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BEN 10: ALIEN FORCES

"GROUNDED"

By Jim Krieg

TEASER

FADE IN:

EXT. BELLWOOD STREETS - DAY

The Tennyson family hybrid mini-van (decorated with pro-environment bumper stickers) drives through bucolic Bellwood.

SANDRA (O.S.)

He's such a good boy.

KARL (O.S.)

Ben Tennyson is not a good boy.

INT. TENNYSON MINI-VAN - DAY - CONTINUOUS

Ben's crunchy granola mom SANDRA drives. His easy-going dad rides shotgun. There's a DREAMCATCHER hanging on the mirror.

KARL

He's a great boy! I don't know if it's bad karma to pat ourselves on the back, Sandra, but we've done a pretty good job as parents.

SANDRA

Well, we haven't stifled him. Allowing a child to explore the wholeness of his entire being--

KA-BLAM! An EXPLOSION rocks the street through the windshield before them.

EXT. BELLWOOD STREETS - DAY - CONTINUOUS

Karl and Sandra scramble from the car. Emerging from the SMOKE before them is a newly mutated and even more formidable Highbreed. His eyes NARROW at the Tennysons when...

GWEN'S ENERGY BLASTS hit Highbreed, fired from O.S.

The Tennysons RUN and find themselves FLEEING along with a few scattered pedestrians. Karl notices a FIGURE running the opposite way.

KARL

Hey, kid! You're going the wrong w--

Karl gets a glimpse of the unhearing kid's face. It's--

KARL

BEN!?

Karl turns and gives chase. A shocked Sandra follows.

In the distance, Highbreed picks up the Tennyson's mini-van and THROWS it at GWEN and STONE KEVIN (NOTE: they are not close enough to recognize Gwen). Kevin and Gwen DODGE.

SANDRA & KARL

Ben! Wait! Stop!

Ben races into an ALLEYWAY. His folks are just reaching the alley when they see, down at the far end, Ben HITS the Omnitrix and TRANSFORMS into SWAMPFIRE.

SWAMPFIRE

Swampfire!

Swampfire takes a running LEAP out of the alley, past his own unseen parents who watch from the shadows with jaws hanging.

SANDRA

Ben...?

Off their SHOCK...

FADE OUT.

END TEASER

ACT ONE

FADE IN:

EXT. BELLWOOD STREETS - DAY

Highbreed rips a lamppost out of the sidewalk and raises it like a club, advancing on Gwen and Rock Kevin.

HIGHBREED

I grow weary of your pathetic human interference.

Before he can swing, a FIRE BLAST streaks into frame and MELTS the lamppost. Reveal Swampfire, entering.

Swampfire RIPS into Highbreed with both hands blasting fire. He DROPS back, apparently stunned.

Behind Swampfire, Gwen helps Rock Kevin to his feet.

SWAMPFIRE

You guys okay?

FROM THE ALLEY: Karl and Sandra watch in horror as Highbreed rises, approaching Ben who is concentrating on his friends.

KARL

That's...Ben?

KEVIN

Nice to see you. You working flex hours now?

SANDRA

Ben! Look out!

Too late (not that he could hear them anyway). Highbreed lays a HAYMAKER on Swampfire sending him SPRAWLING over the rooftops.

SANDRA

BEN!!!!!!!!!!!!

BLOCKS AWAY: Swampfire lies stunned in a crater, rubbing his face as Highbreed arrives.

SWAMPFIRE

<moans>

HIGHBREED

No final words, Tennyson? Still reeling from the augmented power of my new form, no doubt.

Highbreed RAISES his foot to stamp out Swampfire...

KEVIN (O.S.)

If you're saying you're uglier, you get no argument here..

Highbreed STOPS, turns to face Stone Kevin. Steps closer.

HIGHBREED

I defeated Tennyson. What chance has the likes of you?

KEVIN

Me? Not much, but her...

REVEAL Gwen BLASTING the corner girder of a partially constructed building which COLLAPSES on top of Highbreed.

HIGHBREED

<surprised yell>

Highbreed SMASHES his way out of the debris pile on the opposite side from the kids.

HIGHBREED

You've already wasted far too much of my valuable time. I'll deal with you at my leisure.

Rock Kevin watches as Highbreed flies into the sky at incredible speed. Gwen's taps Kevin on his shoulder.

GWEN

Kevin, Ben's still down.

Concerned, Kevin REVERTS as they rush to their woozy leader's side and help him up. As Ben transforms back to human form, Kevin points to his face and busts out laughing.

KEVIN

<laughs>

Ahh man.

BEN

What?

REVEAL: Ben has a mouse under his eye!

KEVIN

<laughs>

The Highbreed gave you a black eye! I like him better already!

GWEN

Are you all right?

BEN

I'm fine. I just want to know where the HighBreed went. And what he's up to.

Gwen indicates Bellwood's Bay, in the distance.

GWEN

That way.

BEN

The waterfront.

GWEN

And he looked like a man on a mission.

BEN

We'll meet at the wharf after dinner and homework.

KEVIN

Should I floss, too?

GWEN

Your parents are going to freak out when they see that eye. How are you going to explain it?

BEN

Not to worry, my folks believe anything I tell them. I got this covered.

Off Ben's smugness...

INT. FOYER, BEN'S HOUSE - DUSK

Ben confidently waltzes inside, drops his backpack in a HEAP.

BEN

I'm home! What's for dinner?

PULL BACK to reveal Karl and Sandra GLOWERING at him. Clearly, something is amiss.

BEN

S'up?

SANDRA

Where have you been, young man?

Karl and Sandra look like an unhappy oil painting. They're still not buying it. Ben gets a bit desperate.

BEN

I was at the movies. With Julie. I know I should have told you. Sorry,
I--

SANDRA

Karl! Look at his eye!

Suddenly, they are on him like locust paramedics.

KARL

That's quite a shiner.

SANDRA

If that was another three inches higher, you could have put your eye out!

BEN

Fine! I admit it. I got in a little fight. It's no big deal. There was this jerk at school and--

KARL

Ben are you sure it was a kid at school? And not... a giant alien creature?!?

On Ben, busted.

SANDRA

I can't believe it. You look us straight in the eye and lie to us, over and over again!

KARL

We saw you, Ben! We saw you turn into that thing!

BEN

No, you just think you saw--

Karl grabs Ben's wrist and puls down his sleeve, revealing the Omnitrix.

BEN

I can explain...

SANDRA

Really?

BEN

Not so much. No.

INT. LIVING ROOM, BEN'S HOUSE - NIGHT

PUSH IN on sitting on the uncomfortable "guests only" couch surrounded by his parents like he is in a police interrogation. And he's spilling his guts.

BEN

-- which allows me to access the genetic code of various extraterrestrial forms in order to battle the DNAliens who'll stop at nothing in their quest to take over the Earth.

KARL

And this became your job when, exactly?

BEN

Five years ago. Grandpa Max said we each have a responsibility to--

Big reaction. Karl is immediately on his feet.

KARL

Oh! Of course! Dad! I should've known. That's so typical!

BEN

He's was more than just a plumber, He--

KARL

Lied to us. Your Uncle Frank and I knew he had some other life. We knew! And that he lied to us about it all the time. I won't have you lying, too!

Ben hears this. His regret shows.

SANDRA

It's our own fault. We were too permissive. And what did we get? A fifteen year-old son needlessly risking his life!

BEN

Not needlessly, Mom. It has to be me. The Omnitrix is attached to me. It doesn't come off.

KARL

Oh, it's coming off, all right!

DISSOLVE TO:

INT. KARL'S WORK ROOM - NIGHT

Karl looks with dismay as his rotating buzz saw slows to a stop. He lifts his visor to see the saw blade has been bent beyond recognition. He takes out the saw blade and tosses it on the floor, next to several others. He's been at this a while.

KARL

Okay, it's not coming off.

BEN

I tried to tell you.

Karl looks at the omnitrix on Ben's wrist, it's untouched, it even sparkles.

KARL

Not a scratch...

BEN

Sorry about your saw blades.

KARL

In any case, you're forbidden from using the Omnitrix! Understand?

Ben's CELL PHONE starts chirping. He tries to ignore.

BEN

But Dad! All humanity is counting--

KARL

Understand?

Finally, Ben quickly flips open his cell...

BEN

This is not a good time, okay?

INT. CREEPY SHIPYARD OFFICE - NIGHT

Freighters loom outside the dingy windows as Kevin reacts to the phone. The glass of the door window is broken, a telltale sign of Kevin's break-in subtlety.

KEVIN

He said he'd call back.

Reveal Gwen at the computer, reading the port's logbooks.

GWEN

Look at this. The logbooks show all these freighters as frequent visitors, bringing in goods, and shipping out local products.

KEVIN

So?.

GWEN

So this ship, the Eustacia Vye, is an unregistered tanker from the tiny island of Kastoon.

KEVIN

Where they used to do nuclear testing. It was on the Historical Channel.

GWEN

What would Bellwood be importing from Kastoon? And if it is connected to the Highbreed, what would the aliens want with it?

KEVIN

Ask them.

Reveal a small but intimidating group of DNALIENS who have entered the room.

DNALIENS

<ATTACKS>

Kevin immediately absorbs metal from the floor and Gwen leaps up, energy blasts blazing.

INT. BEN'S ROOM - NIGHT

Ben MOPES on his bed. His cell RINGS. He picks up.

BEN

Yeah?

KEVIN (O.S.)

Uh, hate to bother you, but we GOT a problem.

BEN

You've got problems. My parents found out about the Omnitrix. I'm not allowed to use it!

The sounds of a FURIOUS BATTLE can be heard over the line.

KEVIN (O.S.)

Folks mad at you, huh? Sounds rough. By the way, we're getting it handed to us by the DNAliens!

Sounds of FIGHTING get LOUDER. Ben CONSIDERS, then...

BEN

Okay, okay. I'm coming.

INT. FOYER, BEN'S HOUSE - NIGHT

Ben descends the stairs, calling over the banister to his parents, who look up from their newspapers on the couch.

BEN

I've got to go help Gwen with an after-school project.

SANDRA

And it's homework?

BEN

Yeah. I promised.

SANDRA

Okay. Since you promised. But back by ten!

Ben SMILES, satisfied, SLIDES down the bannister and bounds out the door.

EXT. BEN'S HOUSE - NIGHT

Ben runs to the junk area behind the Tennyson GARAGE. Safely out of sight, he SWATS the Omnitrix and TRANSFORMS into ECHO!

ECHO ECHO

Echo Echo!

PULL BACK to reveal his parents, watching with their arms folded. They are clearly LIVID. CAUGHT!

ECHO ECHO

Aw. Man.

Off Echo Echo, worried...

FADE OUT.

END ACT ONE

ACT TWO

FADE IN:

EXT. BEN'S HOUSE - NIGHT - CONTINUOUS

Karl and Sandra are OUTRAGED.

SANDRA

Do you really think we're that gullible?! We were teenagers once, too,
you know!

KARL

I really don't know what to say.

SANDRA

Well I do! Benjamin Tennyson, you are GROUNDED!

ECHO ECHO

What!?! You can't ground me! I'm a super-powered alien!

SANDRA

You're a super-powered alien who's about five minutes from forcing me to reconsider a lifelong disbelief in corporal punishment.

KARL

Up the stairs, young man.

Echo Echo considers for a moment, then MARCHES toward the house ahead of his parents, GRUMBLING all the way.

SANDRA (O.S.)

Do we even have a a paddle of some sort?

KARL

I have my hemp belt...

Echo Echo's cell RINGS and he hits SPEAKER...

ECHO ECHO

Hello?

INT. BEN'S ROOM - NIGHT

Echo Echo listens on the phone as he sulks, sitting on the bed, his

short legs dangling above the floor.

GWEN (O.S.)

Where are you!?! We have a little situation here.

KEVIN (O.S.)

And a LOT of DNAliens.

ECHO ECHO

Okay. Aim. The. Phone. At. Them.

INT. SHIP'S CORRIDOR - NIGHT

Bewildered, Gwen aims the cell phone at a group of attacking DNAliens.

INT. BEN'S ROOM - NIGHT

On his end, Echo Echo shrieks a sonic blast into the cell.

INT. SHIP'S CORRIDOR - NIGHT

Echo's SONIC BEAM that streaks out their cell phones and BLASTS the DNAliens at the shipyard office.

INT. BEN'S ROOM - NIGHT

Ben's stopped shrieking.

GWEN (O.S.)

It worked!

Suddenly, the cell is YANKED from Echo Echo by Sandra.

SANDRA

Who is this?

INT. SHIP'S CORRIDOR - NIGHT

Guilty Gwen instantly HANGS UP and looks over at now-human Kevin.

KEVIN

Lately it seems like Ben's just been phoning it in.

INT. BEN'S ROOM - NIGHT

The interrogation of (now human) Ben continues inside. Sandra drops the phone into her crochet purse.

BEN

That's my phone!

KARL

A cell phone is a privilege, not a right. You'll get it back when you've proven we can trust you.

SANDRA

Ben, are you hanging out with a bad crowd?

BEN

What? No!

KARL

Are they telling you it's 'cool' to sneak out, turn into aliens, lie to your parents?

SANDRA

I want to know who this bad influence is. Their parents need to know what's going on. WHO?

BEN

It's a sacred trust. I cannot divulge that information. Never, never, never.

Off Sandra's steely eyed LOOK

CUT TO:

INT. BEN'S ROOM - THE NEXT DAY

Ben is lying on his bed staring at his wall upside down when the CORDLESS HOME PHONE rings. He picks up.

BEN

Hello?

INTERCUT: Gwen calling from HER BEDROOM.

GWEN

You ratted me out!?!

BEN

I can explain--

GWEN

What's to explain? My parents read me the Riot Act when I got home last night. 'How dare you help Ben deceive your aunt and uncle, young lady!?' Why did you tell them!?! You've gone nose-to-nose with Vilgax without blinking!

BEN

Vilgax never gave me the MOM LOOK. Sorry.

Gwen calls up schematics for the Eustacia Vye on her PC.

GWEN

You're sorry. And I'm grounded. Stuck here in the house instead of finding out what the Highbreed wants with that freighter.

BEN

Don't worry. Kevin's on it. He's going to check it out tonight.

GWEN

Wha? You sent Kevin?

BEN

Okay. I've gotta go.

EXT. DECK, EUSTACIA VYE - NIGHT

A solo Kevin makes his stealthy way onto the Eustacia Vye, hiding behind bulkheads and cowl ventilator heads.

A DNAlien SENTRY passes by him, oblivious. Kevin is clearly self-satisfied over his catlike skulking.

INT. CARGO HOLD, EUSTACIA VYE - NIGHT

Inside, Kevin waits for two more DNAlien Sentries to pass by before sliding down a ladder to a narrow catwalk that crisscrosses a series of HUGE OPEN VATS below. Kevin SNIFFS the air and WINCES.

KEVIN

Ugh! What, stinks in here?

Kevin takes out a petri dish and kneels down on the catwalk, reaching down toward the GOOP in the vats below.

KEVIN

Guess that's for Gwen to find out.

He can't reach it. He stretches and leans, and leans and...

KEVIN

<FALLING>

SPLASH! He falls in! The DNAliens HEAR something and TURN BACK to investigate, their footfalls grow CLOSER and CLOSER.

KEVIN

Ahh, it smells even worse close up.

Kevin tries to climb out, but the high walls are covered with the slimy goo and much too slippery. The Guards NEAR.

Kevin tries JUMPING, punching the walls. It's no use. The footsteps are almost upon him.

KEVIN

<Growl of frustration>

INT. DINING ROOM, BEN'S HOUSE - NIGHT

Ben is eating dinner with his parents when the cordless phone rings in its cradle. Ben rises and PICKS UP.

BEN

Hello, Tennyson residence. This isn't a good time, Kevin.

KEVIN (O.S.)

You're tellin' me? I'm up to my nose in smelly goo, trapped in a vat
and DNAliens are coming.

While he talks, Ben presses buttons and CONFERENCES IN Gwen.

BEN

I'm conferencing Gwen in.

INTERCUT with Gwen in her BEDROOM, picking up her phone.

GWEN

Hello?

KEVIN (O.S.)

I can't get a grip on the wall! Uh-oh... company.

DNAlien guards appear on the catwalk above him.

GWEN

Kevin, is that you?

KEVIN

<efforts>

Gwen catches on and immediately RESEARCHES on her PC.

BEN

Absorb something and bust out of the tank.

KEVIN (O.S.)

Absorb what? Stink?

BEN

What's your phone made of?

Close on Kevin in the vat.

KEVIN

Titanium, why? Oh.

Kevin's hand turns to TITANIUM. Ben's parents get restless.

KARL

Ben, you're on punishment. Get off the phone.

BEN

One minute, Dad.

Gwen's got something on her computer.

GWEN

Guys, I think I know what Kevin's swimming in. According to wifipedia,
Kastoom has only one export, bat guano.

EXT. GUANO VAT - NIGHT

Kevin's titanium fist SMASHES out the side of the vat. He pours out
with the slime.

KEVIN

What's 'guano'?

Back on Gwen.

GWEN

Evidently, the berries on the island are radioactive from the nuke
testing years ago--

Karl is irritated with Ben.

GWEN (O.S.)

--When they're eaten by the bats, the resulting waste is the rarest
isotope in the world.

KEVIN

Uggghhhh....

KARL

Ben?

BEN

One minute.

GWEN (O.S.)

The radiation is so mild, however, it would take a LOT of it to constitute a threat.

BEN

Gwen, how much can that freighter carry?

Gwen Googles the answer at the speed of light.

GWEN

Fifty thousand tons.

KEVIN (O.S.)

Guys? I could use a little help--

Gwen reacts to her phone's <BEEP>.

END INTERCUTTING.

Sandra hangs up and puts the phone back in the cradle.

SANDRA

No phone means no phone! Go to your room!

BEN

I can't believe this is happening...

INT. BEN'S ROOM - NIGHT

Ben SLAMS the door to his room behind him. He sees his COMPUTER is blinking at him. He opens a video conference window to see cell phone footage tight on Titanium Kevin.

BEN

Oh, hey. You found a wireless network.

KEVIN

Yeah, that is good news. The bad news?

Camera POV, Kevin's pointed it at the MOB of DNAliens running towards him.

DNALIEN

<ATTACKS>

KEVIN

They're not happy about it!

Back on Ben, for the rest of the scene, whatever the angle, we can see Ben, but not his monitor.

BEN

Ladder. Ahead on your right. Climb it.

<Sounds of Kevin doing so> Kevin does so.

BEN

Okay, the hatch on your left. Go through it and hug the wall. Now just hang there for a second. Till they pass.

DNALIEN

<receding WALLA>

BEN

Back through and shut the hatch.

KEVIN (O.S.)

I get it, I get it.

We <hear> Kevin close the catch and seal them inside.

KEVIN (O.S.)

You got a real future as a personal navigation device, Tennyson. Why
d--

(spotting something O.S.)

Whoops. Here come some more.

BEN

There's a crane hook right there.

KEVIN (O.S.)

What about it?

BEN

Grab it. Then kick the green button.

We <HEAR> the sound of a chain hauled up.

Kevin (O.S.)

Whoaaa! Okay, that was pretty cool. I should roll solo more often.

Ben ROLLS his eyes.

BEN

Whatever. Just get out of there and we'll--

Ben sees something awful on the screen.

KEVIN

What's wrong?

BEN

Kevin, don't panic. Everything'll be okay. Just--

Tight on Kevin

Highbreed GRABS Kevin by his Titanium hair and WRAPS coils of the crane's chain around him.

KEVIN

<GRUNT>

HIGHBREED

Nice to see you again, Vermin.

KEVIN

Ben, a little help her--

BLIP! The computer screen goes BLACK.

WIDEN to include his Ben's parents, who've entered the room. His dad has just PULLED THE PLUG on the computer!

BEN

Dad! No!

KARL

Don't you 'no' me, Ben Tennyson! You have defied us for the last time!

BEN

You've got to listen! My friend is in trouble! I've got to go help him!

SANDRA

I don't want to hear another word. You are not leaving this room. You are not calling anyone. You are not IMing anyone. You are not texting anyone. You are not My Facing anyone.

Ben

"My Facing"?

Karl

You will sit here alone until we tell you otherwise!

Understood?!

Off Ben, the most powerful teenager on Earth, helpless in the face of his parents' anger.

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

INT. BEN'S ROOM - NIGHT - CONTINUOUS

Karl and Sandra have reached a boiling point. Ben tries to reason with them.

BEN

You don't understand! This is a matter of life and death.

KARL

The only life we're concerned about is yours! You're staying right here!

Ben looks out the window, agitated. Time's a-wastin'.

SANDRA

Don't look out there, look at us.

Ben makes a hard choice. He selects an alien form on the Omnitrix.

BEN

I'm sorry.

Ben's calm seriousness gets their attention.

BEN

I love you guys. You're awesome parents. You raised me by example. And time after time I've seen you put other people's needs first. I can't obey you now without disobeying everything you've ever taught me about life, the world and responsibility.

SANDRA

Ben, we forbid you to--

BEN

So, when I get back, punish me however you want, but right now... I have a friend who's in trouble.

His parents are dumbstuck as they watch him activates the Omnitrix and TRANSFORM into Humungousaur, all up close and personal.

HUMUNGOUSAUR

Humungousaur!

Humungousaur CLIMBS out through Ben's OPEN WINDOW, accidentally reducing it to kindling.

HUMUNGOUSAUR (O.S.)

Sorry. I'll fix that later.

Humongousaur drops to the driveway below and RACES off by foot (and leaving giant footprints). Karl heads toward Ben's door.

SANDRA

He just walked out on us! What are we going to do?

KARL

We're going to listen to our son.

EXT. DECK, EUSTACIA VYE - NIGHT

Humongosaur's huge hands grab onto the ship's rail, accidentally CRUSHING it as he pulls his head up to deck level to check if the coast is clear.

HUMUNGOUSAUR

<effort>

REVEAL the deck is crawling with DNAlien Sentries. Humongosaur climbs over the rail and immediately starts BATTING AWAY DNaliens with his huge tail.

HUMUNGOUSAUR

You guys picked the wrong humongosaur to gang up on! I am having a bad night!

DNALIEN

<impacts>

He's not kidding. DNaliens go flying. Over the side, into the ventilators. He is not happy.

INT. CARGO HOLD, EUSTACIA VYE

Kevin is immobilized in DNAlien Resin, wrapped in alien metal cables. Nearby, Highbreed supervises a group of DNaliens who toil like factory

workers, funneling the Guano into what looks like a huge, non-human-made PRESSURE COOKER.

KEVIN

This stinks.

HIGHBREED

You are not the first to taste defeat at our hands. Nor will you be the last.

KEVIN

No, I mean the bat poop. Can't believe you eat that stuff.

HIGHBREED

We do not eat it, human.

KEVIN

Sure you do. What else would you do with it?

Highbreed's eyes narrow at Kevin. Puh-leeze!

HIGHBREED

Tennyson has trained you well, but your pathetic attempt to learn our plan succeeded only in reminding me of the need to dispose of you.

Highbreed raises his impressive claw and prepares to strike. Just then a DNAlien is HURLED into frame like a missile and KNOCKS Highbreed off the catwalk.

HIGHBREED

<Impact>

Reveal Humungousaur in BASEBALL PITCHER pose.

HUMUNGOUSAUR

Oh. That one was a little high and inside.

Humungousaur races to Kevin and pulls at the restraints.

KEVIN

I thought you got sent to your room without supper.

HUMUNGOUSAUR

Enjoy me while you can. I'm going to be grounded for the rest of high school.

HUMUNGOUSAUR

<effort>

The restraints are TOUGH.

KEVIN

I was just getting him to spill his guts about his plans for the bat poop.

HUMUNGOUSAUR

The DNAliens down there are rendering it. Removing the impurities, until they're left with a highly volatile isotope, suitable for use as a power source.

KEVIN

You figured all that out by yourself?

Finally, the shackles BREAK. Kevin is free.

HUMUNGOUSAUR

Gwen. Question is, power source for what?

Reveal Highbreed below, surrounded by a swarm of DNAliens.

HIGHBREED

It's a surprise. The final surprise for the human race! Destroy them!

DNAliens SWARM up a ladder and surround them. Kevin is about to absorb the catwalk metal, but Humungousaur stops him.

HUMUNGOUSAUR

Hold up. Try the cable.

KEVIN

Cool.

Kevin absorbs the Alien Metal just as the DNAliens reach them and the
FIGHT IS ON!

KEVIN

<Fight Walla>

HUMUNGOUSAUR

<fight walla>

DNALIENS

<fight walla>

Humungousaur is amazing, totally prepared this time. He and Alien
Metal Kevin fight back-to-back, totally kicking DNAlien butt.
Humungousaur meets his eye, understands the challenge.

HUMUNGOUSAUR

Handle the rest.

KEVIN

Do your thing.

Humungousaur faces the Highbreed mano-a-mano. The exchange a few
throws, smashing bulkheads and guano containers.

HUMUNGOUSAUR

<fight walla>

HIGHBREED

<fight walla>

Humungousaur is nearly exhausted.

KEVIN

Might want to put a little size on.

Humungousaur tries to catch his breath.

HUMUNGOUSAUR

No... room... in here.

HIGHBREED

You look fatigued, Vermin. Let me help put you to rest... permanently.

Humungousaur is thrown around a few more times, but keeps on a brave face.

Humongousaur fights bravely, but this new Highbreed's strength is too much for him. Humongousaur gets tossed around the hold like a rag doll. Lands in a heap.

HIGHBREED

<fight wall>

HUMUNGOUSAUR

<exhausted impact grunts>

Alien Metal Kevin sees his friend in trouble.

KEVIN

Ben!

Kevin's picked the wrong moment to lose focus. The
DNAliens SWARM over him, holding his arms and legs.

KEVIN

<impacts>

Highbreed swaggers over to the fallen Humungousaur.

HIGHBREED

Congratulations. That was almost exercise.

Highbreed raises his hands together, fingers interlaced, for the
FINISHING BLOW.

HIGHBREED

Goodbye, Ben Tennyson.

zzzaap!

HIGHBREED

<pained Impact, then keep alive>

Highbreed is BLASTED BACK O.S. in an EXPLOSION of ENERGY. Reveal Ben's parents on the scene. Karl is holding a still-smoking PLUMBER BAZOOKA.

SANDRA

Good shot, honey.

KARL

Like my Dad always said, 'the right tool for the right job.'

Karl and Sandra run over to the fallen Humongousaur and try to help him sit up, but he's too heavy.

SANDRA

Ben! Ben are you okay?!

KARL

Could you lighten the load a little here, son?

Humongousaur SHRINKS back TO HIS SMALLEST SIZE. Sandra and Karl and his father helps him sit up. He starts to pull it together.

HUMUNGOUSAUR

Mom. Dad. Am I glad to see you. I mean, I'm always glad to see you,
but--

KEVIN (O.S.)

Uh... excuse me?

On the catwalk above them, Alien Metal Kevin is still under a pile of DNAliens.

SANDRA

You're his ruffian friend, right?

KARL

I've got it covered, dear.

Karl points the Plumber Bazooka at Kevin and his attackers.

KEVIN

Whoa, whoa, whoa, whoa!

DNALIENS

<scared runing sounds>

The DNAliens immediately SCATTER to the four winds.

KEVIN

Thanks. Nice piece, by the way

HUMUNGOUSAUR

Yeah, Dad. Where did you get that?

KARL

What, this old thing? It's been sitting in the attic ever since Frank and I were kids. Always hated it.

SANDRA

Are you okay, Ben?

HUMUNGOUSAUR

Fine. I'm sorry I just blew you off like that.

KEVIN

I'm not. I mean... it's actually kind of cool that you showed up when you did.

SANDRA

It was very cool.

They help Humungousaur to his feet.

SANDRA

We're proud of you. Your friend was in danger. You had to help him.

KARL

His friend? You heard that monster, honey. The whole world was in

danger. Ben saved it.

KEVIN

I helped.

KARL

The point is, son, we've seen you in action. We know what you're capable of. Clearly, you know what you're doing.

Behind them, a a huge SHADOW rises. Ben notices, of course.

SANDRA

You would've found a way to win even if your father hadn't shot the giant alien with the space bazooka.

Highbreed has crawled back up to their level. He is ENRAGED, ready to pounce.

HIGHBREED

<Growl of inhuman rage>

HIGHBREED

<Cruel laughter>

Humungousaur snaps up the bazooka and takes aim. It FIZZLES. Out of juice. Highbreed GRINS and leaps, ready to rend the Tennysons to pieces.

HUMUNGOUSAUR

One sec.

Humungousaur wields the bazooka like a baseball bat, swatting High Breed across the deck and into a bulkhead.

HIGHBREED

<2 Impact grunts, then keep alive moan>

KARL

Nice!

Ben manages a smile as we...

DISSOLVE TO:

EXT. BELLWOOD DOCKS - DAWN

We hear a huge BOOM as the Ship shudders, then begins to sink. PULL BACK to reveal Ben and his parents watching this from the dock. Kevin emerges from the water as the ship SINKS O.S.

KEVIN

Okay. I sunk it.

BEN

Hey, what about the Highbreed? You were supposed to drag him off the ship before you scuttled it.

KEVIN

Was I? Must've slipped my mind.

Ben shoots Kevin a LOOK.

KEVIN

Kidding. He was gone before I got back.

BEN

You're right, Mom. He's a ruffian.

FADE OUT.

END ACT THREE

FADE IN:

INT. LIVING ROOM, BEN'S HOUSE - DAY

Ben and his folks are back home, the picture of domestic tranquility. With Ben watching, Karl takes down the dreamcatcher from over the fireplace and replaces it with Max's plumber bazooka.

BEN

I thought you hated that thing.

KARL

Yeah, I used to hate all of that plumber stuff. It reminded me of the secret life your Grandpa Max hid from us. But, now I understand he was only protecting us.

Ben's CELL rings. Sandra takes it out of her purse and reads the CALLER ID.

SANDRA

It's your cousin.

She hands the phone to Ben who picks up.

BEN

What's up? Okay. Have to call you back. So, there's been an alien sighting in the desert that--

KARL

Then what're you waiting for?

Ben smiles at them, then RACES for the door. Sandra hesitates, then RUSHES to the door, calling after him.

SANDRA

It's cold in the desert at night! Bring a jacket!!

Karl and Sandra share a wistful "he's all grown up" smile.

FADE OUT.

THE END

BEN 10: ALIEN FORCES

"GROUNDED" KRIEG 01/07/08

"Grounded"

680-020

Ben 10: Alien Force

By Jim Krieg

Story Editor

Dwayne McDuffie

Broadcast Script

10/15/2008

Ben

Gwen

Karl

Sandra

High breed

KEVIN

Sandra & kark

Sandra & karl

Swampfire

Echo

Jetray

Humongosaur

Dnalien

Dnaliens

Echo Echo

Humungosaur

HUMOUngoUSAUR

HighBREED

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

BELLWOOD

TENNYSON MINI-VAN

TENNYSON MINI-VAN - DAY

BELLWOOD STREETS - DAY

BEN'S HOUSE

LIVING ROOM, BEN'S HOUSE

KARL'S WORK ROOM

BEN'S ROOM

ACT TWO

END ACT ONE

BEN'S HOUSE - NIGHT

CREEPY SHIPYARD OFFICE/BEN'S HOUSE

FOYER, BEN'S HOUSE

DECK, EUSTACIA VYE

CARGO HOLD, EUSTACIA VYE

DINING ROOM, BEN'S HOUSE

BEN'S ROOM - NIGHT

UPSTAIRS HALLWAY, BEN'S HOUSE

ATTIC, BEN'S HOUSE

ATTIC, BEN'S HOUSE - NIGHT

BELLWOOD DOCKS

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DUSK

DAWN

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.