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**BEN 10: ALIEN FORCE**

**"Good Copy, Bad Copy"**

**Story by Joseph Kuhr**

**Teleplay by Matt Wayne**

**TEASER**

**EXT. A FOREVER KNIGHTS CASTLE - DAY**

HIGH WALLS circled by a LAVA MOAT with a high-tech drawbridge, and FOREVER KNIGHTS at the battlements. The ground <TREMBLES>.

FOREVER KNIGHTS

<panic WALLA>

The Knights run inside, retracting the drawbridge.

Reveal gigantic HUMUNGOUSAUR, his color subtly off palette (He's really Ben's evil twin, ALBEDO/HUMONGOUSAUR) <SMASHING> in the wall with his tail.

ALBEDO/HUMUNGOUSAUR

Forever Knights!

He <KICKS> the wall, enlarging the opening and <KNOCKS> the fleeing knights away!

4 FOREVER KNIGHTS

<IMPACTS>

FOREVER KNIGHT

<Impact>

ALBEDO/HUMUNGOUSAUR

Answer me! Where is he?

The last Knight standing, terrified and obviously confused begs.

FOREVER KNIGHT #1

Why ask what you already know? Are you testing us?

Humungousaur drops the terrified Knight to the ground and pins him underfoot.

FOREVER KNIGHT #1

<alarmed CRY, IMPACT>

ALBEDO/HUMUNGOUSAUR

I test your will to live. Now, for the last time...

He hits his Omnitrix. It <SPARKS> and he TRANSFORMS into the familiar form of BEN (as with Humongousaur, his COLORS are slightly OFF.) He leans close, a determined-yet-evil glint in his eye.

ALBEDO/BEN

Where is Ben Tennyson?

**FADE OUT.**

**END OF TEASER**

**ACT ONE**

**INT. KEVIN'S CAR**

Kevin's driving, Gwen's eyes are GLOWING as she holds a crumpled SODA CAN, which is also GLOWING.

GWEN

Tracking Ben like this feels weird, Kevin.

KEVIN

Your idea. All I know is, there's a lot of alien comm traffic and Tennyson's name keeps coming up.

GWEN

Getting something... Make a left.

**EXT. A FOREVER KNIGHTS CASTLE - SUNDOWN**

Kevin's GTO pulls up to the Forever Knights' castle moments after the teaser.

Kevin and Gwen get out and look over the damage.

GWEN

Wow.

KEVIN

Gwen! Up there!

REVEAL JETRAY flying off (Evil twin ALBEDO/JETRAY, but we don't know it yet). Gwen waves and calls after Albedo/Jetray.

GWEN

Ben! Hey!

Albedo/Jetray sees them and <WHIPCRACKS> off.

FOREVER KNIGHT #1 (O.S.)

<MOAN>

Reveal the roughed up Forever Knight stomped into a footprint, armor

cracked. Kevin and Gwen rush to him.

FOREVER KNIGHT #1

Ben 10... has shown no mercy. <GASP>

GWEN

Well, what did you do?

FOREVER KNIGHT #1

Nothing. I swear on my order. He has ruined three of our castles in  
as many days.

Gwen and Kevin exchange shrugs.

GWEN

First I've heard of it.

FOREVER KNIGHT #1

(hoarse RASP)

They say at court that the cursed Ben 10 has even attacked a hive of...  
DNAliens... <MOAN>

He passes out.

KEVIN

Your cousin took out a whole hive? Come on. He doesn't have the guts.

GWEN

(restating)

You mean it's not like Ben to go on a mission like that alone.

KEVIN

Okay.

GWEN

Why's he's keeping secrets from us?

**DISSOLVE TO:**

**INT. BEN'S HOUSE - NIGHT**

BEN TENNYSON is at a table studying for his physics test and scarfing CHILI FRIES from a BAG with JULIE. She holds a book, chewing.

JULIE

(reads, CHEWING)

You get it, Ben? The kid weighs twenty-five kilograms, three meters per second, two meters from the center of the merry-go-round...

Ben wipes the chili from his hands and picks up a pencil.

BEN

<CHEWING>

Wait, Julie, wait. I better write this down.

Julie looks past Ben and reacts.

KEVIN (O.S.)

Congratulations, Tennyson.

REVEAL Kevin and Gwen confronting him. Julie pulls the fries toward her and resumes eating.

KEVIN

You're finally putting the Omnitrix to maximum use. You know, clandestine butt-kicking wise. You--

Ben stands, surprised.

BEN

What are you talking about?

GWEN

Nice try. We saw you as Jetray, flying away from a battle.

BEN

Look, I've been studying all week for a physics test tomorrow. It's my worst subject.

GWEN

Maybe you're not really studying.

Julie stops eating fries to defend Ben.

JULIE

Wait.

(swallows)

Considering the aliens and weird transformations and stuff Ben deals with, there could be any number of explanations for what you saw.

KEVIN

You saying you can vouch for his whereabouts?

JULIE

No... I got here a few minutes ago. He studies, then I come over to help him review. Not that he's exactly acing the reviews.

BEN

I'm getting better!

Julie pats him on the shoulder.

JULIE

(patronising)

You're making a real effort...

GWEN

With Grandpa Max gone, we have to rely on each other. If you've got a secret you should spill it, now.

Kevin looks close at Ben as he swears a mock-solemn oath.

BEN

I swear, I've been all about calculating the angular momentum. If I don't pass, my Mom'll ground me, which means minimal hero time and zero Julie time. You do the math.

Ben looks down at his notes, miserably.

BEN

'Cause apparently I can't.

KEVIN

I believe him.

(to Ben)

When you lie your left eye twitches.

Ben touches his left eye, self consciously.

KEVIN

But who knows, maybe you've been blacking out and sleep-fighting.

GWEN

Is it possible? Is the Omnitrix is making you attack your enemies in your sleep?

Ben puts down the pencil.

BEN

<SIGHS>

If we're going to discuss this, I need more chili fries.

Ben reaches for the bag of fries. It's empty. He looks up at Julie, irritated.

BEN

You said you didn't want any.

Julie reacts sheepishly.

JULIE

What? They're delicious.

**DISSOLVE TO:**

**INT. BURGER SHACK - MINUTES LATER**

Ben (actually fake, off-color Albedo/Ben) steps up to the counter of the crowded Shack to pick up a bag of chili fries from a heavy counter man.

CROWD

<lunch WALLA>

ALBEDO/BEN

You disgust me. You, this miasma you call food, its foul-smelling, oily digestive preparation, everything human reeks!

COUNTERMAN

Yeah. Probably the onion.

He takes the fries and looks them over, repulsed but hungry.

ALBEDO/BEN

<SNIFFS DEEP, COUGHS>

All the same, I find myself craving the entire putrid experience. It must be in the DNA.

Fries in hand he steps OFF. A beat later, the real Ben comes up, handing over CASH.

BEN

Chili Fries.

COUNTERMAN

Careful, kid. Those double portions catch up with you.

Countermand pats his gut.

BEN

Excuse me?

The cashier hands over another bag of fries and takes a closer look at him.

COUNTERMAN

Friendly advice. Take it or don't.

Insulted Ben pats his own stomach. Still flat, then presses through the crowd toward the door.

**EXT. BURGER SHACK - CONTINUOUS**

Kevin and Gwen are waiting in the car.

GWEN

Here he comes.

Albedo/Ben comes out, wiping his mouth.

ALBEDO/BEN

<BELCHES>

(beat)

I sicken myself.

He hits his Omnitrix and in a FLASH, he TRANSFORMS into ALBEDO/BIG CHILL and flies into the air.

Kevin <STARTS> the GTO.

KEVIN

What the heck?

They <PEEL OUT> after Albedo/Big Chill. Ben steps outside, wiping his mouth, in time to see Kevin's car in the distance. He runs after.

BEN

Guys! Guys!

The dust trail dissipates. Ben hits the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's BIG CHILL.

BIG CHILL

Big Chill!

Big Chill flies after them.

**DISSOLVE TO:**

**EXT. ANOTHER FOREVER KNIGHTS CASTLE - SHORTLY**

The GTO <SCREECHES> to a stop. Kevin and Gwen leap out.

Albedo/Big Chill <FREEZES> a Knight sentry.

ALBEDO/BIG CHILL

Where is Ben Tennyson?

BiG CHILL

<breath>

ForEVER KNIGHT #3

<impact>

ALBEDO/BIG CHILL

<impact>

Gwen and Kevin exchange a look.

More Forever Knights come out to attack with ENERGY LANCES.

FOREVER KNIGHT #3

Attack!

They all <BLAST> at Albedo/BIG CHILL.

Kevin shrugs and touches the outer wall, ABSORBING CASTLE STONE.

He grabs an energy lance and <BREAKS> it, then blocks the knight's sword with his stone arm.

GWEN

<ATTACK CRY>

He tosses the knight straight into the air.

FOREVER KNIGHT #3

<cry of alarm>

Gwen leaps between two Knights, sending one flying with a  
<KICK>.

GWEN

<ATTACK CRY>

FOREVER KNIGHT

<IMPACT>

She grabs his lance and uses it like a bo staff to <KNOCK> the other  
lance out of the other knight's hands.

GWEN

<ATTACK CRY>

FOREVER KNIGHT

<CRY of alarm>

She fires a manna <ENERGY BLAST> at the disarmed knight, taking him  
out. Albedo/Big Chill takes out the last Knights with a cold <BLAST>.

Kevin TRANSFORMS back.

Albedo/Big Chill eyes Kevin and Gwen warily as they advance, cautious.

GWEN

Ben? You feeling okay? You kind of took off without us back there.

Albedo/Big Chill gets in Gwen's face.

ALBEDO/BIG CHILL

You! You know of Ben! Where is Ben?

She's startled by the question, but before she can answer Kevin steps up between them, a bull in a china shop.

KEVIN

I knew you'd snap eventually...

He pushes Albedo/Big Chill back a step. A PUFF of cold air comes out.

ALBEDO/BIG CHILL

<BELCH>

Kevin waves it away from his nose.

KEVIN

Phew! Chili fries!

ALBEDO/BIG CHILL

Ughh, I agree.

GWEN

Change back, Ben. Let's go home.

Albedo/Big Chill hits a Ben-shaped silhouette on the Omnitrix and FLASHES back into Albedo/Ben. He smirks.

ALBEDO/BEN

Yes. It is I, Ben Ten-nyson. Transport me, Ben 10, to my domicile. There are grave matters there of a personal nature to which I, Ben 10, must attend.

Gwen and Kevin share a concerned look.

Suddenly the real Big Chill flies in above them.

BIG CHILL

Thanks a lot guys.

He FLOATS DOWN next to them.

BIG CHILL

You left me!

He transforms back to Ben, and that's when Ben spots Albedo/Ben.

BEN

And, uh, who's your good-looking friend?

Albedo/Ben steps forward.

ALBEDO/BEN

Ben Ten-nyson? A most difficult creature to find, but I must see you.  
I am Albedo of the Galvin.

BEN

(suspicious)

A Grey Matter? Kinda tall.

He extends his hand.

ALBEDO/BEN

I am the builder of the Omnitrix. I must have it back. Your days as  
Ben 10 are at an end.

Off the kids' stunned reactions --

**FADE OUT.**

**END ACT ONE**

**ACT TWO**

**EXT. ANOTHER FOREVER KNIGHTS CASTLE - SHORTLY**

Albedo/Ben holds out his hand for the Omnitrix.

ALBEDO/BEN

Remove your Omnitrix and return it.

BEN

Wait, Albedo. I thought this was the only Omnitrix in the universe.  
And anyway, a guy named Azmuth built it.

Albedo/Ben points to his own watch.

ALBEDO/BEN

(bitter)

Azmuth is a liar.

BEN

But... The DNAliens. The Hybrid... I'm supposed to save the world with  
it.

ALBEDO/BEN

It is incomplete and prone to catastrophic malfunction.

BEN

Not lately.

ALBEDO/BEN

You have great luck, or by now you would have ripped a hole in the

fabric of the universe.

Ben turns to Gwen and Kevin.

GWEN

He could be a Hybrid trying to trick you out of it.

BEN

Maybe.

(to Albedo/Ben)

Why don't you show your face? It feels a little crazy, talking to myself.

ALBEDO/BEN

If only I could.

(bitter)

I am stuck in a sticky, sweaty, noisy, hungry, hairy, smelly teenage human body, constantly craving chili fries and scratching myself in places I suspect are inappropriate.

GWEN

(to Ben)

Wow, he really is you.

Albedo/Ben points to his watch.

ALBEDO/BEN

You see, your DNA is encoded as the default in your Omnitrix. Mine synchronizes across space and time with yours. You have become my default as well.

Kevin paces around Albedo/Ben, interrogating like a cop.

KEVIN

Well, which is it? Do you want the watch to fix it or to keep the universe from falling apart?

ALBEDO/BEN

(flustered)

Both.

BEN

Since you built the Omnitrix, tell me how it comes off.

ALBEDO/BEN

Yes. I trust you are versed in the practical applications of eighth dimensional quantum gravity monopole equations?

Albedo's left eye twitches as he awaits the answer. Ben turns to Kevin.

BEN

It really does twitch when I lie.

KEVIN

Told ya.

Ben, Kevin and Gwen all fold their arms in skepticism. Albedo/Ben realizes nobody's buying it.

ALBEDO/BEN

Very well, there are other ways to disarm you...

Albedo/Ben slaps his Omnitrix and TRANSFORMS into Albedo/Jetray. He <WHIPCRACKS> through the three teens, his tail <YANKING> Ben with him by the watch arm.

KEVIN

<shoved>

BEN

<GRUNT of pain>

Ow!

Ben hits his Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's HUMUNGOUSAUR, already growing out of Albedo/Jet Ray's tail-grip.

HUMUNGOUSAUR

Humungousaur!

Albedo/Jet Ray <WHIPCRACKS> into the air and <ZAPS> the now enormous Humongousaur, sending him staggering back.

HUMUNGOUSAUR

<IMPACT>

Gwen <ENERGY TENTACLES> Kevin out of the way of Humungousaur's feet, pulling him to her.

He rushes to a dropped, broken Forever Knight sword hilt and absorbs steel. It travels up his arm and STOPS, the jagged boundary between flesh and steel echoing the break in the sword hilt.

Humungousaur is swatting at Albedo/Jet Ray with his tail, trying to fend off multiple <ZAPS>.

HUMUNGOUSAUR

<IMPACTS>

(ooff)

That really stings!

He climbs a turret of the castle and flings chunks of castle at Jet Ray, who dodges.

HUMUNGOUSAUR

<Throwing EFFORT>

ALBEDO/JET RAY

You are not worthy to wear the Omnitrix!

Albedo/Jet Ray <BLASTS> the turret out from under Humungousaur.  
Humungousaur <CRASHES> down into the castle.

HUMUNGOUSAUR

<IMPACT>

GWEN

Find something to touch!

KEVIN

Huh? Oh.

KEVIN

It'll have to do.

HUMUNGOUSAUR

<moans>

ALBEDO/JET RAY

Thank you for your sacrifice.

A CLOUD of DUST rolls out of the castle, followed by woozy Forever Knights.

HUMUNGOUSAUR

<MOAN>

Humongousaur struggles to get up out of the castle.

HUMUNGOUSAUR

<STRUGGLE>

Albedo/Jet Ray moves to deliver a big zap.

He <ZAPS>, but before it connects two chunks of castle rubble <HIT> him and the zap misses.

ALBEDO/JET RAY

<IMPACTS>

REVEAL Gwen and Semi-Steel Kevin, throwing chunks of rubble.

KEVIN

What a crock.

GWEN

<EFFORT>

Albedo/Jet Ray is about to return fire, when Humongousaur stands up behind him.

He turns and reacts. Humongousaur grabs him and points the stinger away.

ALBEDO/JET RAY

<STRUGGLE>

HUMUNGOUSAUR

Give up. I'm better at this.

Albedo/Jet Ray tries to work the stinger around to point at Humungousaur.

ALBEDO/JET RAY

<EFFORT>

Albedo/Jet Ray gets an idea. He <ZAPS> at something O.S.

REVEAL he's zapped a wall to fall over on top of Kevin and Gwen.

He grabs for the wall and Albedo/Jet Ray <WHIPCRACKS> OFF.

Semi-Steel Kevin and Gwen lift from underneath the heavy wall protected by one of Gwen's energy planes.

They emerge unharmed and run to the car. Kevin TRANSFORMS back as Humongousaur transforms back to Ben.

GWEN

He won't get far. He left his manna all over the place.

**DISSOLVE TO:**

**INT. KEVIN'S CAR - SOON**

As Kevin drives, Gwen rides shotgun, tracking Albedo. Her EYES GLOW, as does a piece of RUBBLE in her lap. Ben slouches in back, pouting.

KEVIN

Evil twin. Guess you really are a hero.

BEN

A hero with a big test in the morning. And I'd be home studying if you'd have listened to me the first time.

GWEN

Who knows what damage Albedo would be doing... turn here!

**EXT. COMPUDOM MANUFACTURING PLANT - CONTINUOUS**

The GTO pulls into the parking lot of a large computer manufacturing plant, where graveyard shifters are running out.

EMPLOYEES

(panic walla)

Monster!/It ate through the loading dock/help!/etc.

**INT. PLANT - CONTINUOUS**

Our heroes enter the plant, alert, past a MANGLED COMPUTER ASSEMBLY LINE. Gwen still carries the rubble. Her eyes and the rubble GLOW, then dim.

GWEN

<disgusted GRUNT>

Too many machines, not enough living things. I can't track Albedo in here.

BEN

We'll split up and surround him.

GWEN

How will we know which one's the real you?

He sees a felt tip pen, grabs it and marks an X on Ben's forehead.

BEN

Hey!

KEVIN

We'll call you Ben X.

BEN

<spit>

Ben grimaces, licks his thumb and rubs off the mark.

He motions for Kevin and Gwen to go one way, he goes another. As the heroes walk off, a wall moves, revealing itself to the audience as Albedo/Goop. He <SLITHERS> off the other way.

**END OF AN AISLE**

Ben heads left, the others head right.

Kevin and Gwen creep between shelves of boxed computers.

NEARBY, ALBEDO/GOOP TRANSFORMS back to ALBEDO/BEN.

Gwen motions for Kevin to continue and starts to move in a third direction.

ALBEDO/BEN

(whisper)

Guys, over here.

They come back together and round a corner. REVEAL Albedo/Ben, in silhouette, down an aisle.

ALBEDO/BEN

(whisper)

I think I heard something.

KEVIN

(whisper)

Didn't you go the other way?

REVEAL BEN, rounding the corner to the other end of the aisle.

BEN

(whisper)

Yeah.

Kevin and Gwen look at each other, unsure. Albedo/Ben gets an idea.

ALBEDO/BEN

(phony)

Oh, man. I should not have erased Kevin's mark.

Kevin and Gwen, satisfied, face off with Ben.

BEN

(shouts)

Hit the deck!

They ignore this and advance. REVEAL Albedo/Ben <FIRING> a powerful foam packing nozzle at them. As the screen goes white...

**FADE OUT.**

**END ACT TWO**

**ACT THREE**

**EXT. COMPUDOM MANUFACTURING PLANT - RESUME**

Albedo/Ben shuts off the nozzle. Kevin and Gwen are stuck, suspended in thick, fast-drying foam, their heads sticking out.

KEVIN

<STRUGGLE>

This reeks. He got us with packing foam. No leverage!

Gwen tries to force her way out.

GWEN

Push!

<STRAINING EFFORT>

Ow.

REVEAL BEN, out of range of the foam nozzle.

BEN

Look, Albedo. You're not getting my Omnitrix.

ALBEDO/BEN

I have all of your powers, and a superior intellect. Surrender, if  
you value your life.

BEN

Cause that would be so much smarter.

Ben hits the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's GOOP.

GOOP

Goop!

**KEVIN AND GWEN**

Continue trying to free themselves. Gwen's firing ENERGY BEAMS from her eyes, slowly <BURNING> into Kevin's foam.

**ALBEDO/BEN AND GOOP**

Albedo/Ben <FIRES> the foam nozzle.

Goop globs around the stream, evading it. As Goop fires a stream of ACID in return.

Albedo/Ben ducks behind a shelf to avoid the acid, which <SIZZLES> as it eats through.

Albedo/Ben hits his Omnitrix. It <SPARKS, POPS> and FLASHES him into Albedo/HumUngousaur.

ALBEDO/HUMUNGOUSAUR

<ROAR>

He <SLAMS> back the shelf, nearly dicing Goop, who droops.

Goop

<IMPACT, MOAN>

As Albedo/Humongousaur advances Goop hits the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's SWAMPFIRE.

SWAMPFIRE

Swampfire!

Swampfire rolls to dodge Albedo/Humungousaur's tail as it  
<SMASHES> down.

SWAMPFIRE

Here's mud in your eye!

He flings mud from himself into Albedo/Humungousaur's eyes.

ALBEDO/HUMUNGOUSAUR

<CRY of alarm>

As Albedo/Humungousaur scrabbles toward his eyes to wipe them,  
Swampfire follows up with a barrage of <FIREBALLS>.

ALBEDO/HUMUNGOUSAUR

<IMPACTS>

He goes <CRASHING> back, leaving a trail of FIRE.

**KEVIN AND GWEN**

Gwen continues, her low-powered eye beams slowly slicing into the foam. They FLICKER OUT.

KEVIN

Ow! Hot!

KEVIN

<struggles>

GWEN

Sorry.

They FLICKER BACK, and the slicing resumes.

**ALBEDO/HUMUNGOUSAUR AND SWAMPFIRE**

Albedo/Humungousaur TRANSFORMS into ALBEDO/BIG CHILL. Another volley of fireballs pass right through him.

ALBEDO/BIG CHILL

<BLOWING>

WHooo...

His <FREEZING BREATH> puts the fire out.

Swampfire's fire goes out. He begins to solidify, but with one final effort manages to hit the Omnitrix.

SWAMPFIRE

<EFFORT>

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's BRAINSTORM.

BRAINSTORM

Brainstorm!

Brainstorm scuttles toward Albedo/Big Chill.

BRAINSTORM

Tremble before my electro-locutive power, you feckless facsimile!

He <BRAIN-BLASTS> Albedo/Big Chill, who contorts.

ALBEDO/BIG CHILL

<IMPACT, EFFORT>

ALBEDO/BIG CHILL

<effort>

Albedo/Big Chill manages to hit his Omnitrix. He Transforms into six Echo Echoes.

ALBEDO/ECHO ECHO

Ouch. Hurt. Pain. Ow!

They surround Brainstorm, who wheels around, <BRIAN-BLASTING> indiscriminately. The Echoes dodge and all <FIRE> Their SONIC <BLASTS>.

ALBEDO/ECHO ECHO

Surrender. Or. Die!

BRAINSTORM

<IMPACT>

Deucedly difficult to cogitate!

He hit the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, he's Jet Ray.

JET RAY

JET RAY!

He <WHIPCRACKS> to the ceiling and <STRAFES> the Albedo/Echo Echoes with <ZAPS>, scattering them.

ALBEDO/ECHO ECHO

You. Can't. Keep. This. Up!

The Albedo/Echoes regroup and hit the Omnitrix. They turn into Albedo/Spider-Monkey.

Albedo/Spider-Monkey webs Jet Ray to the ceiling.

JET RAY

<STRUGGLE>

Albedo/Spider-Monkey leaps up and pummels the caught Jet Ray with his six simian limbs.

ALBEDO/SPIDER-MONKEY

Your Omnitrix will lose power! Yield! Yield! Yield!

JET RAY

<IMPACTS>

Jet Ray works his tail free and <ZAPS> Albedo/Spider-Monkey.

ALBEDO/SPIDER-MONKEY

<IMPACT>

He drops, giving Jet Ray enough time to hit the Omnitrix.

TRANSFORMATION SEQUENCE

When we SNAP BACK, Jet Ray is CHROMASTONE.

CHROMASTONE

Chromastone!

Chromastone <LASERS> through the web and drops. He squares off with Albedo/Spider-Monkey.

CHROMASTONE

<CRY of alarm>

Suddenly Chromastone TRANSFORMS back into Ben.

BEN

Uh-oh.

Albedo/Spider-Monkey turns somersaults.

ALBEDO/SPIDER-MONKEY

Told you! I told you! You have drained your Omnitrix! Whereas mine...

Albedo/Spider-Monkey FLASHES to Albedo Ben.

ALBEDO/BEN

I don't need an Omnitrix to destroy you.

He lunges, but just as the two Bens are about to tangle their Omnitrixes are drawn to each other and magnetize together with a <CLICK>.

ALBEDO/BEN / BEN

<CRY of surprise>

They struggle and as Albedo/Ben attempts to pull away.

ALBEDO/BEN

<EFFORT>

Ben pulls him back and forces him to the ground.

BEN

<EFFORT> What's going on?

ALBEDO/BEN

Their proximity is creating a bio-energy feedback!

<EFFORT>

As they struggle, Albedo/Ben's is caught in a powerful wave of the Kirby Dot energy.

ALBEDO/BEN

<pained CRY>

Albedo/Ben's COLORS CHANGE dramatically, until he's almost the opposite of Ben - his jacket turning from green to red, and his hair turning white.

KEVIN AND GWEN, struggling against their foam blocks, look on.

KEVIN

<STRAINING EFFORT>

No confusing those two now.

GWEN

<STRAINING EFFORT>

The two Bens wrestle in close quarters. Albedo/Ben has Ben pinned.

ALBEDO/BEN

You have damaged this form! You will pay!

BEN

<EFFORT>

He FLIPS Albedo/Ben around, into a lock.

ALBEDO/BEN

<STRUGGLE>

BEN

Tell me how to get these apart.

ALBEDO/BEN

<STRUGGLING> Perhaps if one of us could manage to DIE!

He tries to flip Ben back over, but can't.

BEN

Don't tempt me.

Kevin is still straining against the foam as Gwen cuts through.

KEVIN

Great. Now we're all trapped.

GWEN

Come on, one more.

KEVIN

<straining EFFORT> <large release>

Gwen's eyebeams <CRACK> Kevin's foam prison. He <BREAKS> free, then grabs a trashed metal shelf and <HACKS> into Gwen's foam block as she strains, then breaks free.

They rush to Ben and Albedo/Ben but suddenly to the Bens' surprise the Omnitrixes become unstuck.

BEN

<EFFORT, RELEASE>

ALBEDO/BEN

(frightened)

He's here.

GWEN

Who's here?

ALBEDO/BEN

Azmuth.

UP ANGLE on AZMUTH MATERIALIZING impressively.

AZMUTH

You bet it is.

WIDER TO REVEAL he's a Galvin, one of the diminutive Grey Matter-type aliens.

AZMUTH

Azmuth of the Galvin, the true genius behind the Omnitrix.

He turns to Ben.

AZMUTH

You've overloaded the thing so badly I could sense it half a galaxy away. Those nonstop transformations are gonna break it.

BEN

I was just...

Azmuth holds up a hand.

AZMUTH

Save it. I know. Albedo, my former assistant, built an inferior copy.

Azmuth looks up at Albedo/Ben.

AZMUTH

I warned you that there could only be one Omnitrix. You ignored me.

KEVIN

(singsong)

Someone's in trouble...

ALBEDO/BEN

I will not trust the universe's fate to an unworthy human. If my Omnitrix cannot function, I will have his.

AZMUTH

I told you, the Omnitrix is beyond you. You could have doomed us all.

Ben is shocked.

BEN

So the universe really was at stake?

AZMUTH

If you'd lost the Omnitrix, yes. Albedo only wanted it to restore his original form.

ALBEDO/BEN

This human body is unbearable!

KEVIN

I get that. And the face is even worse.

AZMUTH

Albedo, through your arrogant act of rebellion, you have proven yourself a lesser being.

With a LEAP, he REMOVES the dial of Albedo's Omnitrix, leaving the metal wristband.

AZMUTH

You shall remain as you are, in a prison of your own making.

Albedo/Ben falls to his knees, pleading.

ALBEDO/BEN

No! You can't!

AZMUTH

I have.

He nods, and Albedo/Ben DEMATERIALIZES....

ALBEDO/BEN

(echoing cry)

I hate you!

AZMUTH

He won't bother you again. You're on your own from here.

BEN

I still have a few questions. Like, what's the watch really for? And how many aliens can I...

Azmuth holds up a hand.

Azmuth

Look, kid. You alone have made the Omnitrix a force for good, in ways I'd never conceived. It's better, I think, to allow you to create your own way of using it.

Azmuth leaps up onto a shelf, to look Ben in the eye.

AZMUTH

No question. For all my concerns, you're the only being worthy to wear it. And I'm not the only one who thinks so.

BEN

Who else?

Azmuth winks.

AZMUTH

My business. It's a surprise.

KEVIN

Now you're just teasing.

He dematerializes slowly.

AZMUTH

There are difficult trials ahead. Be ready.

He's gone.

GWEN

First trial is your physics test, in about three hours.

BEN

Aw, man...

INT. CLASSROOM - DAY

The TEACHER hands back the graded physics tests.

She gives Julie hers, and it's marked with a big A. She shows Ben, excited.

Classmate

Awww...

JULIE

<joyful GIGGLE>

Ben gets his and sees it.

BEN

<relieved SIGH>

**EXT. MR. SMOOTHIE PARKING LOT - DAY**

Kevin's GTO is parked with our three kids inside, drinking smoothies. Ben shows off his physics test. It's marked with a big C+.

BEN

C-plus! And you thought I wasn't really studying.

GWEN

I'm sorry the suspicious circumstances made me suspicious.

KEVIN

And I'm sorry I thought it was you kicking butt.

BEN

Fair enough. I suppose. Dunno how much I like Azmuth not letting Albedo turn back. Like that's a punishment. Being me isn't so bad.

**DISSOLVE TO:**

**DANK ALIEN DUNGEON - NIGHT**

Albedo/Ben broods in some dark, nasty place.

ALBEDO/BEN

Why bother with a cell? This human body is prison enough.

A GLOWING ENERGY STICK is pushed through a slot in the door and <PINGS> on the floor.

JAILER (O.S.)

Dinner.

Albedo/Ben picks up the stick, looks at it sadly.

ALBEDO/BEN

But someday, I will be free. Then they will all suffer, starting with Ben Tennyson. Until that day...

He <CLANGS> the energy stick against the door.

ALBEDO/BEN

(shouts)

Bring me chili fries!

**FADE TO BLACK.**

**THE END**

**BEN 10 "Good Copy Bad Copy"**

**"Good Copy, Bad Copy"**

**680-016**

**Ben 10: Alien Force**

**By Joseph Kuhr**

**Teleplay By**

**Matt Wayne**

**Story Editor**

**Dwayne McDuffie**

**Second Draft**

**12/31/07**

**Final Numbered Draft**

**01/07/08**

**As Broadcast**

**08/27/08**

CAST LIST

BEN

GWEN

KEVIN

HUMONGOUSAUR

SWAMPFIRE

JET RAY

ECHO ECHO

BIG CHILL

BRAINSTORM

CHROMASTONE

SPIDER-MONKEY

GUEST CAST

ALBEDO: Ben's evil twin, actually a Galvan like Grey Matter.

AZMUTH: A Galvan, the inventor of the Omnitrix.

JULIE: Appeared in episode 001. Ben's classmate.

FOREVER KNIGHT #1

FOREVER KNIGHT #2

COUNTERMAN - three lines

FOREVER KNIGHTS, CROWD, EMPLOYEES - Walla only

JAILER - unseen, one word.

<BiG CHILL>

ALIEN X

ARGIT

ARMOR KEVIN

ATTEA

ATTEA/MILIUS

ATTENDANT #1

BANDAGED WARRIOR

BEN

BIG CHILL

CONCRETE KEVIN

Crowd

ECHO

EMPEROR MILIUS

FOREVER KNIGHT #1

FOREVER KNIGHTS

Gwen

Holo max

HUMONGOUSAUR

Kevin

MEL

MILIUS

PICKAXE #1

PICKAXE ALIEN #3

PICKAXE ALIENS

RAFF

RAFF and BANDAGED WARRIOR

RAFF/WARRIORS

Rubber Kevin

SEVENSEVEN

SEVENSEVEN ARMOR KEVIN

Sleeping echo

SWAMPFIRE

THALIA

THALIA/MEL

VULKANUS

WARRIOR #1

WARRIOR #2

WARRIORS

DISSOLEV TO:

JULIE

ALBEDO/BEN

COUNTERKID

COUNTERMAN

JET RAY

FOREVER KNIGHT #2

FOREVER KNIGHT #3

ALBEDO/JET RAY

Azmuth

GWEN/KEVIN

EMPLOYEES

JAILER

ALBEDO/HUMONGOUSAUR

Goop

ALBEDO/BIG CHILL

BRAINSTORM

ECHO ECHOES

ALBEDO/ECHO ECHO

ALBEDO/SPIDER-MONKEY

CHROMASTONE

ALBEDO/BEN / BEN

HUMuNGOUSAUR

Classmate

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(to himself)

(to kevin

(CONT)

(P.A. FILTERED)

(FILTERED)

(BEN'S VOICE)

(LEFT FACE)

(RIGHT FACE)

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

DARK ALLEY

TRAILER PARK

RUSTBUCKET

MIDDLE OF THE DESERT

ON KEVIN

WAREHOUSE, MILES AWAY

CAR

INCURSEAN SUPERDESTROYER CRUISING THROUGH SPACE

A FOREVER KNIGHTS CASTLE

BEN'S HOUSE

BURGER SHACK

CLASSROOM

COMPUDOM MANUFACTURING PLANT

MR. SMOOTHIE PARKING LOT

Day

Night

Afternoon

Morning

Evening

Later

Moments Later

Continuous

The Next Day

DUSK

LATER.

SHORTLY

Cut To:

Fade In:

Fade Out.

Fade To:

Dissolve To:

Back To:

Match Cut To:

Jump Cut To:

Fade To Black.

fade to black.end of teaser

fade to black. end of teaser