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BEN 10: ALIEN FORCE

"Primus"

Final (02-20-09)

Written by Charlotte Fullerton

TEASER

FADE IN:

EXT. PLANET VILGAXIA

The CITY is bustling with happy VILGAXIANS going about their daily business.

EXT. VILGAX'S PALACE - THRONE ROOM - BALCONY

Reveal Vilgax's lackey PSYPHON watching the activity below from a small balcony (think "Evita") that projects off the throne room to look out on the city. The THRONGS <CHEER>. VILGAX is melancholy.

CROWDS

<cheers>

PSYPHON

Vilgaxia is safe again, Sire. The people love you.

Vilgax turns and exits without saying a word. Psyphon SMILES behind Vilgax's back, then follows him inside.

INT. THRONE ROOM

We've seen it before in "Ghost Town." The Throne Room is ALIEN-MEDIEVAL. Alien tapestries adorn the walls. Pillars with alien statues decorate the room.

Psyphon enters from the balcony to address a lost-in-thought VILGAX, who is sitting in a Thinker-like pose on his throne.

PSYPHON

Something wrong, my Liege?

VILGAX

I find their approbation hollow.

PSYPHON

Begging your forgiveness Master, how so? You are the conqueror of ten worlds. All bow down to your might, and goodness.

VILGAX

Almost all.

PSYPHON

Surely you don't let that fact that Ben Tennyson has repeatedly defied you--

VILGAX

Speak with care, Psyphon. Your counsel is valuable, not
irreplaceable.

PSYPHON

Of course, Master. My point was simply that if you so chose, you could
defeat Tennyson, and wrest the Omnitrix from him.

VILGAX

I know you seek to goad me into reckless action, Toad. But know this:
I am closer than ever to controlling the Omnitrix's power.

FLASHBACK - EPISODE 308

REPRINT

Vilgax flashes back to the moment in episode #308 "Ghost Town" when
GHOSTFREAK whispered in his ear the source of the Omnitrix's powers.
We still DON'T hear what Ghostfreak says here--

VILGAX

I do not ask, Ghostfreak. I demand, and you obey. I will free you from
your prison, and in return, you will tell me what I wish to know.

GHOSTFREAK

The knowledge to defeat Ben Tennyson, the secrets of the Omnitrix!

Vilgax nods triumphantly.

VILGAX

Tell me, Then I will set you free.

END REPRINT --but this time Vilgax says aloud what he hears:

GHOSTFREAK

Primus.

INT. THRONE ROOM - CONTINUOUS

Back to Vilgax on his throne lost in thought

PSYPHON

Master? What are you thinking about?

VILGAX

Revenge.

FADE TO BLACK

END OF TEASER

TITLES

ACT I

FADE IN:

EXT. OUTSKIRTS OF BELLWOOD - EVENING

Open in the middle of a battle between a TECHADON (like the battle robot from the season 1 episode "The Gauntlet") against GWEN, KEVIN, and Ben as LODESTAR.

The Techadon FIRES blasts from a CANON at its WRIST.

Gwen fires MAGENTA ENERGY TENDRILS from both her hands that wrap all the way around the Techadon, pinning its arms to its body, momentarily containing it.

KEVIN

<efforts>

GWEN

<efforts> Didn't we already destroy this thing before? <Whoa!>

The Techadon opens its arms dramatically, bursting free, sending Gwen flying backwards as her energy tendrils are snapped.

Kevin transforms both his fists into ANVILS and leaps in, one-two punching the Techadon.

KEVIN

<punching efforts>

Not this one. Techadons are mass-produced battle robots.

<impact grunts>

The Techadon bats Kevin away. He hits the ground skidding on his back.

The Techadon starts to move towards Kevin, but is suddenly HELD BACK by an incredible force!

REVEAL it is Lodestar immobilizing the straining metal creature from

a distance with his MAGNETIC powers.

LODESTAR

Too bad, so sad. You just can't resist my magnetic personality.

The Techadon SHUDDERS violently as it is pulled backwards towards Lodestar, whose magnetic powers are threatening to tear the metal robot apart at all its joints. Pieces of its armor break off. One of its HANDS gets broken off.

GWEN

Don't let the gauntlet get away!

<effort>

Gwen fires a BLAST at the gauntlet where it landed, but misses as the disembodied HAND starts CRAWLING across the ground.

Kevin, using one of his own ANVIL hands, crushes it like a bug.

KEVIN

Not this time.

<effort>

The now one-handed, armor-damaged, SHUDDERING Techadon continues to be dragged backwards by Lodestar's magnetic force until it is right in front of Lodestar who gets ready to go in for the finishing blow.

LODESTAR

Any last words?

Suddenly the OMNITRIX unexpectedly powers down! Lodestar turns back into Ben.

BEN

Huh?

Ben looks at the Omnitrix in despair, and lectures it.

BEN

You, are a piece of junk!

The Techadon stops shuddering, released from Lodestar's power now that he's gone, free and only a few feet away from little unarmed Ben!

The OMNITRIX speaks calmly in BEN'S VOICE.

OMNITRIX

Omnitrix must return to Primus.

BEN

Who's Primus?!

The Techadon turns and faces Ben, looming over him menacingly. It locks and loads the CANON on its one remaining WRIST and fires at Ben at point blank range!

Ben futilely but instinctively raises his arms across his face - just as a MAGENTA ENERGY SHIELD wipes across the air in front of him, blocking the Techadon's blasts from hitting Ben!

GWEN (O.S.)

<efforts>

BEN

Thanks!

GWEN

Don't just thank me! Turn into something and fight!

<efforts>

Gwen creates a smaller MAGENTA ENERGY PLATE in the air in front of her and HURLS it like a throwing star at the Techadon's gut.

There's an explosion and damage at the impact site on the robot, but the Techadon keeps firing, albeit now JERKILY, at Ben.

Gwen's shield in front of Ben begins to show CRACKS under the strain.

Crouching, Ben dials the Omnitrix, it displays the HOLOGRAM of HUMUNGOUSAUR, he slams it.

BEN

How about some Humungousaur!

The dramatic <MUSIC> swells to cue the transformation sequence, and Ben poses prepared... but nothing happens. Ben talks into the watch, irritated.

BEN

(uh, hello?)

Humungousaur?

OMNITRIX

That function is not available. Omnitrix must return to Primus.

Kevin leaps up onto the Techadon's back. His arm transforms into a CROWBAR which he proceeds to use to pry at the back of the robot's neck, causing SPARKS to fly out.

KEVIN

<efforts>

What's that all about, Tennyson?!

BEN

I don't know! It's never happened before!

Ben now dials the Omnitrix to SWAMPFIRE and slams it. Nothing happens again.

BEN

Where are all my aliens?!

OMNITRIX

That function is not available. Omnitrix must return to Primus.

Ben frantically dials the Omnitrix, but now none of the holograms of his aliens appear anymore. Instead, the Omnitrix cycles through projected arrays of mysterious MAPS and STAR CHARTS, igniting

COORDINATES on each, like it's trying to pinpoint a location in space.

OMNITRIX

That function is not available. Omnitrix must return to Primus.

BEN

Somebody named Primus is jamming the Omnitrix?

Kevin with his CROWBAR ARM succeed in prying the HEAD off the Techadon.

KEVIN

Never heard of him.

<big effort>

The HEADLESS robot slumps to its knees, SPARKS shooting out of its severed neck. But its remaining hand continues FIRING, now wildly all around instead of focused at Ben.

Running and dodging the random blasts, Gwen fires a single MAGENTA ENERGY TENDRIL that wraps around the robot's firing hand and squeezes, crushing it.

Suddenly, the Omnitrix emits a green energy glow that slowly begins to ENGULF Ben!

BEN

Guys...?

GWEN

He's teleporting!

Gwen leaps in from the side and TACKLES Ben.

GWEN

<leap>

BEN

<tackle>

Kevin leaps down off the critically-damaged Techadon and, from where he lands on the ground, scrambles to grab Ben around the feet.

KEVIN

<efforts>

Mid-tackle, all 3 of them are engulfed in the growing energy field and disappear together in a GREEN FLASH - just as the damaged Techadon teeters forward and falls flat on its face, crashing to the ground right where they had just been standing!

EXT. PRIMUS - RAINFOREST - DAY

Ben, Gwen & Kevin re-materialize on a lush green planet we've never been to before (PRIMUS, but they don't know it yet) with rivers of GLOWING GREEN LAVA (conspicuously similar in color to the energy glow of the Omnitrix) pouring out of a prominent VOLCANO on the landscape. It's an absolutely gorgeous place, teeming with life. Hawaii and the amazon rainforest rolled into one. Paradise.

When the green glow around them dissipates, Ben FINISHES BEING TACKLED to the ground by Gwen's earlier motions to grab onto him.

BEN/KEVIN/GWEN

Ahhh....

BEN

Oof! Dude!

Ben struggles free from Gwen and Kevin's grip.

GWEN

Sorry. Didn't feel like being left behind this time.

KEVIN

It was a clean hit. So, what is this place?

BEN

Not a clue.

They look around in awe at the surrounding breath-taking scenery of amazon rainforest proportions, and in particular notice many oversized, FLYING, MECHANICAL MOSQUITO-LIKE CREATURES (species name volaticus Biopsis) coming and going regularly from the green-lava-spewing VOLCANO that dominates the landscape.

Suddenly the Omnitrix on Ben's wrist starts BEEPING and FLASHING green.

KEVIN

And the flashing?

BEN

Add it to the growing list of things I don't understand.

Some of the large MECHANICAL MOSQUITO CREATURES react to the Omnitrix, immediately stop what they are doing, and turn to SWARM at Ben!

KEVIN

Incoming!

Ben instinctively wields his Omnitrix arm up at the ready. He twists the dial and slams it repeatedly, but it just keep beeping and flashing.

BEN

<efforts>

You know, if I built the Omnitrix, I would've added a few improvements.
Like making it work!

Gwen steps in front of Ben and fires MAGENTA ENERGY BEAMS at the approaching swarm of large metallic mosquitos, picking off a couple of them in the air, but they just keep coming.

GWEN

<efforts, then> Kevin?

KEVIN

Got your backs.

<attack>

Kevin runs towards the swarm, turning one of his hands into a MACE, and swings it around and around, knocking several of the large metal mosquitos out of the air.

Gwen waves her hand creating a curved MAGENTA ENERGY SHIELD directly above Ben, blocking the large metal mosquitos that try to descend on him.

GWEN

<effort>

They're after the Omnitrix!

Kevin, whacking metal mosquitos with his MACE hand. Ben shakes his wrist. The Omnitrix is on good and tight.

BEN

Good luck getting it off. This thing's not going anywhere without yours truly.

<then surprised reaction>

Suddenly the Omnitrix shoots out a THIN GREEN ENERGY BEAM, and uses it to TARGET the nearest large metal mosquito in the air! Then another one. Then another one.

BEN

Ha! Who's the hero? You're in trouble now! Take that!

<playful vocal laser sound effects>

And some of that!

<playful vocal laser sound effects>

But to Ben's disappointment, the beam doesn't harm the metallic mosquitos at all. It traces the contours of each flying creature it comes into contact with, scanning, recognizing.

GWEN

It isn't destroying them, it's scanning them.

BEN

Taking DNA samples?

KEVIN

Well, stop taking samples, and start taking names! You're mister big shot wielder of the Omnitrix. Wield something!

The Omnitrix's beam abruptly ceases.

OMNITRIX

Omnitrix has returned to Primus. Ben Tennyson has fulfilled purpose.
Omnitrix must find creator.

Ben watches in amazement as the Omnitrix POPS itself OFF his wrist!

BEN

Wait, what?!

Ben reaches down after the Omnitrix as it falls to the ground, but he is knocked away hard by a dive-bombing large mechanical mosquito

in flight as it swoops down, scoops up the Omnitrix, and flies away with it!

BEN

<impact>

GWEN

Don't let it get away!

<efforts>

Gwen gives chase by firing MAGENTA BLASTS at the creature carrying the Omnitrix high into the sky.

It dodges the blasts and flies higher, ducking behind members of its flock, letting them take some of the HITS!

Gwen keeps FIRING as the creature carrying the Omnitrix leads the rest of its swarm away in the sky, smaller and smaller, towards the ominous green-lava-spewing volcano in the distance.

BEN

I don't believe it. The Omnitrix is gone!

FADE TO BLACK.

END ACT ONE

ACT II

EXT. PRIMUS - VOLCANO

The swarm of mechanical mosquitoes fly the watch into the center of the VOLCANO and out of sight.

EXT. RAINFOREST - CONTINUOUS

Ben, Gwen and Kevin give chase after the Omnitrix. They make their way as fast as they can through the jungle. It is too dense to run, Kevin leads the way, using his machete-hand.

BEN

I lost the Omnitrix. Azmuth is going to kill me!

KEVIN

Dude, he's already so mad at you, it couldn't get worse.

BEN

(hopefully)

Really?

KEVIN

No.

BEN

Whoa! Oooooof...

Ben TRIPS over something and falls to the ground face to face with it. REVEAL is it one of those mechanical mosquito thingies!

Ben jumps up away from it. It doesn't move. REVEAL it's just the HEAD.

Pieces of its body - and many others' too - litter the area. The ground is charred.

There's been a mechanical massacre here. Ominous.

KEVIN

Must be some of the one's Gwen trashed.

GWEN

Not a chance, we're over a mile from where I was blasting them.

Ben's picked up one of the wrecks and it looking at it.

BEN

Now that you mention it, these are scorched, like from a ray gun.

Kevin picks up a limb, a piece breaks off it.

KEVIN

So we're not the only ones who've got a bone to pick with these things.

GWEN

There's no rust. No moss. The jungle hasn't grown over them.

BEN

Didn't happen very long ago.

They glance around warily. Jungle critter sounds.

KEVIN

Good reason to keep moving.

They continue to push through the jungle.

BEN

<struggles>

Spidermonkey would so come in handy right about now.

The sounds of jungle life are all around them. ALIEN CRITTERS slither and scurry up tree trunks and across fallen logs. A beautiful BUTTERFLY-LIKE creature lands on a pile of harmless-looking MOSS - which open up a big mouth and swallows it!

Ben is stymied by a clump of vines hanging in their way.

Kevin steps in front of Ben, turns his hand back into a MACHETE, and slices through the vines. Then steps aside.

BEN

Hey!

KEVIN

After you, hero.

EXT. MURKY LAGOON - A LITTLE WHILE LATER

Ben, Gwen and Kevin walk along the shore of a murky lagoon.

A little SLUG CREATURE drops down on a strand of SLIME onto Ben's shoulder. It's disgusting. He brushes it off.

BEN

The slugs, the mud-

KEVIN

The complaining like a girl.

GWEN

(offended)

Excuse me?

KEVIN

Sorry. I was trying to insult Ben, and it got away from me.

KEVIN

Better get used to being you. What if you never get the Omnitrix back?

Gwen shoots Kevin a look.

KEVIN

It's a legitimate question.

BEN

I've got to get it back. I will get it back. Without it I'm-

GWEN

Just a regular guy.

BEN

I know, I know. Quit reminding me.

A PAIR OF EYES belonging to some unseen underwater creature break the surface and watch our heroes walking by. Then the eyes submerge.

BEN

It's going to take us all day to walk around this thing.

GWEN

No it won't.

Gwen creates a series of MAGENTA ENERGY PLATE STEPS, one at a time in the air in front of them, and they walk up and over the lagoon.

BEN

Now this is more like it. No mud. Nothing can touch us-

Suddenly a TENTACLE shoots up from in the murky lagoon, wraps around Ben, and drags him under!

BEN

Ah!

<efforts>

GWEN

Ben!

Gwen instantly fires up CIRCLES OF MAGENTA ENERGY around each hand, but can't see what to shoot at in the water. There's no sign of Ben or the creature that snagged him.

BEN

Ahhh...

KEVIN

I got this.

<dive>

Kevin turns his fists into two GIANT MALLETS and DIVES in after Ben!

Gwen SQUINTS at the murky water, trying desperately to catch a glimpse of something to shoot at!

A tense beat. Where are they?

GWEN

Ben? Kevin...?

She can't just stand there, she's got to do something! Gwen's EYES GLOW with intense power, and she creates an ENERGY BALL in the air in front of her that grows and grows then SPLASHES into the lagoon like a grenade going off, sending an enormous cascade of water up into the air - Kevin and Ben included!

Displaced ALIEN FISH and AMPHIBIANS flop around on the shore.

In the lagoon, the still unseen underwater creature's TENTACLE slowly retracts into the water.

GWEN

Ben! Kevin! Where are you?

BEN (O.S.)

(breathless)

Up here.

REVEAL Kevin and Ben have landed up high in a tree.

KEVIN

(coughing, grateful)

<coughing> What part of "I got this," did you not understand?

EXT. RAINFOREST - BASE OF VOLCANO - LAVA RIVER BANK - LATER

Along the bank of a river of green lava, Ben stops, holds up one HAND as a signal. Gwen and Kevin behind him stop too. More dead robotic mosquito parts are littered about. The ground is freshly charred.

BEN

(grimly)

This way.

INT. VOLCANO - MOMENTS LATER

Ben, Gwen and Kevin make their way into the volcano and are shocked to find Vilgax there fighting... HUMUNGOUSAUR?! Actually it's Azmuth, but we don't want anyone to know yet.

Humongousaur only GRUNTS (no dialogue) so they and we don't know who it really is.

Humongousaur has Vilgax in a headlock from behind. Vilgax FLIPS Humongousaur up and over him like a wrestler.

VILGAX

<efforts>

AZMUTH/HUMUNGOUSAUR

AHHHH!

Ben, Gwen and Kevin observe from a hiding place behind some rocks on the sidelines.

BEN

Vilgax!

GWEN

And Humongousaur?

KEVIN

I'd say somebody else beat us to the Omnitrix.

BEN

It's got to be that Primus guy! He and Vilgax must be working together!

KEVIN

Then why are they fighting?

BEN

Oh sure, I have to figure out everything.

Humungousaur takes a running start and HEAD BUTTS Vilgax, knocking him backwards into the far wall. Rubble falls.

AZMUTH/HUMUNGOUSAUR

<effort grunt>

VILGAX

<2 efforts> A valiant effort. But not nearly good enough.

Vilgax unsheathes his FLAMING SWORD and FIRES energy from it at Humungousaur, immobilizing him and irradiating him with a glowing field of energy.

AZMUTH/HUMUNGOUSAUR

<howls of pain>

Ben, Gwen and Kevin watch wide-eyed from their hiding place as Humungousaur shrinks down and down, transforming as he shrinks, into... AZMUTH! With the Omnitrix around his waist like a belt!

AZMUTH

Give me a minute. I'm a little out of practice.

BEN

It's Azmuth!

GWEN

We should have known. The Omnitrix kept saying it was looking for its creator.

Vilgax hefts a huge BOULDER over his head and HEAVES it at tiny Azmuth.

VILGAX

<efforts>

Azmuth dials the Omnitrix at his waist and grows/transforms into RATH!
As Rath, he now easily CATCHES the boulder thrown at him.

AZMUTH/RATH

<efforts> Let me tell you something Vilgax, conqueror of ten worlds, Azmuth will defeat you! Azmuth will hunt you down even though you're standing right here! You are no match for the awesomeness of Azmuth!
<3 efforts>

Rath tears the boulder in half and half again, then throws the four big pieces back at Vilgax.

Vilgax fires BEAMS from his EYES that home in on each of the four boulder pieces through the air, obliterating them one by one.

Vilgax then aims the BEAM from his RUBY at the cave ceiling directly

above Rath's head, causing an AVALANCHE of rock to bury Rath!

Pile of rubble. Tiny Azmuth crawls out from a crack in the rubble, the Omnitrix ASKEW around his waist, then collapses.

AZMUTH

<faint>

Ben tries to leap into the fray.

BEN

We've got to help him!

Gwen pushes him back and takes off running.

GWEN

You can't fight Vilgax like this. Stay here.

Kevin runs at Vilgax, his fists turning into HAMMERS as he goes. Vilgax picks up tiny unconscious Azmuth in one hand and raises him overhead victoriously.

VILGAX

To the victor goes the spoils!

Catching Vilgax by surprise, Kevin CLANGS the villain with both hammers from either side.

KEVIN

Sorry to spoil your spoils.

Gwen FIRES a MAGENTA ENERGY BLAST from both hands at Vilgax, whose INVULNERABILITY VEST absorbs the hit.

VILGAX

<efforts> If you two are here, then Tennyson cannot be far behind...

Ben watches from the sidelines helplessly.

Vilgax uses his HURRICANE SUPER BREATH to knock both Kevin and Gwen away. They each hit the ground unconscious and partially FROZEN.

VILGAX

<Big inhale & breath>

GWEN

<2 impacts, then keep alive moans>

KEVIN

<2 impacts, then keep alive moans>

Ben watches in horror as Vilgax wrenches the Omnitrix off Azmuth's waist and hold it aloft triumphantly

VILGAX

At last! The Omnitrix is mine!

BEN

No!

VILGAX

Behold, the power of the Omnitrix!

Vilgax SLAMS the Omnitrix to activate it!

FADE TO BLACK.

END ACT TWO

ACT III

INT. VOLCANO - CONTINUOUS

VilGAX

<evil laughter>

Vilgax is wielding the Omnitrix... but nothing happens.

VILGAX

<GRUNT of surprise>

134A

VILGAX

<efforts>

He slams the Omnitrix a couple more times trying to activate it.
Nothing.

Vilgax grabs up Azmuth and rages at him face to face.

VILGAX

Tell me how to use it!

Azmuth remains calm.

AZMUTH

Um... no.

Vilgax, furious, throws Azmuth against the far wall.

VILGAX

Gah!

AZMUTH

<impact>

Vilgax fiddles with the Omnitrix. He yells at it.

VILGAX

Omnitrix, I am your master now! I command you! Brainstorm!... Big
Chill!...

Ben creeps out of his hiding place over to where Azmuth is collapsed.

AZMUTH

(sotto)

Ben Tennyson?

BEN

(sotto)

Azmuth. Everything's going to be okay...

Ben pats Azmuth on the head lightly TWICE.

AZMUTH

Did you just "there-there" me?

BEN

The Omnitrix teleported me and my friends to this planet.

AZMUTH

(knowingly)

Mm. Now you must gather them and leave this place! While you still
can!

BEN

But the Omnitrix-

AZMUTH

Is no longer yours, Ben Tennyson. Vilgax has it.

BEN

We can't let Vilgax--

AZMUTH

I concur. But its operation is beyond his abilities. And I would die before revealing its secrets to him. Now go before--

VILGAX (O.S.)

Ben Tennyson!

Reveal Vilgax bellowing out into the cavern, holding groggy Gwen and Kevin captive in his mighty grip.

VILGAX

I know you are here somewhere. If you ever wish to see your friends alive again, step forward,

He tightens his grip on groggy Kevin and Gwen.

KEVIN

<keep alive groan>

GWEN

<keep alive groan>

Ben starts to move forward. Azmuth motions to stop him.

AZMUTH

They're already lost. There's nothing you can do.

BEN

I'll think of something. Hero, remember?

He steps around Azmuth and out into open view. Azmuth shakes his head.

BEN

Vilgax! I'm here. Let them go!

Vilgax grins broadly.

INT. VOLCANO - CAVERN - LATER

Ben, Gwen and Kevin are now all CHAINED to a wall like in an old episode of Star Trek. (Maybe energy shackles?) Gwen and Kevin have high-tech headbands on.

KEVIN

Oo. Good plan, Ben.

BEN

What? You wanted me to let Vilgax finish you off right then? I'll remember that next time-

GWEN

Let's worry about this time first, huh?

<efforts>

I can't use my powers.

KEVIN

The headbands. Neural inhibitors.

Vilgax enters brandishing the Omnitrix in his hand.

VILGAX

Tell me, Tennyson. Is there a key? A magic word?

BEN

You'd have to ask Azmuth, not that he'd ever tell.

VILGAX

For your sake, pray that you are wrong. For if he does not, the great Ben 10 and his friends shall be fed to the codon stream!

BEN

Codon stream? That's bad, right?

A panel in the floor opens up under their feet, revealing a bubbling

pit of glowing green volcanic lava below!

VILGAX

You amuse to the very end, Ben Tennyson.

Vilgax exits, pleased with himself.

Ben, Gwen and Kevin dangle in their chains and struggle to find footing against the cavern wall.

GWEN

What's a codon stream? I thought that stuff was green lava.

KEVIN

Seriously? We're about to be boiled alive and you want to lean a new vocabulary word?

Azmuth PEEKS out of a crack in the cavern wall.

AZMUTH

The Codon Stream is the key to everything.

BEN

Azmuth!

KEVIN

Quick, chew through our chains.

Azmuth shoots him a dirty look.

AZMUTH

I am not a rodent.

KEVIN

Could have fooled me.

Azmuth turns to Ben.

AZMUTH

I just wished to thank you, all of you, for your service to the
universe.

BEN

What?!

AZMUTH

We've had our differences, but I know your hearts are in the right
place. Although if it were my design, I'd move your hearts a bit more
to the center.

GWEN

(disbelieving)

You're not going to leave us here?!

AZMUTH

What choice do I have? The power of the Omnitrix must be kept from Vilgax at all costs.

KEVIN

Why you little-

BEN

How about that Primus, the Omnitrix kept talking about? Is he a good guy or a bad guy? Can he help us?

AZMUTH

Primus isn't a man. Primus is this whole planet!--

LIMITED ANIMATION MONTAGE

Intercut with regular-motion conversation between Ben and Azmuth.
Establishing planet Primus in space.

AZMUTH

--An organic machine of my creation!

LONG ON THE VOLCANO SPEWING GREEN LAVA

AZMUTH (V.O.)

A verdant world, where the codon stream contains the DNA of every sentient species in the universe.

GALVIN SCIENTISTS in labcoats (and a female Chimera Sui Generis named

Myaxx) take measurements, hold out VOLTMETER-looking devices that blink, etc.

Kevin is dismissive.

The large mechanical mosquitos come and go from the volcano like honeybees to a hive, depositing more bursts of energy into the flowing green lava.

AZMUTH (V.O.)

Haven't you ever wondered how I was able to collect a sample of DNA from so many life forms?

BEN (V.O.)

Those flying creatures that attacked me and took the Omnitrix!

AZMUTH (V.O.)

Volaticus Biopsis. I created those too. They wander the universe, seeking the DNA of sentient life.

Vilgax arrives on Primus.

AZMUTH (V.O.)

In any event, when Vilgax arrived here, Primus felt threatened, so it summoned the Omnitrix home-

Ben gets it now.

BEN

"Omnitrix must return to Primus."

AZMUTH

Exactly. And you were attached to it, so you came too.

Azmuth MATERIALIZES on Primus.

AZMUTH (V.O.)

Primus had previously alerted me to its distress, and I came here.
I knew the Omnitrix would not be far behind.

BEN (V.O.)

Omnitrix must find creator.

END MONTAGE

INT. VOLCANO - CAVERN - CONTINUOUS

The kids are still chained to the wall. The lava pit is still below.
Azmuth, still in a crack in the wall, points to himself.

AZMUTH

The Volaticus Biopsis brought it right to me. Not the way I would have
chosen to find out if the fail safe works.

(pensive)

It's always better to test these things in the lab than out in the
field.

GWEN

If all the DNA is here on Primus, what's inside the Omnitrix?

AZMUTH

Bright girl. The Omnitrix is like a wireless device, communicating across the universe with the server that contains its database of DNA.

BEN

Primus.

AZMUTH

Without Primus, the Omnitrix is useless.

Vilgax bursts into the chamber, smiling.

VILGAX

This world is important to you, eh, Azmuth? More important than your own life or those of these insipid children? That leaves me an intriguing option: Tell me how to activate the Omnitrix, or I'll destroy the whole planet.

BEN

No!

AZMUTH

Ben-

BEN

Azmuth can't help you. He's just trying to protect me. I'm the only one who knows how to work the watch.

AZMUTH

That's not-

Kevin shushes him.

KEVIN

Button it, genius.

VILGAX

You'll make the Omnitrix work for me?

BEN

If you let my friends go.

VILGAX

We have an agreement. Teach me to operate the Omnitrix, and I'll free your friends. But you, Ben Tennyson, will die.

Ben thinks about it and reluctantly agrees.

BEN

Alright. I guess I have no choice.

Gwen cries over-the-top, way too big.

GWEN

Ben, Noooooo!

BEN

I know what I'm doing, Gwen.

KEVIN

Since when?

Vilgax unchains Ben.

VILGAX

Show me, human.

Vilgax holds out the hand with the Omnitrix in it. Ben inspects it.

BEN

See, when you turn the dial you have to be pushing in at the same time.

Ben SLAPS the Omnitrix and Vilgax turns into GOOP!

AZMUTH

(anguished cries)

Ben, no!

GOOP/VILGAX poses triumphantly.

GOOP/VILGAX

The power is unbelievable! I can do anything!

BEN

Almost anything.

Ben DIVES over Goop, grabbing his FLYING SAUCER. A tuck and roll later, he's back on his feet holding the saucer. Ben hits a switch, causing the Saucer to POWER DOWN. Goop/Vilgax suddenly COLLAPSES and SPLASHES into a puddle on the floor!

GOOP/VILGAX

What did you do?

<efforts>

I can't move!

BEN

I know. I turned off Goop's artificial gravity.

Ben reaches into the puddle of Goop <SQUISH>, picks out the OMNITRIX DISK, and it reforms into the OMNITRIX.

As soon as Ben pulls the Omnitrix disk out of him, Goop/Vilgax REVERTS into pure Vilgax form.

VILGAX

<moans>

Ben puts the Omnitrix back on his own wrist and raises it TRIUMPHANTLY!

BEN

Who's the hero?

GWEN/AZMUTH

(begrudgingly)

You are.

BEN

Everybody...?

KEVIN

(begrudgingly)

You are.

BEN

All I ask for is a little credit.

Vilgax is back on his feet, angry.

AZMUTH

(recovering)

Impressive.

Ben dials the watch and transforms into CANNONBOLT!

CANNONBOLT

(calls out)

Cannonbolt! Yeah, buddy. Feels good to be back.

Cannonbolt wraps himself up into a ball and barrels across the chamber at Vilgax, bowling him right off his feet and towards the edge of the lava pit!

VILGAX

<impact, efforts>

But Vilgax spins as he falls and GRABS onto Cannonbolt's leg, taking him over the ledge too!

Cannonbolt holds on to the edge with one claw. Vilgax and Cannonbolt hang precariously from a ledge over the lava.

VILGAX

(growls)

If I go, you go.

CANNONBOLT

I've got a better idea.

<kicking effort>

Cannonbolt KICKS Vilgax, who falls into the lava!

VILGAX

<impact>

Ahhh...

Cannonbolt manages to hang on, barely, and pulls himself up over the ledge back onto solid ground.

CANNONBOLT

<efforts>

He transforms back into Ben, looking solemn.

GWEN

You didn't do it on purpose, Ben.

KEVIN

The guy totally had it coming.

Tiny Azmuth is the one to notice.

AZMUTH

Beware. It is not over, the bio-energy in the codon stream, combined with--

Behind them, a GIANT VILGAX rises up out of the lava, now 50 FEET TALL!

GIANT VILGAX

(booming)

Ben Tennyson! Prepare to meet your doom!

BEN

Yeah. I don't think so.

Ben slaps the Omnitrix and turns into WAYBIG!

WAYBIG

(calls out)

Waybig!

GIANT VILGAX

I will destroy you!

<punching effort>

Giant Vilgax throws a PUNCH at Waybig, but Waybig CATCHES it and forces Giant Vilgax to hit himself with his own hand!

WAYBIG

<catching grunt> <efforts>

Stop hitting yourself. Stop hitting yourself. Stop hitting yourself.

GIANT VILGAX

<efforts>

KEVIN

(chuckles)

Classic.

Waybig Flips Giant Vilgax over his hip.

WAYBIG

<Flipping effort>

GIANT VILGAX

<impact>

Waybig PICKS UP Vilgax by one arm and one leg and SPINS him around and around, like a shot putter. Waybig THROWS Vilgax up and out of the volcano.

WAYBIG

<throwing effort>

GIANT VILGAX

<Falling Cry>

EXT. VOLCANO - CONTINUOUS

Vilgax flies out of the volcano and out into space.

Fade TO BLACK.

END ACT THREE

EXT. PRIMUS - VOLCANO

Ben, Gwen, Kevin and Azmuth traipse along the green lava flow. The Apis Metalifera buzz to and fro, depositing their energy payloads in the lava. Unlike when they first met, Ben and his friends now pay them no mind.

AZMUTH

(grumbling)

I suppose I'll have to move the planet and hide it again.

BEN

You're welcome.

Kevin teases Gwen about how over-the-top her reaction had been.

KEVIN

Could you have acted more over-the-top, when Ben gave in to Vilgax?

(mocking her)

"Ben! NOOOO!!!"

GWEN

I was just trying to help Ben trick Vilgax.

KEVIN

Sure. Keep telling yourself that.

BEN

But now we've got a giant Vilgax out there somewhere to worry about.

AZMUTH

The effects of the codon stream will wear off shortly.

KEVIN

Meaning we've just got a regular-size Vilgax to worry about.

Ben turns to Azmuth.

BEN

So, are we okay again? I mean does this make up for--

AZMUTH

Damaging my Omnitrix? No. I shouldn't even allow you to leave with it.

BEN

But will you...?

Azmuth almost smiles.

AZMUTH

You are welcome, Ben Tennyson

FADE OUT.

THE END

BEN 10: ALIEN FORCE

"Primus"

Fullerton

"Primus"

689-014

Ben 10: Alien Force

By Charlotte Fullerton

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CAST

BEN

GWEN

KEVIN

BEN'S TRANSFORMATIONS

LODESTAR

CANNONBOLT

WAYBIG

AZMUTH'S TRANSFORMATIONS

HUMONGOUSAUR - speaks in AZMUTH'S VOICE

RATH - speaks in AZMUTH'S VOICE

VILGAX'S TRANSFORMATIONS

GOOP

GUEST CAST

VILGAX - alien warlord, Ben's recurring nemesis in the series

PSYPHON - Vilgax's assistant, Sidney Greenstreet alien

THE OMNITRIX - speaks dispassionately in BEN'S VOICE

AZMUTH - tiny Galvin creature, creator of the Omnitrix

Vilgax

Psyphon

Kevin

Gwen

Ben

Omnitrix

Lodestar

Py

Ben/kevin

Humongousaur

Azmuth

Rath

beN/kevin/gwen

Ben/gwen/kevin

Aznuth

Goop

Goop/vilgax

Cannonbolt

Gwen/kevin/azmuth

Giant Vilgax

Waybig

Crowds

Bn

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

VILGAXIA / INT. VILGAX'S PALACE

ACT I

PLANET VILGAXIA INT. VILGAX'S PALACE

PLANET VILGAXIA

PLANET VILGAXIA - THRONE ROOM

THRONE ROOM

RAINFOREST

VOLCANO

MONTAGE

SPACE

VOLCANO - CAVERN

PRIMUS

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

BALCONY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

FADE TO BLACK