

**DISCLAIMER: THIS IS A REFORMATTED VERSION OF THE ORIGINAL
SCRIPT PRESENTED ON DWAYNE MCDUFFIE'S SITE FOR THE SAKE
OF READABILITY. ORIGINAL VERSION:**

<https://web.archive.org/web/20250908090108/https://dwayne.mcduffie.com/wp-content/uploads/2025/05/WEBSITE-B10AF-B10HeroGeneration-ep101-Ben-10>Returns-part1-SCRIPT-AS-BROADCAST.pdf>

BEN 10: HERO GENERATION

"Ben 10 Returns"

Written by Dwayne McDuffie

Final Draft

TEASER

INT. HYBRID NEST - NIGHT

Inside an alien, techno-organic chamber. It's dark and very creepy. A weird alien creature known as a DNAlien stands in front of a sphincter. From this angle, he looks almost human.

The sphincter OPENS, revealing a large chamber.

The DNAlien steps into the room and bows his head. We can't yet see who he is. On a raised platform, completely in silhouette, is the DNALIEN.

HIGHBREED

You may speak to me, halfbreed vermin.

The DNAlien raises his head, this is our first look at his face. He's some kind of monster! But he's a very nervous monster.

DNALIEN

Gratitude, Master. For months now, someone has been leaking the details of our secret operations to the authorities.

Close on the Dnalien, who says nothing. A long, uncomfortable beat, then:

DNALIEN

I have new information of interest. We have found the source of the leak.

The DNAlien touches a squishy organic CONTROL and a hologram appears in the air above him. It's a flickering, color 3D image of GRANDPA MAX, pretty much as he appeared in the original series.

DNALIEN

His name is Max Tennyson. We've had trouble with him before.

The HIGHBREED leans forward, his hideous face finally revealed by the light.

HIGHBREED

Then let this be the final time he troubles us.

As we look at Max's hologram, the HIGHBREED concludes.

HIGHBREED

Destroy him.

FADE TO BLACK.

END OF TEASER

ACT ONE

EXT. SOCCER FIELD - DAY

A High School Soccer Game.

CASH and TJ, the same kids who wedgied Ben way back in the very first episode, dribble and pass unimpeded down the field on a breakaway. We HEAR <CROWD NOISES> and <CHEERING>.

TJ

Pass it to me! Pass it to me!

Cash keeps dribbling.

TJ

C'mon! I'm open!

Cash reluctantly passes the ball. TJ receives it and lines up his shot on an open goal. Finally we see...

THE GOALIE

Crouched in the net. And we know him, it's BEN TENNYSON. Conveniently, Ben's soccer jersey and pants evoke his original Ben 10 outfit, the shirt is white with black stripes, the shorts are olive. This is our first look at him, give us time to enjoy it.

Dribbling fast, fakes left, SHOOTS right.

TJ

<GRUNT of effort>

BEN Dives towards the ball, which is arcing towards the upper left corner of the goal. Ben CATCHES it, making the save. He tucks and rolls to his feet, holding the ball.

THE CROWD Of high schoolers goes wild! We hear their <CHEERS>. Prominent in the group is a PRETTY GIRL named JULIE, who smiles shyly.

BEN Triumphantly lifts the ball up high over his head in both hands.

DISSOLVE TO:

THE SAME LOCATION - LATER

A graphic match of the previous shot. Ben is holding a big Soccer Trophy over his head. He's also wearing an MVP MEDALLION on a ribbon around his neck. Two or three of his teammates lift him up...

BEN

Whoa!

CROWD

<congratulatory WALLA>

And carry him off.

CUT TO:

EXT. A BICYCLE RACK - DAY

Ben, still wearing his uniform, unlocks his bike. He pauses for a moment to look at the medallion around his neck. We get a good, close up look at it.

THE MEDALLION Reads "MVP."

Smiling proudly, Ben lets it go, only to see the PRETTY GIRL from the game looking shyly at him. He's embarrassed.

BEN

Oh. Um, I wasn't showing off. I mean, I am going to show it to my Grandpa... I guess that is sort of showing off...

Ben grins, starting over. He puts out his hand to shake.

BEN

Ben Tennyson. Hi.

She takes his hand.

JULIE

Julie. I know who you are. Great game.

BEN

Thanks. I really do have to go, though. See you tomorrow?

JULIE (ALT. #1)

(shyly)

Okay.

Smiling Ben gets on the bike and rides away.

JULIE

Bye.

CUT TO:

EXT. TRAILER PARK - DAY

The RUSTBUCKET (the motor home that was the rolling headquarters of the team in the original series) is long since retired, up on blocks with a row of planters in front. Ben leans his bike against it, and KNOCKS ON THE DOOR.

BEN

(shouting)

Grandpa Max? Open up. It's me.

Ben knocks again, unaware that he's being watched by a MAN IN A TRENCHCOAT. This is actually MAGISTER LABRIS, an alien Plumber who will team up with Ben but we don't know this yet. Right now he's just some scary guy spying on Max.

Ben picks up a hollow rock, which turns out to be a fake with a spare key inside. Ben lets himself in.

CUT TO:

INT. RUSTBUCKET - DAY

Ben enters the motorhome. The place is a mess, someone's obviously searched it. Ben is concerned. He looks around.

BEN

Hello? Grandpa?

Ben opens the folding door to the bathroom --

BEN

What happened in here?

-- and a creature jumps out!

DNALIEN

<terrifying ROAR>

It's the DNAlien from the teaser, later we'll learn that it's a human infected by DNAlien nanoplasm, right now all we know is, "Yikes!"

BEN

(shouts)

Ahhhh!

Ben DUCKS under the DNAlien's leap. The DNAlie's tallons slash right through the metal wall of the Rustbucket.

DNALIEN

<attack GRUNT>

BEN

<dodging GRUNT>

Ben looks at the slash in the wall and reacts, reflexively SLAPPING HIS WRIST to activate his Omnitrix. We think this is the big moment, but it's just a tease. Ben looks down at his wrist. The Omnitrix isn't there, it hasn't been there for years.

BEN

(crestfallen)

Oh, man.

DNALIEN

<several attack GRUNTS>

Ben ducks another swipe of the DNAlien's claws and crawls through his attackers legs towards the front of the Motorhome.

The DNAlien keeps swinging, shredding seats and counters. Ben stays just ahead of him until he seems to disappear behind a row of seats.

BEN

<impact grunt>

DNALIEN

<low GROWL>

The DNAlien sees Ben's SHOE, sticking out from behind a seat. He raises his talons for a final swipe.

DNALIEN

<threatening GROWL>

Ben taps him on the shoulder from behind.

BEN

Peek-a-boo.

DNALIEN

<questioning GROWL>

Grinning Ben's holding a FIRE EXTINGUISHER. He unloads it right in the DNAlien's eyes.

DNALIEN

<cry of pain>

The DNAlien holds his eyes and runs straight THROUGH the wall.
THROUGH THE HOLE We see the creature, running into the distance.
BEN Drops the fire extinguisher with a CLANK and sighs with relief.

BEN
<SIGH>

Ben surveys the Rustbucket. It's totally trashed.

BEN
That thing was looking for something, Grandpa. But what?

Ben goes to the dashboard and presses a hidden control.

THE DASHBOARD Flips open, revealing High- tech PLUMBER devices (from stock). Ben pushes one of the new buttons and THE WALL CLOCK Pops open, revealing a small futuristic device, it's a HOLO-PROJECTOR. Ben takes it out and SWITCHES IT ON.

A HOLOGRAPH OF MAX Appears in the air, not as sophisticated as the one the DNAlien had in the Teaser. This one's monochrome and the image is "jerky."

HOLO MAX
Hello, Ben.---

BEN
Grandpa! What's---

HOLO MAX
--I left this recording where I knew only you would find it. I'm in a bit of a situation, but it's nothing I can't handle, certainly nothing for you to worry about. There's renewed alien activity on Earth. I'm investigating.

The Hologram SHUTS OFF for a moment, then TURNS ITSELF BACK ON.

HOLO MAX

Oh. Don't worry about the Omnitrix, either. I have it and it's completely safe. They'll never get their hands on it. Say hello to your cousin Gwen for me. Love you. Max out.

For a fraction of a second, the hologram GLITCHES, revealing a shot of a HYBRID in Max's pose.

The Hologram SHUTS OFF.

Ben looks puzzled.

BEN

You've got the Omnitrix?

CUT TO:

EXT. BEN'S HOUSE - DAY

Establishing BEN'S HOUSE

(STOCK) Ben rides up to his house and jumps off of his still-moving bike. He runs inside.

MOM (O.S.)

Ben! Don't run in the house!

Ben (O.S.)

Sorry, Mom!

INT. BEN'S ROOM - DAY

Ben races into his room and digs around in his closet, throwing clothes, old toys and other stuff aside.

BEN

(mumbling)

... he says he's got the Omnitrix. I know it's in here somewhere...

Ben unearths a shoebox.

Inside, under a layer of Sumo Slammer cards, is the OMNITRIX, just as we saw it in the old series. Ben lets the shoebox fall to the floor and looks at the Omnitrix for a long beat, remembering his "magical summer" of adventures.

BEN

What are you trying to tell me Grandpa?

Ben looks at the Omnitrix, then puts it in his pocket.

Ben puts the Omnitrix in his pocket.

CUT TO:

INT. DOJO - DAY

GWEN TENNYSON is on the mat in Karate class, facing off with a much larger MALE FOE. The SENSEI raises the arm he has between them to begin the fight.

ALT.

SENSEI

Hajime! Fight!

Male Foe charges hard at Gwen, raising his hand to chop her.

MALE FOE

Hyaaaah!

Gwen side steps and TOSSES him over her hip.

GWEN

Huhh!

Male Foe hits the mat hard.

MALE FOE

<impact GRUNT>

Gwen is quickly above her opponent, fists cocked to strike. Sensei raises her hand in victory.

SENSEI

Point! Victory!

Gwen helps the Male Foe to his feet and bows. When she steps off the mat, Ben, who has finally changed out of his Soccer clothes and into his street clothes, is there.

BEN

So how's my favorite cousin?

GWEN

Ben. Still undefeated. Compliments, means you want something.

BEN

I got a problem. I need advice.

GWEN

Okay, soon as I change.

CUT TO:

INT. DOJO - DUSK

A SERIES OF STILL

Time cut through a dissolve of STILL PICTURES of the Dojo. Ben is sitting on a bench waiting, very bored as the light changes (the sun is going down) and the place empties out.

DISSOLVE TO:

THE SAME LOCATION - LATER

Ben is asleep on the mat, mouth wide open. He's SNORING and DROOLING.

BEN

<extended SNORING>

Gwen's foot enters the shot.

GWEN

Well, that's attractive.

Ben awakens, sitting up rapidly and wiping the drool from his face.

BEN

What? I'm awake. What?

He looks over to see Gwen, now dressed in her street clothes. Our little tomboy has grown up to be a very ladylike teen.

GWEN

You needed help?

Ben climbs to his feet and shows her the Omnitrix, dangling from his fingers.

BEN

I need advice.

CUT TO:

INT. DOJO - DUSK

Time cut. Gwen and Ben have moved over to some benches. Ben has been showing her Max's Hologram.

REPRINT

Max the hologram speaks.

HOLO MAX

Oh, uh, don't worry about the Omnitrix either. I have it and it's completely safe. They'll never get their hands on it. Say hello to your cousin Gwen for me. Love you. Max out.

The Hologram SHUTS OFF.

END REPRINT

GWEN

Grandpa doesn't have the Omnitrix, you do.

BEN

Yeah. He's sending me some kind of message.

Ben holds up the Omnitrix again.

BEN

I think he wants me to put it on again.

GWEN

He always said that was your choice. You don't have to do it if you don't want to.

BEN

I used to love the Omnitrix, it made me feel special.

GWEN

You know what? It wasn't the watch that was special, it was you.

On Ben, taking the compliment.

GWEN

And you earned the chance to have a normal life. You put that thing back on and that's pretty much it for normal.

BEN

But if Grandpa needs my help...

GWEN

He said he didn't. Anyway, remember how much trouble we had getting it off the last time?

MAGISTER (O.S.)

The Omnitrix ain't yours.

New angle reveals the MAN IN A TRENCH COAT we saw outside the Rustbucket. He's actually an alien plumber named Magister Labris, but we don't know that yet. For now he's just a scary guy who is much bigger than Ben.

MAGISTER

--Give it up.

Magister reaches for the Omnitrix, Ben snatches it back.

BEN

No way!

Magister chases Ben outside.

CUT TO:

EXT. DOJO - DUSK

The Magister corners Ben.

MAGISTER

Give it to me. Now!

BEN

Or what?

MAGISTER

Or this.

Magister DEMASKS, peeling off a rubber mask with circuitry on the inside. With an eerie, SIGNATURE GLOW, he transforms into an AQUARIAN, a strange alien species that looks like a fish-man and wears a special suit that circulates the water he breathes instead of air.

BEN

(deadpan)

Oh, that's so creepy.

Magister stalks forward, relentlessly.

FADE OUT.

END OF ACT ONE

ACT TWO

EXT. DOJO - DUSK

Moments later. Ben tries to run but Magister pulls a weapon that looks like a jellyfish and fires spines across Ben's path. The needles rake the ground like machine gun fire.

BEN

Ahh!

MAGISTER

Don't make me use it on you.

BEN

Who's making?

GWEN (O.S.)

Not Fishface here, that's for sure.

New angle reveals Gwen, she's standing in the air on a glowing ENERGY PLANE. Her hands likewise glow with power.

Startled, Magister turns and FIRES at her. She WAVES her hands, creating a SHIELD that CRACKS under the barrage of needles, but holds fast.

Gwen fires a glowing energy bolt at Magister's weapon, knocking it from his hands.

GWEN

<multiple effort Grunts>

MAGISTER

<CRY of surprise>

GWEN

<EFFORT GRUNT>

Magister reaches for his fallen weapon but GLOWING TENDRILS of energy bind his wrists, then twist around him to truss him up.

Gwen FLOATS down to a landing and her glowing plane VANISHES. Ben is impressed.

BEN

You're getting really good at that stuff.

GWEN

Thanks.

Ben glowers at Magister.

BEN

I want some answers right now, otherwise...

MAGISTER

Yeah?

BEN

I dunno, I'll overfeed you?

MAGISTER

Do I look like somebody to joke with? I'm a duly-deputized agent of the Plumbers, an intergalactic Law Enforcement organization.

BEN

I know what they are. My Grandpa Max used to be a Plumber.

MAGISTER

Max Tennyson? He was helping me on a case, but he went missing.

GWEN

We're looking for him.

MAGISTER

Wait. He's your Grandfather? You're the legendary Ben Tennyson?

Ben shrugs.

BEN

Guess so.

MAGISTER

I thought you were just some kid who snatched it from the
Rustbucket. Guess I owe you an apology.

Magister smiles, indicating his bonds.

MAGISTER

If you get me out of this thing, maybe we can find your Granddad
together.

Ben looks at Gwen and nods. She waves her hands, and the Energy
Tendrils disentangle from Magister and return to her.

Ben pulls out the Omnitrix. Gwen frowns.

GWEN

Are you sure?

Ben puts on the Omnitrix, it surrounds his wrist and seals.

BEN

I'm sure.

CUT TO:

EXT. TRAIN YARD - NIGHT

Time cut. At an abandoned Train Yard, Ben, Gwen and Magister are on
Stakeout, watching from afar.

GWEN

So what are we doing here?

MAGISTER

Stakeout. According to a tip from your Grandfather , the
"Forever Knights" --a group of criminals who--

BEN

--Trade in alien technology. Yeah, I know, I've run up against
them.

MAGISTER

They're supposed to show up here tonight to receive a shipment of
illegal alien tech.

GWEN

Who do they get it from?

MAGISTER

Don't know. Max was going to tell me, but then he disappeared.

At that moment, TWO TRUCKS pull up.

MAGISTER

Someone's coming...

FOREVER KNIGHTS get out of one of the trucks, a group of seemingly
normal humans get out of the other one.

The groups eye each other distrustfully, until a very cool
teenager, driving a tricked out GTO, pulls up between them. Gwen is
stunned.

GWEN

(whisper)

That's Kevin!

MAGISTER

(whisper)

You know him?

BEN

(whisper)

Kevin Levin. He's got super powers. I fought him all the time when we were kids.

GWEN

He ended up trapped in the Null Void. Kind of an extradimensional jail.

They watch as Kevin takes a briefcase from the Forever Knights and looks inside. It's full of cash.

KEVIN

Money's here.

Kevin walks over and looks inside of a big crate. He takes out one of the high-tech LASER LANCES inside.

MAGISTER

(whisper)

Well, he's brokering the deal.

BEN

(whisper)

Why not? You said it was illegal.

Kevin checks the Lance to make sure it's real. He's demonstrating it to the Forever Knights.

KEVIN

As promised, four dozen factory-new Laser Lances. Ether-point energy module, antenna focus emitter. It's good for 35 minutes of continuous fire at point six terrawatts. Is that good?

Kevin fires an energy beam that slices right THROUGH a train, cutting it in half lengthwise! The top half of the train slides free and CRASHES into the ground. Kevin gives the money to the Humans and the Knights begin loading the crates into their truck.

KEVIN

You tell me.

Magister is shocked at what he's just seen.

MAGISTER

Those Lances are Level Five technology! Planet Earth is only Level Two!

BEN

Hey! What happened to the whisper?

Magister leaps to his feet and pulls his weapon, also producing a PLUMBER'S BADGE (it resembles the insignia on Ben's Omnitrix, this will be important in later episodes. Waving the Badge, he runs towards the scene of the crime. Ben and Gwen follow him. Magister points his weapon at the group.

MAGISTER

Hands above your heads, air breathers!! By authority of the Plumbers, you're all busted!

When he moves towards the Humans who sold the lances, they remove their high-tech Masks, glow momentarily and are revealed as DNAlien, just like the one we saw earlier.

GWEN

(deadpan)

Oh, that's so creepy.

BEN

Isn't it?

The DNAlien are stalking the heroes, shuffling threateningly forward. The heroes are slowly backing up.

MAGISTER

Back off!

Magister lays down a line of fire in front of the DNAlien. It chews up the ground in front of them and they stop moving forward.

BEN

What now?

MAGISTER

Standoff.

BEN

Um, I don't think so. The other guys are behind us.

NEW ANGLE Reveals that the Forever Knights are indeed behind the heroes. they're completely surrounded.

GWEN

We are toast.

BEN

No we're not.

(shouts)

It's hero time!

Ben activates the Omnitrix and looks at it expectantly. Instead of transforming him, the Omnitrix makes a <weird noise> that sounds like a Windows computer's "Blue screen of death," <sputters> a bit, then nothing.

Gwen looks at him in dismay.

GWEN

Ben?

Ben looks at the Omnitrix in dismay.

BEN

(imitating Gwen)

Watch?

Gwen calls out to Ben again, even more concerned.

GWEN

Ben, seriously...

Ben hits the Omnitrix several times. It <sputters> but otherwise does nothing.

The DNAlien on one side of the heroes and the Forever Knights on the other, have formed a circle around them. The circle is shrinking...

Ben looks at the approaching villains and then down at his Omnitrix.

BEN

This is a really bad time for a reboot.

FADE OUT.

END OF ACT TWO

ACT THREE

EXT. TRAINYARD - NIGHT

Close on Ben's Omnitrix, still making pitiful <sputtering> noises.

BEN Looks over at Gwen and Magister. The DNAliens and the Forever Knights are still stalking them.

Ben grins weakly, then and throws up his hands.

BEN

I got nothing.

GWEN

Maybe I do.

Gwen makes a big Energy Wedge and PLOWS through the attacking Forever Knights, sending them sprawling.

GWEN

<GRUNT of effort>

FOREVER KNIGHTS

<impact GRUNTS>

MAGISTER Fires his weapon at the feet of the DNAliens, they back off.

FOREVER KNIGHTS Get back on their feet, they fire Laser Lances at Gwen. She BLOCKS the shot with a shield, but it shatters.

GWEN

<GRUNT OF EFFORT>

Gwen quickly makes a second shield, then a third when that one fails.

GWEN

<two quick GRUNTS of effort>

BEN Is running from Hybrids, shaking his wrist like someone trying to wind a self-winding watch.

BEN

C'mon, c'mon...

Magister reacts as a DNAlien starts coughing like a cat with a hairball.

DNALIEN

<wet HACKING and COUGHING>

The DNAlien coughs up a volleyball-sized wad of a thick, sticky resin. The wad flies at Magister's gun hand and GLUES it to a train. He tries to pull free.

MAGISTER

<GRUNT of effort>

But it's no use, he's stuck fast. More DNAliens hack up Resin balls.

DNALIEN
<wet HACKING and COUGHING>

MAGISTER
<impact GRUNTS>

Magister is being covered by the disgusting resin.

Gwen Is firing energy blasts at some of the Forever Knights weapons. The Blasts destroy them. But she keeps having to switch back to shields whenever one of them gets a shot off.

Gwen STEPS in a pile of the Resin.

GWEN
Oh!

She tries to pull her foot free, but she's stuck. Distracted, she's hit by more and more of the Resin from DNAliens.

DNALIEN
<wet HACKING and COUGHING>

GWEN
<impact GRUNTS>

Ben Is still running and waving his wrist when the Omnitrix suddenly makes a cheerful <BOOTING UP> sound.

Ben watches as the Omnitrix TRANSFORMS on his wrist, taking on it's new cooler-looking design.

BEN
<surprised>
It never did that before.

Ben looks at the dial but he doesn't recognize any of the silhouettes.

BEN

I don't recognize any of these guys.

Ben looks up. Gwen and Magister are both covered neck to toe in sticky resin. The DNAliens and the Forever Knights are headed his way.

BEN

Although, under the circumstances, this one looks pretty good.

Ben picks a silhouette at random and activates his new Omnitrix.

POV

A CSI-style POV SHOT takes us over to, THEN INSIDE the Omnitrix, rapidly tunneling down to the microscopic level, where we can see strands of DNA TWISTING and CRACKLING with power. One strand begins to GLOW and pulsate.

When we rapidly pull BACK, we see an oversized muck-encrusted bog creature standing in the same pose as Ben. It's SWAMPFIRE.

SWAMPFIRE

Swampfire!

Swampfire turns to face his attackers.

SWAMPFIRE

Ew. What's that smell?

Swampfire raises his elbow and sniffs his armpit.

SWAMPFIRE

<SNIFFS> Is that me?

Swampfire sees several Hybrids standing near Gwen and Magister. He wades into the DNAliens and with a swipe of his arm, sends several of them flying.

SWAMPFIRE

Get away from my friends!

DNALIEN

<impact GRUNTS>

Several other DNAliens make a run for it, climbing into the Truck they arrived in, they begin to drive away.

Swampfire UPROOTS a TELEPHONE POLE.

SWAMPFIRE

<GRUNT of effort>

And swings it like a baseball bat at the DNAlien's TRUCK. The side of the truck caves in and the Truck flips over.

SWAMPFIRE

I forgot how much fun this is!

Suddenly, Swampfire is shot from behind by several LASER BEAMS. The beams pass right through his muddy body. Swampfire turns to face his attackers.

SWAMPFIRE

(mildly)

Cut it out. That tickles.

Swampfire shuffles towards them. One of the Forever Knights fires continuously at Swampfire's shoulder, slicing Swampfire's right arm clean off.

SWAMPFIRE

Hey!

Swampfire reaches down, picks up the arm and sticks it back where it belongs.

ON THE SHOULDER

The roots in Swampfire's shoulder rapidly grow into the severed arm, reattaching it.

WIDE As Swampfire flexes his reattached arm and then his fingers, testing them. Good as new.

SWAMPFIRE

You guys are in so much trouble...

Swampfire wades into the Forever Knights and throws a big punch, sending them flying in several directions.

FOREVER KNIGHTS

<impact GRUNTS>

Swampfire is heading for some more knights when Kevin steps in his path. Kevin is much smaller than Swampfire, but is completely unafraid.

KEVIN

Hey, Tennyson!

SWAMPFIRE

What do you want?

KEVIN

Let's see, you trapped me in the Null Void for all those years--

SWAMPFIRE

(interrupting)

You did that to yourself.

KEVIN

--And you ruined my deal today.

Kevin strokes his chin, mock thoughtfully.

KEVIN

I'm thinkin' I want revenge.

Kevin kneels and touches the train tracks at his feet. The metal seems to flow up his body, he's turning to Steel!

KEVIN

The good news is, since I can absorb anything. I've got more than enough power to take it!

Kevin keeps absorbing the tracks, his hands and forearms grow to enormous size and the metal now surrounds him like an exoskeleton.

STEELKEVIN rises to his feet.

SWAMPFIRE (ALT)

(concerned)

That's new.

STEELKEVIN punches Swampfire in the stomach. His fist goes clean through.

SWAMPFIRE

<impact GRUNT>

Kevin's fist is stuck in Swampfire's stomach. Swampfire claps his cupped hands over Kevin's ears.

KEVIN

<CRY of pain>

Swampfire puts his foot on Kevin's chest and STRAIGHTENS his leg. Kevin goes flying through the air.

KEVIN

<falling CRY>

Kevin SMASHES into the Train he sliced in half earlier. He bounces off with a <CLANG>.

KEVIN

<impact GRUNT>

Kevin rises to his feet and tears a HUGE chunk of the Train free of the wreckage, pressing it over his head.

KEVIN

<GRUNT of effort>

Kevin runs at Swampfire and with a huge effort THROWS it at Swampfire.

KEVIN

<Throwing GRUNT>

The huge chunk of metal falls on Swampfire, smashing him like a bug under a shoe.

SWAMPFIRE

<CRY of pain>

Kevin walks over to the pile of debris. Unnoticed by him, DNAliens are scampering away and Forever Knights take the crate of Laser Lances and drive off. Kevin talks to the pile of metal and smashed Swampfire.

KEVIN

And that's what happens when you mess with me!

The MUCK under the pile of metal begins to OOZE out from beneath.

KEVIN

Hey, what...?

The pile of muck REFORMS into Swampfire, roots grow through it and finally, the fire in his chest LIGHTS UP.

SWAMPFIRE

Peek-a-boo.

Kevin Picks up a wooden crate and presses it over his head. He's about to throw it at Swampfire.

SWAMPFIRE

The "pilot light" in his chest FLARES up and he shoots STREAMS OF FIRE from both hands.

SWAMPFIRE

<IMPACT GRUNT>

THE FLAMES Hit the wooden crate Kevin is holding.

WIDE As the crate EXPLODES, knocking Kevin backwards.

KEVIN

<impact GRUNT>

Kevin falls to the ground, then TRANSFORMS back to his human form.

KEVIN

<keep alive MOAN>

Kevin's out cold.

FADE TO BLACK.

THE SAME LOCATION - LATER.

KEVIN'S POV.

He opens his eyes to see Magister, Gwen and Swampfire glowering at him.

KEVIN

<GROAN>

Swampfire CHANGES back to Ben.

NEW ANGLE

Kevin is restrained by Plumber-tech "Energy Cuffs." He tests his bonds but it's useless.

KEVIN

<GRUNT of effort>

MAGISTER

(explaining)

Energy cuffs. You can't escape, ain't nothing there to absorb.

Ben looks over at Gwen.

BEN

You still got some of that stuff in your hair.

She touches her hair. Nothing.

KEVIN

Other side.

There it is, a BIG glob of the hybrid resin. She makes a face and pulls it off.

GWEN

Ew.

Magister shows Kevin one of the LASER Lances.

MAGISTER

Time we had a talk, tough guy.

Magister ejects the POWER CORE, a glowing red cylinder, from the base of the Laser Lance.

MAGISTER

These weapons run on ether- point energy cells, a dangerous technology way too advanced for humans. They shouldn't even be on this planet.

KEVIN

So? How's that my problem?

BEN

While we were fighting, the Forever Knights got away with a crate full of them.

MAGISTER

You set up the deal, you're going to tell me where they are.

GWEN

Kevin, people could be hurt.

Kevin looks Gwen in the eye for a long moment. She looks away, blushing.

MAGISTER

You're in a lot of trouble, son. I'm giving you a chance to help yourself here.

Kevin smiles.

KEVIN

You don't have to convince me. Those guys ran off before I got paid.

Kevin rises to his feet and holds his cuffed hands out to Magister.

KEVIN

I'm happy to help find those deadbeats.

CUT TO:

EXTERIOR KEVIN'S CAR - NIGHT

Establishing Kevin's super- cool car (it's even cooler than it looks. As we'll find out in later episodes, it's loaded with alien technology).

MAGISTER (O.S.)

Still think I should drive.

CUT TO:

INT. KEVIN'S CAR - NIGHT

Kevin's driving, Gwen's riding shotgun. Ben and Magister are in the back seat.

KEVIN

(deadly serious)

Nobody drives the car but me.

GWEN

(to Magister)

You were telling us about the aliens?

MAGISTER

I don't know anything about the ones we fought today. Never met that kind before.

Ben's playing with the Omnitrix, flipping through the silhouettes.

BEN

I don't see them in here. Not that I know how to work this thing anymore.

KEVIN

Maybe after you get your license, pee wee.

BEN

Who won our fight again? Oh, I remember. Me.

MAGISTER

There's been a lot of alien activity on Earth lately. Don't know why. Your Grandfather thought maybe the weapons deal would lead us to whatever's causing all the interest. Now he is missing.

GWEN

Knowing Grandpa Max, he's probably at a restaurant, enjoying a roasted cockroach salad. It's a wonder that all that weird food didn't kill him.

BEN

He's not dead! Stop making jokes about him.

Gwen is taken aback. Kevin frowns and with a screech of tires, pulls the car over to the side of the road. Kevin turns around to glower at Ben.

KEVIN

Don't talk to her like that!

BEN

I'll talk to her any way I...

Ben realizes he's over the line.

BEN

You're right.

(to Gwen)

I'm sorry, Gwen.

Kevin reaches over and give's Gwen's hand a quick, supportive squeeze.

She looks at him, then at Ben.

GWEN

(forgiving)

I know you're worried about Grandpa.

A beat as Kevin puts the car in gear and pulls back onto the road.

BEN

I just wish he were here. He would know what to do. He always knows what to do.

MAGISTER

Well, he ain't. You're the one with the Omnitrix. You're going to have to figure out how to get things done on your own.

The car drives away, into the night.

CUT TO:

EXT. CASTLE - NIGHT

The car pulls up at the Forever Knight's Headquarters, an old, abandoned building that looks like a castle, long boarded up. The way in is blocked by a moat.

KEVIN

This is it.

BEN

Subtle. Nobody'd think to look for knights in here.

KEVIN

You didn't.

MAGISTER

How do we get in?

BEN

Gwen?

GWEN

<EFFORT GRUNTS>

Gwen uses her energy powers to lower the "drawbridge" and they walk across.

CUT TO:

INT. CASTLE - NIGHT

Inside, it's filled with museum-style displays of Armor and other assorted medieval objects. It's dark and creepy, lit only by a glowing ball of energy that Gwen is making.

GWEN

There's no one here. You sure this is the right place?

KEVIN

There's a hidden door. Keep lookin'.

Kevin helps himself to technology, stealing nick knacks from displays as they search the place.

BEN

Maybe you should have brought a shopping cart.

Ben is suspicious of a SUIT of armor in a display of a knight fighting an oversized DRAGON. He peers at it.

BEN

I don't like the looks of this...

Ben SHOVES the suit of armor. It falls to the floor and <CLATTERS> into pieces. It's just an empty suit of armor, nothing to worry about.

BEN

<scared>

Uhh. Ahh.

KEVIN

C'mon, man! What are you doing?

Ben looks sheepishly at the others.

BEN

Sorry. Guess I'm just a little--

The Dragon's eyes OPEN and its head swivels. It looks down at the heroes and <ROARS>.

BEN

--paranoid.

FADE OUT.

END OF ACT THREE

BEN 10 "Ben 10 Returns".

"Ben 10 Returns"

Pt.1

680-001

Ben 10: Alien Force

Written by

And

Story Editor

Dwayne

McDuffie

Broadcast 04/08/2008

DNALIEN

HYBRID

TRAMM

CROWD

BEN

PRETTY GIRL

HOLO MAX

GWEN

SENSEI

MAGISTER

KEVIN

HYBRIDS

FOREVER KNIGHTS

SWAMPFIRE

JULIE

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(ALT)

INT

EXT

I/E

SUNNYDALE HIGH

THE GOALIE

BEN

THE SAME LOCATION

A BICYCLE RACK

THROUGH THE HOLE

A SERIES OF STILLS

DOJO

REPRINT

TRAINYARD

MAGISTER

GWEN

ON THE SHOULDER

SWAMPFIRE

EXTERIOR KEVIN'S CAR

CASTLE

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

DUSK

LATER.

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.