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BEN 10: ALIEN FORCE

"What Are Little Girls Made Of"

Written by Matt Wayne

TEASER

EXT. MAX'S COVE - DAY

GWEN sits on a large, half-submerged ROCK, a few feet out into the water.

She looks out at the lake, forlorn. The remains of a PICNIC surround her. She ignores the action nearby, playing with a small stone in her hand. Kevin is absorbing the BIG ROCK he's standing on.

KEVIN

Let's settle this, Tennyson.

BRAINSTORM scuttling at top speed over a small chain of STEPPING STONES leading from the big rock to a LANDING on the shore.

BRAINSTORM

<CHORTLES> My dear Kevin, your nigh-gladitorial bellicosity has once again outpaced your ratiocinative processes.

STONE KEVIN

I don't know what you just said, but...

(shouting)

Cannonball!

<bigger>

STONE KEVIN cannonballs into the water, <SPLASHING> a big wave over Brainstorm.

KEVIN

<small spit>

Brainstorm's electricity <CRACKLES> <SIZZLES> and <STEAMS> away the water.

Brainstorm concentrates. A THOUGHT STORM forms above his brow.

BRAINSTORM

Attempting to Short me out? Before you ever caused such an involuntary cognitive discharge, My intense electromagnetic storms would vaporize you. To wit... <EFFORT>

He sends a <THUNDEROUS> BOLT OF LIGHTING at Stone Kevin.

It <VAPORIZES> the water in front of Stone Kevin and <KNOCKS> him back.

KEVIN

<IMPACT>

Kevin slams onto the rock next to Gwen, CHANGING back to himself.

KEVIN

<IMPACT>

KEVIN

Oooooff.

BRAINSTORM

As a coda, and at the risk of gilding the lily, I submit.

He changes back into Ben and strikes a heroic pose.

BEN

...that I wasn't even thinking hard.

Kvin spits out a mouthful of water on Ben. Ben laughs.

KEVIN

Okay, you got me that time. Live and learn, right, Gwen?

Kevin looks at Gwen, sees she hasn't been paying attention.

BEN

(explaining, sotto)

She misses Grandpa.

KEVIN

(sotto)

She was fine in the car.

BEN

(sotto)

It's my fault. I thought bringing her here would cheer her up.

GWEN (O.S.)

This is Grandpa Max's secret fishing rock.

REVEAL GWEN's heard them. She explains to Kevin, smiling warmly.

GWEN

He used to come out here all the time, when he wasn't traveling.

KEVIN

Away on Plumber business.

GWEN

We didn't know back then. When I was five, he brought me here and I caught a teeny-tiny fish. He wanted me to release it.

Kevin and Ben smile at the memory.

GWEN (CONT'D)

But I put up a big fuss. It was my fish, you know? Grandpa finally convinced me to come back when it was bigger.

Gwen throws her stone in the water.

GWEN

Guess I never had an easy time letting go.

Ben notices something off screen and points it out.

BEN

Hey, look over there.

ON THE SHORE behind them, a strange WOMAN IN A CLOAK is leaving a huge, ALIEN-LOOKING FLOWER under a big old tree. (Although we don't stress it yet, there's HEART carved into the tree and "Max + Verдона").

The three teens watch.

BEN

(sotto)

For a secret place, this gets a lot of traffic.

GWEN

(sotto)

Did you ever see a flower like that, Ben?

Ben shakes his head. Kevin fidgets, impatient.

KEVIN

(calling out)

Hey, you in the cloak!

The woman looks up, surprised.

The three teens hurry back across the smaller rocks to the shore.

GWEN'S POV: the strange woman darts behind the tree, which obscures a GLOWING ENERGY EFFECT.

The three catch up and stop short. She's gone!

FADE OUT.

END OF TEASER

ACT ONE

EXT. MAX'S COVE - RESUME

BEN KEVIN and GWEN reach the spot where the woman stood.

BEN

That woman just disappeared!

Kevin walks around the tree.

KEVIN

Teleporte, maybe?

GWEN

What was she doing?

Ben looks the tree over and sees the carved initials.

BEN

"Max plus Verdona." Who's Verdona?

Gwen picks up the flower.

GWEN

Let's find her and ask. I should be able to track her with this...

Gwen's eyes GLOW. The flower begins to GLOW, but the effect
<FIZZLES>.

She tries again, but only her eyes GLOW.

GWEN

<flustered TSK> Really thought I had that move down.

Ben kneels down by some similar-colored, WILTED FLOWER STUFF at the base of the tree.

BEN

Huh. That's not the first flower she left here.

KEVIN

So, what now? We can't just wait for her to come back.

CUT TO:

EXT./INT. KEVIN'S CAR - THE NEXT DAY

The three teens sit in Kevin's car.

KEVIN (O.S.)

This is crazy.

THROUGH THE WINDSHIELD, we see the cove and Max's tree. Kevin gripes. Gwen sits in the back seat.

KEVIN

She didn't show yesterday and she's not gonna show tonight.

GWEN

Humor me.

Kevin rolls his eyes and shifts in his seat, uncomfortable.

KEVIN

<sigh>

Ben keeps idly <CLICKING> the electric lock up and down.

Kevin shoots Ben a warning look.

Ben shrugs, looks away. <TWO OS CLICKS>. He smiles.

KEVIN

Do I look like I'm kidding, Tennyson?

GWEN

("stop!")

You guys!

(beat, then)

I have to find a bathroom.

KEVIN

Lots of trees around.

BEN

Real debonair, Kevin.

Gwen climbs past Ben and exits the passenger side.

GWEN

There was a gas station a couple miles back.

KEVIN

I'll drive you.

GWEN

No. Keep watch. I'll be right back.

She shuts the door. The boys turn toward the Cove.

Ben turns and smiles at Kevin. <OS CLICK>.

Kevin lunges at Ben.

KEVIN

<ATTACK CRY>

BEN

Look!

Kevin stop short.

THROUGH THE WINDSHIELD - The MYSTERY WOMAN approaches Max's tree.

ON THE MYSTERY WOMAN

She furtively CREATES another alien flower from ENERGY.

WIDER - Ben and Kevin confront her.

BEN

How do you know Max Tennyson?

Kevin pulls back her hood to reveal an apparently fiftyish woman,
our first look at VERDONA.

KEVIN

Talk.

She smiles, unfazed.

VERDONA

What rotten kids. Go away

The woman waves her hand and <BLASTS> them with GLOWING ENERGY.

BEN/KEVIN

<IMPACTS>

They're flung to the ground.

Verdona's CLOAK GLOWS and she GLIDES AWAY, inches from the ground.

VERDONA

<spooky GIGGLE>

Ben activates the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's the ultra-fast, ultra-maneuverable JET RAY.
He can fly at supersonic speeds and has neuroblast powers.

JET RAY

Jet Ray!

Jet Ray <WHIPCRACKS> after her.

Kevin touches his car, ABSORBS its steel, then runs after her.

EXT. FIELD - CONTINUOUS

Verdona sees them coming and speeds up.

VERDONA

Oh, a chase. I haven't had a good chase in ages!

Jet-Ray <WHIPCRACKS> around her, blocking her way.

JET RAY

Hah!

She changes direction, but he <WHIPCRACKS> into her path.

JET RAY

Hah!

He levels his stinger to <NEUROBLAST> a CRATER at her feet.
Verdona GLIDES OFF in full reverse.

VERDONA

<GIGGLE>

She glides into Steel Kevin, who grabs her wrists.

STEEL KEVIN

Answers, lady. We're done playing.

She smirks.

VERDONA

Not until I put my toys away, sweetie.

ENERGY TENDRILS sprout from her body.

They pry Kevin's steel hands open with <WRENCHING METAL> sound.

STEEL KEVIN

<CRY of surprise>

Her tendrils FLING him at Jet-Ray.

Jet Ray <WHIPCRACKS> a few feet out of the way to dodge and Steel Kevin <CLANGS> against a half-buried ROCK.

KEVIN

<IMPACT, MOAN>

ON VERDONA as Jet-Ray <WHIPCRACKS> IN and levels his stinger at her.

JET RAY

01:06:09:22 (missing)

Who are you?

Her EYES GLOW and an ENERGY SPHERE appears around his stinger.

Jet Ray backpedals, trying to blast it off. <MUFFLED NEUROBLASTS>

JET RAY

<EFFORTS>

It BURSTS and takes out Jet Ray and a reviving Steel Kevin.

JET RAY/STEEL KEVIN

<IMPACTS>

Both TRANSFORM back.

The strange woman stands over them and raises her hands, making GLOWING, SWIRLING ENERGY.

VERDONA

This little world would be a lot more tolerable without trouble making imps like you getting in my way.

KEVIN

(defiantly)

Yeah? Show us what you got.

She shrugs and flings a massive <BLAST> at them.

VERDONA

<effort>

Before it hits, an ENERGY SHIELD drops IN and the blast <SCORCHES> the field around them.

GWEN (O.S.)

Can't I leave you guys alone for two minutes?

REVEAL GWEN, the source of the shield, letting it dissipate to confront the flabbergasted Verdona.

VERDONA

Do that again.

GWEN

No problem.

She attacks, sending out ENERGY TENDRILS toward Verdona.

Before the tendrils reach her, Verdona waves her hand and they DISSIPATE.

VERDONA

Incredible! You're like me!

Now Gwen's flabbergasted.

GWEN

Just who do you think you are, littering my Grandpa's cove with your flowers?

KEVIN

Flowers that she makes out of energy.

Gwen hears this, turns to Kevin, then turns back to stare, confused, at Verdona, who's excited.

GWEN

No way!

VERDONA

(gently)

Did you say Max was your grandfather?

She gives Gwen a big hug.

VERDONA

Kiddo!

BEN

Um, he was my Grandpa too...

VERDONA

Really? Can you project energy like your sister?

BEN

Cousin. And no.

Verdona smiles warmly and gives him a pat on the head.

VERDONA

Shame.

She turns her attention to Gwen, smiling warmly. Gwen is bewildered.

VERDONA

Gwendolyn? I'm Verdona. We'll talk again soon.

She begins to GLOW.

Kevin and Ben leap up, but Verdona DISAPPEARS. As the kids look at each other, bewildered:

BEN

I think we just met our Grandmother.

From Gwen's wondering face, we

FADE OUT.

END OF ACT ONE

ACT TWO

EXT. GWEN'S HOUSE

Establish Gwen's parents' McMansion in the suburbs.

INT. GWEN'S ROOM - LATER

GWEN leads her father, fortyish and pleasant Frank TENNYSON, into Gwen's upstairs bedroom - modern, "decorator" furniture, colored rectangles hung like art, a row of private-school uniforms in the closet and no personality.

GWEN

Dad, we need to talk.

FRANK

In your room? I'm honored. When was the last time you let me in here?

GWEN

I've been keeping a big secret from you.

He goes from pleasant to serious.

She slides open a hidden, under-the-bed drawer.

It's cluttered with MAGIC TALISMANS, SPELL BOOKS and martial-arts WEAPONS.

GWEN

Magic powers.

Frank looks over the stuff in the drawer and smiles.

FRANK

So you're what? Some kind of wizard in training? <LAUGHS BIG>
C'mon , Gwen. There's no such thing!

GWEN

But... there's more. You ready?

She sends out an ENERGY TENDRIL to close the drawer. Frank's smile disappears.

FRANK

That's a big secret.

GWEN

I met Grandma Verdona today.

Dad sits.

FRANK

I was afraid this day might come, but you never showed any sign of having powers. Your mother and I thought we were in the clear.

Gwen's fascinated.

GWEN

Magic runs in the family? I knew it!

FRANK

<SIGHS> Honey... There really is no such thing as magic. Your Grandma's an alien.

Gwen's jaw drops, but she recovers.

GWEN

Okay. I'm overloading with questions. But first...

She opens a window. REVEALING BEN and KEVIN in the tree outside.

GWEN

Guys, I know you're out there. Come on in.

BEN and KEVIN sheepishly climb in from a tree outside.

BEN

Hey, Uncle Frank.

Kevin stiffly shakes Frank's hand.

KEVIN

Uh, how do you do sir? Kevin Levin.

Gwen instinctively moves next to Kevin and looks at Frank, defiant. Mike sees this and gets it.

FRANK

Who's this, your boyfriend?

Kevin and Gwen move apart.

KEVIN

(overlapping)

Absolutely not, I mean, no sir.

GWEN

(overlapping)

Daddy, No!

Kevin eases sideways way from Gwen.

GWEN

So, here's the thing. My Grandma, who I never knew, seems to want something from me, but I don't know what.

FRANK

Let's ask her, your friends aren't the only ones who sneak around eavesdropping on people.

(calling out)

Isn't that right, Mom?

A GLOWING BALL OF ENERGY APPEARS and Verdona steps out.

VERDONA

You always could tell when I was watching, baby. I had hoped it meant you had the spark--

("baby" was recorded " Mikey ". Can we cleanly cut " Mikey "
01:09:59:11)

Verdona waves her hand.

CUT TO:

INT. GWEN'S LIVING ROOM

They're all suddenly seated in the living room, interrupting fortyish NATALIE TENNYSON from dusting a GLASS CURIO CABINET.

VERDONA

--But no such luck

Natalie looks up from her dusting, puzzled by people appearing.

WIDER - when she sees Verdonna, she actually startles, <BREAKING> stuff in the cabinet.

NATALIE

<GASP>

NATALIE

(through gritted teeth)

Verdonna. What a surprise!

Verdonna waves her hand and the broken knick-knacks are REPAIRED.
Gwen's amazed and enthusiastic.

GWEN

Whoa!

VERDONA

Tea, dear. And something sweet for the kids.

MIKE

Been a while, mom.

Verdona barely acknowledges him and turns to Gwen.

VERDONA

I suppose. In human time.

(to Gwen)

Sweetie, your grandmother is an Anodite. And so are you!

GWEN

What's an Anodite?

Natalie comes in and nervously hands a cup of tea to Verdona, who puts it down on the end table.

VERDONA

Anodites are a race of free spirits, with powers that humans can barely comprehend. Now, we don't often mess in the affairs of just-plain folks. But I fell deeply in love with Max Tennyson.

Kevin speaks up. Ben elbows him.

KEVIN

And ditched him.

KEVIN

<small grunt>

VERDONA

No. It's just that after the kids were grown and out of the house, I needed to reconnect with my Anodite heritage. And Max was busy saving the universe with the Plumbers.

FRANK

Dad thought you didn't know about that.

VERDONA

Yes, he didn't want me to worry. Sweet man.

Verdona is lost in happy reverie for a long beat, then returns her attention to Gwen.

VERDONA

We had many good years but we grew apart. Even a fella loaded with as much Manna as Max is still just a physical being.

BEN

What's Manna?

Verdona waves her hand without looking at him and a GAG appears on Ben's mouth. Kevin's amused.

Ben comically tries to pry the gag off, with no luck.

VERDONA

Your Grandpa's fate was big news. It even reached my planet, Anodyne. So I came back here, to remember the good times. Who knew there was a budding Anodite among you!

She takes Gwen's hands and makes her offer.

VERDONA

Gwendolyn, you'll be amazed at what you can do. Let me teach you to master life energy!

Verdona gestures at Ben and the gag disappears.

VERDONA

(to Ben)

That's what Manna is.

BEN

Oh.

GWEN

I do want to learn. Where do we start?

VERDONA

On Anodyne. Stop living this hum-drum life, come home with me and
join the real party!

Gwen's taken aback.

GWEN

(overwhelmed)

Leave? This is all so... Wow. This is too huge.

Gwen moves between her parents.

GWEN (CONT'D)

Mom? Dad? What do I do?

FRANK

I don't know. It's an opportunity I never had.

NATALIE

We always hoped you would take after my side of the family... but
we want you to be happy.

FRANK

We won't stand in your way, Gwen.

GWEN

You won't?

VERDONA

Then it's settled! C'mon, Sweetie!

Verdona holds out her hand. Gwen backs away and runs up the stairs.
Mike starts to follow, but Ben leaps up.

BEN

Let me.

He runs after her, Kevin follows. Verdona complains to Mike.

VERDONA

Hmmm. Such a serious girl.

DISSOLVE TO:

EXT. ON THE ROOF - SHORTLY

Gwen's seated on the roof, staring out over the McMansion
development. Ben and Kevin crawl out the window to join her.

KEVIN

You would go up on the roof. Some of us can't fly, you know.

BEN

(sotto to Kevin)

Dude, be supportive.

GWEN

This is not how I expected my day to go.

Ben sits next to her, Kevin stands and scowls.

BEN

Still, It's pretty cool to find out about your powers, right?
Grandma could teach you to do all that stuff she can do.

GWEN

I'd be gone for a long time, I guess.

KEVIN

Maybe forever.

GWEN

I've always felt like an outsider, like I'm in the wrong place. But
then I think, oh, that's high school for you.

BEN

(tenderly)

We'll miss you if you go.

Gwen looks up, hopeful.

GWEN

Really?

Ben covers it up hastily.

BEN

Sure, but we're recruiting more and more Plumber kids, so we'd still have a pretty powerful team.

GWEN

(crestfallen)

Oh.

Ben's surprised by her reaction. He nudges her.

BEN

When I was trying to decide whether to use my powers again, you told me it was my choice. That's all I'm saying.

Gwen's expression is impassive.

BEN

Anyway, maybe you owe it to yourself to try turning into a cosmic Manna-Master.

GWEN

Maybe.

BEN

It's a once-in-a-lifetime opportunity.

Gwen turns to Kevin, who stands in the corner, arms folded, sullen.

GWEN

Kevin? Do you feel the same way?

KEVIN

No. Why would you even think about it? I want you around. The whole thing's lame.

But Gwen's moved. She turns to Kevin, plants a big <KISS> on him.

GWEN

<KISS>

Gwen, relieved and pleased, goes back inside. Kevin's pleased by the kiss. He gets an idea.

KEVIN

(calling after)

Lame, lame, lame!

CUT TO:

INT. LIVING ROOM - CONTINUOUS

Verdona's created a glowing ENERGY JUKEBOX that plays <DANCE MUSIC> (this is a song by Max's favorite band from the Original series. Song title TK). She shimmies around the room, making her version of small talk to Mike and Natalie.

VERDONA

"Shag Carpeting", they were Max's favorite. Why do the most
backward creatures make the best music?

Natalie turns to Mike.

NATALIE

(sotto)

Don't you ever complain about my Aunt Joyce again.

Mike shrugs. Verdona spins around.

VERDONA

Cheer up, junior. You didn't have the spark. There was nothing I
can teach you.

FRANK

you taught me a lot, Mom. You and Dad both.

VERDONA

You know what I mean. I even came back when the grandkids were
born, just in case your baby had the spark. But nothin' doin'. And
Carl's boy, same thing.

Mike and Natalie exchange a look.

FRANK

Mom, if you can give Gwen an opportunity that we can't, we won't
hold her back.

Gwen runs back down with a <CLATTER> and stands before Verdona.

GWEN

Thanks so much for the offer, but I'll just settle for being a gifted human. I want to stay here with my friends.

Verdona wavers her hand and the jukebox VANISHES. She, Mike and Natalie lean forward, seated.

VERDONA

But, you don't even know what you really are. Kiddo, we belong on Anodyne, among our kind. Let me show you. <EFFORT>

Ben and Kevin come down and stop short.

WIDER - Verdona's body TRANSFORMS into a majestic ENERGY BEING made of Verdona's GLOW EFFECT.

ENERGY VERDONA

See? Just a disguise. This is what it means to be an Anodite.

Natalie shakes her head.

NATALIE

So that's why she looks so good.

Mike hugs her closer.

Verdona leans close to Gwen.

ENERGY VERDONA

Mature Anodites are pure energy. We draw life from the Manna around us.

Ben's awed. Kevin scowls.

BEN

(to Kevin)

You gotta admit, that's kind of cool.

Energy Verdona gets an idea.

ENERGY VERDONA

You're just too young to make up your own mind. Let me help you.

Verdona reaches for Gwen.

ENERGY VERDONA

I'll destroy your body and free the Anodite inside. It'll be fun!
And you'll be able to think much more clearly.

BEN

Destroy?

KEVIN

Her body?

GWEN

<gasp>

On Gwen's frightened face we:

FADE OUT.

END OF ACT TWO

ACT THREE

INT. LIVING ROOM - RESUME

Gwen backs away.

GWEN

Destroy my body? You're not serious!

ENERGY VERDONA

How do you know whether you like something if you don't try it?

Ben and Kevin step between her and Verдона.

BEN

Verдона, she said no.

Energy Verдона's eyes light up.

ENERGY VERDONA

(gleeful)

Another dance, boys? Okay, but just this once...

She BLASTS them all through the wall.

BEN/GWEN/KEVIN

<IMPACT>

EXT. FRONT YARD - CONTINUOUS

Verдона steps out as the three teens get up from the debris and scramble back.

ENERGY VERDONA

<spooky GIGGLE> Now this is what I call a party!

She <BLASTS> after them, making a TRENCH in the street as they scatter.

KEVIN

Gwen, stay back!

Gwen <BLASTS> at Verдона.

GWEN

Hit the road, Kevin.

KEVIN

Huh? Oh.

Kevin drops down and touches the road. He TRANSFORMS into ASPHALT KEVIN.

ENERGY VERDONA

<impact>

KEVIN

<throwing effort>

ENERGY VERDONA

<impact>

Ben activates the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's the agile, multi-limbed web-spinning alien,
SPIDER MONKEY.

SPIDER MONKEY

Spider Monkey! <monkey sounds>

Energy Verdona advances on Gwen, arm outstretched.

Gwen throws up an ENERGY SHIELD.

GWEN

<EFFORT>

Verdona FORCES herself through it

ENERGY VERDONA

<EFFORT>

GWEN

<CRY of surprise>

A WEB <YANKS> Gwen back.

GWEN

<IMPACT>

REVEAL SPIDER MONKEY swinging Gwen away on the thread extruded from
his tail.

SPIDER MONKEY

Check it out! Hands-free!

ASPHALT KEVIN <PULLS UP> Concrete sidewalk squares.

He hurls them, one after the other, at Energy Verdona.

They SHATTER against her, but drive her back a bit, dissipating her energy and DIMMING her glow.

ENERGY VERDONA

<2 IMPACTS>

Asphalt Kevin runs out of sidewalk.

Energy Verdona raises her arms, about to deliver a huge blast.

SPIDER MONKEY (O.S.)

Why, Grandma!--

REVEAL SPIDER MONKEY AND GWEN. Gwen's made a big glowing energy ball that rests in the crook of a WEBBING slingshot between two telephone poles. Spider Monkey lets it fly.

SPIDER MONKEY

--What big trouble you have!

The energy blast hits Verdona.

VERDONA

<IMPACT>

Before she's fully recovered, SM swings in and grabs Gwen's legs as she <STRAFES> Energy Verdona with energy BLASTS. Her glow dims further.

ENERGY VERDONA

<IMPACTS> <grunt of effort>

They land gracefully, Gwen in a fighting stance. She <SPIN-KICKS> the energy creature back further.

ENERGY VERDONA

<impact>

GWEN

<kick effort>

GWEN

<Striking GRUNTS> She's weakening!

ENERGY VERDONA

<IMPACTS>

She lunges at Gwen.

ENERGY VERDONA

<EFFORT>

But the multi-limbed Spider-Monkey steps in, a WHIRLWIND OF strikes.

SPIDER MONKEY

<EFFORT>

ENERGY VERDONA

<IMPACTS>

She's on her knees. Spider Monkey covers her in webbing.

ENERGY VERDONA

<impact and groan>

SPIDER MONKEY

<EFFORT>

SPIDER MONKEY

Spider-Monkey's got it covered!

Asphalt Kevin <PULLS UP> a BIG CHUNK OF ROADWAY out of the ground and raises it to pound her.

ASPHALT KEVIN

<EFFORT> Dude, I don't know if I can pound your Grandma.

SPIDER MONKEY

It's okay, we're teaching her to mind her Manna!

ENERGY VERDONA

<GIGGLE> Good one, Ben!

KEVIN

It was not.

She RISES into the air above them, ENERGY TENDRILS bursting out in all directions.

BLADES OF GRASS AT THEIR FEET tremble and glow.

The lawn GLOWS as energy swirls up to her.

WIDER - the whole neighborhood's lawns are swirling energy up to her.

GWEN

She's drawing Manna from millions of living things around her.

ASPHALT KEVIN

The grass!

Verdona absorbs all the energy and drops back down, a tad bigger and more powerful than we've seen!

ENERGY VERDONA

I'm really enjoying this!

She <SHATTERS> the roadway.

WIDER - she <POUNDS> Asphalt Kevin neck-deep into the lawn.

ASPHALT KEVIN

<IMPACTS>

KEVIN

<small lifting effort>

ENERGY VERDONA

I should get out more often.

She grabs Spider Monkey by the hands.

SPIDER MONKEY

Nyahhhh!

ENERGY TENDRILS gather Spider Monkey's old webbing and swirl a COCOON around him, up to his neck.

SPIDER MONKEY

<STRUGGLING>

Energy Verdona advances on Gwen.

ENERGY VERDONA

No more tantrums, Sweetie. It'll all be over in a second.

Gwen <BLASTS> her hard. But Verdona doesn't flinch.

GWEN

<EFFORT>

She sends a lethal-looking tendril of BUBBLING energy at Gwen.
Gwen DEFLECTS it into the garage.

GWEN

<EFFORT>

It DISINTEGRATES a big hole and part of a car.

ENERGY VERDONA

One day, you'll learn to make a new body, any kind you like.

GWEN

(yells)

Listen to me!

Energy Verdona folds her arms.

GWEN

I am not going! I love having powers, but I like my life better. I like fighting monsters and saving the world.

ENERGY VERDONA

Anodites help tons of people. Scads. You could use your new powers however you want after you've mastered them in 60 or 70 years.

GWEN

It's more than that. I like swimming and school and breaking boards with my hands and running and feeling tired afterward, and kissing boys. I mean, all those good times you had with Grandpa...

ENERGY VERDONA

Aw, I was just a kid having my fun. Trust me, grown-up parties are so much better!

GWEN

Grandma Verdona, admit it. You miss it. And you miss Max. That's what brought you here.

ENERGY VERDONA

Max should have been like us. He had a spark all his own. An adventurer, a troublemaker... He was a lot like your little friend, Curtis.

KEVIN

Kevin.

VERDONA

Energy beings talking, here.

GWEN

No. You're an energy being. I'm a girl.

Verdona considers.

ENERGY VERDONA

Maybe I have forgotten what that's like. Still, what I'm offering you is better. Think of how many more powers you'll have.

GWEN

I like my powers but I love my friends and family. I'm not going with you, Grandma.

Mike looks out from behind some fight debris, proud. Verdona accepts the inevitable

ENERGY VERDONA

No, I don't believe you are.

She waves her hand.

.... and everything's BACK TO NORMAL. The house is restored, Ben and Kevin are their normal selves, and they're all assembled on the lawn, including Mike and Natalie, in front of Energy Verdone.

ENERGY VERDONA

Well, It's been a wild little shindig, but Mama's got to go.

Gwen's amazed.

GWEN

How did you do that?

ENERGY VERDONA

You could come with me and find out....

Gwen smirks.

GWEN

Yeah. Or not.

Energy Verdone smiles back.

ENERGY VERDONA

Had to try.

Goodbye all. And Ben?

ENERGY VERDONA

Way to stick up for your cousin. You're all right.

BEN

You too, Grandma.

Verdona stands in front of Gwen, looking down on her and smiling.

ENERGY VERDONA

Don't forget to have some fun, kiddo. Grandma's going to drop in now and again to see how you're doing.

NATALIE

Oh, joy.

Verdona SHIMMERS and ARCS off into the sky.

REVEAL another ALIEN FLOWER on the ground. Gwen picks it up and turns to the others.

GWEN

Come on. I know where this goes.

DISSOLVE TO:

MAX'S COVE - SHORTLY

Gwen, flanked by Ben, Kevin, Frank and Natalie, lays the flower at the base of the tree.

We TILT UP from the flower to the carved "Max and Verdona" and

FADE TO BLACK.

THE END

BEN 10 "What Are Little Girls Made Of?"

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680-009

Ben 10: Alien Force

By

Matt Wayne

Story Editor

Dwayne McDuffie

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BIG CHILL

ARGIT

ASPHALT

KEVIN BEN

BEN/GWEN/KEVIN

BEN/KEVIN

BIG CHILL

BRAINSTORM

CROWD

CUT TO:

ECHO

ENERGY VERDONA

GWEN

HOLO MAX

JET RAY

JET RAY/STEEL KEVIN

KEVIN

KEVIN/GWEN

MIKE

NATALIE

PICKAXE #1

PICKAXE ALIEN #3

PICKAXE ALIENS

SLEEPING ECHO

SPIDER MONKEY

TITLE CARD

VERDONA

VULKANUS

WATER KEVIN

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(to himself)

(to Kevin (CONT) (OS)

INT EXT I/E EXT./INT

SUNNYDALE HIGH

THE GOALIE

BEN

THE SAME LOCATION

A BICYCLE RACK

THROUGH THE HOLE
A SERIES OF STILL
DOJO
REPRINT
TRAINYARD
MAGISTER
GWEN
ON THE SHOULDER
SWAMPFIRE
EXTERIOR KEVIN'S CAR
CASTLE
DARK ALLEY
TRAILER PARK
RUSTBUCKET
MIDDLE OF THE DESERT
ON KEVIN WAREHOUSE, MILES AWAY
MAX'S COVE - DAY
KEVIN'S CAR

DAY
NIGHT
AFTERNOON
MORNING
EVENING
LATER
MOMENTS LATER
CONTINUOUS
THE NEXT DAY
DUSK
LATER.

SHORTLY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

FADE TO BLACK.

END OF TEASER

FADE TO BLACK.

END OF TEASER