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**BEN 10: ALIEN FORCE**

**"Ghost Town"**

**Final Draft (01-11-08)**

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**TEASER**

**EXT. SPACE**

A SUN burns, solar flaring. REVEAL a SPACE STATION orbiting it, one side facing it, the other side in constant shadow.

A BATTLE CRUISER drifts into FRAME. <STATIC CRACKLE>

SECURITY ALIEN 1 (V.O.)

Station to Patrol Ship. Nothing to report. The prisoner is secure.

**INT. BATTLE CRUISER - CONTINUOUS**

At the HELM, bored SECURITY ALIEN 2 radios back--

SECURITY ALIEN 2

Copy that. Can't say I'm surprised-

A <KLAXON> sounds from the console, and the alien leans in to look, suddenly startled. A blinking dot is streaking toward the ship on the display. The Alien looks out a hull window--

SECURITY ALIEN 2

What is that?

**EXT. SPACE - CONTINUOUS**

A STREAK blasts toward CAMERA - we see it's VILGAX, WHIP PANNING as he continues flying (without a ship, just "Supermanning" it) straight toward the Cruiser.

**INT. BATTLE CRUISER - CONTINUOUS**

Security Alien 2 desperately flips SWITCHES as he radios--

SECURITY ALIEN 2

Attention unidentified vehicle! You are entering secure space. I will fire if you proceed!

**EXT. SPACE - CONTINUOUS**

WIDE - The cruiser angles itself between Vilgax and the Space Station.

Vilgax streaks toward it, on a crash course.

The cruise opens <FIRE>, blasting a salvo of lasers. Vilgax raises his SHIELD, hardly noticing. The lasers bounce off the shield.

I/C Security Alien 2's wide eyes as--

Vilgax flies COMPLETELY THROUGH the battle cruiser, <WRENCHING> it in half with the power of his passage.

The cruiser's lights flicker and its halves float motionless as Vilgax

continues to--

**EXT. DARK SIDE OF THE SPACE STATION - CONTINUOUS**

Vilgax lands on the side of the station facing away from the sun and <WRENCHES> the airlock open with his GAUNTLET. He steps in and lets it slam behind him.

**INT. SPACE STATION - CONTINUOUS**

It's completely dark inside - then the LASER BLASTS of SECURITY ALIENS light Vilgax. The blasts don't affect him. His eyes glow and shoot ENERGY BEAMS back.

From the darkness, there are collapsing <THUDS> and--

SECURITY ALIENS

Oooff... <keep alive groans>

Vilgax's eyes continue to glow as he steps forward, navigating his way through a series of PITCH BLACK CORRIDORS.

Finally he <SMASHES> through a door to-

**INT. SPACE STATION - SUN PRISON - CONTINUOUS**

It's a large containment room. Dark, except for a HOLE in the ceiling that lets in direct SUNLIGHT. The light passes through an ARRAY OF FOCUSING LENSES to shine in a SINGLE INTENSE CIRCLE OF LIGHT. In the light, a FIGURE slumps.

Vilgax approaches, stopping just short of the circle.

GHOSTFREAK

Please...The light burns...

VILGAX

And if I were to stop it?

The Figure looks up, REVEALING a helpless GHOSTFREAK.

GHOSTFREAK

Don't toy with me, Vilgax. Ask for what you want.

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 OF TEASER**

**ACT ONE**

**EXT. MINI GOLF COURSE - DAY**

GWEN painstakingly lines up a shot on the MINI GOLF course. KEVIN watches, while BEN slouches, bored.

BEN

And five centuries later...

GWEN

Look, you're the one who suggested miniature golf.

Ben points to his PLUMBER BADGE, annoyed.

BEN

That's only 'cause there was supposed to be a rogue alien wrecking  
this place.

GWEN

It's supposed to be a little cute alien, not a scary one.

Except it's deserted. Birds <CHIRP>. The WINDMILL <CREAKS>.

KEVIN

Whatever. Scariest thing so far is how bored I'm getting.

Gwen finally putts - the ball rolls down the path and into the hole.  
She gives a happy jump.

GWEN

Another hole in one!

She marks the score card. Suddenly, the ball POPS back out of the hole.

GWEN

I'm still counting that--

A GROTESQUE MOLE CREATURE pops its head out of the hole after the ball.  
It cocks its head.

MOLEY

<chitter?>

BEN

Finally! Let's bag him and go home.

Ben edges toward the critter like a puppy.

BEN

Hi there, little guy...

Moley hisses, spraying a cloud of ACID and diving back down his hole.  
Ben jumps back as the acid BROWNS the grass around it and melts the ball.

MOLEY

<Hissing Spit>

BEN

This is why I hate miniature golf.

Moley burrows up behind Gwen and SPITS more acid. She throws up an energy SHIELD just in time. Moley pops back down--

MOLEY

<Hissing Spit>

GWEN

<startle>

Only to pop up beside Kevin and give his feet an ACID BATH.

KEVIN

OW!

MOLEY

<laughing>

Kevin hauls back, his hand becoming a Mallet. He swings to pound Moley back into his hole.

<WHAM!>

He misses.

KEVIN

I hate golf, but I'm a big fan of whack-a-mole.

Moley pops up at his other side.

<WHAM!>

He misses again.

Moley pops up in holes in quick succession. Every time, Kevin swings to pound him - just missing. It's Whack-A-Mole!

MOLEY

<taunting chitter>

KEVIN

<efforts> (then)

You know, this is a lot more fun at the arcade.

MOLEY

<2 taunting sounds>

Gwen adds her help, BLASTING PINK <ZAPS> at Moley, who pops down to evade them at the last second.

GWEN

It's like he knows when we're going to hit him.

BEN

Maybe you're just not hitting hard enough.



Ben activates his OMNITRIX, transforming into HUMONGOUSAUR.

Humungousaur

Humungousaur!

Humungousaur stomps across the mini-village, trampling the golf course ALA Godzilla as he tries to <STOMP> Moley.

The Mole Creature continues to tunnel through the turf, avoiding the Humungousaur feet.

MOLEY

<taunting sounds>

HUMONGOUSAUR

Just...stand...still!

Humongousaur rips a MINI CLOCK TOWER from its base and brings it CRASHING down on Moley.

He pulls it away. There's sudden stillness and silence from the hole.

Humongousaur smiles--

HUMONGOUSAUR

Hey, Gwen - a mole in one! Haaa!

<CHOMP!> Humongousaur's eyes widen and he turns to see-

Moley sticking out of yet another hole, teeth affixed in Humongousaur's tail.

MOLEY

<chomp savaging noises>

HUMUNGOUSAUR

<pained roar>

GWEN (O.S.)

Wait!

ON GWEN - she's lining up another shot, golf club in hand.

GWEN

Keep him there, Ben!

Humongousaur grits his teeth, letting Moley bite him.

HUMUNGOUSAUR

But he's got acid spit!

GWEN

Stop being a baby!

Gwen hits the golf ball. <THWACK!>

MOLEY

<gnawing sounds> <fainting sound>

It clocks Moley and KOs him. He falls flat.

KEVIN

Nice shot.

GWEN

Yeah, I guess he wasn't up to par!

KEVIN

What do you mean?

GWEN

It's a golf joke. Nevermind.

Ben REVERTS back to normal and picks up the limp Moley, pulling him out of the hole.

As he pulls, more Moley appears - It's not just one small creature, but a big, slimy VINE with lots of Moley heads attached. It comes out with a sick <POP>.

BEN

<efforts> Next time? We're going Go Kart racing.

There's a <SCREAMING ROAR> overhead, the sound of something screeching by overhead. Gwen, Ben and Kevin startle and look up to see a FLAMING METEOR zooming past.

It <CRASHES> into the PARKING LOT with a huge impact. A <CAR ALARM> sounds.

GWEN

What was that?

KEVIN

Whatever it was, it better not have landed on my ride!

He hurries off to check, followed by Gwen. Ben looks at Moley, then puts him down.

BEN

Stay right here.

Ben races after them.

**EXT. PARKING LOT - CONTINUOUS**

A smoldering CRATER. Gwen, Ben and Kevin approach cautiously.

We look down to see VILGAX at the bottom of the crater - hurt and much worse for the wear. Still dazed, he recovers enough to recognize Ben and croak--

VILGAX

Ben Tennyson.

Ben reaches for the Omnitrix but stops with--

VILGAX

I need your help.

**EXT. BURGER SHACK - SOON**

The patio's deserted. Ben sits at a table, keeping a close eye on the injured Vilgax. Vilgax squints at the sign.

VILGAX

Burger Shack?

Gwen and Kevin walk over with a tray of FOOD. They sit down and pass out fries and burgers. Ben hands a meal to Vilgax.

BEN

I got you the kiddie meal. So don't let them know you're over eight.

There's an awkward beat. Gwen shoves the tray aside.

BEN

What's your problem, Gwen?

GWEN

Don't you remember how many times this guy tried to kill you?

BEN

Not exactly. A lot. That's what makes this so much fun.

(to Vilgax)

What was it you needed?

Vilgax is visibly annoyed as he repeats himself.

VILGAX

I need your help.

GWEN

You shouldn't even be here. You were banished from our planet!

KEVIN

And what makes you think he's going to help you, squid face?

VILGAX

One word: Ghostfreak.

Ben glowers, deadly serious.

BEN

What about him?

VILGAX

Interested now? You should be. He escaped from your Omnitrix, almost destroyed you.

BEN

I know. I was there.

VILGAX

And I was there when he escaped from the maximum security prison built  
to hold only him.

GWEN

He's on the loose?

VILGAX

And more powerful than ever. He even tried to possess me.

Kevin glares and Gwen's skeptical. Ben listens, interested.

BEN

He always was the possessive type.

KEVIN

That still doesn't tell us why you're here.

VILGAX

Even though I drove him off, Ghostfreak wasn't finished with me.

**DISSOLVE TO:**

**EXT. PLANET VILGAXIA - SUNNY DAY**

A happy VILGAXIAN FAMILY - humanoid, green aliens that aren't buff like Vilgax - two parents, and a child ALIEN enjoy a nice day outside in the purple atmosphere.

VILGAX (V.O.)

But instead of seeking revenge directly, he attacked my world.

The dad picks up a ball to throw to the child, when suddenly, Ghostfreak appears. The alien dad freezes.

Ghostfreak becomes incorporeal and phases into the dad, turning him into A GHOSTFREAK MINION (The track-eye version of Ghostfreak). The original Ghostfreak phases out of it.

MOM ALIEN

<scream>

The mom alien pulls her daughter away as Ghostfreak and the new Ghostfreak Minion approach.

VILGAX (V.O.)

Every one of my people he possessed became a Ghostfreak minion, slave to his hive mind.

**EXT. ANOTHER PART OF VILGAXIA - LATER**

Vilgax does battle with three Ghostfreak minions, swapping PUNCHES with his incorporeal gauntlet as they press in on him.

VILGAX (V.O.)

I tried to defend my homeworld, but the infestation spread



exponentially.

**EXT. PLANET VILGAXIA - THRONE ROOM - BALCONY - LATER**

A battered, injured Vilgax looks down on his city with worry.

VILGAX (V.O.)

Within weeks, Ghostfreak controlled my entire planet.

HIS POV - the CITY is DARK AND COVERED WITH COBWEBS. Ghostfreak minions float through the streets.

When he turns, he sees Ghostfreak inside the throne room, sitting on his THRONE - it is carved from a PULSING ENERGY CRYSTAL. Ghostfreak smiles hideously.

VILGAX (V.O.)

He had what he wanted. There was nothing I could do...

**EXT. PLANET VILGAXIA - NIGHT**

Vilgax flies into the sky, his homeworld rapidly receding from view.

VILGAX (V.O.)

...but escape and bring back help.

**DISSOLVE TO:**

**EXT. BURGER SHACK - RESUME**

Ben, Kevin and Gwen listen to Vilgax's story.

VILGAX

That is to say you, Ben Tennyson.

BEN

And you think I'm going with you because why?

VILGAX

Because this is your fault.

BEN

What?! I've never even been to your planet!

Vilgax points an accusing finger.

VILGAX

You freed Ghostfreak from the Omnitrix. His actions are your responsibility. Of course, if you'd rather I do it alone...

Vilgax reaches an open hand toward Ben's Omnitrix. Ben pulls back, glaring.

BEN

Not a chance, Vilgax.

GWEN

And, how did you know...

Vilgax stands, enraged. Gwen powers up her fists. Kevin's hands become SLEDGEHAMMERS.

VILGAX

We are wasting time! My people are not warriors like me! They are innocent women and children.

KEVIN

Why should we believe anything you say?

Vilgax visibly restrains himself, sitting down again and attempting calm. He's clearly disgusted as he says--

VILGAX

What other reason would I come groveling to your pitiful planet?

GWEN

He makes a good point...

KEVIN

Come on! This couldn't be a more obvious trap if there was a sign that said "free cookies!"

BEN

Probably. But I really like cookies.

Vilgax gives a small smile. Kevin TAKES. Gwen looks concerned.

BEN

We're going.

GWEN

If he is telling the truth, we can't just let people suffer...

KEVIN

Better them than us!

BEN

My watch, my responsibility.

KEVIN

Our lives. It's not just all about "Ben Tennyson."

BEN

Vilgax won't touch you while I'm around. It's totally safe!

Ben turns to Vilgax--

BEN

But the first sign of a double-cross, and you're a sushi platter!

**WIPE TO:**

**EXT. SPACE - PLANET VILGAXIA - DAYS LATER**

The planet is dark, cold and silent. SHIP (in INTERSTELLAR SPACESHIP FORM) soars into FRAME.

**EXT. PLANET VILGAXIA - CITY - NIGHT - SOON**

SHIP comes in for a landing in a shadowy, abandoned spot. The city is quiet, dark and ominous. Cobwebs cover the buildings. No signs of life.

The door opens and Ben steps out to look around.

BEN

Looked better in the brochure.

A HEALED Vilgax follows him out.

VILGAX

Ghostfreak is the cause of all this.

Vilgax, Gwen and Kevin exit the ship, which closes behind them. Kevin instructs it firmly.

KEVIN

Now stay. Staaaaay. I mean it.

The group starts down an alley when <CRASH> - Ship races away. Kevin glares at Ben.

KEVIN

I thought you said Julie trained that thing!

GWEN

We should probably focus on our other problems...

Gwen points to the opposite direction.

REVEAL - an ARMY of Ghostfreak minions has amassed at the far end of the alley, slowly floating toward them!

### **END ACT ONE**

### **ACT TWO**

#### **EXT. PLANET VILGAXIA - CITY - RESUME**

RE-ESTABLISH: The Ghostfreak minions drift forward at the end of the alley. But it seems they haven't spotted Ben's team. They're focused on something else.

BEN

(sotto)

They've haven't seen us yet! Get in here!

Ben dives into a human-sized crack in an abandoned alien building, followed by Gwen and Kevin. Vilgax has to work to fit, but he finally does.

VILGAX

<Straining sounds>

**INT. ALIEN BUILDING - CONTINUOUS**

It's dark and cobwebby, so we hardly see much. Kevin TRANSFORMS his hands into LARGE BLOCKS that he uses to cover the cracks. From the outside, it looks like a patch-job on the building. Ben peers out another crack.

HIS POV - the Ghostfreaks turn down another street, as though on a course.

BACK INSIDE - Ben smirks with relief.

BEN

Whew. Tricked 'em.

A weird, alien noise <WAILS> from outside.

ALIEN CHILD

<weird crying>

Gwen covers her ears.

GWEN

What is that?

Vilgax lunges toward a crack to look outside.

VILGAX

A child crying!

KEVIN

Guess they weren't after us.

Suddenly, Vilgax <BLASTS> the side of the building away with his ruby gem. Ben, Gwen and Kevin react in shock as Vilgax leaps out of the building and pounds after the Ghostfreaks.

GWEN

What are you doing?!

KEVIN

Giving away our location! I knew we couldn't trust the squid.

BEN

That's okay. I was kinda getting sick of being nice to him.

Ben hits the Omnitrix, TRANSFORMING into SWAMPFIRE-

SWAMPFIRE

Swampfire!

Swampfire VINE-TUNNELS out of the building after Vilgax. Gwen follows, with powered up PINK GLOBES of energy in her fists, and so does Kevin, with SLEDGEHAMMER HANDS.

**EXT. PLANET VILGAXIA - CITY STREET**

Swampfire tunnels up and forms to see Vilgax amongst the Ghostfreak minions.



SWAMPFIRE

I can't believe you thought you could trick us into...saving a little girl?

REVEAL - Vilgax is heroically battling the Ghostfreak minions with his incorporeal gauntlet, slamming them with <BIG PUNCHES> as he wades through their masses toward a crying little girl alien, cornered and scared.

VILGAX

<attacking efforts>

ALIEN CHILD

<crying>

SWAMPFIRE

Okay, now I feel like a jerk. Guess it isn't always about me

Vilgax blasts with his eye beams, hitting a corporeal Ghostfreak minion. It <SCREAMS> and vanishes.

ON Gwen and Kevin, hurrying up. They're astonished at what they see--

GWEN

The big bad has a conscience. Who knew?

Vilgax is battling as though it were his life on the line - we are seeing a ruler giving his all to protect his people.

VILGAX

Don't let them reach her! The Ghostfreaks can possess anything they touch!

Kevin hangs back, unwilling.

KEVIN

Like us?

Swampfire hurls fire, setting a nearby cobweb ABLAZE. The Ghostfreak minions near shy back and <SCREAM> at the light.

SWAMPFIRE

<throwing grunts>

A Ghostfreak nears the child but a clump of ALIEN WEEDS suddenly GROW to entangle it.

SWAMPFIRE

Nice! I wasn't even sure that was a plant!

The Ghostfreak becomes incorporeal and simply phases through - only to meet Vilgax's incorporeal fist. The <PUNCH> sends the 'freak flying through several buildings. It <SCREAMS> as it goes.

Gwen continues to <BLAST> away, but a Ghostfreak makes it through her defenses and starts toward Kevin.

ON Kevin - he SLEDGEHAMMERS it, but his hammer passes straight through its intangible body.

KEVIN

<effort>

The Ghostfreak reaches him and goes into his body, possessing him for an instant...

...Before phasing back out of him, <SCREAMING!>

Kevin watches it go with a look of pained disbelief.

GWEN

<Gasp>

KEVIN

<Possessed Struggle>

KEVIN

Great. Even the freaks don't want me.

ANGLE - Gwen looks over with sympathy.

GWEN

Kevin...

Swampfire is oblivious as he calls--

SWAMPFIRE

That's a good thing! You should stay up front!

Kevin is taking it hard, but he uses his emotion to fuel his fighting, hammering his way through the Ghostfreaks.

KEVIN

<powerful efforts>

With the united battle front, Swampfire using flame, Gwen using magic, and Kevin and Vilgax using pure force, the Ghostfreak's numbers are dwindling.

GWEN/KEVIN/VILGAX

<attacking efforts>

The Ghostfreak minions freeze for a moment, as though all hearing something, and then turn, fleeing.

Vilgax reaches out to the alien child. He is gruff, but kind.

VILGAX

Are you injured?

The child shakes her head.

ALIEN CHILD

No, my Lord Vilgax. Thank you, my Lord Vilgax!

VILGAX

It is not safe here. Stay inside and be quiet.

The child nods and starts to run off, then changes her mind and hugs Vilgax's leg before running inside. Vilgax looks embarrassed.

Ben, now TRANSFORMED BACK, smiles.

BEN

You are so losing your evil cred.

Vilgax levels pure hatred at him.

VILGAX

Watch your tone, Ben Tennyson. If I Did not need your help--

Vilgax reaches for the sword on his back. Ben can't help but rib him  
- this is FUN!

BEN

There's the bad guy we all love to hate.

Kevin crosses his arms.

KEVIN

So what's next? Got some puppies that need saving?

VILGAX

We eliminate Ghostfreak. Without his mental control, his minions will be powerless.

GWEN

Where do we find him.

BEN

(to Vilgax)

He's gotta be in your house.

VILGAX

My castle. Yes. It is well-fortified.

BEN

I've got an idea. But I need to get close to Ghostfreak.

KEVIN

You gotta have a house key hidden under a rock somewhere.

VILGAX

I take your meaning. There is a secret way into my stronghold. But it is not pleasant.

**CUT TO:**

**INT. PLANET VILGAXIA - DARK, TRASH-FILLED TUNNEL**

Gwen, Kevin and Ben hold their noses as they follow Vilgax through the trashy, oozing tunnel.

KEVIN

Seriously. A trash chute?

VILGAX

You should be grateful I called off the flesh beetles.

Kevin steps in something that <SQUISHES>.

KEVIN

Grateful. That's the word.

Gwen, lighting her way with magic, looks thoughtful.

GWEN

Ghostfreak seems to have a real grudge against you, Vilgax.

Vilgax answers too quickly.

VILGAX

He...Simply sees my planet as the jewel it is.

KEVIN

Jewel. Huh. Even better.

BEN

Once we take the freak down, we can find out what he really wants.

VILGAX

You seem confident.

Ben is cocky.

BEN

Told you, I have a plan!

**INT. PLANET VILGAXIA - THRONE ROOM - SOON**

Behind an ARRAS, a subtile panel (with a TRASH CHUTE HANDLE) slides aside.

ANGLE - Ben peeks out from behind the arras.

HIS POV - the Throne Room is ALIEN-MEDIEVAL. A pulsing throne of crystal sits on a dais, alien tapestries adorn the walls. Pillars with alien statues decorate the room. A large HI-TECH CRYSTAL SCREEN with a map of the planet decorates the side of the room.

A small balcony (think "Evita") projects off the room to look out on the city below.

This is where Ghostfreak stands, his back to Ben.

Ben turns to whisper.

BEN

He's there. But for my plan to work, I need a distraction.

Gwen and Kevin share a look, then turn to Vilgax. Vilgax is oblivious at first, then TAKES, offended.



VILGAX

You suggest me?

BEN

Nothing says distraction like a tentacle-faced alien.

Vilgax seethes, but nods agreement.

**EXT. PLANET VILGAXIA - THRONE ROOM - BALCONY - SOON**

ON Ghostfreak, facing CAMERA as he looks out the window. Vilgax suddenly steps out from hiding, appearing OTS.

VILGAX

Ghostfreak!

GHOSTFREAK

Ah, Vilgax. Back for more?

VILGAX

This time you will die, Ectonurite scum.

Ghostfreak interrupts, turning and radiating WAVES OF FEAR as he moves inside to confront Vilgax.

**INT. PLANET VILGAXIA - THRONE ROOM - CONTINUOUS**

Ghostfreak glides forward to face his foe--

GHOSTFREAK

Before I enslaved your planet. As I will the universe. Even now my minions build star ships to infest other worlds.

REVEAL - the view from the throne room balcony looks out on Ghostfreak minions, assembling ships and working like drones.

GHOSTFREAK

All I needed was a place to start. But now that you're here, I wouldn't mind possessing your power as well...

Vilgax activates his gauntlet and steps forward menacingly.

VILGAX

You are welcome to try.

Ghostfreak turns transparent and rushes Vilgax to possess him. At the last second, BEN JUMPS IN FRONT of Vilgax - and takes the hit. Ghostfreak goes into him, struggling for possession of Ben!

BEN

<impact and struggle>

OMNITRIX

Alien DNA sample acquired.

Ben slaps the Omnitrix and TRANSFORMS into Ghostfreak.

GHOSTFREAK

Ghostfreak!

ANGLE - Gwen and Kevin look on, astounded.

GWEN

That was it? That was your plan?!

GHOSTFREAK

Don't worry Gwen. Ghostfreak was one of the Omnitrix originals. I've controlled him befo--<cough>

Ghostfreak makes a choking noise and doubles over. He shudders, seeming to fight something within. Then suddenly, he shakes his head, clearing it.

Gwen steps forward tentatively--

GWEN

Ben? Are you okay?

GHOSTFREAK

Never felt better.

Suddenly, Ghostfreak <BLASTS> ENERGY from his chest tentacles, directly at Gwen.

GWEN

<gasp!>

Kevin leaps to knock Gwen out of the way at the last second. He leaps up and rounds on Ghostfreak.

KEVIN

What's the matter with you?

Gwen looks white as she points-

GWEN

Kevin...His Omnitrix is gone!

Kevin looks - and we see too. Ghostfreak has NO MARK of the Omnitrix on him - he looks just like Ghostfreak. There's no sign of Ben in there at all.

KEVIN

That can't be good.

<BLAST!> Ghostfreak knocks Kevin back with an energy blast. Kevin goes flying, hits an alien SCULPTURE, <SHATTERING> it.

KEVIN

Oooofff... <land>

GHOSTFREAK

<harsh laughter>

GWEN

Ben, stop it!

Vilgax edges toward Ghostfreak, his sword still drawn.

VILGAX

Don't you see? Ben Tennyson is no longer in control of his body!  
Ghostfreak is!

GWEN

But Ben's still in there somewhere! We can't hurt him!

Kevin gets up, rubbing his head with one hand and forming a MACE with the other.

KEVIN

Speak for yourself.

Vilgax closes on Ghostfreak.

VILGAX

What a wonderful opportunity. Both of my greatest enemies in one body... What is it you humans say? I can kill two Birds with one stone?

And as Vilgax charges his ruby and points it at Ghostfreak...

**END ACT TWO**

**ACT THREE**

**INT. PLANET VILGAXIA - THRONE ROOM - RESUME**

Vilgax closes on Ghostfreak, charging up his red gem and BLASTING Ghostfreak with it. It WINGS Ghostfreak before he can turn incorporeal.

GHOSTFREAK

<pained grunt>

PINK <BLASTS> hit Vilgax in the back of the head.

VILGAX

<oof>

GWEN

Leave him alone!

Vilgax smirks--

VILGAX

Foolish child. He'll destroy you if I let him.

KEVIN

Oh, yeah. Thanks for the help..

Kevin attacks Vilgax valiantly but stupidly, throwing big punches with MACE HANDS. The punches <BOUNCE> of Vilgax's forcefield.

KEVIN

<punch>

VILGAX

I grow weary of your "help."

Vilgax NAILS Kevin with a powerful punch.

VILGAX

<big effort>

KEVIN

<double impact>

Kevin flies backward, landing at Ghostfreak's feet.

KEVIN

<woozy noises>

Ghostfreak smiles down at Kevin, then lifts a hand. Using TELEKINESIS, he levitates an ALIEN BUST... Then drops it on Kevin!

KEVIN

<gasp!>

Kevin barely puts his hands up to transform into a SHIELD in time. The bust <SHATTERS> off his hands.

Ghostfreak <BLASTS> Kevin with a BLAST from his Flaming Sword, and Kevin flies across the room to <COLLIDE> with a wall. He slumps to the ground.

KEVIN

Ooofff... Ooofff...

<keep alive moan>

Gwen steps toward Ghostfreak, pleading--

GWEN

Ben! Stop it! You're hurting your friends! Please...I know you're in there somewhere.

Vilgax shoves her aside as he approaches--

VILGAX

And that's exactly what I plan to take care of.

Vilgax draws his sword. Gwen puts up her hands, generating an ENERGY SHIELD to protect Ghostfreak from Vilgax.

Vilgax's eyes light up, and he uses his power beams to <SHATTER> Gwen's



shield.

GWEN

<pained shock>

Vilgax blasts Gwen with his eye beams. She uses her magic to fight him, the two powers meeting in the middle...

But Vilgax is much stronger, and his beams push Gwen's powers back until they reach her hands and spark out. She is thrown into the crystal map. It <EXPLODES>, showering CRYSTAL FRAGMENTS everywhere.

GWEN

<Straining>

Awww!!! Ooofff...

Ghostfreak winces at the bright light - Vilgax notices.

GWEN

<passing out moan>

Vilgax nods in satisfaction.

VILGAX

Finally, no more distractions.

GHOSTFREAK

And much more destruction.

Ghostfreak rushes to attack Vilgax. He blasts at the oncoming GF with his RUBY, but the blasts phase through the incorporeal Ghostfreak.

Vilgax hammers Ghostfreak with his incorporeal gauntlet. GF is forced to withdraw his hand and retreat.

Vilgax presses the attack, following, but GhostFreak waves his hand, using TELEKINESIS to topple a pillar on Vilgax from behind. It <CRASHES> down on him.

VILGAX

<impact>

Vilgax hurls the fragments off and draws his flaming sword just in time to block a <POWER BLAST> from Ghostfreak's tentacles.

The two continue to trade attacks, Vilgax landing a blow with his gauntlet when he can.

Ghostfreak goes corporeal and attacks DIRECTLY with his tentacles, whipping the sword from Vilgax's hand.

GHOSTFREAK/VILGAX

<attacking efforts>

The sword flies to rest by the throne.

Vilgax takes his opportunity and uses his eye beams to <SEAR> Ghostfreak. GF pulls back in pain.

GHOSTFREAK

<pained hiss>

The Ghostfreak raises his arms--

GHOSTFREAK

To me, my servants!

Vilgax looks to see - Ghostfreak Minions phase into the room, surrounding Vilgax. He strikes at them--

VILGAX

<efforts>

But there are too many, pressing in on him! Vilgax struggles backward, tripping against his throne. He falls--

VILGAX

<surprised cry>

The Ghostfreak Minions press in CLOSER!

GHOSTFREAK

Hold him. I wish to possess this one myself...

Ghostfreak <BLASTS> Vilgax from his chest tentacles at point-blank range. Vilgax slumps backward, almost passing out.

VILGAX

<moan>

GHOSTFREAK

With Vilgax, Ben Tennyson and myself as one, there will be no power  
in the universe that can stop me!

Ghostfreak goes incorporeal, grinning as he approaches. He starts to  
phase into Vilgax...

At the last moment, Vilgax's eyes go wide.

He grabs the fallen flame sword and <SMASHES> it into the crystal  
throne!

VILGAX

<big effort>

The throne <EXPLODES> on him in a shower of light.

GHOSTFREAK/GHOSTFREAK MINIONS

<screams>

The Ghostfreak Minions DISAPPEAR with screams in the light.

Ghostfreak draws back in pain, clearly weakened. For a moment, Ben's  
Omnitrix flickers into being on him...

And suddenly, Ghostfreak hits that Omnitrix!

GHOSTFREAK

Ben Tennyson! Noooooooooo!

Ben TRANSFORMS from Ghostfreak back to himself. And he looks mighty pleased with the whole thing.

BEN

No, no, hold your applause!

Ben raises his hands in victory, then looks around.

Vilgax is motionless, pinned under a chunk of fallen crystal. Kevin and Gwen are still KO'ed, but just coming to.

KEVIN/GWEN

<waking up moans>

BEN

Aw, you guys missed the whole thing!

Kevin glares at Ben as he sits up.

KEVIN

We saw enough.

Gwen holds a hand to her head.

GWEN

Ben - that was really, really stupid.

BEN

Except for the part where it worked, right?

KEVIN

And we almost got creamed in the process. You're not in this alone,  
or did you forget?

Kevin glares at Ben and helps Gwen up. They turn their backs to Ben,  
who's still mystified.

BEN

So, no victory parade?

**EXT. PLANET VILGAXIA - THRONE ROOM - BALCONY - DAY**

Vilgax looks out on the city below. The sky is once again clear, and  
the buildings have been restored - no longer covered in cobwebs.

HIS POV - a CROWD OF VILGAXIANS is gathered below the window, cheering  
ecstatically.

VILGAXIANS

Long live Vilgax! Long live Vilgax!

(repeat in B TRACK)

ANGLE - the cheering fades to the BG as Vilgax frowns. Ben appears  
OTS, walking out to look.

BEN

Look at you! You got a fan club!

Vilgax's glare deepens and he <CRUSHES> a part of his balcony rail with his gauntlet.

VILGAX

I do not presume to take credit for your deeds, Ben Tennyson.

Ben holds up his hands--

BEN

Hey, I'm not gonna tell anybody. What happens in Vilgaxia stays in Vilgaxia.

Vilgax relaxes slightly.

VILGAX

A wise choice.

GWEN (O.S.)

Hey Ben!

Ben turns to enter the throne room.

**INT. PLANET VILGAXIA - THRONE ROOM - CONTINUOUS**

Ben and Vilgax enter to join Gwen and Kevin.

KEVIN

I found Ship.

GWEN

He was emulating some kind of alien toaster, but I convinced him to change back for now.

Kevin enters frame munching on a piece of toast.

KEVIN

After making ten loaves of toast. Can we leave already?

Ben is about to answer, but Vilgax cuts him off.

VILGAX

Yes. You have helped me achieve my goal, and so you have won your miserable lives.

The three blink.

GWEN

Won them? You tried to kill us!

VILGAX

Foolish child. If I had not taken you out of the battle, Ben Tennyson himself would have. Permanently.

KEVIN

Don't do us any more favors, Vilgax.



VILGAX

It won't happen again, I assure you.

Vilgax watches as the three leave, uneasily glancing behind them.

**EXT. PLANET VILGAXIA - CITY - LATER**

WIDE - SHIP rises into the sky and zooms away toward Earth.

REVEAL - Vilgax standing on the ground, watching with clear hatred.

VILGAX

This is not over, Ben Tennyson. In fact, now that the secrets of the Omnitrix are mine and there are none left to stop me... I'd say it's a rather auspicious beginning! <LAUGH>

**THE END**

"Ghost Town"

689-011

**Ben 10: Alien Force**

**By Nicole Dubuc**

**Story Editor**

**Dwayne McDuffie**

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ADR spot

09/09/2009

Broadcast Script

09/23/2009

Orb

Kevin

Ben

Gwen

Mayor patrick

Big chill

Decka

HAPPY Alien

Buzzed alien

Spider monkey

Angry alien

Grandpa max

Goop

Echo echo

Gwen / kevin / orb

Aliens

Chair alien

Alien #3

Last alien

Com

Security alien 1

Security alien 2

Security aliens

Figure

Vilgax

Ghostfreak

Moley

Humongousaur

Vilgax/ghostfreak

Mom alien

ALIEN CHILD

Swampfire

Ghostfreak minion

VilGAXians

Gwen/kevin/vilgax

Bw

GhOSTFREAK/vil

GhOSTFREAK/vilgax

Kevin/gwen

Ve

Alien girl

Omnitrix

Ship

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

INT./EXT

EXT./INT

Barn

Farmer WAYNE'S FARM

Plumbers hq

Kevin's car

Outskirts OF town

Town center

Outskirts of walton, iowa

Mayor patrick's farm

cornfield

Power station

KEVIN'S CAR

HIGHWAY

BATTLE CRUISER

SPACE

SPACE STATION

SPACE STATION - SUN PRISON

PARKING LOT

BURGER SHACK

PLANET VILGAXIA - THRONE ROOM

PLANET VILGAXIA

ANOTHER PART OF VILGAXIA

SPACE - PLANET VILGAXIA

PLANET VILGAXIA - CITY

ALIEN BUILDING

PLANET VILGAXIA - THRONE ROOM - BALCONY

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

SOON

FLASHBACK

RESUME

DAYS LATER

CITY STREET

DARK, TRASH-FILLED TUNNEL

DAY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Fast forward transition to:

End act one

Flashback dissolve to:

Wipe to: