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BEN 10: ULTIMATE ALIEN

"PRISONER 775 IS MISSING"

Written by Peter David

First Draft by 05/08/10

TEASER

FADE IN:

EXT. AREA 51 - NIGHT - TIGHT ON - A SIGN THAT READS "AREA 51: AUTHORIZED PERSONNEL ONLY."

It is situated on a sign post on a dirt road, and now WALKING PAST the sign, barely giving it a glance, is OLD GEORGE. He is dressed innocuously enough: Simple slacks, white shirt. We MOVE WITH George as he shuffles down the road TO REVEAL

A GUARD STATION - NIGHT

At which are standing TWO GUARDS. The Station has a booth in which the guards stand and a wooden barrier arm stretching across, blocking the path. Beyond that guard station is the rest of AREA 51: A series of nondescript warehouses and/or barracks.

The guards see George shuffling toward them. They obviously do not look or sound particularly threatened. Guard Incoming. He raises a

hand to his partner in a "don't sweat it" manner.

GUARD

I'm on it.

The Guard steps out of the station and calmly walks toward Old George, who comes to a halt in front of the barrier arm, staring blankly ahead, resting his hands on the barrier arm.

GUARD

This is a restricted area, sir. I'll have to ask you to move along.

George's gaze finally focuses on the guard. The guard sounds vaguely patronizing, as if talking to a child.

GUARD

Your car break down, old timer? Need some help?

And Old George suddenly SNAPS OFF the barrier arm with no effort. Wielding it like a lance, he SLAMS IT INTO THE GUARD'S MIDSECTION, doubling him over, and then whips it around so it SLAMS HIM IN THE HEAD.

GUARD

(IMPACT)

(GASP)

(GRUNT)

The second guard Alarmed, emerging from the booth, going for his sidearm (which is in a holster with a leather flap covering it so we don't actually see the gun). Old George Flings the arm like a spear.

From OFF SCREEN WE HEAR

GUARD #2

(IMPACT)

(SCREAM)

Old George walks past the two downed guards. Slow crane shot Of Area 51 as we pull back and up. Old George is calmly striding forward and he ENTERS one of the warehouses/barracks, thus exiting our view. But we hear

SFX: SHOTS BEING FIRED, RAY GUN BLASTS, EXPLOSIONS overlaid with...

VARIOUS VOICES

Hey!/Who's that!?!/Put that down!/Security

(IMPACT)

(GRUNTS)

(SCREAMS)

Then DEAD SILENCE falls for a long moment. Nothing stirs. Nothing moves. And then WE HEAR a slow BUILD UP OF ENERGY, like a "Star Trek" phaser revving up toward detonation, or Doctor Who's TARDIS arriving but faster and louder.

And suddenly LIGHT ERUPTS, FILLING THE SCREEN as the noise maxes out, blinding, and then the light diminishes and leaves, in its wake...

AREA 51 CRATER - NIGHT

There is no trace of Area 51. There is nothing but a huge crater.

The Area 51 sign The one that we saw earlier is now on the very edge of the crater. It slowly topples backward and falls into the crater, OUT OF SIGHT, and after a long pause WE HEAR A FAINT THUD to indicate just how deep this crater is.

FADE OUT.

ACT ONE

FADE IN:

EXT. MAX'S RUSTBUCKET - DAY - TIGHT ON - BEN

BEN sets the Ultimatrix and he SLAMS DOWN on it to transform into...

SWAMP FIRE

Swamp Fire!

And then he extends a hand and unleashes a BLAST OF FLAME that IGNITES a barbecue pit Dug into the ground with a grill across the top. Basically it looks something like this:

http://img.diynetwork.com/DIY/2009/08/17/0131399_BarbecuePit_s4x3_lg.jpg

GWEN and KEVIN are standing a foot or two back from it, looking dubious. They're holding sticks with hot dogs speared through the end.

GWEN

Ben, that's overkill.

Swamp Fire strides INTO FRAME.

SWAMP FIRE

No, it's... Swamp Fire! I don't have an alien named Overkill 'cause if I did I'd, y'know, shout "Overkill!"

KEVIN

What's up with the whole "shouting names" thing, anyway?

SWAMP FIRE

It, uh, strikes fear into my enemies?

KEVIN

You go right on believing that.

Swamp Fire TRANSFORMS BACK into Ben.

GWEN

Well, at least it's lit. Someone get Grandpa Max. This party was his idea.

KEVIN

Probably needed victims for his new barbecued moose chips recipe. When is Pops gonna understand he can't cook?

BEN

Number one, I wouldn't call him "Pops" to his face if I were you. Number two, Grandpa Max understands more than you think.

INT. THE RUST BUCKET

MAX is on the phone, looking bewildered.

MAX

I don't understand. Area 51 is gone?

INTERCUT WITH - AREA 51 CRATER - DAY

A PLUMBER is on a cell phone, standing on the edge of the crater.

PLUMBER

Yes, sir. Nothing left but a gigantic crater. But there's no blast marks; it wasn't blown up.

MAX

Well, the first step should be for the Air Force to send in investigators.

PLUMBER

They did.

We PULL BACK TO REVEAL that a body bag is being loaded into a waiting ambulance. Standing near the ambulance is Colonel ROZUM, saluting.

PLUMBER

Max, I've been a Plumber for twenty years. I've never seen anything like this.

MAX

All right. If Area 51 has really disappeared, I'll be right there.

BEN (O.C.)

(CLEARS HIS THROAT)

Ben, Gwen and Kevin standing in the doorway of the Rustbucket.

MAX

Make that: We'll be right there.

DISSOLVE TO:

EXT. AREA 51 - LANDING AREA - DAY

A section a short distance from the Area 51 Crater where a small Plumber vessel is already sitting. The Rustbucket III descends and comes in for a landing.

Rozum is standing there, waiting, holding onto his hat, his clothes rippling because of the wind that the descending ship is kicking up. Having landed, Max, Ben, Gwen and Kevin emerge. Kevin glances at the Plumber ship.

KEVIN

The Plumbers really need to upgrade their rides. Look at this thing.
No power. Lousy security system.

GWEN

You want one, don't you.

KEVIN

Yeah.

GWEN

Maybe for your birthday.

Rozum steps forward, hand extended.

ROZUM

Max Tennyson. Long time no see.

Max shakes his hand.

MAX

Colonel Rozum. Still handling all the weird stuff for the Airforce?

ROZUM

I just go where they send me. We were hoping you could enlighten us
as to what happened here.

PLUMBER (o.c.)

Max...

The plumber Standing on the edge of the crater.

PLUMBER

We just cleared some rubble from the bottom of the crater. There's something there you've gotta see.

EXT. AREA 51 - CRATER BOTTOM - MOMENTS LATER

We are close on a perfectly circular metal disk flat in the bottom, about ten feet across, implanted, like a manhole cover. The words "MAXIMUM SECURITY" are stamped in it.

Max steps INTO FRAME and raps on it. Kevin steps INTO FRAME on the other side, touches the disk, and TRANSFORMS into it. Then he studies his hand.

KEVIN

Solid castrodinium. You don't find this on earth.

MAX

Perhaps you could enlighten us, Colonel.

ROZUM

Sorry, Max, it's above your pay grade.

BEN

Then my grandfather gets a pay raise, right now, or we walk.

ROZUM

You're going to let your grandson talk to me like that, Max?

MAX

I'll let him know when he says something I disagree with.

A beat, staring down. Rozum says nothing.

MAX

Okay, then.

They turn to leave. Kevin transforms BACK TO NORMAL.

ROZUM

It's a holding facility.

They slowly turn back.

BEN

What's it holding?

ROZUM

Aliens who landed here over the years.

GWEN

How many years?

ROZUM

Four, maybe five...decades.

BEN

You've had people cooped up in there for fifty years?

ROZUM

Not people. Aliens. Held on suspicion of being a threat to planetary security.

BEN

I'm gonna see what's down there.

ROZUM

Impossible. No one unauthorized can get in or out.

Ben activates the Ultimatrix and transforms into...

BIG CHILL

Big Chill--! (beat) --isn't "no one."

Phase shifting, he DESCENDS through the metal plate.

KEVIN (To Rozum)

Okay, when he shouted his name just then, did it strike fear into--?

GWEN

Not now, Kevin.

Max turns to face Rozum.

MAX

This "holding facility" of yours is nothing but a prison! A prison with no regards for the rights of--

ROZUM

Rights? You talk to me about rights, with all the alien terrorists you've fought! You know the dangers they present! You should be thanking me!

MAX

The aliens we fight get turned over to the proper authorities! Being stuck in a hole forever with no due process...

ROZUM

We do what needs to be done, and I sleep better at night knowing my family is safer.

Big CHILL (o.S.)

Grandpa Max...

AREA 51 - CRATER BOTTOM - THE METAL DISK - CONTINUOUS

As Big Chill emerges from it and TRANSFORMS back into Ben.

BEN

You won't believe it.

EXT. PERIMETER OF AREA 51 CRATER - CONTINUOUS - ALIEN POV

Something is MOVING ALONG the perimeter. It is an alien PRISONER, but we do not see him since we are staying with his POV. We HEAR steady, gasping breathing, indicating his nervousness.

PRISONER (o.C.)

(RAGGED BREATHING)

And he is making his way slowly, steadily toward the Plumber ship that we saw earlier. He's drawing closer and closer to it, and while this is happening, WE HEAR BEN FROM A DISTANCE.

BEN (distant, o.S.)

There's hundreds of aliens down there, crammed into cells. The security system was down, but I rebooted it. But the conditions down there...it's inhuman.

AREA 51 - CRATER BOTTOM

As Rozum is facing off against Ben and Max.

ROZUM

That's because they're not human, and we're not running a hotel.

MAX

You're not running a prison, either. Not anymore. You're going to release them to the Plumbers, Colonel, for proper processing. They'll be freed when warranted, or else made to stand trial.

BEN

Yeah. All seven hundred and seventy-four of them.

ROZUM

That's not right.

MAX

It's not only right, it's justice, long delayed, but still--

ROZUM

No, I mean...your count isn't right. There's seven hundred and seventy-five.

BEN

That's not what your electronic tote board said.

ROZUM

Then there's one--

Suddenly THEY HEAR the SFX of ENGINES FIRING UP.

ROZUM

--missing...

The plumber vessel The engines roaring to life. The side of the crater Ben is sprinting up the side of the crater, spinning the Ultimatrix.

BEN

Time for Humungousaur!

He slaps the Ultimatrix and is transformed into...

RATH

Rath! Fine! Rath's better anyway!

The plumber vessel Begins to lift off and suddenly... Rath Is holding onto the underside.

RATH

Hey! Nobody goes unless Rath says they can go! Because Rath goes before everybody! So no go, yo!

THE SIDE OF THE CRATER

As Kevin sprints and Gwen, creating steps from her manna, runs up them.

The plumber vessel Now takes off with Rath holding onto the underside.

RATH

Oh! Oh! Is that all you got, stolen plumber ship? 'Cause Rath's got tons more!

The vessel arcs up and away just as Gwen and Kevin get there. And Rath's voice RECEDES but he's still audible until the very last.

RATH

In fact, I should give you some of mine, so it'll be a fair fight and after that, everything Rath gave you, I can take it back again! And

make you like it!

KEVIN

Y'know, Rath is the only alien that makes me wanna just get a box of popcorn, kick back and watch.

GWEN

Kevin, this isn't the time for--

(she cops to it)

Yeah, me too.

THE SKIES - DAY

We TRACK WITH the ship as it hurtles across the sky, Rath pounding on it, ripping at it, doing some serious damage.

RATH

Give up, stolen Plumber ship! You can stay up here as long as you want!

Suddenly smoke starts to BILLOW from a section. The ship starts to angle downward.

RATH

Crashing's good, too! I can crash you all day--

And suddenly a chunk of the ship to which he was clinging tears loose and Rath is sent hurtling from the ship. As he plummets away from us..

RATH

Oh, now you're using gravity! Well, forget it! Give up, gravity! You can't beat Raaaaaaaath...

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. DESERT - DAY

Kevin and Gwen are sprinting across the desert on foot.

GWEN

Ben! Ben, are you all right?!

And they run to the brink of... A large, Rath-sized hole
As Rath is climbing out of it, and he turns and shouts at it.

RATH

Stupid Rath-sized hole! You make my butt look big!

GWEN

Oh, for crying out loud--

She slaps the Ultimatrix and Rath TRANSFORMS back to Ben.

BEN

Thanks, Gwen. Guess the ship got away.

KEVIN

Should be easy enough to find it.

He's pointing and we ANGLE AROUND TO REVEAL...

THE HORIZON LINE - DAY

In the far, far distance there's a thin trail of smoke wafting toward the sky.

DISSOLVE TO:

EXT. LAKE TAHOE PIER - EARLY EVENING

The ship has landed on the pier, crumbling a good chunk of it underneath. There's a gaping hole in the side of the vessel. Ben, Kevin and Gwen are APPROACHING.

BEN

Remember, this guy could be totally innocent of anything--

Kevin

He stole a ship. He's no innocent.

BEN

You really wanna stack your rap sheet against his, Kevin?

KEVIN

Whatever.

Ben sticks his head in the gaping hole.

GWEN

Anything?

Ben withdraws his head.

BEN

No sign of life except for a beeping noise coming from the main console.

KEVIN

A what?

He pushes Ben aside and looks in.

KEVIN

That's the self-destruct!

He clambers INTO...

INT. DOWNED PLUMBER SHIP - CONTINUOUS

As Kevin is now standing in front of the shattered console. There are wires dangling everywhere. Ben is standing at the hole looking in. SFX of a slow, steady beeping.

KEVIN

It's a fail-safe in case a Plumber ship is crashed and then abandoned.
I'm on it. Don't worry.

BEN

You sure?

KEVIN

I said don't worry!

He takes two dangling wires and wraps the ends around each other. The beeping STOPS. Kevin smiles. SFX of the beeping suddenly restarting, faster than before.

KEVIN

Now you can worry.

EXT. DOWNED PLUMBER SHIP - CONTINUOUS

As Ben steps back and Kevin clambers out.

KEVIN

Get back! Everybody get back!

BEN

Here comes Humungousaur!

He activates the Ultimatrix and transforms into...

ECHO ECHO

Echo Echo?! Aw, come on! Okay, fine!

Echo Echo splits into as many of himself as we can handle, darting under the ship. One hangs back.

GWEN

Ben! What are you doing?!

ECHO ECHO

Tossing it a safe distance! Do it, boys!

The Echo Echos, making up in quantity what they lack in quality, hoist the ship onto their shoulders. All of them are now shouting in unison...

ECHO ECHOS

Hut! Hut! Hut! Hut! Hut! Hut! Hut!

...as perfectly synched, they sprint down the pier carrying the ship. Smoke is now billowing out of it.

END OF THE PIER

As they make it there with the ship, the directing Echo Echo behind them, and he shouts...

ECHO ECHO

On three! One! Two! Three!

And they heave it with all their strength. It goes exactly half a foot and SPLASHES nose down into Lake Tahoe, the vast majority of it exposed and upright. All the Echos stand there, staring at it. SFX of the beeping now speeding up even more, clearly about to detonate.

ECHO ECHO

New plan: Run away!

The Echos converge into Echo Prime and he sprints as fast as he can. The ship ERUPTS INTO FLAME, a MASSIVE EXPLOSION, blasting him off his feet, propelling him.

Gwen creates a SHIELD just as Echo Echo gets to her and Kevin and flame blasts around them, enveloping them. Seconds later the flame diminishes and they are left standing there with everything around them charred and burned. Only they remain unscathed.

KEVIN

Yeah, this one's going into our highlight reel.

DISSOLVE TO:

EXT. SECTION OF TOWN - EARLY EVENING

An older POLICE OFFICER is lying unconscious near a crunched up police car. The driver's side door has been torn off. Gwen and ben Crouch

over the Police Officer, who is coming around. Kevin's in b.g. The cop speaks groggily, with effort.

POLICE OFFICER

Unnhhhh ...

(looking up)

Ben...Tennyson? My teenage daughter is nuts about you...

BEN

Yeah? She cute?

GWEN

Ben!

BEN

Sorry. Reflex.

GWEN

Did an alien do this to you? We followed a trail of property damage;
it was pretty tough to miss.

POLICE OFFICER

He came charging right at me...bullets didn't slow him, and...he said
he was going to kill me, and I...I--

GWEN

What did you do?

POLICE OFFICER

I begged. I begged him, I said, "Please, I...I have a wife. Children!"
And...that's the last thing I remember.

(beat)

Don't tell anyone that I--

GWEN

That you said whatever you had to so you could see your family again?
Your secret's safe.

Suddenly THEY HEAR SFX of crashing from OFF SCREEN.

KEVIN

The town, on the other hand...not so safe.

EXT. TOWN SQUARE - EARLY EVENING - PRISONER POV

The Prisoner moves through the town, people running, (SCREAMING). A mother, clutching her child, is directly in his path. Looking terrified, she backs up, never taking her eyes from us, and she backs up against a wall.

KEVIN (O.S.)

Hey!

TIGHT ON - the prisoner's eyes

Narrowed, darkly furious and he TURNS TO SEE... Kevin Touching a

parked car and TRANSFORMING INTO METAL.

KEVIN

You wanna go? Let's go.

The prisoner In full view for the first time. Huge, heavily muscled, claws on his fingers, and he CHARGES Kevin. Kevin slugs it out with him, going toe to toe.

KEVIN

(Impact)

(Impact)

(Impact)

Ben and Gwen Charging forward.

GWEN

Kevin!

The prisoner Picks up Kevin and FLINGS HIM AT...

KEVIN

(GRUNTS)

Gwen Brings up a shield to try and cushion the impact, but she only partly brings it up in time as Kevin CRASHES into her, flattening them both.

GWEN/KEVIN

(IMPACT)

(IMPACT)

Ben Is about to activate the Ultimatrix and says cautiously...

BEN

Time for...Goop...?

He activates it and is transformed into...

HUMUNGOUSAUR

Humungousaur! Finally!

He advances on the Prisoner.

HUMUNGOUSAUR

Okay...no one has to get hurt...

And the Prisoner grabs up a car, CRUNCHES IT into a huge ball of metal...

HUMUNGOUSAUR

Wow...a compact car...

...and the Prisoner throws it at Humungousaur, who brushes it aside.

HUMUNGOUSAUR

You'll have to do better than--

(beat)

Oh...truck...

And a GIGANTIC BALL OF STEEL slams into him, sending him flying.

HUMUNGOUSAUR

(GRUNT)

EXT. WAREHOUSE SECTION - EARLY EVENING

As the gigantic ball of steel, with Humungousaur embedded in it, goes CRASHING through the wall.

INT. WAREHOUSE - CONTINUOUS

Humungousaur pries himself out of the giant ball of steel.

HUMUNGOUSAUR

(EFFORT)

(TRIUMPHANT GRUNT)

And the Prisoner charges in.

PRISONER

You'll never take me back there! Never!

The Prisoner and Humungousaur POUND on each other. And as they do...

PRISONER

Years I spent there...years...I did...nothing

HUMUNGOUSAUR

It's gonna be okay...

PRISONER

Nothing...will ever be okay...again...!

He sends Humungousaur crashing into a stack of crates. He advances and suddenly a pink BEAM OF ENERGY wraps around his arms, pinning him.

PRISONER

What--?

WHIP PAN TO REVEAL Gwen, holding him tight with effort. Kevin, still ironed up, is next to her.

GWEN

Not sure...how long...I can hold him...

KEVIN

It'll be just long enough.

Kevin charges but suddenly Humungousaur places himself BETWEEN them.

HUMUNGOUSAUR

Kevin! Hold up!

(to prisoner)

What did you mean? About nothing being okay--?

GWEN

Colonel Rozum claims you're a terrorist--

PRISONER

Terrorist! I was a freedom fighter on my home world against an oppressive dictator! A dictator who dumped me on this backwater world and convinced Rozum's people I was a criminal!

HUMUNGOUSAUR

We can bring you home...

PRISONER

There's nothing there for me. A later arrival to our prison told me the enemy annihilated everyone. My mate, my children...all gone...all gone...

Gwen, stricken, releases him. He stands there, unmoving. Kevin and Ben transform back to normal.

PRISONER

I have nothing left to live for.

KEVIN

That's not true. You could even the score...make the ones responsible
pay...

PRISONER

Perhaps...you are right.

BEN

Absolutely!

PRISONER

I should seek justice!

KEVIN

There ya go!

PRISONER

I should kill Rozum!

GWEN

Wait...what?

PRISONER

Even better...his entire family!

And the Prisoner VANISHES.

BEN

Where'd he go?!?

GWEN

Spread out! Don't let him--!

An UPRIGHT SUPPORT BRACE near her is SMASHED ASIDE, and the WAREHOUSE CAVES IN. For several seconds nothing stirs and then PINK ENERGY pushes aside the fallen debris as our heroes climb out.

GWEN/KEVIN/BEN

(COUGH) (MOAN) (STAY ALIVE)

BEN

"Even the score." Nice going, Kevin.

KEVIN

I didn't hear you disagreeing.

GWEN

Quiet, the both of you. We've got a new problem. He's not running anymore. He's hunting.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. AREA 51 - LANDING AREA - NIGHT

Ben, Gwen and Kevin are bringing Max up to speed.

MAX

He's going after Colonel Rozum? But the Colonel's not here. He went back to Roberts Air Force base where he's stationed with his family.

GWEN

I don't understand how the Prisoner would know where they are.

BEN

I don't even understand how he got out in the first place.

MAX

I checked: He's a Merlini. We don't know everything about his people, but we do know they can teleport short distances. When the holding system went down, that was all he needed to escape.

BEN

Great.

MAX

At full speed, the Rustbucket III could still beat Rozum back to the base. The three of you get going. I'll call ahead and get you clearance. Kevin, try not to crash the Rustbucket.

KEVIN

You can count on me, Pops.

MAX

(deadly)

Ex-CUSE me?

KEVIN

I meant...Grandpa Max.

(meekly)

Mr. Tennyson, Sir?

MAX

Better.

EXT. AREA 51 - THE SKIES ABOVE - NIGHT

As the Rustbucket III LIFTS OFF. We PUSH IN ON IT to REVEAL that there is an indistinct, wavering form, like a rippling section of air in the exact shape of the Prisoner, clinging to the side of the ship.

DISSOLVE TO:

EXT. ROBERTS AIR FORCE BASE - NIGHT

The Rustbucket III hurtles down toward the Air Base.

EXT. LANDING STRIP - NIGHT

As Ben, Gwen and Kevin emerge from the Rustbucket III. There are spotlights rigged overhead, bathing the ship in light.

KEVIN

Now what?

GWEN

Now we spread out and find him before...

Gwen stops and NOTICES... The Rustbucket's shadow cast on the ground, there is a bulge that extends from the surface of it.

GWEN

Guys...is there any chance that the Merlini have chameleon-like properties that would let them blend in with backgrounds so that they're practically invisible?

KEVIN

What the heck are you talking ab--?

Prisoner 775 Leaps off the ship at them. Gwen Tosses up a shield and the Prisoner ricochets off it, using it to propel himself into Kevin and Ben, knocking them to either side.

KEVIN/BEN

(IMPACT)

(IMPACT)

And then the Prisoner SHIMMERS and VANISHES into the darkness. Kevin and Ben are scrambling to their feet.

BEN

Great! We brought him here!

KEVIN

Thank you, Captain Obvious.

GWEN

He could be anywhere on the base. How do we find him?

BEN

We track his scent.

He turns the Ultimatrix.

BEN

Time for a blast from the past...

He slams down on the Ultimatrix and transforms into...WILD MUTT. Wild Mutt opens his mouth wide as if ready to shout and WE HEAR...

GWEN (o.s.)

(in a deep, growly voice)

Wiiiiiild Mutt!

WHIP PAN TO REVEAL Gwen, her hands cupped around her mouth, effectively creating a megaphone. Kevin is looking at her incredulously. She lowers her hands.

GWEN

Well...he doesn't talk. Someone had to--

KEVIN

Strike fear, yeah, I get it.

Wild mutt Starts sniffing around on the ground as Kevin touches the Rustbucket and absorbs the metal surface.

Wild mutt

(SNIFFS) (GROWLS) (BARKS LOUDLY)

And then Wild Mutt CHARGES OFF as Kevin and Gwen head off in pursuit.

EXT. FAMILY RESIDENTIAL AREA - NIGHT

A section of the base that looks like any other normal residential area, a Wisteria Lane-type environment. The Prisoner SHIMMERS into existence. He looks around, annoyed, and then a broad smile crosses his face.

PRISONER

Ahhhh...

Angle to reveal - a mailbox At curb side, and it reads "ROZUM."

EXT. ROZUM'S HOUSE - LIVING ROOM

MRS. ROZUM is visible through the bay window of the living room. She is holding her infant child, a little boy, cradling him in her arms, gently tickling his chin. The baby smiles.

Pull back to reveal Prisoner #775 is directly outside the window, his claws extended. He continues to watch...and then something changes in his face. His expression softens, his claws retracts. And suddenly Wild Mutt SLAMS INTO HIM, knocking him away from the window.

WILD MUTT

(GROWLS)

PRISONER

(IMPACT GRUNT)

The Prisoner is on his back, Wild Mutt SNARLING over him, and the Prisoner thrusts him back with his legs, sending him flying. Wild Mutt crashes into a tree, flattening it.

PRISONER

I'm doing as you suggested! Trying to balance the scales!

Kevin, still covered in metal, charges forward.

KEVIN

You wanna balance scales? Go on a diet!

The Prisoner SHIMMERS out of view. Kevin swings a roundhouse, connects with nothing. Gwen's eyes glowing.

GWEN

I've zeroed on him! He's to your right!

Kevin Staggers, getting punched.

KEVIN

(IMPACT)

He swings a punch to the right, misses.

GWEN (o.c.)

He moved! He's to your left!

Kevin gets punched from the left this time.

KEVIN

(IMPACT)

He swings, misses again.

GWEN (o.c.)

He's back to your left! No, behind you!

Kevin gets punched from behind, goes down.

KEVIN

Thanks for the help, Gwen!

Mrs. Rozum Looking through the window, confused. Colonel rozum Drives up to curbside in a jeep. He gapes.

ROZUM'S POV - THE FRONT LAWN

Gwen is FIRING energy blasts at seemingly nothing.

GWEN

He's too fast! He's--

Gwen is suddenly SLAMMED BACK, goes down.

GWEN

(STAY ALIVE)

Back to scene As Rozum advances.

ROZUM

What in the world is going on here--?

And suddenly the Prisoner MATERIALIZES behind Rozum, grabbing him around the throat.

ROZUM

(GASPS)

PRISONER

Don't worry, Rozum. You're going to live...at least long enough to lose your family!

ROZUM

No! They're innocent!

PRISONER

So were mine! Imagine how you'll feel, Rozum! How will you manage when you've nothing to live for!

Wild mutt Near the fallen Gwen, he ROARS!

PRISONER

Leash your overgrown pet! He's no match for me!

And Wild Mutt activates the Ultimatrix.

GWEN

Yeah? Well, you haven't met-- Ultimate Wild Mutt!

There is a blinding burst of light. And we're...

Tight on - ultimate wild mutt

His huge, ROARING MOUTH, absolutely deafening. Gwen and Kevin Looking down.

KEVIN

You're kidding.

Ultimate wild mutt Looking up at them, confused. He's about the size of a chihuahua. A massively built, powerful looking, lap dog.

GWEN

Well...evolution doesn't always mean bigger. Dinosaurs evolved into birds.

KEVIN

Still, I think we're officially done with the whole "striking fear" thing.

The prisoner Still with his choke hold on Rozum, LAUGHS.

PRISONER

Quite the champion you have there, Rozum! Certainly you must be--

And suddenly Ultimate Wild Mutt, moving like a streak of light, SLAMS INTO the Prisoner's face, knocking him clear of Rozum.

PRISONER

(IMPACT)

(GRUNT)

The Prisoner SKIDS along the ground, churning up dirt. Ultimate Wild Mutt sinks his teeth into the Prisoner's trouser leg.

PRISONER

Let go, you stupid--!

And Ultimate Wild Mutt slams him from side to side at high speed.

PRISONER

(REPEATED IMPACT)

Mrs. Rozum Clutching her child, runs to Rozum's side, who embraces her. The prisoner Still being slammed, and then Ultimate Wild Mutt FLINGS HIM as hard as he can and the Prisoner CRASHES into a tree.

Ultimate Wild Mutt lands on his chest, and draws back one of his paws. Six inch claws SNAP OUT, vicious, ready to slash downward.

PRISONER

Yes! Do it! Finish me! Come on! Let me join my family! Do it! Do it!

And Ultimate Wild Mutt hops off and TRANSFORMS back to Ben. He stands there, looking down at him.

PRISONER

(battered, broken)

Please...do it...finish me...please...

Rozum and his family Looking on, and Gwen steps into frame.

GWEN

Some threat, huh.

DISSOLVE TO:

EXT. LANDING STRIP - NIGHT

The Prisoner, hands bound, is being led to a Plumber ship by several Plumbers. Max is standing there, looking on.

ANGLE ON - Ben, Gwen, and Kevin

ULTIMATRIX VOICE

New alien DNA downloaded.

BEN

Hey, guys! Check it out!

He activates the Ultimatrix and TRANSFORMS into a Merlini.

MERLINI

Overkill! Well? Well?

Gwen and Kevin roll their eyes and walk away.

MERLINI

Too soon?

Rozum and Max watching as the Prisoner loaded on.

ROZUM

I'm sure he's behind the disappearance of Area 51. I'll want to be
there for questioning.

MAX

Why? Because you think we're going to torture him and you wouldn't
want to miss that?

ROZUM

I expect you'll do whatever it takes.

MAX

Then I'm happy to disappoint you. You still don't get it, Colonel.
Still don't realize the enormity of what you've done...

ROZUM

I realize it fine, Max. And under the same circumstances, I'd do the
exact same thing. When it comes to choosing between a few hundred
aliens and my country's safety, that's just a no-brainer.

In disgust, Max turns away. And then Rozum looks toward his wife and child, standing a short distance away. And we see in Rozum's face a brief moment of uncertainty.

FADE OUT.

THE END

BEN 10: ULT ALIEN "Prisoner #775 Is Missing"

05/08/10 .

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Aaaaaand DIY Raaaaaaaath

SFX TARDIS

http img.diynetwork.com maxes . (Name of Project) by (Name of First Writer) (Based on, If Any) Revisions by (Names of Subsequent Writers, in Order of Work Performed) Current Revisions by (Current Writer, date) Name (of company, if applicable) Address Phone Number

Guard

Old george

Guard #2

Various voices

Swamp fire

Gwen

Kevin

Ben

Max

Plumber

Rozum

Big chill

Prisoner

Rath

Echo echo

Echo echos

Cop

car radio

Police officer

Humungousaur Gwen/kevin/ben Kevin/ben Wild mutt Ultimatrix voice

Merlini

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(distant, o.S.)

INT EXT I/E BEN 10: ULTIMATE ALIEN

AREA 51

AREA 51 - NIGHT - TIGHT ON ACT ONE

MAX'S RUSTBUCKET - DAY - TIGHT ON THE RUST BUCKET

INTERCUT AS NEEDED WITH - AREA 51

AREA 51 - LANDING AREA

AREA 51 - CRATER BOTTOM

PERIMETER OF AREA 51

CRATER

PERIMETER OF AREA 51

CRATER - CONTINUOUS

THE PLUMBER VESSEL

THE SKIES

END OF ACT ONE

DESERT

LAKE

TAHOE PIER

DOWNED PLUMBER SHIP

SECTION OF TOWN

TOWN SQUARE

TOWN SQUARE - EARLY EVENING

WAREHOUSE SECTION

WAREHOUSE

END OF ACT TWO

AREA 51 - THE SKIES ABOVE ROBERTS AIR FORCE BASE LANDING STRIP

FAMILY RESIDENTIAL AREA

ROZUM'S HOUSE

ROZUM'S POV

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

A SIGN

BEN

ALIEN POV

EARLY EVENING

EALRY EVENING

PRISONER POV

LIVING ROOM

THE FRONT LAWN

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.