

"Too Hot To Handle"

696-006

Ben 10: Evolutions

By

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6 P'ANDOR (O.S.)
Next!

Surgeon steps toward:

INT. WAREHOUSE - INNER CHAMBER - CONTINUOUS

P'ANDOR, an imposing figure covered head to toe in ALIEN ARMOR sits regally on a THRONE LIKE CHAIR as Surgeon enters.

7 SURGEON
So where's the safe that needs
cracking?

P'Andor gestures to indicate his armor.

8 P'ANDOR
You're looking at it.

Surgeon stares at the armor for a beat.

9 SURGEON
Oh... kay.

He lowers his goggles over his eyes, raises his gloved hand and removes the glove... then <RATCHETS> out a nasty-looking CYBERNETIC LASER SCALPEL HAND.

Activating the laser scalpel with a flourish, Surgeon steps up to P'Andor and attempts to slice through the armor with the precision and meticulousness that his name might imply, the GLOW of the laser scalpel playing over his goggles.

Shutting off the laser, Surgeon's face falls as he looks down to see, P'ANDOR'S ARMOR HASN'T EVEN BEEN SCRATCHED.

10 SURGEON (cont'd)
What's this made of?

*

P'Andor sits, unmoving on his throne.

11 P'ANDOR
Next!

CUT TO:

THE SAME - MOMENTS LATER

Buzz now stands before P'Andor, and produces a nasty-looking BUZZSAW.

12 BUZZ
This should be fun!

He <REVS> up the buzzsaw and maniacally <HACKS> and <JABS> away at P'Andor's armor.

13 BUZZ (cont'd)
<maniacal cackles, exertions>

He then shuts down the buzzsaw, his gleefully sadistic demeanor instantly melting as he sees:

P'ANDOR'S ARMOR HASN'T EVEN BEEN SCRATCHED! In fact, the Buzzsaw is ground down. Buzz pops the useless bit off and reaches for a new circular blade.

14 BUZZ (cont'd)
I've got another blade right he-

15 P'ANDOR
Next!

CUT TO:

THE SAME - MOMENTS LATER

Hammer now stands before P'Andor, hefting his oversized Hammer and <CLANGING> it down hard on P'Andor.

16 HAMMER
<animalistic attack cry/exertion!>

His brutish demeanor melts as he cocks his head to one side like a confused dog.

17 HAMMER (cont'd)
<confused grunt>

REVEAL - P'Andor's armor doesn't even have a dent.

18 P'ANDOR
Next!

Beat. No one enters.

19 P'ANDOR (cont'd)
(more impatient)
I said, "next"!

PAN TO REVEAL KEVIN, sauntering in, carrying a large SAMPLE CASE.

20 KEVIN
Sorry, am I late?

FADE OUT.

END OF TEASER

ACT ONE

INT. WAREHOUSE - INNER ROOM - RESUME

Kevin sets his case down on a TABLE, opens it, revealing a sample of TAYDENITE inside. He touches the Taydenite, absorbs it and MORPHS HIS ARM INTO A BIGASS TAYDENITE BLADE.

21 P'ANDOR
I didn't realize there was an
Osmosian on this planet, or a
supply of Taydenite.

He turns to the Thugs, who we see are still in the room.

22 KEVIN
You guys might want to move back.

Taking a mighty swing, Kevin <HACKS> away at P'Andor's armor.

23 KEVIN (cont'd)
<big exertion>

ON PANDOR'S ARMOR - Kevin's Taydenite blade hand is actually beginning to breach it. P'Andor turns to Kevin, impressed.

Kevin smiles cockily as he rears back for another swing.

24 KEVIN (cont'd)
That's one million cash, right?

But suddenly his Plumber's Badge FLASHES RED as it gives off an urgent, Geiger-counter-like <CLICKING>. Kevin halts his swing, turning to P'Andor suspiciously.

25 KEVIN (cont'd)
Radiation? What you got in there,
big guy?

26 P'ANDOR
Don't ask questions! Just open it!

27 KEVIN
Don't think so. Not until you tell
me what's going on here.

28 P'ANDOR
You open up this suit, and I pay
you. That's all you need to know.

29 KEVIN
That's not how I do business.
(as he leaves)
Gentlemen.

P'Andor suddenly rises and points to Kevin, who's just about to grab his sample case.

30 P'ANDOR
One hundred thousand dollars to
whoever stops him!

The Thugs suddenly charge on Kevin.

31 HAMMER
<Attack cry>

In one smooth move, Kevin quickly ducks Hammer's Hammer, which misses him and <SMASHES> down on the table <SHATTERING> it, and sending the case and Taydenite flying. *

31a KEVIN
<kicking effort> *

Kevin then whips around and delivers a spinning <KICK> to the attacking Surgeon, knocking his legs from under him and sending him sprawling. *

32 SURGEON
Ahhh... <impact> *

33 BUZZ
<attack>

Kevin uses his Taydenite blade just in time to <BLOCK> an attack from Buzz's buzzsaw, which <SCRAPES> ineffectually against the Taydenite blade.

34 KEVIN
Wasting your time, fellas.
Nothing's harder than Taydenite.

Hammer suddenly grabs the fallen Taydenite sample and hurls it at Kevin, <KNOCKING> him back.

35 KEVIN (cont'd)
<impact> *

The three thugs charge on the fallen Kevin... who scrambles to touch the Taydenite sample with his non-blade hand, absorbing it and MORPHING HIS OTHER ARM INTO A TAYDENITE SHIELD, which takes the brunt of Thugs's attack.

36a SURGEON
<Attack yell> *

36b BUZZ
<attack yell> *

36c HAMMER *
 <attack yell> *

Kevin then leaps to his feet, <SLAMMING> the thugs hard with his Taydenite shield arm, sending them flying back. *

37 KEVIN
 <big exertion>

38 SURGEON *
 <impacts>

38a BUZZ *
 <impacts> *

38b HAMMER *
 <impacts> *

Kevin quickly scrambles out of the room.

The THUGS scramble to their feet, weapons at the ready. Buzz <REVS> his buzzsaw.

39 BUZZ *
 Do I still get the hundred grand if
 I bring him back in pieces?

They're about to charge out after Kevin, when P'Andor's commanding voice stops them in their tracks.

40 P'ANDOR
 Let him go!

P'Andor gestures to the TAYDENITE SAMPLE on the floor, left behind by Kevin.

41 P'ANDOR (cont'd)
 I have everything I need.

DISSOLVE TO:

EXT. MEGA-STORE - NIGHT

Ben (Gwen riding shotgun) pulls up in his car into the huge parking lot of a Walmart-type store to the <CHEERS> of a CROWD of FANS and REPORTERS, who FLASH PHOTOS and wave banners with pictures of their favorite alien heroes.

42 FANS AND REPORTERS
 <cheers and walla>

REFRAME as Ben waves to the crowd, driving past several parked RVs and up the ramp of the RUSTBUCKET III, which is also parked in the lot and taking up about two dozen spaces.

INT. RUSTBUCKET III - CONTINUOUS

Ben and Gwen have just exited Ben's car.

43 GWEN
You sure it's okay to keep the
Rustbucket here? *

44 BEN
Remember our summer with Grandpa
Max? These stores have free RV
parking anytime.

45 GWEN
Ben, I don't think a spaceship
qualifies as an RV. *

46 BEN
That's what the manager said. Then
he saw the crowds we were
attracting. *

47 GWEN
Any sign of our alien fugitives?

48 BEN
Nothing. I'm starting to wonder
about Jimmy's "alien sighting" tip.

Gwen folds her arms, glaring at him incredulously.

49 GWEN
Because ten-year-old internet fan-
geeks are known for their
scrupulous fact-checking.

50 BEN
Jimmy's usually right, though.
Maybe Kevin had better luck.

51 GWEN
We should have heard from him by
now. It's not like him to not call.

52 BEN
What do you mean? It's totally like
him to not call.

53 GWEN
I mean to not call me.

54 BEN
Oh.

Suddenly, both react to a <SCREECH> of tires and an <ENGINE ROAR> as Kevin's car <PEELS> up the ramp and <SCREECHES> to a stop. Kevin stumbles out, looking frazzled.

55 BEN (cont'd)
 Mauled by your adoring fans?

56 KEVIN
 Don't think they were fans. I found
 one of our missing aliens.

Kevin shines a spinning 3D HOLOGRAPHIC PROJECTION of
P'Andor's "mug shot" from his Plumber Badge.

57 KEVIN (cont'd)
 This one's hot. Really hot.

58 BEN
 P'Andor?

59 KEVIN
 Yup. And whatever he is inside that
 armor, we do NOT want to let him
 out. *

60 GWEN
 So how can we help him?

Kevin stares at Gwen incredulously.

61 KEVIN
 Help him? I'm going back there and
 put a beating on him. You guys in
 or what?

Gwen and Kevin go head to head.

62 GWEN
 We're supposed to be rescuing the
 escaped aliens, not attacking them.

63 KEVIN
 Fine, rescue what's left after I
 pound him.

Ben steps in between them.

64 BEN
 I hate to take sides, but Kevin's
 right. *

Kevin and Gwen turn to Ben, shocked.

65 KEVIN/GWEN
I am?/He is?

66 BEN
Well, half-right. We need to go
back there. To investigate.

67 KEVIN
Fine, we'll investigate. Then we'll
pound him.

WIPE TO:

INT. WAREHOUSE - INNER ROOM - LATER

Ben, Gwen and Kevin enter, but the place is now empty. No sign of P'Andor or the Thugs. Gwen pulls out her badge and looks at it. All Green.

68 GWEN
I'm not picking up any radiation.
You sure this is the right place?

Kevin looks down nervously at something we don't see yet.

69 KEVIN
Yeah. And we need to find P'Andor
fast. Before he escapes from that
armor.

70 BEN
I thought nothing could penetrate
it.

WIDEN TO REVEAL KEVIN'S OPEN SAMPLE CASE ON THE FLOOR. Kevin points to it sheepishly.

71 KEVIN
Except the Taydenite sample I might
have accidentally left behind...

Ben turns to Kevin suspiciously.

72 BEN
Why were you searching for alien
fugitives with a Taydenite sample?

73 KEVIN
I might not have exactly been
searching for aliens. I mean, I was
at first. Then I heard a rumor
about a guy offering big money to
bust open a... difficult thing to
bust open.

74 BEN
And so you thought you'd pick up
some extra cash by irradiating an
entire city? *

75 KEVIN
I didn't open it, did I?

76 BEN
No, you just left behind the one
thing he needed to do it himself.
And now we have no idea how to find
him.

While the guys argue, Gwen picks up the sample case and concentrates, her eyes GLOWING briefly.

77 GWEN
Yes we do. Whoever touched this
case last? He's close.

WIPE TO:

INT. SUBTERRANEAN MINE - SAME TIME

Several MINERS operate a HUGE INDUSTRIAL DRILL, mounted on a special truck (REUSE) to tunnel through the solid rock wall of the cavernous mine shaft. The FOREMAN rushes up to them, urgently waving his hands for them to stop.

78 FOREMAN
Whoa! Shut it off! Now!

As the <DRILL POWERS DOWN>, the Foreman waves a GEIGER COUNTER, which <CLICKS> urgently.

79 FOREMAN (cont'd)
Did we just strike uranium?
Radiation levels are spiking like
crazy. We need to clear out of here
right-- *

All react as the rock wall opposite from where they were drilling <RUMBLES> and <BURSTS> open, REVEALING HAMMER, BUZZ AND P'ANDOR, who carries Kevin's Taydenite sample.

Buzz <REVS> his buzzsaw hand menacingly at the Miners, who quickly back away.

80 BUZZ
Step away from the drill! I'd hate
to get blood all over my new
buzzsaw.

CUT TO:

INT. MINE TUNNEL - CONTINUOUS

The Drill Truck <ROARS> down the tunnel... only to find their
path blocked by an ENORMOUS SHADOWY FIGURE up ahead.

The Truck <SCREECHES> its brakes as its headlights
illuminate... HUMONGOSAUR, flanked by Gwen and Kevin.

81 HUMONGOSAUR
Road's closed, losers.

*

P'Andor leaps down from the Drill Trailer.

82 P'ANDOR
Out of our way!

*

The Thugs charge out of the Truck, weapons at the ready.

Hammer <SLAMS> his Hammer hard on Humongosaur's foot.

83 HAMMER
<wild attack cry/exertion>

84 HUMONGOSAUR
Ow!

*

Humongosaur holds his afflicted foot and HOPS, accidentally
landing on Hammer, stomping him.

85 HAMMER
<comic impact>

Buzz rears back with his buzzsaw, only to get <SMACKED> by
Humongosaur's whipping tail, sending him flying into a wall.

86 BUZZ
<flying cry/impact>

Humongosaur <STOMPS> past the Drill Truck toward P'Andor.

87 HUMONGOSAUR
I'd like a word with your boss.

*

Suddenly, the giant drill pivots around and <ROARS> to life,
operated by Surgeon, who pivots and jabs the drill from its
"cockpit" (think Luke Skywalker blasting at Tie Fighters from
the Millennium Falcon) at Humongosaur, who narrowly dodges.

88 HUMUNGOSAUR (cont'd) *

<whoa!>

WHIP PAN TO KEVIN, who ABSORBS SOME ROCK from the tunnel wall and MORPHS HIS ARM INTO A MACE, charging at P'Andor.

89 KEVIN *

I want that Taydenite back! Ooof..

He suddenly <SLAMS> into a FORCESHIELD. WIDEN TO REVEAL GWEN, atop a FLOATING PLATFORM, projecting the force shield.

90 GWEN

We should try talking before we start hitting.

Kevin <SMASHES> through the force shield with his mace arm.

90a KEVIN *

<smashing effort> *

91 KEVIN (cont'd) *

It works better for me the other way around.

Ignoring him, Gwen floats over to P'Andor.

92 GWEN

It's all right. We know you're on the run from Aggregor. We've already helped two of your friends.

She projects holographic "mug shots" of Bivalvan and Galapagus from her Plumber Badge.

93 GWEN (cont'd)

We're not here to hurt you. We just want to help you get home.

P'Andor stares at her a beat, sizing her up.

94 P'ANDOR

If you really want to help, then free me from this armor. I am starving inside this prison!

Making her decision, Gwen closes her eyes to concentrate and MANIFESTS A BEAM OF HER ENERGY at P'Andor's armor.

Kevin reacts in alarm and shoves her aside, breaking her concentration and the energy beam.

95 KEVIN

Don't!

96 GWEN
<impact> What are you doing?!

97 KEVIN
I'm telling you, you don't want to
bust that thing open!

Gwen indignantly rises to her feet.

98 GWEN
Busting things is your job.

She PROJECTS ANOTHER ENERGY BEAM onto P'Andor's armor.

99 GWEN (cont'd)
I was just trying to read the
armor, figure out how it works.

But a sudden ENERGY FEEDBACK from the armor and sends her
flying back.

100 GWEN (cont'd)
<flying impact> Oof!

*

Kevin angrily charges P'Andor.

101 KEVIN
What did you do to her? <3 impacts>

He wails on P'Andor with his mace arm, but it has little
effect on the alien, who easily tosses him aside.

102 KEVIN (cont'd)
<falling cry> Oof!

*

INCLUDE HUMONGOSAUR, still dodging the giant drill (as well
as Hammer and Buzz at his feet), reacting to Kevin's plight.

103 HUMUNGOSAUR
Enough of this. Time to go
Ultimate.

*

He taps the Omnitrix symbol on his chest and EVOLVES INTO
ULTIMATE HUMUNGOSAUR, growing heavy, plated scales, larger
muscles, spikes and Bio-cannons.

104 ULTIMATE HUMUNGOSAUR
Ultimate Humongosaur!

*

Ultimate Humongosaur raises his arms and opens up his Bio-
Cannons, unleashing a HUGE BARRAGE OF MISSILES around the
tunnel like an angry Rambo.

THE MISSILES <EXPLODE> all around the tunnel, their mere SHOCKWAVES, knocking Surgeon out of the drill "cockpit", knocking Buzz, Hammer and then P'Andor off their feet.

| | | |
|------|--------------|---|
| 104a | SURGEON | * |
| | Ahhh...Ooof. | * |
| 104b | BUZZ | * |
| | Ahhh...Ooof. | * |
| 104c | HAMMER | * |
| | Ahhh...Ooof. | * |
| 104d | P'ANDOR | * |
| | Ahhh...Ooof. | * |

Ultimate Humongosaur turns and directs his rage to P'Andor.

| | | |
|-----|---|---|
| 105 | ULTIMATE HUMONGOSAUR | * |
| | You mess with my friends, you mess with-- | |

Humongousaur looks up.

| | | |
|-----|-------------|---|
| 106 | HUMUNGOSAUR | * |
| | Uh, oh. | |

All react to an <OMINOUS RUMBLE> as the ENTIRE MINE QUAKES. DEBRIS <CRUMBLES> and <CRASHES> down all around Humongousaur, Gwen and Kevin. They are lost in the dust and debris as we...

FADE OUT.

END OF ACT ONE

ACT TWO

INT. MINE TUNNEL - RESUME

Moments later. The mine is still, rubble is everywhere. There is no sign of the heroes or villains.

Suddenly, a Magenta FORCE SHIELD rises from the Rubble. Gwen, Kevin and Humongousaur are inside. All react to the rock above <RUMBLING>.

108 A HUMONGOSAUR
Got it!

Ultimate Humongosaur braces himself under the collapsing ceiling, holding it up. A loose rock falls, pelting Kevin in the head, harmlessly.

108 B KEVIN
Ow!

108 C HUMONGOSAUR
Sorry.

109 KEVIN
I totally forgive you. Anybody can make a mistake.

110 GWEN
Like leaving the Taydenite behind?

111 KEVIN
For instance.

Ultimate Humongousaur looks at a clean;y-drilled hole in the cave wall.

112 ULTIMATE HUMONGOSAUR
P'Andor got away with the drill.

113 GWEN
Only because you guys have been thinking with your fists instead of your brains.

Kevin touches a section of crumbling wall, absorbing the rock and fusing the loosened rock back to the wall.

114 KEVIN
Well, what were you thinking with when you tried to help that guy?

Gwen MANIFESTS A PLATFORM UNDER KEVIN'S FEET, levitating him so he can do a "patch job" on the tunnel ceiling. She continues to move him to more patch jobs as they argue.

115 GWEN
I'm thinking he's scared, on the run from Aggregor, and probably starving to death. Wouldn't you be desperate to get out of that armor?

116 KEVIN
So desperation makes him trustworthy?

Gwen MANIFESTS ANOTHER PLATFORM and levitates herself up to Kevin's level.

117 GWEN
No. He'll never trust us if we keep attacking him.

118 KEVIN
Ever think maybe he's sealed inside that armor for a reason?

Ultimate Humongosaur turns to them, still straining to hold up the ceiling.

119 ULTIMATE HUMUNGOSAUR
Guys? I'm getting a cramp here.

*

But Kevin's not letting it go. He continues to rail at Gwen while he patches up the tunnel ceiling.

120 KEVIN
He's radioactive. If we let him out of that suit, he'll kill everybody who comes near him.
(to Humongousaur)
That's the last of it. We should be okay now.

121 GWEN
So we let him starve to death? That's cold, even for you.

122 KEVIN
Not cold. Sensible. You're the one who's not thinking strai--

The ENERGY PLATFORM SUDDENLY DISSIPATES UNDER KEVIN. He <THUDS> to the ground.

123 KEVIN (cont'd)
 <falling cry, then impact> You did
 that on purpose!

Gwen lowers herself to the ground.

124 GWEN
 (defensive)
 I lost my concentration.

125 KEVIN
 That's it, I'm outta here.

WIPE TO:

EXT. ABANDONED QUARRY - NIGHT

Illuminated by the Drill Truck's headlights, P'Andor braces himself against a rock wall. Buzz has just finished attaching the Taydenite sample to the giant drill as a makeshift drillbit. It's just inches away from P'Andor's armor.

WIDEN TO REVEAL Surgeon operates the drill from the "cockpit" as it <WHIRS> to life and drills into P'Andor's armor. Hammer observes nearby.

CLOSER - The Taydenite drillbit begins to penetrate the armor.

128 P'ANDOR
 At last.

But the drill mechanism itself begins to <WHINE> and <VIBRATE>, unable to take the strain.

~~Hammer~~ Hammer and Buzz dive for cover as THE DRILL FLIES APART, sending bits and pieces of its components soaring in all directions. Please note that the Truck itself is undamaged, just the Drill and Drill arm are wrecked.

130 SURGEON
 We're gonna need another drill.

P'Andor frowns.

131 P'ANDOR
 No. We need the Osmosian.

WIPE TO:

EXT. ISOLATED ROAD - NIGHT

Kevin's car <ROARS> along the road.

INT. KEVIN'S CAR - MOVING - CONTINUOUS

Seatbelted Kevin drives, still fuming from his argument with Gwen.

OTS KEVIN - Seen through the windshield, the DRILL TRUCK suddenly <SWERVES> into view, cutting him off.

132 KEVIN
<whoa!>

EXT. ISOLATED ROAD - CONTINUOUS

Kevin's car <SWERVES> to avoid the Truck, nearly running off the road.

INT. KEVIN'S CAR - MOVING - CONTINUOUS

Kevin cuts the wheel hard and <LEANS ON THE HORN>.

133 KEVIN
Watch where you're going, jerk!

The Truck <SWERVES> right in front of him again. Only now we can see Hammer standing on top of it.

134 KEVIN (cont'd)
Just what I needed.

Kevin cuts the wheel hard, trying to <SWERVE> around the Truck, but it <SWERVES> and blocks him at every turn.

Kevin reacts to a <THUD> on the roof of his car.

135 KEVIN (cont'd)
<huh?>

Suddenly, a BUZZSAW BLADE <WHIRS> IN THROUGH THE ROOF, slicing it open. Kevin leans hard to one side to avoid it, cutting the wheel hard.

EXT. ISOLATED ROAD - CONTINUOUS

We see Buzz on the roof of Kevin's car trying to <CUT> his way into the car, which <SWERVES> back and forth all over the road as Kevin tries to shake him off. The Truck continues to <SWERVE> in front of him.

INT. KEVIN'S CAR - MOVING - CONTINUOUS

Kevin continues to cut the wheel hard back and forth. Through the windshield, we see Hammer, still on top of the Truck. He <SLAMS> his Hammer into the windshield, creating SPIDER-WEB CRACKS.

135a HAMMER

<effort>

*
*

Blinded Kevin cuts the wheel hard to a <SCREECH> of brakes.

EXT. ISOLATED ROAD - CONTINUOUS

Kevin's car <SWERVES> off the road. Buzz leaps off the roof just before the car OVERTURNS IN A DITCH.

Scrambling to his feet, Buzz <REVS> his Buzzsaw, preparing to saw open the car.

136 BUZZ

Let's open him up and see what's inside.

But before he can saw into it, the Truck <SCREECHES> to a halt nearby. Surgeon leaps out of the cab. Hammer leaps out of the bed.

137 SURGEON

Wait! We need him alive!

He LIGHTS UP his laser scalpel hand.

138 SURGEON (cont'd)

This operation requires precision and accuracy.

Hammer and Buzz flank Surgeon as he meticulously <SLICES> through the overturned car's door with his laser scalpel.

INT. KEVIN'S CAR - OVERTURNED

Kevin is sprawled out upside down, unconscious but alive.

139 KEVIN

```
<keep alive>
```

KEVIN'S POV - Surgeon's laser scalpel <SLICES> through the door, revealing the Thugs (upside-down from Kevin's POV).

Hammer's beefy hand reaches in and the POV GOES BLACK.

FADE UP ON:

EXT. ABANDONED QUARRY - LATER

The POV COMES BACK INTO FOCUS, looking up on P'Andor.

140 KEVIN (O.S.)

<Waking groan>

*

CLOSE ON KEVIN, sprawled out on the ground, slowly coming to. The Taydenite sample <KLANKS> down on the ground by his face.

INCLUDE P'ANDOR - glaring down at Kevin.

141 P'ANDOR
Time to finish the job you started,
Osmosian.

Kevin struggles to his feet.

142 KEVIN
How stupid do you think I am?

143 SURGEON
Stupid enough to get caught.

Buzz <REVS> his buzzsaw drill threateningly at Kevin.

144 BUZZ
Stupid enough to pass up a million
bucks.

Hammer <SLAMS> the Hammer down inches from Kevin.

145 HAMMER
Stupid enough to take us on.

The Thugs surround Kevin, menacing him with their weapons.

146 BUZZ
Come on, ya lousy freak!

147 HAMMER
What're you, afraid?

148 SURGEON
Your little girlfriend would put up
more of a fight.

That's it. Kevin reaches down and ABSORBS THE TAYDENITE, MORPHING HIS ARM INTO A TAYDENITE BLADE, and lashes out at the Thugs with unbridled fury, <SLASHING> and <CLANGING> his blade against their weapons.

149 KEVIN
<wild attack cries!>

As Kevin swings his blade wildly, P'Andor suddenly inserts himself into the middle of the fight.

CLOSE ON KEVIN'S BLADE as it inadvertently <SLICES> through P'Andor's armor.

WIDER - Kevin pulls back his blade and looks at P'Andor in horrified realization.

150 P'ANDOR
Also? You're stupid enough to do
that.

A WEDGE OF BLINDING YELLOW LIGHT shoots out from the slice Kevin made in P'Andor's armor... which splits and <EXPLODES> OPEN, revealing P'Andor's true form as an ALIEN ENERGY BEING (glowing, but with a definite and specific shape and form).

P'Andor triumphantly soars up into the night sky.

151 P'ANDOR (cont'd)
Free!

*

FADE OUT.

END OF ACT TWO

ACT THREE

EXT. ABANDONED QUARRY - RESUME

P'Andor continues to soar above Kevin and the Thugs, illuminating the quarry below with his GLOWING energy body, positively reveling in his newfound freedom.

152 P'ANDOR
 At last! No longer bound by the
 shackles of that armor!

PAN DOWN TO KEVIN as he returns his Taydenite blade hand to normal, peering down guiltily at the pieces of armor at his feet. He's ILLUMINATED BY HEADLIGHTS as Ben's car <ROARS> up. Out jump Ben and Gwen, who rush to Kevin's side.

153 GWEN
 Kevin! Are you all right?

154 KEVIN
 Thought you were mad at me.

155 BEN
 More like afraid you'd do something
 stupid.

WIDEN to reveal the glowing P'Andor.

156 KEVIN
 Good call.

157 BEN
 Nothing I can't handle.

Ben reaches to slap the Ultimatrix. But it FLASHES YELLOW.

158 ULTIMATRIX
 Uncatalogued DNA detected.

159 BEN
 Not now!

On P'Andor.

160 GWEN
 He's just celebrating. He hasn't
 done anything.

Gwen FORMS AN ENERGY PLATFORM and floats up to P'Andor. Her Badge turns RED and <CRACKLES> like a Geiger Counter.

161 GWEN (cont'd)
Your natural form is harmful to
humans. We can arrange a ride home
for you. *

162 P'ANDOR
(eyeing her curiously)
Now why would I ever go home?

He soars over to a nearby POWER LINE/TRANSFORMER TOWER and
reaches out his arms (or whatever, design dependent)
ABSORBING ITS ENERGY, GLOWING BRIEFLY BRIGHTER.

163 P'ANDOR (cont'd)
This planet is like an all-you-can-
eat buffet!

ON BEN

The ULTIMATRIX GLOWS SOLID YELLOW and FIRES A SCANNING BEAM
up at P'Andor, sweeping over him.

164 ULTIMATRIX
Unknown DNA sample acquired. Scan
complete.

The Ultimatrix dial turns GREEN.

165 P'ANDOR
Your weapon can't hurt me!

166 GWEN
It's not a we- ughh.... *

He FIRES A BURST OF ENERGY, knocking Gwen unconscious and off
her platform.

KEVIN AND BEN - look up at Gwen in alarm.

168 KEVIN
Gwen!

Ben activates The Ultimatrix. He TRANSFORMS INTO JETRAY.

169 JETRAY
Jetray!

Jetray soars up and catches the falling Gwen at the last
possible second, setting her safely on the ground.

Kevin rushes up to her, embracing her tightly. A long beat
and she opens her eyes.

169 A GWEN
<Keep alive>

170 KEVIN
(quietly)
Gwen! Oh man, don't ever do that.

Jetray soars on a collision course with P'Andor, who is still "feeding" off the Power Line/Transformer tower... but Jetray merely passes right through P'Andor's energy body.

171 JETRAY
<whoa!>

He whips around to face P'Andor.

172 JETRAY (cont'd)
P'Andor. You can't stay on Earth.
Your radiation will eventually kill
us. *

173 P'ANDOR
Let me speed the process.

Pandor fires RADIATION BLASTS at Jetray, who dodges easily before he FIRES NEUROSHOCK BLASTS from his eyes at P'Andor... P'Andor merely absorbs the blasts into his energy body.

174 P'ANDOR (cont'd)
I appreciate the snack,
Aerophibian.

He <BLASTS> Jetray back with a BURST OF ENERGY.

174a JETRAY
Oof... *

175 P'ANDOR
But I sense a full meal nearby. *

REFRAME TO INCLUDE A NUCLEAR POWER PLANT IN THE DISTANCE. P'Andor releases himself from the Power Line/Transformer Tower and soars toward it.

Jetray rights himself and soars after P'Andor.

ON THE GROUND - The Thugs call up after P'Andor.

176 SURGEON
This mean we're not getting paid?!

P'Andor <BLASTS> down an ENORMOUS ENERGY BURST in his wake that sends all three Thugs flying back and landing hard.

177 SURGEON (cont'd) *

 <flying impacts> Ooof... *

177a BUZZ *

 <flying impacts> Ooof... *

177b HAMMER *

 <flying impacts> Ooof... *

178 HAMMER (cont'd) *

 <groan> That's a "no.".

GWEN AND KEVIN - watching P'Andor soar off.

179 GWEN

 Go ahead. Say "I told you so".

180 KEVIN

 Forget it. You're almost always

 right, and you never call me on it.

 I do have a plan, though.

Kevin reaches down and touches a piece of P'Andor's shattered armor, ABSORBING ITS MATERIAL. He spreads it over the huge crack in the empty suit. The rift is closing.

EXT. NUCLEAR POWER PLANT - SAME TIME

Jetray soars after P'Andor, who closes in on the Power Plant.

181 JETRAY

 So how do you stop an alien you

 can't even touch? What would Gwen

 do? Make friends with him? That's

 stupid... *

He suddenly dives for the ground, an idea striking.

182 JETRAY (cont'd)

 Wait maybe not. He's already got

 friends on Earth,,, *

Landing, he taps his Omnitrix symbol and TRANSFORMS INTO HIS BIVALVAN FORM (which I'm calling "WaterHazard " until/unless you come up with something better).

183 WATERHAZARD

 WaterHazard!

As P'Andor lands in the parking lot, he's surprised by a BLAST OF WATER that shoots over his head like a warning shot.

184 WATERHAZARD (O.S.) (cont'd)

 P'Andor!

P'Andor whips around to see WaterHazard .

185 WATERHAZARD (CONT'D (cont'd)
 It's me. This planet's a waste of
 time. Take some advice from a
 friend and go home.

P'Andor eyes him curiously.

186 P'ANDOR
 Bivalvan? I thought you'd already
 found a way home. In any case, this
 doesn't concern you.

187 WATERHAZARD
 I can't let you stay here.

188 P'ANDOR
 It's not up to you.

He <BLASTS> WaterHazard back with a HUGE BURST OF ENERGY,
 sending him flying back into a row of parked cars, setting
 off <MULTIPLE CAR ALARMS>.

189 WATERHAZARD
 <flying impacts>

He pulls himself up from the pile of cars.

*

WaterHazard recovers and goes on the attack, pelting P'Andor
 with POWERFUL WATERBLASTS.

But upon contact with P'Andor's glowing energy body, the
 water blasts instantly turn to HUGE CLOUDS OF <HISSING>
 STEAM, OBSCURING P'ANDOR FROM VIEW.

191 WATERHAZARD (cont'd)
 Maybe not the best strategy.

We hear a <HUGE EXPLOSION> from within the steam cloud, which
 dissipates, revealing that P'Andor has blasted a huge hole
 into the side of the power plant, which he now soars through.

INT. NUCLEAR POWER PLANT - TURBINE BUILDING - CONTINUOUS

<ALARMS BLARE> and panicked WORKERS flee as P'Andor makes a
 beeline for the TURBINES that generate the electricity.

192 WORKERS
 <panicked cries!>

As P'Andor feeds off the turbines, HIS BODY GLOWS EVEN
 BRIGHTER.

193 P'ANDOR
Yes! Sweet, pure energy!

WaterHazard scrambles in, his OMNITRIX SYMBOL FLASHING RED and giving off an urgent Geiger counter like <CLICKING>.

194 WATERHAZARD
Radiation level's off the scale.
Better cool this guy down.

He taps his Omnitrix symbol and TRANSFORMS TO BIG CHILL.

195 BIG CHILL
Big Chill!

Big Chill leaps toward P'Andor and PHASES THROUGH HIM, causing P'Andor to glow less brightly.

196 P'ANDOR
You dare interrupt my meal?!

He <FIRES> ENERGY BURSTS at Big Chill, but they just phase through his intangible body.

197 BIG CHILL
I can't touch you? You can't touch me!

But one blast passes through Big Chill and hits a GENERATOR, causing it to <SPARK> up and BURST INTO FLAME.

198 BIG CHILL (cont'd)
Aw, man!

Big Chill quickly DOUSES THE FLAMES with a FREEZE BLAST.

P'Andor <FIRES> more ENERGY BURSTS at Big Chill, who darts around the room, neutralizing the blasts with freeze blasts.

199 P'ANDOR
Stalemate.

Suddenly, Kevin charges in with Gwen, who carries P'Andor's now-repaired armor, we can see the scar where it's been "welded" closed.

*

Kevin ABSORBS THE ARMOR, COMPLETELY MORPHING HIS BODY INTO THE ARMOR MATERIAL.

201 KEVIN
If this stuff can hold you, I'm
betting it can touch you.

*

He then MORPHS HIS ARM INTO A MACE and gives P'Andor a satisfying <SMACK>...

202 P'ANDOR
<2 impacts>

*

...sending him flying into a FREEZE BLAST from Big Chill.

Kevin and Big Chill double-team P'Andor, while Gwen opens up the armor positions herself to slip it back on P'Andor.

203 KEVIN
Get the armor back on him!

*

Gwen tries to catch P'Andor in an ENERGY BUBBLE... but he soars away from her before she trap him.

204 GWEN
Easier said than done!

Gwen's Plumber Badge <CLICKS> and FLASHES RED.

205 KEVIN
Forget it, Gwen! Radiation level's
in the red! Get out now!

Gwen positions herself for another swipe at P'Andor with the armor as Big Chill hits him with another freeze blast.

206 GWEN
I can do this!

207 KEVIN
I know you can. You're not
protected like me and Ben.

*

208 GWEN
But--

209 KEVIN
Think with your brains, not your
fists. That's my job!

As P'Andor soars toward them, Kevin <SMACKS> him away with his mace arm.

209a P'ANDOR
Ooof..

*

*

210 GWEN
Okay.

Gwen rushes for the exit.

A somewhat weakened P'Andor soars for the turbines.

211 P'ANDOR
I need to refuel.

But as he touches his arms to the turbines, no energy passes through to him. They have stopped generating electricity.

212 P'ANDOR (cont'd)
Where is my energy?!

Big Chill pelts him with a FREEZE BLAST.

213 BIG CHILL
Looks like your radiation level
triggered the emergency shutdown.

Kevin <SMACKS> him with his mace arm.

213a P'ANDOR
Ooof..

*
*

214 KEVIN
In other words, mealtime is over!

P'Andor rights himself and BLASTS A HUGE HOLE IN THE WALL.

215 P'ANDOR
Then I must feed off the source.

He soars through the hole, disappearing into...

INT. NUCLEAR POWER PLANT - REACTOR ROOM - CONTINUOUS

P'Andor soars for the REACTOR at the center of the room, MELTING straight through the concrete shielding and grabbing the GLOWING URANIUM FUEL RODS within, absorbing their energy.

Big Chill soars in through the hole P'Andor made in the wall, followed by Kevin. They're blinded by a FLASH OF ENERGY.

WIDEN TO REVEAL P'ANDOR - glowing brighter than ever as he feeds on the Uranium Fuel Rods.

216 P'ANDOR
Not a meal! A feast!

Pandor fires a RADIATION BLAST at the suit, MELTING A HOLE IN IT! Kevin looks at the wreck.

217 KEVIN
Plan B?

He drops the armor and charges after P'Andor with his mace, while Big Chill pelts P'Andor with FREEZE BLASTS from above.

P'Andor raises his arms, his body <EXPLODING> WITH A MASSIVE BURST OF ENERGY that sends Kevin and Big Chill flying back in opposite directions, <SLAMMING> hard against the walls.

218 KEVIN (cont'd) *

<flying impacts> Oof... *

218a BIG CHILL *

<flying impacts> Oof... *

219 GWEN (O.S./VIA P.A.)

Guys! You can't fight P'Andor!

INT. NUCLEAR POWER PLANT - CONTROL ROOM - SAME TIME

Seated at a control station, Gwen can see everything on a BANK OF MONITORS. She speaks into a P.A. mic:

220 GWEN

He just fed on the uranium core.

INT. NUCLEAR POWER PLANT - REACTOR ROOM - SAME TIME

Bathed in the glow of the feeding P'Andor, Kevin and Big Chill react as Gwen's voice blares through the P.A.

221 GWEN (O.S./VIA P.A.)

He's a living nuclear reactor!

222 BIG CHILL

So what do we do?

INT. NUCLEAR POWER PLANT - CONTROL ROOM - SAME TIME

Gwen turns to a monitor displaying the breached reactor, which GLOWS RED HOT.

223 GWEN

Cool down the reaction and prevent a meltdown.

INT. NUCLEAR POWER PLANT - REACTOR ROOM - SAME TIME

Big Chill soars to the reactor. P'Andor is too absorbed in feeding of the core to notice as...

224 BIG CHILL

On it!

He pelts it with freezing blasts, visibly cooling it down as its RED GLOW FADES.

INT. NUCLEAR POWER PLANT - CONTROL ROOM - SAME TIME

Gwen turns to a monitor, which displays the reactor core, zooming in on the COOLING RODS.

225 GWEN
 Kevin, you see those carbon rods?

*

INT. NUCLEAR POWER PLANT - REACTOR ROOM - SAME TIME

Kevin rushes toward the reactor.

226 GWEN (O.S./VIA P.A.)
 They absorb excess neutrons and
 control the rate of the nuclear
 reaction.

227 KEVIN
 On it.

He grabs a rod and ABSORBS IT, HIS ENTIRE BODY TURNING INTO ITS SILVER-INDIUM-CADMIUM ALLOY MATERIAL.

P'Andor continues to feed on the core, glowing brilliantly, when suddenly Kevin leaps in and grabs him in a bear hug.

228 KEVIN (cont'd)
 <flying cry, exertion>

P'Andor flails around wildly, but Kevin holds on tight.

229 P'ANDOR
 (struggling)
 Get... off... me!

Big Chill swoops around and pelts P'Andor with FREEZE BLASTS.

As he struggles, P'Andor's GLOW FADES.

230 P'ANDOR (cont'd)
 Stop...!

231 KEVIN
 He slagged the armor! What now?

Kevin starts to lose his grip.

233 KEVIN (cont'd)
 I can't hold him!

234 BIG CHILL
 I know who can.

He taps his Omnitrix symbol and TRANSFORMS INTO CANNONBOLT.

235 CANNONBOLT
Cannonbolt!

Cannonbolt looks at himself, then at the still-scrapping
P'Andor and Kevin, considering his size.

235a CANNONBOLT (CONT'D) (cont'd)
Hmmm. Maybe I've got something
that'll work better...

Cannonbolt strikes the Ultimatrix on his chest rapidly
TRANSFORMING into ULTIMATE CANNONBOLT.

235b ULTIMATE CANNONBOLT
Ultimate Cannonbolt!

Just as P'Andor throws off Kevin, Ultimate Cannonbolt leaps
in, opens his form up wide, tosses the armor at P'Andor...
and ENCLOSSES P'ANDOR, KEVIN AND THE ARMOR INSIDE HIS "BALL"
FORM.

Ultimate Cannonbolt writhes and bulges from the struggle
within and finally PUFFS OUT HUGE from an <EXPLOSION> within.

Then he opens his form (now smoking from within), revealing a
now normal looking Kevin with P'Andor, flat on his back and
back in his armor.

236 KEVIN
How'd you know I'd be able to
absorb the armor and morph it
around P'Andor?

237 ULTIMATE CANNONBOLT
Is that what you did?

P'Andor begins to stir. Ultimate Cannonbolt snaps into a
fighting stance, but Kevin remains casual.

237a P'ANDOR
<waking groans>

238 KEVIN
Don't worry about him. I made some
alterations to his suit.

Kevin rolls P'Andor over with his foot, revealing the armor's
hands are fused together behind his back like handcuffs.

DISSOLVE TO:

EXT. NUCLEAR POWER PLANT - LATER

Ben, Gwen and Kevin watch as a PAIR OF PLUMBERS (clearly the real deal - re-use existing recognizable models?) escort the still cuffed P'Andor to their ship.

239 PLUMBER
We'll make sure he's deported back
to his home planet.

*

Kevin nudges Gwen.

240 KEVIN
At least he's getting that ride
home you promised.

WIDE - Our trio watch as the Plumber Ship <BLASTS OFF>.

241 BEN
That leaves two of Aggregor's
former captives at large.

Gwen projects holographic "mug shots" of the remaining alien fugitives from her Plumber Badge.

242 GWEN
Hopefully, they'll be a little more
cooperative than P'Andor.

DISSOLVE TO:

SPACE - LATER

The Plumber Ship, however, is now being pursued by ANOTHER, LARGER SPACESHIP, which FIRES ENERGY BLASTS (think the opening of the original *Star Wars*).

243 PLUMBER (O.S.)
Mayday! Mayday! We are under attack
by an unidentified vessel!

*

The Plumber Ship tries to evade the larger ship, which closes in and clamps itself to the Plumber Ship like a giant squid with its tentacles.

INT. PLUMBER SHIP - BRIDGE - CONTINUOUS

WARNING LIGHTS FLASH and KLAXONS <BLARE> as the two Plumbers scramble for their weapons. The still-cuffed Pandor is held in some sort of energy field cage nearby.

The TWO PLUMBERS, IN FULL SPACE GEAR, INCLUDING HELMETS, aim their weapons at the entry door to the bridge, ready for anything that might come through.

Instead, the ENTIRE HULL <BLASTS> OPEN BEHIND THEM, sending the Plumbers whooshing out into space.

244 PLUMBERS
<startled cries!>

SPACE - CONTINUOUS

The Plumbers and P'Andor float helplessly away revealing AGGREGOR standing in the opening facing a terrified P'Andor, still trapped in his energy cage.

245 AGGREGOR
Did you really think you could
escape from me?

*

246 P'ANDOR
Aggregor.

FADE OUT.

END OF EPISOD

*

*