.

Kevin can't stand it. He jumps in, confronting Gwen.

KEVIN

Okay, what is up with you?! You've been ignoring me ever since we got here, you were lousy in the fight and now you're just acting goofy!

GWEN

Why are you pretending to care?

(to Ben)

Later.

And with that, she and Morningstar walk away. Kevin spins to Ben.

KEVIN

You gonna just stand there?

BEN

No, I was going to go sit in the car.

KEVIN

I don't trust this guy. And I don't think you should have been so quick to make him one of the team!

BEN

Admit it, you're just jealous because Gwen likes him.

Kevin's about to argue more -- when he stops himself.

KEVIN

You know what? It's fine.

CUT TO:

EXT. MORNINGSTAR'S GUEST HOUSE - FRONT DOOR - NIGHT

ON KEVIN, he touches a piece of metal and his index finger ARMORS UP. He uses the finger to pick the lock to Morningstar's door, while Ben watches, upset.

BEN

This is why you changed your mind about Mike going off with Gwen?
So we could spy on him?

KEVIN

Yeah.

BEN

(flustered)

Well -- stop!

KEVIN

He ain't right, Ben. If you're not gonna check him out, I am.

BEN

You're doing the wrong thing, Kevin. The old Kevin thing. Step away from the door.

Ben tries to push his way between Kevin and the door -- but Kevin won't budge. He keeps working the lock.

KEVIN

(struggling)

You really wanna fight me over some new guy? That's how you're gonna build a team?

The door CLICKS

KEVIN

And they said I didn't learn anything in the Null Void.

Kevin's finger de-armors, and he pushes the door open. Kevin steps inside.

BEN

(warning)

Kevin...!

TRINA (O.S.)

Is Mike home?

Startled, they spin around and see:

TRINA, the African American girl they saw Morningstar save on the highway, walking across the lawn toward them from the front of the property. She looks strung out, and she's rubbing her arms.

TRINA

He hasn't called me back since you and that new girl showed up.

KEVIN

Trina, right? Yeah, Morningstar ain't here right now.

Both boys notice that she's eyeing the open door. Kevin thinks fast.

KEVIN

(lying)

We're just... picking some stuff up for him.

TRINA

(hopeful)

Then you know where he is! Can you take me?

BEN

No! -- I mean... he's busy.

TRINA

(almost pained)

I need to see him! Why won't he see me?

Kevin furrows his brow, watching Trina's behavior. His eyes go to her arm.

KEVIN'S POV - TRINA'S ARMS AND SHOULDERS

They're covered with the starburst-like marks.

BACK TO WIDE

KEVIN

Where'd you get those marks on your arm?

Trina shrugs.

KEVIN

(to Ben)

I saw those same marks on that zombie girl that tried to tenderize me.

TRINA

I just wanna see Mike.

KEVIN

Yeah, I'm getting that.

(to Ben again)

Call me crazy, but is it possible Morningstar's the one making the girls this way?

Ben looks at Kevin like he has an arm coming out of his head.

BEN

You're crazy.

Kevin throws Trina the "one second" finger --

KEVIN

'Scuse us.

-- and then pulls Ben away to speak privately.

KEVIN

Look. It didn't really hit me 'til just now, but Gwen's been wearing her sleeves lower than usual.

Kevin demonstrates with his own arms.

KEVIN

She was hiding something.

BEN

(concerned)

You're saying Gwen has marks like that on her arms?

KEVIN

I didn't see them for sure but it makes sense.

BEN

Come to think of it, Trina was all weak and wobbly when we first saw her on the highway. Gwen was the same way at the power plant.

Ben leaps to a whole other interpretation:

BEN

Gwen might have caught whatever bug is doing this!

KEVIN

Yeah. And the bug's name is Mike Morningstar!

CUT TO:

EXT. MORNINGSTAR'S PLUMBER'S HEADQUARTERS - NIGHT

A warehouse-like building with an arched, high roof, hidden in the woods. LIGHTS GLOW EERILY through the high window slits -- from a slew of electronic equipment inside.

MORNINGSTAR (O.S.)

I'm really glad we met, Gwen.

GWEN (O.S.)

Me too.

INT. MORNINGSTAR'S PLUMBER'S HEADQUARTERS - CONTINUOUS

A giant, open space, with rows of equipment filling the floor, and an elevated, main control platform up a flight of diamond-plate steps at one end, across from the building's entrance. The effect is like a cross between air traffic control and a cathedral.

Morningstar and Gwen walk along the control platform, as he finishes giving her the tour. Gwen stares at Morningstar, weak-kneed, loopy, and doe-eyed in love.

MORNINGSTAR

I knew there was something special about you the first time we met.

GWEN

I felt it too.

They stop in the center of the platform, and Morningstar turns to Gwen.

MORNINGSTAR

And now... all those other girls mean nothing.

He reaches out to take her arms in his hands...

CLOSE ON Morningstar'S HANDS

...and we REVEAL THE LAMPREY-LIKE, TOOTH-RINGED MOUTHS ON Morningstar'S PALMS, MOVING TOWARD CAMERA like we saw in the teaser.

BACK TO WIDE

Morningstar takes hold of Gwen's arms, holds her tight, AND ABSORBS HER ENERGY. Gwen shudders, as her body first stiffens, and then goes limp.

GWEN

<shuddering MOAN>

ENERGY FLOWS from Gwen's body, down her arms, and INTO Morningstar.

MORNINGSTAR

Your energy is like nothing I've ever felt before. When it flows into me, I feel invincible.

His hands are the only things still holding her up. Her SKIN PALES AND WRINKLES -- she taking the first step toward looking like the zombie girls.

But through it, she stares, wide-eyed and adoringly, at Morningstar.

GWEN'S POV - Morningstar grinning broadly down at her, charged with electricity as he soaks in her life-force. He looks even better than before, and is changing as we watch -- becoming something beyond human. He's GLOWING, radiant like a Greek god -- his golden

hair blowing back from some invisible wind machine, his skin golden too -- his teeth whiter than white -- his eyes giant and deep.

MORNINGSTAR

From the moment I touched you, Gwen, I knew I'd found the only girl I'd ever need!

FADE OUT.

END OF ACT TWO

ACT THREE

EXT. KEVIN'S CAR - ON THE ROAD - NIGHT

Kevin's car speeds along a deserted street, as we hear Kevin and Ben still arguing inside.

BEN (O.S.)

Fact is, you've been against Morningstar since the minute we met him.

KEVIN (O.S.)

Yeah, but at first it was just 'cause he's an arrogant, bragging, rich kid!

INT. KEVIN'S CAR - CONTINUOUS

Kevin at the wheel, Ben beside him.

BEN

Who Gwen likes more than she likes you.

KEVIN

Yeah, some of that. But now Gwen's in trouble, and you're too stuck on following your Grandpa's instructions to see it.

BEN

If Mike's turning those girls into creatures, why isn't Trina one?

KEVIN

I don't know -- maybe it's like a vampire thing. Maybe it takes a while before they go all zombie.

BEN

Are you listening to yourself?

(no response)

Mike's been helping us ever since we got here! Why did he fight them with us!?

KEVIN

Ah! But he didn't, remember? He told us not to hurt them! Then he "accidentally" blasted the pipes and let them get away.

Now it's Ben who doesn't have a response.

BEN

(skeptical)

Even if you're right, we don't know where they went for dinner. How are we supposed to find her?

Kevin smiles -- he's thought of this. With one hand still on the wheel, he pulls out his badge and ACTIVATES IT.

KEVIN

Easy. We find him.

ZOOM IN on the blip on Kevin's badge, showing Morningstar's location...

CUT TO:

EXT. THE WOODS/Morningstar'S PLUMBER'S HEADQUARTERS - NIGHT

Ben and Kevin drive slowly on a dirt road, surrounded by thick, creepy, X-Files-like woods. They emerge in a clearing, right in front of Morningstar's Plumber's headquarters. The car stops and they get out. Kevin looks around, and points.

KEVIN

The highway we found Trina on is that way. She didn't just wander out there by coincidence.

(pointed, to Ben)

She was trying to get away from Morningstar.

BEN

Let's take a break from the crazy theories, and just check on Gwen, okay?

They walk toward the building, those LIGHTS GLOWING from inside.

INT. MORNINGSTAR'S PLUMBER'S HEADQUARTERS

Ben and Kevin walk in the doors at the far end from the control platform, and look across to see:

ON THE CONTROL PLATFORM

Morningstar HOLDING GWEN, draining her of energy.

Gwen is almost completely transformed into a zombie now -- her skin shriveled and gray -- and Morningstar is literally turning GOLDEN (like the Silver Surfer but gold).

BACK TO BEN AND KEVIN

Both horrified at what they see.

KEVIN

Gwen!

Kevin kneels, and starts to ABSORB CONCRETE off the floor, readying for battle... as Ben furrows his brow, still trying to reconcile what he wants to believe.

ON THE CONTROL PLATFORM

Morningstar realizes they're there. He lets go of Gwen -- she DROPS LIMPLY to the floor, barely conscious --

GWEN

<weak MOAN>

-- and Morningstar SHOOTS a MASSIVE POWER BOLT RIGHT AT BEN.

BEN - IS HIT FULL-FORCE, and gets BLASTED BACKWARD and to the ground.

BEN

(two impact GRUNTS)

KEVIN

Get away from her.

Kevin rises to full-height, now CONCRETEKEVIN, as Morningstar FIRES A SHOT at him. Direct hit -- CONCRETE DUST FLIES -- but Kevin's okay. He marches, concrete-footed, toward the control platform.

KEVIN

<Impacts>

BEN Dazed, grabs for his Omnitrix, and TRANSFORMS INTO JETRAY.

JETRAY

Jetray!

MORNINGSTAR

<Shooting effort>

He FLIES UP into the air, dodging a BLAST from Morningstar -- but he's already so weak and slow-moving, that Morningstar's NEXT SHOT gets him.

JETRAY

<impact GRUNT!>

Jetray gets thrown backward in the air by the blast, but then rights himself. He SHOOTS AN ENERGY BEAM back at Morningstar.

The beam hits Morningstar, and he absorbs it like it's nothing. He grins.

MORNINGSTAR

Go AWAY!

Morningstar FIRES AGAIN.

The energy bolt HITS JETRAY, and this one knocks him out of the air. He crashes back to the floor, and REVERTS back to Ben, unconscious.

JETRAY

<impact>

BEN

(moan...)

ON THE CONTROL PLATFORM

Morningstar rises slightly into the air, gloating at Ben's fallen form.

MORNINGSTAR

Gwen's mine now.

KEVIN (O.S.)

Hey.

Morningstar spins.

CONCRETE KEVIN is running up the metal stairs. Kevin LEAPS AND TACKLES Morningstar -- sending the two of them flying off the platform.

KEVIN/MORNINGSTAR

<IMPACT>

They CRASH to the floor below, ConcreteKevin on top of Morningstar -- which when you think about it has gotta hurt.

MORNINGSTAR

<IMPACT>

Morningstar's wind knocked completely out, Kevin gets the upper hand. He PUNCHES Morningstar in the gut with a concrete fist.

KEVIN/MORNINGSTAR
(punch and impact GRUNTS!)

MORNINGSTAR
<Shooting Effort>

KEVIN
<charging punch>

KEVIN
<swing and miss>

As Kevin lays into Morningstar, LUCY AND THE OTHER ZOMBIE GIRLS walk out a pair of doors, from a room behind the control panel stairs. They watch the fight from the side, some with tilted heads, as if they're simply curious.

Morningstar is dazed on the floor from the pummeling. Kevin antics back to punch again --

-- when Morningstar quickly lifts both hands and SHOTS A CLOSE-RANGE, TWO-HANDED POWER-BLAST that sends Kevin hurtling back through the air.

KEVIN (CONT'D)
<IMPACT, then FLYING GRUNT>

Kevin crashes to the floor, back near where Ben lies.

KEVIN
<IMPACT>

Kevin
<release>

Morningstar gets back onto his feet and RISES INTO THE AIR. He levitates back up to the platform.

MORNINGSTAR

You're out of your league.

He lands back beside Gwen, who's still crumpled on the platform floor, weak.

MORNINGSTAR

Why use your powers to help people when you can use them to get whatever you want?

Gwen's eyes flutter open as Morningstar's feet settle near her. She's still dazed and weak.

MORNINGSTAR

All I ever wanted was power and then you brought me Gwen.

GWEN - snaps a little more awake from that. Is he talking about me?

BACK TO Morningstar - He raises his hands again, preparing to fire the coup-de-grace.

MORNINGSTAR

I guess I should thank you.

(gets an idea)

I know the perfect thing.

We see what he's aiming at: A MASSIVE BANK OF MACHINERY, suspended from the high ceiling directly above Kevin and Ben.

Morningstar's hands BEGIN TO GLOW, "powering up" to fire a huge blast at the machinery and send it crashing down...

...as next to him, Gwen reaches up, still weak...and GRABS Morningstar'S WRIST just as he FIRES.

GWEN

<EFFORT>

The power-blast SHOOTs OUT of Morningstar's hands, but as Gwen concentrates intently, the blast STOPS IN MID-AIR -- and then does a 180, and absorbs back into Gwen! Immediately she looks stronger, and rises to her feet.

Gwen stands up fully, and grabs Morningstar's other arm. Morningstar looks at her, shocked.

MORNINGSTAR

What are you doing?!

GWEN

Coming to my senses.

The two of them begin an "energy tug-of-war" -- we see the energy shifting between their bodies as Gwen PULLS it back out of Morningstar and into herself. With each second, they both return to looking normal -- Gwen healthier, and Morningstar reverting to human.

MORNINGSTAR

(frightened and weak)

...Stop this!

As Morningstar weakens, glowing energy starts to pour from his hands, and then even "leak" out of his mouth and eyes.

MORNINGSTAR

(desperate pulling grunt!)

MORNINGSTAR

<scream>

MORNINGSTAR

<release> <impact>

Morningstar PULLS FREE and staggers backward, stunned and weak. Energy keeps "leaking" out of his eyes and his hands, and returns to Gwen. She returns to her normal appearance. Morningstar slumps to the floor, weakened.

Morningstar

<MOAN>

Gwen runs down from the platform and rushes to Kevin's side to see if he's all right.

GWEN

Kevin!

Morningstar watches her, enraged -- then turns to his --

MORNINGSTAR

GIRLS! COME HERE TO ME!

THE ZOMBIE GIRLS - react to his voice, and head up the stairs. Atop the platform, Morningstar reaches out, ready as the girls surround him.

MORNINGSTAR

Give me your power! Help me! Feed me!

But instead of giving him strength, the zombie girls all surround Morningstar, and FEED OFF HIM. They raise their hands, and SOAK IN the energy leaking out of him.

MORNINGSTAR

<Panicked>

What!? Wait! (muffled cries!)

They huddle around him, closer and closer -- until all we can see is the mob of girls silhouetted against a BLINDING FLASH OF LIGHT.

ZOMBIE GIRLS

<attack hiss>

MORNINGSTAR

<Screams>

...And when it dissipates, the girls are all restored to their normal selves -- and Morningstar is unconscious, reverted to his human form.

ZOMBIE GIRLS (5)

Ahhhhhh ... Ooooofff ...

MORNINGSTAR

<KEEP ALIVE>

ON BEN, KEVIN AND GWEN -- as the two boys come to, and Gwen unshields her eyes and looks around. None of them are sure what just happened.

KEVIN

You don't deserve this.

FADE OUT.

END OF ACT THREE

TAG

EXT. KEVIN'S CAR - DAWN

The sun is just breaking through the trees as the car heads out. Gwen's back riding shotgun, Ben is in the back seat.

BEN

Listen, guys...

(first to Kevin)

I'm sorry I took Morningstar's side over yours.

(then to Gwen)

And more important, that I wasn't watching your back.

GWEN

It wasn't your fault. I guess Morningstar had some kind of... control over me.

BEN

It was my fault. I was in such a hurry to build our team, I ignored the danger. If I'm going to be a good leader, I'm going to need to show better judgment.

KEVIN

(cuts him off)

If you're gonna be a good leader, you need to stop sounding like such a jerk.

GWEN

Kevin!

BEN

(as he gets in)

No, that's okay. He's right. I'm a jerk.

Exterior as the car drives away from the camera. Silence for a beat, then:

BEN (O.S.)

So Kevin, when are you gonna ask Gwen out?

FADE OUT.

THE END

BEN 10 "All That Glitters"

'Scuse

BZZT!

BZZZT

CONCRETEKEVIN

CONTÍD

ConcreteKevin

DOWNSHOT

ECU

EXT.

HUMONGOSAUR

Humongosaur!

INT.

JETRAY.

Jetray

Kev

Nnh-!

O.S.

OOF!

Omnitrix

Oo!

POV

STARBURST-LOOKING

STARBURST-PATTERN

STEELKEVIN

TRINA

Tennyson?

Trina

Uh

Uh-huh.

Um

Wanna

Where'd

Y'think

Yup.

awwws

comin'

diamondplate

dork.

feedings

gonna

gotta

high-schooler

loopy

rawr!

sotto

sparkly

starburst

switchbox

uh

unshields

viewings

wanna

wonky-looking

"All That Glitters"

680-005

Ben 10: Alien Force

By

Robert Goodman

Story Editor

Dwayne McDuffie

As Broadcast Script 04/23/2008

HYBRID

TRAMM

CROWD

BEN

PRETTY GIRL

HOLO MAX

GWEN

SENSEI

MAGISTER

KEVIN

HYBRIDS

FOREVER KNIGHTS

SWAMPFIRE

JULIE

FOREVER KNIGHT #2

FOREVER KNIGHT #3

FOREVER KNIGHT #5

ECHO ECHO\ GUARD

BEN/HYBRID BEV

HUMONGOUSAUR

DNALIEN COMMANDER
HYBRID #2
TRINA
HOLT
ZOMBIE GIRLS
SHARD
JETRAY
MORNINGSTAR
LUCY
NEIGHBORHOOD KID 01
NEIGHBORHOOD BOY 01
NEIGHBORHOOD GIRL 01
TEENS
HUMUNGOUSAUR
DRIVER
ZOMBIE GIRL 01
ZOMBIE GIRL 02
ZOMBIE GIRL
JETRAY ?
MORNINGSTAR?
ZOMBIE GIRLS 03
MAX

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(ALT)

(2)

(4)

INT

EXT

I/E

SUNNYDALE HIGH

THE GOALIE

BEN

THE SAME LOCATION

A BICYCLE RACK

THROUGH THE HOLE

A SERIES OF STILLLS

DOJO

REPRINT

TRAINYARD

MAGISTER

GWEN

ON THE SHOULDER

SWAMPFIRE

EXTERIOR KEVIN'S CAR

CASTLE

COUNTRY ROAD

DNALIEN SPACESHIP

DNALIEN SPACESHIP, CORRIDOR

FLASHBACK

BACK TO SCENE

STOREROOM

HUMONGOUSAUR

CONDUIT/STOREROOM

DNALIEN SPACESHIP RAMP
THE SPACESHIP
LASER LANCE'S POV
ON THE GROUND
THE SHIP
GWEN AND KEVIN
HUMONGOUSAU'R'S TRENCH
ACT ONE

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DUSK LATER.

DAWN

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

SMASH CUT TO BLACK.