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BEN 10: ULTIMATE ALIEN

Episode #1003-042

"The Mother of All Vreedles"

First Draft, 8/5/10

TEASER

FADE IN:

EXT. PLANET SULCUS

Favoring an imposing FORTRESS-style BANK.

INT. VAULT CHAMBER - DAY

At an alien TELLER'S WINDOW, a TELLER (same species as Judge Domsol from "Vreedle, Vreedle") addresses an unseen FIGURE.

TELLER

Oh, my, yes, the Great Vault of Sulcus is the most secure depository in the system.

He presses a BUZZER. A HEAVY METAL WALL slides back to REVEAL the true size of the large CHAMBER. It has DEPOSIT BOXES along the back wall

and stacks of TAYDENITE INGOTS inside an ENERGY FIELD. It's also full of ARMED GUARDS, each carrying a blaster.

TELLER

Are you planning to open an account?

OCTAGON (O.S.)

On the contrary...

REVEAL OCTAGON VREEDLE. Next to him, RHOMBOID grins and levels his big blaster.

OCTAGON

My intention is to close them all.

RHOMBOID

(explaining)

It's a holdup.

Octagon holds up a PILLOWCASE. The guards all pull their blasters.

GUARD #1

Drop it, Vreedles! You're outnumbered!

A shadow falls over the standoff.

MA VREEDLE (O.S.)

What's taking so long?

REVEAL MA VREEDLE, the 12-foot, asymmetrical matron of the clan, wearing a housecoat and slippers and carrying a huge ENERGY CANNON, the biggest yet.

MA VREEDLE

Gametes 'n Things closes in half a cycle!

TELLER

(stammering)

Ma Vreedle?

Ma smiles evilly at the guards. The terrified guards drop their weapons, which CLATTER to the floor, and put their hands up.

TELLER (CONT'D)

She's stripped everything of value from a dozen nearby systems!

Octagon beams proudly to Rhomboid

OCTAGON

Ma's reputation proceeds her.

(to guards)

Now let us commence this hick world's untimely divestiture!

RHOMBOID

(explaining)

It's a holdup!

Ma BACKHANDS Octagon and Rhomboid with one hand-like appendage.

OCTAGON/RHOMBOID

<IMPACT>

MA VREEDLE

You half-done throwbacks! I want your little brother to see this.

(shouts off)

Pretty Boy!

Ma shouts for Pretty Boy. REVEAL PRETTY BOY VREEDLE, a small version of Ma in a Little Lord Fauntleroy getup, hiding behind her.

MA VREEDLE

There you are!

She picks up Pretty Boy and cuddles him.

MA VREEDLE

Aren't you mama's little angel! Yes you are! Now threaten to rip the guards' heads off for mama...

PRETYTY BOY VREEDLE

<GURGLES>

The teller and guards cringe.

MA VREEDLE

Isn't that sweet?

(mean again)

Now gimme your loot!

Octagon nudges the teller who leads him off toward the vault, hands raised. Octagon and Rhomboid shoot a dirty look at Pretty Boy, who sticks some kind of tongue out at them.

PRETTY BOY VREEDLE

<STICKING OUT TONGUE>

MA VREEDLE

Rhomboid! Go out and collect all the jewelry..

'Boid lumbers off, Ma calls after him.

MA VREEDLE

...and find us some more pillowcases!

EXT. PLANET SULCUS - SOON

A series of TRAILER MODULES, loaded down with lumpy PILLOWCASES filled with loot, are linked behind the truck-like VREEDLE SPACESHIP. Ma and Pretty Boy are sitting on the pillowcases. Ma fires her blaster in the air.

MA VREEDLE

<LAUGHS>

So long, Sulcus!

As the big haul of loot slowly flies into space...

INT. VREEDLE SHIP - CONTINUOUS

OCTAGON drives, looking glum. Rhomboid looks at him, confused.

RHOMBOID

But Octagon, we decided not to steal and kill and blow stuff up and what-not.

OCTAGON

Clearly, 'Boid, we is what you call recidivated-which condition I impute to mother-love. For Ma.

Ma's BANGING on the roof of the truck.

MA VREEDLE (O.S.)

Boys! Right turn! Mama's got to pick up a few sundries, then we're going to Earth!

OCTAGON

Earth? But Ma... 'Boid and my's previous sojourns there was fraught with danger and failures to repossess.

The roof dents inward. Octagon flinches.

MA VREEDLE

Quit your backtalk!

On top of the ship, Ma burps Pretty Boy and smiles wickedly.

PRETTY BOY VREEDLE

<BURP>

MA VREEDLE

I said, we're going to Earth.

FADE OUT.

END TEASER

ACT ONE

NEWSCAST CHET RIGBY delivers an alert over a simple SPECIAL ALERT graphic.

CHET RIGBY

I repeat, this is not a test. NASA sources report a tesser-burst message from the planet Sulcus.

INTERCUT existing stock characters, panicking in existing locations around the world.

CHET RIGBY (V.O.)

A crew of intergalactic marauders is headed this way. We don't know what sort of precautions to take just yet, so...

INT. BEN'S ROOM - He TURNS OFF the news and hits the Ultimatrix.

BEN

Jet Ray!

Ben TRANSFORMS into JET RAY and FLIES OUT the window.

MIDAIR - CONTINUOUS

Jet Ray catches up with RUSTBUCKET III as it <ZOOMS> upward.

INT. RUSTBUCKET III - CONTINUOUS

GWEN lets him in as KEVIN pilots. Ben flies in and TRANSFORMS back. We don't need to stress it, but a PENCIL and SUDOKU BOOK is visible.

GWEN

Ben! Kevin's scanner spotted the bogey.

BEN

It's all over the TV, Gwen, even the Cartoon Channel.

KEVIN

Lucky for you.

Ben's Ultimatrix and Gwen and Kevin's PLUMBERS BADGES <BEEP> at the same time.

MAGISTER PATELLIDAY (FILTERED)

Th-This is Magister Patelliday. All P-plumbers, sector seven G!
Respond immediately!

BEN

(into Ultimatrix)

Ben Tennyson here.

MAGISTER PATELLIDAY (FILTERED)

Oh, wow, what a relief.

(all business) You take this case, Ben 10, I got the next one.

BEN

Are you actually nervous?

MAGISTER PATELLIDAY (FILTERED)

(nervous)

Nope.

(making excuse)

Well, those bandits are ruthless k-killers! Patelliday out.

KEVIN

Let's get a look at these big "ruthless killers."

Kevin pushes a few buttons. The VREEDLE SHIP appears on screen, no longer carrying the train of loot. (There's still enough room in the ship for the equipment and bags of clone mix, which we'll see soon.) Ma Vreedle's visible on top, cooing to Pretty Boy:

MA VREEDLE (FILTERED)

Who's my Pretty Boy? That's right! You're my Pretty Boy.

Kevin's aghast.

KEVIN

Ma Vreedle?

He yanks the controls around. Ben and Gwen are jerked by the change in direction.

GWEN

As in, Octagon and Rhomboid Vreedle?

BEN

What are you doing?

KEVIN

Running away. Nobody messes with Ma Vreedle.

BEN

Is she anything like the other two?

KEVIN

Less stupid, more mean. "Ruthless killer" doesn't do her justice. Try
"homicidal maniac."

Ben and Gwen look at Kevin, expectantly.

KEVIN

<SIGHS>

He touches a metal panel and TRANSFORMS into METAL KEVIN.

EXT. RUSTBUCKET III - MIDAIR

The Rustbucket pulls alongside the Vreedle ship. Its hatch opens and Ben Gwen and Metal Kevin step out onto Gwen's ENERGY PLATFORM.

METAL KEVIN

(sotto)

When she tears our heads off and shouts down our necks? Don't say I
didn't warn you.

Ben looks up at Ma.

BEN

I'm Ben Tennyson. The Ben Tennyson.

Ma waves, grinning and showing her teeth.

MA VREEDLE

(calling out, cheery)

Hey. I'm not here to cause trouble. Just a mother, looking for a planet
to nest on.

GWEN

Sure she is.

MA VREEDLE

Love your hair.

Gwen doesn't react--she's not buying it.

MA VREEDLE

No, all's I want's just a little place to call home, and 1.3 billion
cubic kilometers of three-five saline.

The three teens huddle.

BEN

What's three-five saline?

METAL KEVIN

Three-point-five percent. Ocean water.

GWEN

I'd have to look it up, but it sounds like she's after all of it.

Ben turns back to Ma, who SMILES, showing her teeth.

BEN

Yeah, we can't let that happen.

MA VREEDLE

Is there a problem?

BEN

I'm going have to ask you to leave.

KEVIN

(aside to Gwen)

Here we go...

MA VREEDLE

I suppose I could find another nest. Or...

Ma Vreedle POUNDS on the roof.

MA VREEDLE

Boys!

OCTAGON pops up from a sunroof.

MA VREEDLE

Blast them out of the sky!

OCTAGON

With blithe pleasure.

He <BLASTS> at the heroes. Gwen creates an ENERGY SHIELD, but the blast knocks the shield back into the Rustbucket, taking the three teens with it.

BEN/GWEN/METAL KEVIN

<IMPACT>

'Boid pops up and <BLASTS> past Octagon with his big blaster, making Octagon cover his ears and recoil from the sound.

OCTAGON

<CRY of pain>

The blast <TEARS> tears a gaping hole in the Rustbucket, sending it somersaulting end-over-end.

INT. RUSTBUCKET III - CONTINUOUS

INSIDE, it's chaos as Metal Kevin fights to hang onto the console and to right the ship.

METAL KEVIN

<STRUGGLES>

Stick's dead!

A broken panel with flaming bunch of WIRES hanging from it BURSTS into flames. Hanging onto a seat, Ben sees it and grabs an EXTINGUISHER as it flips past. Gwen TENDRILS Ben aside and smothers the flame with an ENERGY PLANE.

GWEN

We got this, Ben!

EXT. RUSTBUCKET III - MIDAIR

As the ship tumbles, we see a GREEN FLASH from inside as Ben TRANSFORMS.

BEN (O.S.)

Spider Monkey!

SPIDER MONKEY flips out of the Rustbucket.

SPIDER-MONKEY

<MONKEY HOOTS>

He SHOOTS a web upward. It sticks onto the underside of the Vreedle

ship as it moves away. Spider Monkey arcs upward.

SPIDER-MONKEY

Like water skiing without the water! <HOOTS> Or the skis!

ATOP THE SHIP, Ma looks satisfied as she strokes Pretty Boy. Octagon and Rhomboid are sticking up from the sunroof.

OCTAGON

Did we do you proud, Ma?

MA VREEDLE

Good enough... isn't that right, Pretty Boy? Is Pretty Boy a good boy?
Yes he is!

The two Vreedles glower. Spider Monkey zips up the web and sticks to the underside of the ship. Back behind the wheel, Octagon and Rhomboid scan the ocean below.

OCTAGON

Look out for a suitable archipelago.

RHOMBOID

Maybe it's past them little islands.

We see a string of small Pacific islands.

OCTAGON

'Boid, you embarrass yourself. The archipelago could be on any one of them.

RHOMBOID

I sure hope it got vending machines!

The ship begins to descend. Ma <POUNDS> on the roof to alert Octagon and 'Boid. [We'll learn how Ma spotted Spider Monkey later.]

MA VREEDLE

We got a stowaway!

Underneath, Spider Monkey hears this.

SPIDER-MONKEY

Uh-oh!

He hits the Ultimatrix.

SPIDER-MONKEY

Ultimate Spider Monkey! (ROARS)

Spider Monkey transforms into ULTIMATE SPIDER MONKEY. He pounds his chest, leaps up and pulls the door off the ship to yank Octagon out.

OCTAGON

<ulp!>

The unpiloted Vreedle ship BOBS and SWAYS. Ma clutches Pretty Boy protectively and hangs on for dear life. Rhomboid pulls his big gun.

RHOMBOID

Hey!

Before he can fire, Ultimate Spidermonkey OPENS his JAWS IMPOSSIBLY WIDE and SPEWS OUT THICK WEBBING that sticks Rhomboid to his seat with a thick blast of webbing.

RHOMBOID

<SPUTTERS>

But just as Ultimate Spider Monkey's about to clock Rhomboid, the ship ZOOMS UP into the upper atmosphere. Ultimate Spider Monkey struggles to breathe in the thin air.

ULTIMATE SPIDER-MONKEY

<GASP, weak ROAR> Air!

Octagon grins. REVEAL he's thumbing a small REMOTE.

OCTAGON

I'm still in the driver's seat, son. Both metaphorical-wise, and for real-wise.

Ultimate Spider-Monkey passes out. As Octagon finds a hand-hold, Ultimate Spider-Monkey PLUMMETS.

ULTIMATE SPIDER-MONKEY

<falling GROAN>

EXT. OCEAN - CONTINUOUS

RUSTBUCKET III SMOLDERS in the BG, barely above water and severely damaged. REVEAL Kevin and Gwen surfacing in the water, next to some DEBRIS that includes the PENCIL and SUDOKU BOOK.

GWEN/KEVIN

<surfacing GASP>

Gwen creates an ENERGY DISH and they climb in. Both have been through the wringer. Kevin looks sadly at the Rustbucket.

GWEN

Look! It's Ben!

In the distance, Ultimate Spider Monkey is hurtling toward the nearest island. Kevin touches the floating pencil and TRANSFORMS into WOOD KEVIN. His hands become PADDLES and he starts making for the island.

EXT. MIDAIR - CONTINUOUS

Ultimate Spider Monkey comes to, sees he's falling, and reacts.

ULTIMATE SPIDER-MONKEY

<Coming-to GRUNT>

EXT. ISLAND - CONTINUOUS

He shoots a large STREAM OF WEBBING below him as he falls...

...creating a huge PILE OF WEBBING to cushion his fall, like a giant soft-serve. He hits with a big <IMPACT> that tears an Ultimate Spider Monkey-Shaped hole at the top of the pile.

Ultimate Spider Monkey crawls out of the webbing, woozy. He staggers out, keels over, then weakly hits the Ultimatrix and TRANSFORMS back into Ben, looking bedraggled.

BEN

<GROANS>

That's gonna leave a mark.

The VREEDLE SHIP <THUNDERS> low over him and lands. A CARGO DOOR opens. Ben hides behind a STAND OF PALMS, just in time to escape being spotted by the Vreedles as Ma jumps down and the Brothers come out. Ma looks around, approvingly, with Pretty Boy in tow, trailing DROOL.

MA VREEDLE

I like this planet. It's juicy!

Ben sees the Vreedle brothers rolling out the walls of a large PREFAB MACHINE that will become the CLONE FACTORY, and using a WINCH on the back of the ship to stand two of the walls up at right angles. Ma watches, dabbing at the drool on Pretty Boy.

MA VREEDLE

I been stealing and swiping for ages to prepare, but now Mama's ready

to clone!

'Boid yanks webbing from his ear with effort.

RHOMBOID

<EFFORT>

How many brothers is we gonna get, Ma?

Ma grins.

MA VREEDLE

About 3 or 4. Hundred billion.

We see Ben's alarmed expression.

MA VREEDLE (O.S.)

It's gonna take every drop of seawater they got here, but it's worth
it. To me, I mean.

FADE OUT.

END ACT ONE

ACT TWO

EXT. ISLAND - RESUME

As Ben crouches behind the stand of palms, Octagon and Rhomboid put the finishing touches on their machine, both are leaning against the handle of a large PIPE WRENCH, tightening something. It's a CEMENT-MIXER-type device with large INLET PIPES flowing in at one end, a CONVEYOR BELT the size of Pretty Boy at the other end, and a HOUSE-SIZED CLONE FACTORY in between.

OCTAGON/RHOMBOID

<EFFORTS>

Octagon leans over to Ma, who supervises, as Pretty Boy eats sand at her feet.

OCTAGON

These pre-fab cloning factories don't take but a moment to assemble.
That there's your best value.

MA VREEDLE

Quit jawing and keep working!

Octagon looks crushed. Pretty Boy sticks out his tongue at the brothers.

PRETTY BOY VREEDLE

<STICKS TONGUE OUT>

Ma picks up Pretty Boy and explains, loudly for her other sons' benefit.

MA VREEDLE

Your older brothers was a bad batch. Yes they were!

She walks with Pretty Boy past the STAND OF PALMS where Ben is hiding, and continues:

MA VREEDLE

But when I stole some fresh mix and made you, I learned my lesson:
If you follow the instructions, they come out beautiful!

Ben makes a face. That little creep is beautiful? Ma cuddles Pretty Boy and explains.

MA VREEDLE

But a brood costs a whole lot. Not just the cloning, either.

She puts Pretty Boy over her shoulder and pats his back.

MA VREEDLE

You gotta feed them, educate them..

Pretty Boy BURPS up SAND.

PRETTY BOY VREEDLE

<WET BELCH>

Ma wipes him on her robe.

MA VREEDLE

There's tutoring, pianny lessons, cause you got to figure a couple billion of them is got to be gifted. Just like a couple billion is gonna breathe the seawater in and drowned.

Octagon walks through, dragging a bag of clone mix.

OCTAGON

That's what you might call a bell curve.

MA VREEDLE

(screams)

Back to work!

(resumes to Pretty Boy)

Now Mama's got her career marauding and plundering, and the family she always wanted.

She takes Pretty Boy inside.

INT. CLONE FACTORY - CONTINUOUS

Mama pulls a big LEVER to the midpoint.

MA VREEDLE

It's true. If she works hard, a girl can have it all!

(shouts OFF)

Let 'er rip, boys!

EXT. ISLAND - CONTINUOUS

'Boid opens a SLUICE at the inlet pipe.

RHOMBOID

Here come the seawater!

Octagon is on a ladder, lifting big sacks of clone mix into the open cement mixer.

OCTAGON

<EFFORT>

There go the clone batter!

Below, as Ben slips inside the factory, WATER streams into the big inlet pipe and gets mixed with the clone mix in the big cement-mixer thingy.

CUTAWAY VIEW - CONTINUOUS TRACKING the clone mix as it goes through Modern Times-style machinery:

We see BEATERS whipping it into a dough, FORKS pulling it, PISTONS kneading it, BLADES chopping it into portions, etc.

A ROBOTIC ARM grabs a corner and STEAMS it into a BRAIN WITH EYES, then SLAPS it back into the dough, which gets poured into a waiting pair of Little Lord Fauntleroy shorts...

INT. CLONE FACTORY - CONTINUOUS

At the end of the line, PRETTY BOY VREEDLES drop onto a conveyor belt leading outside, one after the other. Ma Vreedle cuddles one.

MA VREEDLE

Mama just made the perfect little angel!

She puts it back on the belt to pick up another.

MA VREEDLE

Mama just made the perfect little angel... again!

EXT. OCEAN - CONTINUOUS

WOOD KEVIN paddles GWEN in her ENERGY DISH.

WOOD KEVIN

<EFFORT>

This is aerobic.

Gwen's concentrating hard.

GWEN

<STRAINING>

Almost there!

The energy dish SHATTERS. They drop into the water, then stand. REVEAL they're waist high in water.

WOOD KEVIN

(winded)

Close enough.

EXT. ISLAND - CONTINUOUS

Wood Kevin and Gwen slog up onto the shore.

WOOD KEVIN/GWEN

<GROANS>

Kevin TRANSFORMS back.

RHOMBOID (O.S.)

Don't move a muscle.

REVEAL THE VREEDLE BROTHERS, blasters aimed at them. Octagon looks distastefully at Rhomboid.

OCTAGON

Dang it, 'Boid! We aims to blast'em, so flexion is what you call immaterial.

Kevin and Gwen exchange a look, then LEAP in different directions dodging a BLAST.

INT. CLONE FACTORY - CONTINUOUS

Ben sees Ma cuddle a new Pretty Boy.

MA VREEDLE

Ain't you just perfect! Happy Birthday!

Ben looks at the big lever and inches toward it...

Ma picks up another Pretty Boy and cuddles it.

MA VREEDLE

And so... asymmetrical! Just like Mama!

Ben gets closer, creeping behind her...

Ma gives each new Vreedle a pinch on the cheek as it drops.

MA VREEDLE

Happy Birthday! Happy Birthday! Happy Birthday!

Ma's hair (or the equivalent) parts to REVEAL eyes in the back of her head, and they GLOW.

MA VREEDLE

You can't sneak up on me. I'm a mother.

THIN TENTACLES shoot from her midsection and bind Ben hand and foot.

BEN

<alarmed CRY>

MA VREEDLE

(explains)

I call these my apron strings.

He struggles but can't get to the Omnitrix.

BEN

<STRUGGLE>

MA VREEDLE

But it's getting so late!

Ma pulls the lever all the way. The machine REVS UP. The Pretty Boys are dropping faster, crowding the conveyor belt. She pulls her big blaster and points it at the struggling Ben.

MA VREEDLE

Time for Mama to put you down.

FADE OUT.

END OF ACT TWO

ACT THREE

EXT. ISLAND - SECONDS LATER

Pretty Boys are piling up at the end of the conveyor belt, as others toddle around flicking out their tongues.

PRETTY BOY VREEDLES

<GURGLING, TONGUE SLURPS>

Gwen FLIPS through, dodging Octagon's blasts.

GWEN

<EFFORTS>

OCTAGON

As you can see, Ma has already begun to infest the universe with
Vreedles.

KEVIN (O.S.)

Gwen!

Kevin runs from behind the stand of palms as 'Boid BLASTS them to
smithereens.

KEVIN

Can I borrow a quarter?

Gwen SHIELDS herself from Octagon's <BLASTS> and produces a QUARTER.

GWEN

Here!

She flips it past a Pretty Boy's flicking tongue to Kevin. Kevin grabs it and TRANSFORMS to METAL KEVIN, just as 'Boids next <BLAST> blows him into the air.

METAL KEVIN

<IMPACT>

Kevin rolls and is up and running, dodging multiple <BLASTS> from 'Boid.

METAL KEVIN

<EFFORTS>

Gwen fires ENERGY DISKS at Octagon as Octagon dives behind the Vreedle ship.

OCTAGON

<dodging EFFORT>

Octagon is pressed against his ship.

GWEN (OS)

I thought you two were better than this!

OCTAGON

Begging your pardon, but we never been better than anything.

OCTAGON jumps out, in a firing position. Gwen comes around the corner and SPIN-KICKS Octagon back.

GWEN

<EFFORT>

OCTAGON

<IMPACT>

Rhomboid is creeping around, looking for Kevin.

RHOMBOID

(sadly)

Octagon's right. We was a bad batch!

REVEAL METAL KEVIN, about to pound Boid with MALLET HANDS. On the ground, Octagon <BLASTS> him into the Factory, taking him out.

METAL KEVIN

<IMPACT, GROAN>

OCTAGON

I got one!

They both start <FIRING> at Gwen, who ducks behind the growing pile of Pretty Boys still pouring out one after the other, and starting to take up more space. Rhomboid is about to fire but Octagon grabs 'Boid's blaster and the <BLAST> goes wild.

OCTAGON

Ma would never forgive us.

INT. CLONE FACTORY - CONTINUOUS

Ben struggles as Ma holds him with her "apron strings" to the end of her blaster.

MA VREEDLE

One less stinking Plumber.

Ben pushes the blaster away.

BEN

Wait! Are you recording this?

MA VREEDLE

What's that, now?

BEN

A video of the birth... births... as a keepsake?

MA VREEDLE

That'd have been nice. Wish I'da brung my camera. Oh, well...

She readies the blaster again but Ben interrupts.

BEN

I've got a camera. In my watch.

Ma considers. Ben presses the issue.

BEN

What kind of mother doesn't want a video of her kids' birth?

MA VREEDLE

Is that important? Did you read it somewhere?

BEN

You have to show them where they came from, or they'll grow up with...
uh, no sense of self.

Ma scratches her head with one apron string.

MA VREEDLE

I did promise myself this batch was gonna be gentlemen thieves...

She loosens the tentacles binding Ben's left hand. As the clones rush onto the conveyor belt, she backs up to it, posing.

MA VREEDLE

Hi, little angels! This is Mama on the day you was born...

Ben positions the Ultimatrix as if it were a camera.

BEN

Wait, I'll throw you a cue.

MA VREEDLE

<CLEARS THROAT>

The apron strings have just enough slack that Ben can hit the Ultimatrix. He TRANSFORMS into BIG CHILL.

BEN

Big Chill!

Ben FREEZES the TENTACLES, freeing himself.

MA VREEDLE

Ow!

Ma shakes off the ice and aims her blaster. BIG CHILL FLIES, DODGING the <BLASTS> that BLOW HOLES in the walls, letting in SUNLIGHT.

MA VREEDLE

You tricked me!

EXT. ISLAND - CONTINUOUS

Rhomboid has a struggling Metal Kevin pinned with one foot, with his

blaster aimed at him.

METAL KEVIN

<STRUGGLE>

Octagon has his blaster aimed at his ship.

OCTAGON

Come out, missy, before your friend gets disincorporated. Family first, they says.

Gwen comes out from behind the ship, hands up.

GWEN

We're family too. We're your brother Plumbers.

RHOMBOID

Ain't that nice!

(to Octagon)

Ain't it?

Octagon muses.

OCTAGON

On the contrary, Rhomboid. We now got us a dilemma, between what you call filial duty and the more fraternal type.

Gwen nods.

GWEN

That's it. Who's your real family, an intergalactic order of peacekeepers or those... Pretty Boys?

Octagon and 'Boid look at the growing pile of Pretty Boys, then each other. 'Boid <BLASTS> at Gwen, but she shields herself.

GWEN

<IMPACT>

What was that for?

'Boid shrugs.

RHOMBOID

I was trying for a non sequitur and went too far.

Octagon looks pityingly at 'Boid.

OCTAGON

Rhomboid, this is one of those rare problems that we can't solve with violence.

RHOMBOID

Oh, no!

OCTAGON

It's nature versus nurture lies in the crux of the issue.

RHOMBOID

I don't want none of either!

Part of the Factory is BLASTED OUT, creating a HOLE.

Ma VREEDLE (O.S.)

Octagon! Rhomboid! Come kill this moth!

Octagon calls OS.

OCTAGON

Aww. Ma...! We is locked in mortal combat!

MA VREEDLE (O.S.)

Do what you're told, 'fore I eradicate your sorry hides.

RHOMBOID

But we's the last Octagon and Rhomboid Vreedle they is!

OCTAGON

That we know of.

MA VREEDLE (O.S.)

Fine!

One of Ma's SLIPPERS lands at the boys' feet, it EXPLODES, throwing up a CLOUD OF DUST.

MA VREEDLE (O.S.)

I don't need you, the new models are out!

When the smoke clears, REVEAL that Gwen has encased the four of them in an ENERGY DOME.

RHOMBOID

Ma tried to blow us up!

OCTAGON

Which does seem uncalled for.

GWEN

What are you gonna do about it?

Kevin calls up from under Rhomboid's boot.

METAL KEVIN

Yeah, what are you, a man or a Vreedle?

The boys look at each other, then back at Kevin.

OCTAGON

We don't get the reference.

INT. CLONE FACTORY - CONTINUOUS

Ma is backed up against the lever, <BLASTING> viciously at INTANGIBLE Big Chill.

MA VREEDLE

<SNARL>

Big Chill flies between Ma and the works of the machine, but Ma only smirks.

MA VREEDLE

I ain't so dumb as to blow up my own works!

BIG CHILL

Shoot. <ICY BREATH>

Big Chill COVERS Ma in ICE.

Before Big Chill can get to the lever, Ma SHATTERS the ice from within.

MA VREEDLE

<EFFORT>

She grabs for Big Chill, who circles her, INTANGIBLE.

BIG CHILL

One mother to another, I know how you feel.

MA VREEDLE

Oh yeah?

<grabbing EFFORT>

Where are your kids?

BIG CHILL

I dunno. In deep space somewhere.

Ma's not impressed.

MA VREEDLE

Uh-huh.

Ma starts sidling away from the lever.

BIG CHILL

You want to see your brood do well. To go further than you did. To...

Big Chill becomes TANGIBLE and dives for the lever. Ma moves quickly and SWATS Big Chill into a wall next to the conveyor.

BIG CHILL

<IMPACT, MOAN>

MA VREEDLE

No more tricks, I know you're lying. You're mostly a boy. And you should know, I'm from a matriarchal society. 'Cause I killed all the men and took over!

A handful of Pretty Boys pin Big Chill.

PRETTY BOY VREEDLES

<GURGLES, SNARLS>

Ma grabs a Pretty Boy off the line and nuzzles it.

MA VREEDLE

You know what else? Pulped Necrofrigians make the best baby food.

Ma's about to stomp on the woozy Big Chill with her remaining slipper... But her rear eyes open.

MA VREEDLE

You boys look like you got something to say.

REVEAL OCTAGON AND RHOMBOID, blasters leveled, flanked by Gwen and Metal Kevin.

RHOMBOID

Put the baby down, and kick it over to me.

Octagon glares at Rhomboid.

OCTAGON

Uhh... What I believe Rhomboid meant to say, Ma, is you done brought us up to live by a code.

MA VREEDLE

No I didn't.

OCTAGON

Well then, Pa...?

MA VREEDLE

<SNORTS>

Doubt it.

OCTAGON

Well somewhere along the way we acquired a code. And the offing of a whole planet don't rightly reconcile with said code.

Ma crosses her arms and sulks.

MA VREEDLE

You're telling me that I can't kill six billion strangers to make three hundred billion Vreedles? What kind of justice is that?

Boid and Octagon look to Gwen, blankly.

OCTAGON

I don't rightly know.

RHOMBOID

Nuh-uh.

OCTAGON

This may require further research.

GWEN

(prompting)

What does the policeman say?

That's all the Vreedle Brothers needed. They turn back to Ma purposefully.

OCTAGON/RHOMBOID

You're under arrest!

Ma takes this badly, throwing her blaster at Rhomboid.

MA VREEDLE

My own sons turn on me?

RHOMBOID

Ow!

MA VREEDLE

(screams)

I'll kill every last one of you! And then I'll kill your wretched Pa!
And then I'll kill everybody you know!

OCTAGON

Ma, you are overreacting considerable.

MA VREEDLE

I'm overreacting?

(screams)

I'm overreacting?

OCTAGON

That strikes one as ironic, right there.

MA VREEDLE

You misbegotten traitors! How could you turn on your own Ma?

OCTAGON

Well Pa always said, there's more than one side to a Vreedle.

The Pretty Boy in Ma's hand sticks out its tongue at her. She glares at it.

PRETTY BOY VREEDLE

<STICKS OUT TONGUE>

DISSOLVE TO:

EXT. ISLAND - LATER

Kevin and Gwen hand over a Pretty Boy to an ALIEN PLUMBER who we've seen.

KEVIN

That's the last of them.

ALIEN PLUMBER TK

We'll see that they're brought up in the appropriate orphanage.

The Pretty Boy BURPS SAND onto the Plumber.

PRETTY BOY VREEDLE

<WET BELCH>

ALIEN PLUMBER TK

Or zoo.

He carries it onto a big PLUMBER SHIP.

OCTAGON

I trust you fine folks will forget what you seen here.

GWEN

What? I didn't see anything.

KEVIN

Me neither.

RHOMBOID

Ma tried to kill us!

OCTAGON

I swear, 'Boid, your uptake leaves much to be desired.

HUMONGOUSAUR, at his biggest, puts the damaged, wet RUSTBUCKET III down onto the sand, then SHRINKS to normal height.

HUMONGOUSAUR

<EFFORT>

Kevin? Looks like you've got a project.

KEVIN

Take me most of a weekend, anyway.

Humongousaur hits the Ultimatrix and TRANSFORMS back into Ben. He joins Gwen and Kevin and the Vreedle brothers.

OCTAGON

At any rate, my brother and I thank you for overlooking what one might call a temporary lapse into our old brand of peccadillo.

Ben shrugs.

BEN

Family stuff can get complicated.

KEVIN

Oh, yeah.

GWEN

No question.

RHOMBOID

Let's go.

REVEAL MA, trussed up in her own apron strings. The Vreedle brothers lead her onto the ship, turning to wave as the hatch closes.

MA VREEDLE

(screams)

And I would have gotten away with it too, if it weren't for my meddling kids! You're grounded! You're all grounded!

The three teens wave back. As the ship <ZOOMS> away...

OCTAGON (V.O.)

`Boid, this is going to require one boatload of therapy.

FADE TO BLACK.

END

BEN 10 ULTIMATE ALIEN
"300 Billion Vreedles..."

BEN 10: ULTIMATE ALIEN
"300 Billion Vreedles Can't be Wrong"
Episode #1003-042
Written By Matt Wayne

Story Editor
Dwayne McDuffie

FIRST DRAFT, 08/5/2010

CHARMCASTER

Gwen

BEN

Kevin

ROCK KEVIN

ROCK MONSTERS

FAINT VOICE

ADDWAITYA

CANNONBOLT

CHROMASTONE

FOURARMS

JET RAY

STONE KEVIN

VOICES

CHARMCASTER/GWEN

ROCK MONSTER

AGGREGOR

GWEN/ROCK KEVIN

PALLORFANG

GWEN/CHARMCASTER/KEVIN

HUMONGOUSAUR

GWEN/CHARMCASTER/ENAMEL KEVIN

ENAMEL KEVIN

ULTIMATE HUMONGOUSAUR

HUMONGOUSAUR/ENAMEL KEVIN

GIANT FROG

DR. ANIMO

INSTRUCTOR

NATALIE

STUDENT

EMILY

INSEEN PASSERS-BY

BIG CHILL

FRENCH TEACHER

HUMONGOUSAUR/MUTANT FROG

TEACHER

SPIDER-MONKEY

ANIMO

ULTIMATE CANNONBOLT

METAL KEVIN

STUDENTS

TELLER

OCTAGON

RHOMBOID

GUARD #1

MA VREEDLE

Boid

GUARDS

PRETTY BOY VREEDLE

MAGISTER TK

OCTAGON/RHOMBOID

MAGISTER PATELLIDAY

BEN/GWEN/METAL KEVIN

ULTIMATE SPIDER-MONKEY

GWEN/KEVIN

GWEN/WOOD KEVIN

WOOD KEVIN

PRETTY BOY VREEDLES

ALIEN PLUMBER TK

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(to himself)

(to kevin

(CONT)

(OS)

(O.S. LOUDSPEAKER)

(O.S. FILTERED)

(FILTERED)

INT

EXT

I/E

EXT./INT

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

DARK ALLEY

TRAILER PARK

RUSTBUCKET

MIDDLE OF THE DESERT

ON KEVIN

WAREHOUSE, MILES AWAY

MAX'S COVE - DAY

KEVIN'S CAR

HIGHBREED NEST
DESERT HIGHWAY
PICKUP
DESERT HIGHWAY PATROL STATION
TYLER'S CELL
HIGHWAY PATROL HOLDNG CELL
LOS SOLEDADES ERIOR KEVIN'S CAR.
LOS SOLEDADES
LOS SOLEDAD
BACK
DESERT HIGHWAY, ALONG RIVERBED
ADDWAITYA'S GATE
DOOR TO ANYWHERE
GWEN'S ROOM
BELLWOOD STREETS/INT. KEVIN'S CAR
BELLWOOD STREETS
GWEN'S HOUSE
GWEN'S SCHOOL
VAULT CHAMBER
ISLAND
MIDAIR
OCEAN

Day

Night

Afternoon

Morning

Evening

Later

Moments Later

Continuous

The Next Day

DUSK

LATER.

SHORTLY

MINUTES LATER

CONITNUOUS

SECONDS LATER

RESUME

REPRINT

RESUME

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

FLASH TO:

FLASHBACK TO:

WIPE TO:

CUT TO BLACK.

Page

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Intro

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Synopsis

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Speaking Scenes

Non-Speaking Scenes