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BEN 10: ULTIMATE ALIEN #1000-027

"Ben 10,000 Returns"

Written by Dwayne McDuffie

First Draft, 4/30/10

TEASER

FADE IN:

EXT. TENNYSON TOWER - NIGHT

We're looking at a futuristic cityscape, dominated by what looks like AZMUTH'S TOWER.

But as the title fades in -"BELLWOOD - 20 YEARS FROM NOW"- and the camera moves to reveal a gigantic, HEROIC STATUE of Ben Tennyson, we realize that this is Bellwood, 20 years in the future.

INT. TENNYSON TOWER - NIGHT

Inside the building (which looks so much like Azmuth's lab we can use the same backgrounds, if we wish), EON is wrecking equipment, and calling out Ben.

EON

Coward! You can't hide from me!

BTK (O.S.)

I'm not hiding, EON--

BEN 10,000 (BTK, from now on) suddenly FADES INTO VISIBILITY. He's 35 years old and as cocky as ever. He's handsome; bearded, tousled hair, smiling. He's wearing olive pants and a black tee-shirt. Over the shirt, he's wearing a white jacket that's never zipped, and gives the appearance of a black stripe down the center of his chest; the whole thing evokes his look when he was 10 years old. BTK's Omnitrix is a design we've never seen before.

BTK

--I'm making an entrance.

EON

Tennyson!

BTK throws a big overhand right at Eon, pasting him on the chin.

BTK

<effort>

EON

<impact>

Eon falls backwards onto the floor.

BTK

Really, Eon? Attacking me all by yourself in my own headquarters? You call that a plan?

EON

I don't need a plan to defeat you--

Eon fires a blistering, purple energy beam, A TIME STREAM, from his hand at BTK.

BTK

<effort>

BTK leaps away with incredible agility, the blast hits the wall behind him, and the wall AGES RAPIDLY, then CRUMBLES, revealing the skyline outside. BTK watches it in astonishment.

EON

--I've been destroying Ben Tennysons for an eternity. Another one hardly require careful planning.

Eon FIRES again. With incredible strength and speed, Ben grabs a huge COMPUTER CONSOLE, tears it from the ground, and swivels just in time to BLOCK the incoming blast.

BTK

<effort, then impact>

The Computer Console, AGES in BTK's hands and crumbles to dust, leaving him exposed. Eon is on his feet again, his hands crackling ominously with the purple time energy.

EON

And incidently, I didn't come alone.

From the ceiling, dropping like silent shadows, are a dozen SHADOW NINJAS (the robed, Power Ranger-looking guys from "Race Against Time"). Before BTK can move, they're all over him.

BTK

<struggles>

BTK struggles with the Ninja's hand-to-hand. He throws some good punches--

BTK

<struggles, impacts, efforts>

--clearing enough space for him to back away. The Ninjas unsheathe their swords and stalk him, surrounding him in a semi-circle.

BTK

Sure, it's all fun and games until someone loses an eye.

The Ninja's thrust their swords forward. Ben steps back again.

BTK

And by "someone," I meant me.

BTK's backing right for the hole in the wall and a precipitous drop. He puts one foot over the edge, feels nothing and almost falls.

BTK

<whoa!>

Speaking of bad plans...

BTK regains his footing, but he's still backed against the precipice, and the Ninjas still stalk towards him, swords drawn.

EON

Any last words, Tennyson? I'm collecting them.

BTK reaches for his Omnitrix.

BTK

I've got two words for you:

BTK ACTIVATES his Omnitrix. Rather than transforming, we briefly see an animated image of ULTIMATE HUMUNGOUSAUR behind him. The Omnitrix disappears from his wrist, and appears on his chest, with the "X" shaped protuberances that the Ultimates have.

BTK

Ultimate Humongousaur!

BTK GROWS to twice his size and sweeps away the attacking Ninjas with a back-handed slap.

BTK

<effort>

The Ninjas go flying, but some of them regroup, spinning and leaping through the air, attacking from every direction. BTK balls his fists and begins firing MISSILES like Ultimate Humongousaur's.

THE EXPLOSIONS rock some of the Ninjas, but others sommersault clear and turn back to the attack.

BTK

Really? Still haven't had enough?

BTK shrinks to normal size, taps the Omnitrix on his chest, and an ANIMATED IMAGE of ARCTICGUANA appears briefly behind him.

BTK

Arcticguana!

BTK opens his mouth, and a stream of FREEZING COLD BREATH pours out, instantly trapping every Ninja it touches into a CHUNK OF ICE.

BTK

But wait, there's more...

BTK taps the Omnitrix on his chest and an ANIMATED IMAGE of HEATBLAST appears briefly behind him.

BTK

Heatblast!

BTK shoots streams of FLAME from his hands. They hit the floor in front of the remaining Ninjas and erupt into WALLS OF FLAME, knocking them back, and out.

ON THE WALL OF FLAME As Eon walks right through it.

EON

Impressive. In all my years travelling cross-time and hunting alternate versions of you, I've never met one with your abilities. Still, I shouldn't be surprised, considering.

BTK

Considering what? Why are you doing this, Eon? All the times we fought before--

EON

That wasn't me, Tennyson. And soon, it won't have been you.

Eon balls his fists, they CRACKLE with PURPLE ENERGY.

BTK

You don't think I'm just going to stand here and let you nail me with that time-ray, do you?

BTK taps the Omnitrix on his chest and an ANIMATED IMAGE of CLOCKWORK, a NEW ALIEN who looks like a steam punk robot made by an insane watchmaker, appears briefly behind him.

BTK

Clockwork!

BTK fires a beam from his hands that looks similar to EON's (but a different color). His beam and Eon's CLASH.

BTK

That's right, I've got time-travelling powers too.

EON

(too big)

No!

BTK's BEAM begins to win forward, pushing Eon's BEAM back.

BTK

Yep.

The BEAM pushes Eon's beam back into him and DISINTEGRATES him.

EON

<screams!>

BTK watches as all of the Ninjas likewise VANISH.

BTK

<relieved exhale>

Catching his breath as his Omnitrix POWERS DOWN and reappears on his wrist, BTK's not totally surprised to see PARADOX appear in his SIGNATURE FLASH OF LIGHT.

PARADOX

(genuinely pleased)

Hello, Ben!

BTK

Good to see you, Paradox. Love how you manage not to show up until it's all over.

PARADOX

(somber)

It's far from over, old friend. It's barely begun..."

FADE OUT.

TITLES

ACT ONE

FADE IN:

EXT. STREET - NIGHT

Ben's car is heading through the deserted city streets. Ben's ULTIMATRIX is steadily <BEEPING>. BEN is driving, GWEN rides shotgun, KEVIN is in the back seat, sulking.

KEVIN

I liked it better when I used to drive.

BEN

You're just mad you have to ride in the back seat.

KEVIN

Because that's where the dweebs live.

BEN

I used to ride in the back seat of your car all the time.

On Kevin, turning up his palms as if to say, "that's my point."

GWEN

We do seem to spend less time together since everybody got their licenses.

BEN

Well, consider this a reunion.

KEVIN

Quality time, tracking down the source of the mystery transmission
your Ultimatrix found.

BEN

It's either an uncataloged alien, or yet another feature I can't
figure out.

(beat)

Or it's broken again.

KEVIN

Piece of junk.

BEN

Be nice.

All react to the <BEEPING> getting louder and closer together, then
getting slower again.

KEVIN

We musta drove right past it.

BEN

I can fix that.

BEN'S CAR does a tire-squealing 180 degree U-TURN turn and STOPS SHORT
in front of a Museum.

GWEN

Ben!

BEN

I was trying to drive more like Kevin.

CUT TO:

EXT. BELLWOOD MUSEUM OF NATURAL HISTORY - NIGHT

It's the Museum the Forever Knights broke into in "Duped." They head up the stairs, the Ultimatrix's <BEEPING> growing more insistent. Ben tries the front door. It's locked.

BEN

Guess it is past visiting hours.

KEVIN

Not for me, it isn't.

Kevin touches the lock and ARMORS UP his hand, then forms his index finger into the SHAPE OF A KEY and unlocks the door. He opens it and gallantly holds it open.

KEVIN

Ladies first.

Gwen

Thank you.

KEVIN

I was talking to Ben.

Ben gives him a dirty look, Gwen ignores the joke and goes in first, creating a floating, glowing ENERGY SPHERE to create light.

INT. BELLWOOD MUSEUM OF NATURAL HISTORY - NIGHT

It's very dark in the vestibule. Ben's Watch is beeping so fast that it's PRODUCING a steady <TONE>

GWEN

Which way?

BEN

It seems like we're right on top of it.

KEVIN

Creepy museum basement. Figures.

CUT TO:

INT. MUSEUM BASEMENT - NIGHT

A dark, creepy warehouse/basement, lit by Gwen's power. The trail leads to a large CRATE.

BEN

Whatever it is, it's got to be in here.

GWEN

There's probably a crowbar around somewh--

Gwen reacts to Kevin, who has formed his hand into a SPIKED, METAL MACE and swung at the crate, smashing it open.

KEVIN

<effort>

Off of Gwen's look.

KEVIN

We already broke into the museum, what's the big deal?

BEN

Let's see what we've got.

Ben pulls a chain and the ceiling LIGHTS GO ON. INSIDE THE CRATE is an ornate, inscribed disk, it's the HAND OF ARMAGEDDON, from "Race Against Time."

BEN

That's weird. Are those magic symbols?

Gwen peers at the inscriptions.

GWEN

Not in any language I know.

Ben reaches out and touches it.

BEN

How about you, Kevin? Ever seen anything like--

A FLASH of PURPLE ENERGY flows out of the disk and into Ben's Ultimatrix. He pulls his hand back.

BEN

<Ow!>

The Hand of Armageddon BLASTS away the remainder of the crate, and GLOWS. SHADOW NINJAS begin pouring out of the disk! The first two tackle Ben.

BEN

<impact>

Kevin turns to help Ben, only to be hit from behind by two more.

KEVIN

<impact>

More Ninjas leap out of the disk, but Gwen is ready, she puts up an energy shield that blocks a flying leap at her.

GWEN

<effort>

KEVIN has turned his attention to the Ninjas who tackled him, he's parrying their sword thrusts with his mace.

KEVIN

<efforts>

He looks back at Ben, who has three or four Ninjas piled on him.

KEVIN

How're you doing back there?

BEN

(struggling)

I've been better...

Ben ACTIVATES the Ultimatrix and transforms into SPIDER-MONKEY.

SPIDER-MONKEY

Spider-Monkey!

Spider-Monkey shrugs the Ninja's off of him and hangs upside down from

a web-line attached to the ceiling, facing off with them.

SPIDER-MONKEY

Okay, strong-and-silent-types, let's see what you got.

A Ninja THROWS his sword at the web-line, severing it.

SPIDER-MONKEY

Aw, man!

Spider-Monkey FALLS head first towards the floor. He does a HANDSPRING off of his palms and VAULTS away, just as two ninjas slice through the SPACE he just vacated.

SPIDER-MONKEY

Missed me! But I left you a present anyway.

The Ninjas realize their swords have been WEBBED TOGETHER. As the ninjas try to pull their swords apart, Spider-Monkey swings into them on a web-line feet first, scattering them.

SPIDER-MONKEY

<impact>

GWEN throws an ENERGY DISK at a Ninjas charging her, it slices his sword in two.

GWEN

<effort>

The Ninja stops, and looks at his mutilated weapon. Gwen is smug, she SMIRKS.

GWEN

<small laugh>

The Ninja reaches around his back and produces a set of NUNCHAKU, he does a brief, Bruce Lee-style KATA with them, challenging Gwen.

Gwen puts both hands out in front of her, shoulder level. Her eyes GLOW for a brief moment.

GWEN

<effort>

A glowing, ENERGY NUNCHAKU of her own appears in her hands. She whips one end around, trapping it in her armpit, then FLICKS it overhand, shattering the Ninja's wooden weapon, and conking him in his head.

GWEN

<Bruce Lee attack!>

KEVIN is nearby, slamming his attackers aside. He turns in time to see Gwen spin through two more Ninjas, taking them down with her energy Nunchaku.

GWEN

<2 Bruce Lee attacks!>

KEVIN

(impressed)

You learn that in Karate school?

GWEN

Saw it in an old movie.

To Gwen's surprise, her energy weapon VANISHES.

GWEN

Okay, that still needs work.

SPIDER-MONKEY takes down two more Ninjas with hard punches:

SPIDER-MONKEY

<2 efforts>

Then WEBS them up with his tail.

SPIDER-MONKEY

That's the last of em. Whoever they are.

All react to the fallen Ninjas dissolving in a FLASH OF LIGHT, all over the room, the webbed ones leave the web behind.

SPIDER-MONKEY

Aw, come on!

Spider-Monkey REVERTS to Ben.

KEVIN

What's the big deal? We beat em.

BEN

They escaped, and we don't know what they wanted, or even why the
Ultimatrix led us to them.

KEVIN

But other than that...

BEN

Yeah. We won.

CUT TO:

INT. TENNYSON TOWER - NIGHT

BTK listens as Paradox gives him the lowdown.

PARADOX

You didn't win, Benjamin.

BTK

Maybe you missed it? Bad guy: completely vaporized. I may even cross him off of the invitation list to my annual rogues gallery barbecue.

PARADOX

You didn't destroy Eon. You merely knocked him down your own timeline.

BTK

Wait. He said he's been travelling cross-time. Do you think he tricked me?

PARADOX

Into sending him into your own past, in order to face you when you were younger, and less powerful? Yes.

BTK

I've got to do something!

Paradox looks at his pocket watch.

PARADOX

You already are.

CUT TO:

INT. MUSEUM BASEMENT - NIGHT

Gwen looks at the Hand of Armageddon, her hands in front of her, her fingers spread wide. She reaches out to touch it. Ben grabs her wrist.

BEN

Don't! That's how they got out before.

GWEN

I don't think so.

Gwen pushes forward and touches the disk. Nothing happens

GWEN

I'm getting a weird vibe off of it. Almost like I'm sensing my own
mana.

BEN

Maybe you should take a shower.

GWEN

I'm serious, Ben. I'm going to try a spell of Revelation.

Gwen concentrates, composing herself, then:

GWEN

Ostendo specialis! Ostendo specialis!

Energy from Gwen's fingertips flow into the Disk.

ON THE HAND OF ARMAGEDDON We can see in the disk, but dimly and warped through shifting pink energy, a scene from "Ben 10: Race Against Time" featuring Ben (or a Ben Transformation), Gwen and the Hand of

Armageddon. Kevin can't believe what he's seeing.

BEN

(confused)

That looks like us when we were kids.

KEVIN

(to Gwen)

You did a spell to show the past?

GWEN

No. It's just supposed to reveal secrets.

BEN

It couldn't be the past, I don't remember any of that happening.

GWEN

Me either. And I'm sure I never owned a blouse that ugly.

<surprised cry!>

Gwen reacts to a short, bright, DISCHARGE of energy from the Hand of Armageddon. Suddenly, it's back to normal.

KEVIN

You okay?

GWEN

Spell's broken. I'm not sure why. But I'm too tired to try again right away.

KEVIN

Maybe somebody erased your memories, or- or-

BEN

Or maybe it was time travel, and something happened to change our history?

They are illuminated from behind by a flash of Paradox's SIGNATURE ENERGY.

BTK

Good guess.

All turn to see BTK and Paradox standing there,

PARADOX

"Good guess"? It's completely wrong.

BTK

Well, wrong, but clever.

GWEN

Professor Paradox?

PARADOX

Hello, children!

KEVIN

(already suspecting)

Who's your friend?

The kids look at BTK in wonder. Our Ben gives the other Ben a long version of the Larry David "stare of truth," just as he did to his younger self in "The Forge of Creation." BTK returns the stare, comically.

BEN

Are you...?

BTK puts out his hand and shakes Ben's vigorously.

BTK

That's right, Ben. I'm you, only even more awesome!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. MUSEUM BASEMENT - RESUME

Moments later. Ben is peering suspiciously at his older self. BTK folds his arms, cockily.

BTK

Ben 10,000, at your service.

KEVIN

Gwen told me about you. You're the jerk from the future!

BTK

Kevin, Kevin, Kevin. I'd almost forgotten you used to have a full head of hair.

Kevin unconsciously touched his hair.

KEVIN

What, now?

BTK turns his attention back to Ben.

BTK

I'm a different Ben 10,000. But I do remember going to that future back when we were 10. What a buzzkill that guy was.

BEN

You're my real future...

PARADOX

Yes. If nothing occurs to change it. That's why I've... bent the rules of time and brought you together.

BEN

We're in serious danger.

BTK

We've been in tougher spots. One time, back when I was President of Earth--

BEN

I'm going to be President of Earth?

BTK

Just long enough to defeat the third Vilgaxian Invasion. It turned out that Gwen was better at the day-to-day stuff.

(to Gwen)

You're a shoo-in for a second term, Red.

GWEN

Really?

Paradox inserts himself.

PARADOX

Spoiler alert, Benjamin! Let the children discover their own futures.
If indeed they survive the present threat.

Before they get into it, we hear <SIRENS> in the background.
Irritated, Ben turns to Kevin.

BEN

You didn't shut off the silent alarms?

KEVIN

Didn't think we were going to be here this long.

GWEN

If Ben gets arrested, it'll be all over the news. Let's go.

Paradox touches the Hand of Armageddon.

PARADOX

We should take this along. It's the source of our difficulties.

Ben TRANSFORMS into FOURARMS.

FOURARMS

Fourarms!

He strains hard with all four arms and manages to lift the Hand of

Armageddon.

FOURARMS

<effort>

BTK takes it out of his hands, easily bearing the weight.

BTK

I got it.

FOURARMS

I can do it!

BTK

You've got sciatica in your future. Let's not rush to get there.

CUT TO:

EXT. RUSTBUCKET III - NIGHT

The ship streaks through the night sky.

CUT TO:

INT. RUSTBUCKET III CARGO BAY - NIGHT

Fourarms and BTK stow the Hand of Armageddon near the cars.

FOURARMS

Okay, all strapped in.

Fourarms REVERTS to Ben, he and BTK head towards the front of the ship.

BTK

(wistful)

Man, I had some good times in this ship...

BEN

What happened to it?

BTK

It wasn't our fault. Anyway, Kevin gets over it. Eventually.

CUT TO:

INT. RUSTBUCKET III COCKPIT - NIGHT

Ben and BTK join Kevin (piloting) Gwen and Paradox.

KEVIN

Coordinates set. You sure about this? We're headed to the middle of nowhere.

PARADOX

One only hopes it's far enough.

KEVIN

Nothing ever makes sense when you're around.

PARADOX

A fair criticism.

KEVIN

Which still doesn't explain how Ben met himself in the future before,
but it wasn't this guy.

Kevin points at BTK.

PARADOX

You travelled into cross-time.

GWEN

We went to a parallel world.

PARADOX

Exactly.

BEN

That's why the me in the future didn't remember it happening to him
before.

Kevin turns to BTK.

KEVIN/BTK

But you remember all of this.

BTK

Yeah, I do.

KEVIN

Okay, don't do that anymore.

PARADOX

Cross-time is made up of parallel versions of the history we know.

KEVIN

Like "What-ifs."

PARADOX

More like "did-happens." Just not to us. There are hundreds of them, a world where Gwen found the Omnitrix. A world where Albedo turned to Alien X and was trapped motionless for nearly a year. A world where you didn't have to destroy the Omnitrix to defeat Vilgax, so you had it when you fought Valadis.

BTK

Et cetera.

PARADOX

Ad infinitum. These worlds are all as real as our own, but they cannot, must not, be allowed leak into ours.

BTK

Which brings us to our problem.

BEN

The Hand of Armaggedon.

PARADOX

Very good, Ben. It's a cross-time gateway, existing in many worlds.

BTK explains to Gwen.

BTK

You saw into one of them with your spell.

BEN

Wait a minute. If you remember that, if you remember this whole adventure, what's the problem? If you're me twenty years from now, we can't lose.

BTK

Because I'm you twenty years from now, if we lose, the future ceases to be.

PARADOX

If you could speed up, Kevin--

KEVIN

Wow, nobody ever asks me to go faster.

PARADOX

It's just that a cross-chronal warp is opening up nearby.

All react to a loud <THUMPING> from the rear.

GWEN

In the cargo bay?

PARADOX

I'm afraid so. I'll see you good people on the ground, probably.

Paradox VANISHES in his signature energy.

CUT TO:

INT. RUSTBUCKET III CARGO BAY - NIGHT

The door slides open, revealing Ben, Gwen, and BTK standing ready for anything. THE HAND OF ARMAGEDDON is vibrating, its straps BREAK, and it falls off of the WALL.

GWEN

Not a good sign.

BEN

I figured we were toast as soon as Paradox left.

BTK

Gwen, put up a shield, now!

Gwen does, almost without thinking.

GWEN

<effort>

It's just in time, as NINJAS pour out of the Hand and attack. They're everywhere.

GWEN

What do they want?

BTK

To crash us.

BEN

Yeah. No.

Ben ACTIVATES his Ultimatrix and transforms into GOOP.

GOOP

Goop! The one time I wanted Rath.

Goop Dives into the fight, stretching, and tripping Ninjas, reaching out with tentacles and grabbing them, letting their blows sink into him harmlessly. He's cleaning house.

GOOP

<attacks, fight walla>

GWEN Is throwing ENERGY DISKS as fast as she can, taking out Ninjas several at a time. But they just keep coming.

GWEN

<efforts>

BTK FIRES ice from one hand, and flames from the other. He climbs a wall like Spider Monkey, and throws punches like Humungousaur. The Ninjas get some blows in, but he's taking them down in bunches.

ON THE HAND More Ninjas pour out.

INT. RUSTBUCKET III COCKPIT - NIGHT

Kevin's flying the plane.

KEVIN

What are you guys doing back there? You better not be messin' up my ride!

Two Ninjas are stalking him from behind. One of them THROWS a handful of SHURIKEN, seemingly at Kevin.

ON THE SHURIKEN Spinning through the air. They zoom past Kevin, and embed themselves in the control panel.

KEVIN

What...?!

The Control Panel SPARKS and SMOKES, the plane begins to DIVE. Kevin pulls on the yoke, trying to hold it level, but we're in a dive.

KEVIN

<effort>

INT. RUSTBUCKET III CARGO BAY - NIGHT

Everyone reacts as the floor tilts towards the front and they are thrown into the air.

GWEN/GOOP/BTK

<cries of surprise>

BTK

Keep the Ninjas away from Kevin. I'll be right back.

GWEN

Where are you going?

BTK

Thought I'd step outside.

IN THE DROP CHUTE BTK drops down of the escape hatch that Ben used in "Fame, slapping his Omnitrix as he falls. An IMAGE OF JETRAY forms briefly behind him, just as he makes it outside.

BTK

Jetray!

EXT. SKIES OVER THE DESERT - NIGHT

The Rustbucket trails smoke and fire. BTK FLIES under the falling Rustbucket ala Superman, and CATCHES it.

BTK

<big effort>

Straining against the weight of the Rustbucket, he guides it to a rough landing.

BTK (CONT'D)

<impact>

EXT. DESERT FLOOR - NIGHT

BTK tries to slow the Rustbucket, digging his feet into the sand, and digging an ENORMOUS TRENCH with them. The ship is heading for a DEEP CREVASSE.

BTK

<sustained effort>

Just before he runs out of sand, the Rustbucket finally stops, on the edge of the deep crevasse. BTK looks back at the sheer drop behind him.

BTK

Twice in one day. Or was it twice in twenty years?

CUT TO:

EXT. DESERT FLOOR - LATER

Ben, Gwen and Kevin exit the Rustbucket, impressed at BTK's amazing feat.

KEVIN

The Ninjas disappeared as soon as we beat them.

BTK

Yeah. They do that.

GWEN

(awed)

You just landed a spaceship...

BTK

From the outside. Don't forget the tricky part.

BEN

How do you do all that stuff without transforming?

BTK

I haven't bothered to do that for years. Not since I discovered my best transformation.

Gwen notices The Ultimate "X" coming out of the Omnitrix on his chest.

GWEN

Ultimate Ben?

BEN

What power comes with that?

BTK

Pretty much all of them. You'll figure it out someday.

KEVIN

Yeah, great. So why did we fly the Hand of Armadoohickey all the way into the desert?

Paradox appears in a FLASH OF SIGNATURE ENERGY.

PARADOX

To destroy it.

CUT TO:

EXT. DESERT FLOOR - LATER STILL

THE HAND OF ARMAGEDDON now lies flat on the sand, surrounded by the cast.

PARADOX

The Ninjas work for a being named Eon, a creature from the cross-time Earth Gwen showed you with her spell.

BTK

Eon was defeated by the Ben of that world when he destroyed their version on the Hand.

PARADOX

That Ben believed Eon was destroyed as well, but he wasn't, he was instead thrown out of that reality, and into cross-time.

BTK

Since then, he's been moving from one parallel world to the next, taking out every Ben 10 he can find.

GWEN

Why?

PARADOX

We don't know. But we do know that he needs an operational Hand of Armageddon to enter our world.

KEVIN

So we're going to bust it up.

PARADOX

We're going to destroy the Hand throughout space and time. Every version.

GWEN

We're out in the desert so we don't hurt anybody with the explosion.

PARADOX

A safeguard. It's difficult to predict the effect of unleashing so much energy in a closed continuum.

KEVIN

Why don't you just do it with your time travel powers.

PARADOX

There are rules Kevin. I cannot interfere.

GWEN

Excuse me, but aren't you already interfering?

Paradox smiles, conceding.

PARADOX

Touché. Actually, I've just come to give young Ben a warning, but that can wait.

BEN

Wait until what?

PARADOX

Until I see if you survive.

SMASH CUT TO:

THE HAND OF ARMAGEDDON

BTK and Ben stand closest to the Hand. Paradox, Kevin and Gwen are nearby.

BTK

Ready?

BEN

Ready.

Ben activates the Ultimatrix and TRANSFORMS into WAY BIG.

WAY BIG

Way Big!

BTK taps the Omnitrix on his chest and an ANIMATED IMAGE of CLOCKWORK appears briefly behind him.

PARADOX

(to Gwen)

Shield us, if you can.

Gwen throws up an ENERGY DOME, PROTECTING HER, PARADOX AND KEVIN.

GWEN

<effort>

BTK bathes the Hand in Chronal Energy, PROJECTED FROM HIS HANDS.

BTK

<effort>

WAY BIG crosses his hands and begins blasting the Hand of Armageddon with cosmic rays. The Hand begins to GLOW from the heat. Gwen's shield begins to crack and buckle as she protects Kevin and Paradox from the ferocious energy backlash.

GWEN

<efforts>

Way Big and BTK's Omnitrix's begin to GLOW PURPLE, neither of them notice, but Kevin does.

KEVIN

Is that supposed to be happening?

PARADOX

No! I've been deceived.

(shouting)

Stop! Stop! He's using your power to open a breach.

But it's too late, BTK and Way Big are in pain. Both drop to their KNEES.

BTK/WAY BIG

<pained cry>

The Purple energy is sucked out of their Omnitrixes and into the Hand. A VORTEX FORMS, and EON emerges. Eon has tricked them, using their powers to open the breach. Eon stands triumphant, flanked by his Ninjas.

EON

I'm free!

Way Big shakes off his pain, rises, and rushes towards Eon.

WAY BIG

Not for long!

BTK is still in pain, on his knees. He struggles to shout out a warning.

BTK

Ben, don't!

But it's too late. Eon hits Way Big with a BLAST of "Accelerated Time," and before our heroes horrified eyes Way Big ages into a bag of bones

and crumples into dust.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. DESERT FLOOR - MOMENTS LATER

The dust settles, revealing BEN, face down in the sand. The others have gathered near him. Kevin helps him to his feet.

BEN

(weak)

What happened?

PARADOX

Eon irradiated Way Big with accelerated time. I'm afraid he's gone.

BTK

So is any other transformation he hits with that beam. Be careful, Ben.

BEN

(grim)

He's the one who better be careful.

Ben hits his Ultimatrix and TRANSFORMS into SWAMPFIRE.

SWAMPFIRE

Swampfire!

Swampfire Ultimates up.

ULTIMATE SWAMPFIRE

Ultimate Swampfire!

(to his team)

Take them down, hard!

Ultimate Swampfire begins throwing his Napalm Sacs at the Ninjas. They explode, scattering the Ninjas, and setting the ground on fire.

SWAMPFIRE

<efforts>

Kevin ARMORS UP with a piece of stone and wades into Ninjas with OVERSIZED FISTS.

KEVIN

<efforts>

Paradox Vanishes, causing the two Ninjas rushing him from either side to collide with each other. As they fall to the ground, Paradox

reappears, looking down at them.

PARADOX

Timing is everything.

Gwen is throwing Handfuls of ENERGY DISKS at the Ninjas, taking them down whenever they hit.

GWEN

<efforts>

BTK has his fists balled, and is firing DIAMOND SHARDS (ala Diamondhead) at the Ninjas, cutting them down like machine gun fire. He taps his Omnitrix and a brief image of XLR8 Appears.

BTK

XLR8!

BTK begins zipping through the Ninjas ala the Flash, taking them down hand to hand at superspeed. Eon stalks Ultimate Swampfire.

EON

Tennyson! Prepare to die!

ULTIMATE SWAMPFIRE

Maybe later.

EON FIRES A BLAST of "Accelerated Time" at Ultimate Swampfire.

Ultimate swampfire scatters a handful of seeds in between himself and Eon. The seeds rapidly grow into a wall of vines that block the beam. The vines rapidly AGE, turning brown, then DISSOLVING to dust. Ultimate Swampfire is gone!

EON

Where...?

Ultimate Swampfire grabs Eon's wrists from behind.

ULTIMATE SWAMPFIRE

Right behind you.

EON

<struggles>

ULTIMATE SWAMPFIRE

How about you explain yourself. Why attack me over and over?

EON

(struggling)

Our paths are entwined, in this, and every other timeline.

ULTIMATE SWAMPFIRE

Oh. That makes perfect sense, then.

Eon Manages to throw Ultimate Swampfire over his hip. Ultimate Swampfire lands on his back at Eon's feet.

ULTIMATE SWAMPFIRE

<grunt, then impact>

Eon blasts Ultimate Swampfire point blank.

ULTIMATE SWAMPFIRE

<pained CRY>

Ultimate Swampfire devolves into Swampfire, and SWAMPFIRE CRUMBLES TO DUST, revealing helpless Ben.

BEN

<keep alive>

EON

It's over.

Eon fires, but a Diamondhead-style CRYSTAL SHIELD forms in between Ben and the blast. BTK to the rescue.

BTK

Give it your best shot, Eon. Diamond doesn't particularly age.

EON

I came here to destroy your younger self, but plans can change.

Eon turns his blast away from the shield, and aims it at BTK.

BTK

Contego!

A Gwen-style ENERGY PLANE forms, blocking the attack. Ben, climbing to his feet, is amazed.

BTK

(explaining)

You hang around an Anodite for 20 years, you pick up a few tricks.

BTK grabs Ben at super speed and zips away as his shield shatters under the assault.

BEN

<whoa!>

KEVIN AND GWEN are fighting Ninjas back to back.

KEVIN

<efforts>

Weird that they don't talk.

GWEN

Probably just to intimidate us.

KEVIN

Maybe. Makes me curious, though.

GWEN

Then let's take a look. *Statua!*

A pulse of Pink Energy radiates from Gwen's hands. Every Ninja it touches FREEZES. Kevin looks at one of them, waves a hand in front of his face, raps on his forehead, making a satisfying <KNOCKING> sound.

KEVIN

Huh.

Kevin grabs the bottom of the Mask.

GWEN

It's going to be creepy. I bet they don't even have mouths.

As Kevin pulls off the Ninja's mask, cut to Kevin and Gwen's reaction.

KEVIN

Or something worse.

Now we can see it. The unmasked Ninja looks exactly like Ben.

GWEN

(shouting)

Bennn? Get over here!

As Ben arrives, Kevin is pulling masks off the other frozen Ninjas. They're all Ben.

BEN

This raises some questions.

KEVIN

Yeah. Like where did you learn ninjitsu.

Eon stalks towards them, taking his time.

EON

So, you've discovered our secret.

BTK

You're not destroying Ben Tennysons, you're absorbing them.

EON

(confirming)

I feed on their power, and make them my slaves. When I absorb you, I'll finally have the strength to replace his timeline with a new one--

Eon UNMASKS himself, revealing that he's a parallel version of BTK!

EON

--Where I will be the only Ben Tennyson that exists!

Paradox appears in a flash of signature energy.

PARADOX

I'm afraid I can't allow that, Eon.

EON

You cannot interfere, Timewalker, and you know why.

Paradox is seething, but Eon is right.

PARADOX

True. But should you dare proceed, there is nowhere in all of space
and time you can hide from me.

EON

I'll burn that bridge when I come to it. Now, I have a couple of Ben
Tennysons to absorb.

Ben asides to BTK.

BEN

Eon didn't come through the hand of Armegeddon, he came from our

watches.

BTK

(gets it)

And the whole fight he's been leading us away from it.

BEN

(shouting)

Hold him off. I got something to break.

GWEN

The right man for the right job.

Gwen and BTK OPEN FIRE on Eon. Kevin is striking him repeatedly.

BTK/GWEN/KEVIN

<attacks>

EON

<impacts>

Eon staggers under the ferocious attack. Ben TRANSFORMS into JETRAY.

JETRAY

Jetray!

Jetray flies rapidly towards the Hand of Armageddon. Firing at it with a sustained blast from his eye beams.

EON

No!

Eon put his hands in the ground and FIRES an energy blast that creates a TREMOR that knocks the heroes down.

BTK/GWEN/KEVIN

<impact>

Eon fires his time blast at JetRay, who zigzags wildly, dodging, while continuously firing at the rapidly-heating Hand of Armageddon.

Jetray closes on the Hand, and swings his tail forward, adding another beam to the attack.

Finally the Hand EXPLODES under the assault, Jetray is lost in the fireball. Eon screams and VANISHES.

EON

<screams!>

EXT. DESERT FLOOR - NIGHT

Everyone is running toward at the glass pit, where the Hand exploded. Jetray is unconscious at the bottom. As they approach, he REVERTS to Ben.

GWEN

There he is!

BEN

<awakening groan>

Not so loud. I'm trying to sleep.

Everyone converges as Ben gets to his feet.

PARADOX

Then sleep soundly in the knowledge that Eon is no more, and that all of the cross-time worlds he interfered with will shortly return to normal.

Ben looks up at his older version.

BEN

You knew this was going to happen, it happened to you before.

BTK

Eon had messed up the timelines so bad. I wasn't entirely sure I hadn't ended up in a parallel world.

Paradox looks at his pocket watch, then confirms.

PARADOX

I can confirm that this is the original timeline. But the cost was high.

He touches Ben's shoulder.

PARADOX

Young Ben lost Way Big and both Swampfires today.

Paradox looks expectantly at BTK.

PARADOX

(pointedly)

If only there were some way to restore them...

BTK

Yeah, okay. I get it. I'll put them back on your playlist.

BEN

While you're at it, how about giving me Master Control?

BTK

Nice try, but I'm already in enough trouble with Azmuth.

GWEN

Still?

BTK

More like "again."

As BTK works, the Ultimatrix FLASHES GREEN once, and produces a satisfying <TONE> (Ben 10 Transformation Theme?)

BTK

There you go, I just unlocked everything you've ever become up until now.

BEN

Really? Thanks!

BTK

I also threw in a few new ones. Because it'll annoy Azmuth when he finds out.

KEVIN

That's still fun, huh?

BTK

It never gets old.

Paradox grabs BTK's arm, time to go.

PARADOX

Time to go. But first, a warning to my young friends.

(suddenly somber)

Beware Old George. Beware the creature from beyond.

(pleasant again)

So long!

Paradox and BTK VANISH in Paradox's signature energy.

GWEN

What did he mean by that?

KEVIN

Who knows? I never understand what he's saying. I just tune him out.

Ben is playing with the Ultimatrix dial.

BEN

Whatever the problem is, I've got Ultimatrix to spare. It is so Hero Time!

Ben slaps the Ultimatrix, and we Fade Out on the GREEN FLASH.

THE END

"Ben 10,000 Returns"

1003-027

Ben 10: Ultimate Alien

By Dwayne McDuffie

Story Editor
Dwayne McDuffie

1st Draft

4/26/2010

Gwen

kevin

Ben

Eon

Btk

Paradox

Spider-monkey

Btu

Fourarms

Goop

Gwen/goop/btk

WAY BIG

BTK/way big

Swampfire

Ultimate Swampfire

Btk/gwen/kevin

Jetray

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

CAMERA POV - EXT

INT/EXT

A QUARRY

QUARRY

BURGER PLACE

THE CRASH SITE

CLOSE ON

A ROAD - NIGHT

LAKE

A NON-DESCRIPT INTERIOR BACKGROUND

A PILE OF RUBBLE

CAMERA POV THE NON-DESCRIPT BACKGROUND

CAMERA POV - EXT.- A WAREHOUSE

CAMERA POV

AN APARTMENT BUILDING
APARTMENT HOUSE CORRIDOR
APARTMENT HOUSE
APARTMENT HOUSE - NIGHT
MEL'S APARTMENT
THE ABANDONED CARNIVAL
SUPPLY WAREHOUSE
THE WAREHOUSE
BEN AND KEVIN
END ACT TWO
CARNIVAL SUPPLY STORAGE FACILITY
GWEN AND KEVIN
A BEDROOM
THE WHITE HOUSE
AN ALIEN COMMAND CENTER
CARNIVAL - NIGHT
MIRROR MAZE
THE STORAGE FACILITY
RUST BUCKET
MECHOCUBE
MECHOCUBE LANDING BAY
2ND CUBEROOM
VARIOUS ROOMS
CUBEROOM (ICE ROOM)
CUBE ROOM
CUBE ROOM (MONTAGE)

CUBEROOMS (MELTING)

SPACE

RUSTBUCKET III

RUSTBUCKET III COCKPIT

PERPLEXAHEDRON

3RD CUBEROOM

TENNYSON TOWER

BELLWOOD MUSEUM OF NATURAL HISTORY

STREET

MUSEUM BASEMENT

RUSTBUCKET III CARGO BAY

SKIES OVER THE DESERT

DESERT FLOOR

THE HAND OF ARMAGEDDON

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DAY (FLASHBACK)

A MONITOR SCREEN

THE GLARE OF HEADLIGHTS

THE NON DESCRIPT BACKGROUND

APARTMENT DOOR

A FIRE ESCAPE

A KID AT HIS COMPUTER

SYPHON

ULT SPIDERMONKEY AND SYPHON

MEANWHILE

PRESENT

SPACE

RESUME

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Slam cut to:

Wipe to:

Smash cut to:

Page

Scene #

Intro

Location

Time

Length

Synopsis

Cast Members

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Order

Character

Role

Gender

Ethnicity

Orientation

Disability

Age

Occupation

Dialogues

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Speaking Scenes

Non-Speaking Scenes