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**BEN 10: ALIEN FORCE**

**"Busy Box"**

**Written by Jake Black**

**Third Draft, January 27, 2009**

**TEASER**

**FADE IN:**

**EXT. CITY STREET - NIGHT**

Kevin's car moves down the empty street. Inside the Car, Kevin drives, Gwen is shotgun, Ben is in the backseat. They are all looking at a dashboard monitor.

BEN

Anything?

KEVIN

Not yet, but the scanner detected level 20 technology somewhere near here.

GWEN

Level 20? The only level 20 technology in the whole galaxy is--

Ben holds up his wrist, grinning.

BEN

The Omnitrix. Maybe you found a spare.

KEVIN

Actually, whatever we're detecting is level 20 plus. The scale on this thing doesn't go any higher

BEN

<Humph>

This is stupid. We've been driving around all night.

GWEN

Before we give up, pull over. I want to try something.

The car screeches to a stop.

**EXT. KEVIN'S CAR - NIGHT**

Ben, Gwen and Kevin are out of the car.

GWEN

You know how my powers have trouble with technology? I'm thinking maybe it works the other way around.

Gwen concentrates and sends a PINK ENERGY concentric circle RIPPLE all around her, in every direction.

BEN

So, if your manna hits something super high-tech--

In the distance, a massive ball of light explodes.

BEN

That.

Gwen grins triumphantly.

**Cut to:**

**EXT. STREET - NIGHT**

Ben, Kevin, and Gwen approach the light, shielding their eyes. The Ball of Light slowly fades to reveal a medium-sized METALLIC CUBE. In the center of the cube is a glowing green sphere.

GWEN

So, what is it?

Close on Ben, slowly approaching the Cube.

BEN

Beats me. Kevin?

Kevin steps up behind Ben staring at the cube in a bit of wonder.

KEVIN

I don't know.

Ben and Gwen look at Kevin in surprise at his admission of not knowing.

BEN

Really?! you always know.

KEVIN

It's not like any alien tech I've ever seen.

Ben approaches the cube, reaching out his hand to touch it.

GWEN

Careful, Ben!

KEVIN

Two words that contradict each other.

GWEN

You mean it's an oxymoron.

KEVIN

Some kind of moron.

Close on Ben a little annoyed with his friends, about to touch the Cube.

BEN

Ha. Ha.

Ben touches the Cube. The glowing sphere inside the cube shines brightly. The Cube itself vibrates. Ben, Gwen, and Kevin take a couple of steps backwards, a little surprised by the cube's sudden movements.

Close on the Cube as it bounces and rattles and shakes. The Cube opens, and like a Transformer, in a clunky, loud, mechanical way, reforms itself.

The transformation is complex, with no apparent shape or form immediately discernible. Pieces of metal move back and forth, around the glowing green sphere at the center of the cube.

Slowly, and still clunky, the transformation begins to take shape: a human, Ben sized. Ben, Gwen, and Kevin look surprised.

KEVIN

I think we should get back in the car.

BEN

And run away?

KEVIN

And run it over.

The Cube has finished its transformation. Standing in its place is

a metallic, robotic version of Ben.

His torso is green and black, representing Ben's jacket and t-shirt. It is like a cheap metal statue of Ben that has been riveted together, and painted to look like him. It even has metal hair sculpted to look like Ben's.

It also has a sculpted, non-functioning Omnitrix on its left arm. In the center of its torso the glowing sphere glows faintly. The robot's mouth and eyes do not move. They are open.

As it speaks, the Robot sounds like the person it is imitating, but with a metallic tone. The Robot's mouth flashes as it speaks.

ROBOT-BEN

Run away.

**Fade out**

## **ACT ONE**

**FADE IN:**

**EXT. CITY STREET - NIGHT - RESUME**

Close on Robot-Ben, standing still at the end of the street. Ben, Gwen, and Kevin look on in amazement.

BEN

Whoa.

Ben steps face-to-face with the Robot-Ben.

ROBOT-BEN

Whoa.

Ben and the Robot-Ben are face-to-face. It's almost like no one else is around.

BEN

What are you? Where did you come from?

ROBOT-BEN

What are you? Where did you come from?

BEN

Cut it out!

ROBOT-BEN

Cut it out!

Ben looks back at Gwen and Kevin.

BEN

I don't sound like that!

Kevin and Gwen smirk.

ROBOT-BEN

I don't sound like that!

GWEN

Kinda do.

Kevin stands next to Ben examining Robot-Ben.

KEVIN

Huh. I bet people would put up some serious cash for a robot version of themselves.

Robot-Ben looks at Kevin, and begins another clunky, metal-moving TRANSFORMATION. As before, the transformation is not fluid in any way. It is cumbersome and awkward. The glowing sphere/heart in the center continues to shine throughout the transformation.

The Robot completes its latest transformation. It is now a riveted, robot version of Kevin, again with the clothing seemingly painted on, lots of rivets, sculpted hair, etc.

KEVIN

Cool.

Kevin admires Robot-Kevin. Kevin walks toward Ben and Gwen.

KEVIN

What do you say we load this handsome devil into the car, take him home and see what makes him tick?

Robot-Kevin follows behind Kevin, walking a little awkwardly, almost



Frankenstien-ish as it moves.

ROBOT-KEVIN

What do you say we load this handsome devil into the car, take him home and see what makes him tick?

Kevin turns back to face the Robot-Kevin.

KEVIN

Okay. That's getting a little annoying.

Robot-Kevin stares at Kevin eye-to-eye.

ROBOT-KEVIN

Okay. That's getting a little annoying.

Kevin moves closer to the Robot-Kevin, almost touching chests.

KEVIN

Knock it off!

ROBOT-KEVIN

Knock it off!

Kevin puts his hand over the Robot-Kevin's mouth. Robot-Kevin moves its hand with great speed and force to Kevin's mouth.

The Robot-Kevin unintentionally shoves Kevin hard in the face. Kevin

is sent flying backwards, landing on the ground, hard. Kevin's ID Mask SHORTS OUT, revealing his monster form.

KEVIN

(impact react)

Kevin pulls himself up from the ground slowly. He is a little embarrassed by the attack.

KEVIN

Great. You broke my ID Mask.

Robot Kevin TRANSFORMS to math Kevin's monster form.

ROBOT-KEVIN

Great. You broke my ID Mask.

GWEN

This is getting out of hand.

BEN

No problem. I'll just--

Robot-Kevin transforms (in its clunky fashion) back into Robot-Ben.

BEN

Okay. It's hero time!

Ben slaps the Omnitrix, and TRANSFORMS into HUMUNGOUSAUR.

HUMUNGOUSAUR

HUMUNGOUSAUR!

HUMUNGOUSAUR runs toward Robot-Ben. Robot-Ben slaps its metal wrist, imitating the Omnitrix, and in its clunky way transforms into a robotic version of HUMONGOUSUR - MECHAHUMUNGOUSAUR.

MECHA-HUMUNGOUSAUR

HUMUNGOUSAUR!

Mecha-HUMONGOUSUR and HUMONGOUSUR collide in a fistfight reminiscent of an old Godzilla movie. The two large creatures wrestle each other, neither getting the upper hand.

HUMUNGOUSAUR

<grit teeth charge>

HUMUNGOUSAUR

(STRUGGLES)

MECHA-HUMUNGOUSAUR

(STRUGGLES)

HUMUNGOUSAUR lands a couple of good punches on the robot, sending a couple of small chunks of metal falling to the ground.

HUMUNGOSAUR

(2 punches)

Mecha-HUMONGOUSAUR reaches around to HUMONGOUSAUR's underarm, and with a Judo-like flip, throws HUMONGOUSAUR down the street.

HUMONGOUSAUR

(impact)

HUMONGOUSAUR flies past Kevin and Gwen who look up at him as he sails past them. HUMONGOUSAUR hits the ground hard, his head hits Kevin's car, denting it.

KEVIN

Phheewww....

HUMONGOUSAUR

<fall>

KEVIN

<gasp>

HUMONGOUSAUR

Ughhh... Sorry.

KEVIN

All right, that's it!

Kevin transforms his arm into a LARGE MALLET. He starts running toward Mecha-HUMONGOUSAUR.

Mecha-HUMONGOUSAUR has his back to Kevin. Kevin charges toward Mecha-HUMONGOUSAUR. Mecha-HUMONGOUSAUR turns around to see Kevin running toward him.

KEVIN

<Grit teeth charge and swing>

Kevin jumps into the air toward Mecha-HUMONGOUSAUR. Kevin has his mallet arm raised to strike.

KEVIN

(attack)

Kevin SMASHES his mallet arm into Mecha-HUMONGOUSAUR. Mecha-HUMONGOUSAUR is smashed into a million pieces. There is a lot of metal rubble scattered through out the street.

Kevin stands in the middle of it. The glowing sphere/heart of the robot is in the midst of the rubble, still glowing, undamaged.

GWEN

Nice shot, Kevin.

KEVIN

Thanks. Guess they don't make annoying, imitator robots like they used to.

As Kevin speaks, the glowing heart/sphere shines brighter. The pieces of metal stir on the ground, and suddenly fly together. Kevin dodges some of the flying pieces of metal, swatting at them as they pass.

KEVIN

Ow! Hey!

Kevin turns to see ROBOT-KEVIN, now with a mallet arm, standing right behind him.

KEVIN

Whoops.

Robot-Kevin swings the mallet arm at Kevin, nailing him..

KEVIN

(impact)

Ben watches Kevin scramble away from Robot-Kevin on the ground, and slaps the Omnitrix again. Ben TRANSFORMS into SPIDERMONKEY.

SPIDERMONKEY

Spidermonkey!

Spidermonkey/Ben scrambles toward Robot-Kevin.

SPIDERMONKEY

Back off!

Spidermonkey/Ben blasts a web at Robot-Kevin. The web envelops Robot-Kevin, knocking the robot to the ground and sticking him there.

Close on the web. Through the web we see Robot-Kevin transform into Robot-Spidermonkey. With a karate chop-like movement, Robot-Spidermonkey cuts through the web, and stands up.

SPIDERMONKEY

Right. Should have figured.

ROBOT-SPIDERMONKEY

Right. Should have figured.

Standing, Robot-Spidermonkey shoots a "web" of its own at Spidermonkey/Ben. This web, though, is metal, like a chain-link fence.

The flying fence/web slams into Spidermonkey, knocking him to the ground. He is pinned under the fencing.

SPIDERMONKEY

(IMPACT)

I am so going to--

Spider-Monkey sees that his Omnitrix has turned RED.

SPIDERMONKEY

(resigned)

Out of power. Sure. Why not?

Spidermonkey transforms into Ben, the fence is too big to hold him.  
Ben stands in time to see:

Gwen holds her stance not far from Ben. She throws energy discs at  
Robot-Spidermonkey.

GWEN

(Big throwing effort)

As the energy discs hit Robot-Spidermonkey, it does another clunky  
transformation, this time into Robot-Gwen.

Ben and Kevin stand behind Gwen, poised to strike, aggressive.  
Robot-Gwen throws metal discs, the same size and shape as Gwen's  
energy discs, toward Kevin, Gwen, and Ben.

GWEN

I got it!

ROBOT-GWEN

I got it!

Gwen deflects the metal discs, protecting herself and her friends,  
using a small energy shield.

An errant metal disc, thrown directly from Robot-Gwen, bounces off  
the shield and hits Kevin's car door, denting it.

KEVIN



What, again?!

Kevin moves to attack, but Gwen puts her arm up in front of him to stop him.

GWEN

Kevin, wait.

Kevin stops, irritated.

KEVIN

What do you mean, wait? That thing's determined to wreck my ride!

BEN

He's sort of already wrecked it.

GWEN

She's.

BEN

Are we doing this again?

Gwen faces Ben and Kevin.

GWEN

Actually, we aren't doing anything. *And neither is she.*

Gwen motions to Robot-Gwen, who is standing still at the end of the street.

KEVIN

I don't get it.

BEN

It's copying whatever we do.

GWEN

We showed it we wanted to fight, so it fought. We need to do something else.

Gwen walks slowly towards Robot-Gwen.

GWEN

We don't know who or what you are, but we don't mean any harm. Come here. Meditate with me.

Robot-Gwen walks slowly toward Gwen.

ROBOT-GWEN

Meditate with me.

Gwen levitates in lotus position. Robot-Gwen awkwardly, clunky sits in the same pose on the ground. It is peaceful on the street. Quiet.

Kevin and Ben walk slowly towards Gwen and Robot-Gwen meditating.

BEN

I get it. As long as we stay calm--

GWEN

It stays calm.

Ben stares at robot Gwen.

BEN

(prodding)

So, you're going to just sit there.

The Robot-Gwen transforms into Robot-Ben. Robot-Ben stands next to meditating Gwen, and faces Ben and Kevin. They're ready to fight.

GWEN

(warning)

Guys.

A beat, then Robot Ben speaks.

ROBOT-BEN

Going to just sit there.

Ben and Kevin both breathe a sigh of relief.

BEN

Okay, good. So long as nothing sets him off--

In the distance, we hear an engine roaring from the sky. Gwen breaks her meditation. Ben and Kevin look upwards.

KEVIN

You mean like a spaceship landing?

Close on Kevin looking toward the source of the noise.

BEN

I've seen that ship before...

The familiar VREEDLE BROTHERS SPACESHIP lands loudly on the street directly in front of Ben, Gwen, Kevin, and Robot-Ben.

GWEN

It'll come to you.

The doors on the spaceship opens, and out walk OCTAGON VREEDLE and RHOMBOID VREEDLE.

BEN

The Vreedle Brothers.

The Vreedle Brothers reach the back of their pickup truck-like spaceship, and stand side-by-side facing down Ben, Gwen, Kevin, and Robot-Ben. Octagon Vreedle raises a blaster.

OCTAGON

It appears that you've got something that belongs to us.

Off the Vreedles' threat.

**Fade out**

**END OF ACT ONE**

**ACT TWO**

**FADE IN:**

**EXT. CITY STREET - NIGHT -- RESUME**

The Vreedle Brothers hold their blasters on Ben, Gwen, and Kevin. The Robot stands near the kids.

ROBOT-BEN

The Vreedle Brothers.

Octagon peers at Robot with curiosity.

OCTAGON

I do believe we have ascertained the location of the previously  
discussed valuable object.

RHOMBOID

We did?

OCTAGON

Didn't you notice that there are two Ben Tennysons here, one of which  
is of obviously inferior workmanship and quality?

Kevin asides to Ben.

KEVIN

I think he means you.

BEN

Thanks.

Rhomboid eyes Ben and Robot Ben.

BEN

You know what this thing is?

OCTAGON

Sure! This here's the legendary Naljian Destructor. A weapon of  
ludicrous power.

Octagon returns holding the blaster on the kids.

OCTAGON

We've been searching for it longer than you can imagine.

RHOMBOID

(agreeing)

Since last Thursday, when we heard about the re-ward.

BEN

Let me guess, someone hired you to repossess it for them.

The Vreedles look at each other and laugh.

RHOMBOID AND OCTAGON

<laughs>

RHOMBOID

Heckee no! We're takin' it for ourselves!

GWEN

What would you do with it?

RHOMBOID

Whaa... Auction it off to the highest bidder!

OCTAGON

Not that our business is any of your ... business. Now step aside,  
we've got us some reposess-elsing to do.

Ben, Gwen, and Kevin glance at each other concerned.

The Vreedle Brothers move toward the Robot standing off by itself.  
As the Vreedle Brothers get near the Robot, a fireball explodes in  
the street in front of them.

SWAMPFIRE

Swampfire!

The Vreedles look across the way to see Ben as Swampfire

SWAMPFIRE

Not gonna let you take it. It's too dangerous.

RHOMBOID

If you want to know what's dangerous, take a look-see-type gander  
yonder!

Rhomboid Vreedle fires a shot of energy from his Blaster at Swampfire.

Swampfire dodges the blast, which instead hits a fire hydrant,  
exploding it and sending a geyser into the air.

The Robot Watches the battle, and TRANSFORMS into Robot-Swampfire.  
Swampfire shoots a barrage of fireballs at the Vreedles, who dodge  
them.

ROBOT-SWAMPFIRE lumbers toward Swampfire, and shoots a series of  
METAL BALLS at Swampfire (i.e. metal versions of the fireballs...



SWAMPFIRE

<Impact>

SWAMPFIRE

Hey! Knock it off! I'm trying to protect you!

ROBOT-SWAMPFIRE

Hey! Knock it off! I'm trying to protect you!

Swampfire gets nailed by one of the metal balls, and falls to the ground. The Vreedles see Swampfire get hit.

OCTAGON

Lady luck has most decidedly smiled upon our endeavor. The Robot is on our side!

Robot-Swampfire looks over at the Vreedles, noticing them for the first time. The Robot TRANSFORMS in its clunky way into robot Octagon Vreedle.

Robot-Octagon shoots metal fire balls at Kevin and Gwen. Gwen deflects the metal balls with her energy. She fires off several energy discs in retaliation.

SWAMPFIRE

Hey! No fair! Vreedles can't shoot fireballs!

Kevin charges toward Robot-Octagon, with his hand a mallet again.

KEVIN

This time when I pound you, you're staying pounded!

Robot-Octagon changes its arm into a mallet, too! As Kevin nears Robot-Octagon, however, he is hit with a shot from the Vreedles' blaster, sending him backwards.

KEVIN

(IMPACT)

OCTAGON

Ha! Gotcha!

RHOMBOID

Good shootin'!

Gwen shoots energy discs at the Vreedles while Swampfire shoots fire at Robot-Octagon.

OCTAGON

Much to my chagrin, that's good shootin' too!

The Vreedles dodge the energy discs. Meanwhile, Swampfire's stream of fire is having no effect on Robot-Octagon, which walks slowly toward the Vreedle Brothers.

OCTAGON

Keep comin'! That's right, come to your good old Uncle Octagon!

ROBOT-OCTAGON

Good old Uncle Octagon!

The Robot-Octagon arrives behind the Vreedles. Octagon and Rhomboid walk backwards toward their ship, firing their blaster at the kids. The Robot-Octagon walks backwards behind the Vreedles, imitating them by firing a blaster like Octagon's.

SWAMPFIRE

They're getting away!

KEVIN

No duh!

GWEN

I'll give you some cover!

Protected by Gwen's ENERGY SHIELD, Swampfire and Kevin run towards the Vreedles' spaceship, but are too late. The Vreedles and Robot-Octagon get into the ship. The hatch slams shut and the ship blasts off!

THE SPACESHIP'S JETS Create a backwash, smashing Gwen's SHIELD and sending Swampfire and Kevin Flying.

Kevin, Swampfire, and Gwen watch helplessly as the Vreedles' spaceship takes off into space. Gwen and Kevin look at Swampfire expectantly. He shrugs.

SWAMPFIRE

Anybody up for a smoothie?

**CUT TO:**

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

Gwen, and Kevin hang out by Kevin's car. Ben enters, holding a cup carrier with three Smoothies in it. Gwen takes hers and Kevin reaches for his, but Ben pulls back the cup carrier.

BEN

Not so fast. Where's my money?

Kevin leans over and grabs his drink.

KEVIN

You're buying.

BEN

Because?

KEVIN

Because we got beat by the Vreedle Brothers.

GWEN

He's got a point. The Vreedles aren't very smart.

BEN

What's that make us?

Ben takes a sip of his drink.

GWEN

I'm just saying that robot didn't exactly seem like an alien super  
weapon.

KEVIN

What do you think it is?

GWEN

(singing it)

<I dunno>

All three sip their smoothies in unison.

KEVIN

I'm sort of glad they took the thing. The way it imitated me was  
starting to creep me out.

BEN

(imitating Kevin)

I'm sort of glad they took the thing. The way it imitated me was  
starting to creep me out.

KEVIN

I do not sound like that!

GWEN

Kinda do.

Ben, Gwen, and Kevin react to a <loud, roaring sound>.

BEN

What now!

They look up to see the Vreedles' spaceship as it lands nearby.

KEVIN

Vreedles twice in one day. It's like the opposite of Christmas.

BEN

When we win, I want the money for the smoothie.

The doors on the spaceship open, revealing the Vreedle brothers.

OCTAGON

Here's the thing. My brother and I would like to sincerely apologize  
for our outrageous behavior, earlier.

RHOMBOID

We was so wrong.

Confused Ben, Gwen, and Kevin stare at each other, then back at the Vreedles.

BEN

I'm almost afraid to ask, but what happened?

RHOMBOID

Well we was on our way to sell the thing? And some Robot cops tried to make us pull over.

OCTAGON

They took exception to us blasting a toll booth.

RHOMBOID

(explaining)

I didn't have no change.

BEN

I'm not following.

OCTAGON

The robot may have took the wrong lesson from our completely reasonable actions.

Close on Gwen.

GWEN

What do you mean, "took the wrong lesson"?

In answer her question, the Robot, as MechaHUMONGOUSAUR, with large cannons for hands, walks down from the ship.

OCTAGON

He learned that he really likes destroying things.

MechaHUMONGOUSAUR fires off one of his cannons at the Mr. Smoothie building.

CROWD

<crowd WALLA>

The Mr. Smoothie building is destroyed in a massive explosion. Ben and Kevin look at the smouldering debris.

BEN

Aw, man!

The remnants of the sign topples over into the pile of rubble.

KEVIN

They are totally gonna stop letting us hang out here.

OCTAGON



We don't want it, anymore. So it's your problem, now.

The ship's Hatch slams shut and it takes off. The MechaHUMuNGOUSAUR turns reacting to the noise.

The Vreedles' ship doesn't get very far, as Mechahumungousuar fires off another blast from its cannon at the ship.

The Vreedles' ship is blown out of the sky in a fiery explosion. MechaHumungousaur turns to look at Ben, Gwen and Kevin.

MECHAHUMUNGOSAUR

It's your problem, now.

**FADE out**

**END OF ACT TWO**

**ACT THREE**

**FADE IN:**

**EXT. MR. SMOOTHIES PARKING LOT - RESUME**

The MechaHUMONGOUSAUR transforms into an awkward amalgamation of all the people and aliens it has encountered so far - Ben, Gwen, Kevin, HUMONGOUSAUR, Swampfire, Spidermonkey, the Vreedles. It still has two giant blaster cannons for hands.

AMALGAMATION ROBOT

This isn't good.

BEN

I really do say that a lot, don't I?

KEVIN

Yeah, getting old.

GWEN

Guys? Can we stay on task?

BEN

Okay, this is a job for Humungousaur!

Ben transforms into Lodestar.

LODESTAR

(disappointed)

Or Lodestar. He's good too.

GWEN

Lodestar has magnetic powers, Ben. You could just pull him apart.

KEVIN

What good would that do? It regenerates.

LODESTAR

Not without a power supply. If we knew what it was...

KEVIN

The glowy part in the middle.

GWEN

You sure?

KEVIN

No. You got a better guess?

GWEN

We just need to be sure. When we attack--

AMALGAMATION ROBOT

Attack!

LODESTAR

Gwen!

Amalgamation Robot attacks, firing all weapons. Gwen puts up a thick energy shield. It's holding.

GWEN

Sorry. That was completely my bad.

LODESTAR

I think I can slow him down.

Lodestar uses his Magnetic powers to levitate a car and throw it at Amalgamation Robot. It smashes him hard. Kevin forms a spiked ball hand and dives on the fallen Amalgamation Robot.

KEVIN

<Attack>

Kevin hits the Robot several times.

KEVIN

<EFFORTS>

Kevin realizes that the Robot has made his own spiked ball hand.

KEVIN

Good shot. I think I can keep him down.

KEVIN

<Struggling>.... Uh oh.

Amalgamation knocks Kevin straight up, high into the air.

KEVIN

<Impact, then FALLING CRY>

Gwen watches in horror.

GWEN

*Turbo!*

Gwen conjures up a pink tornado. It moves until it's under Kevin, who falls into it, his decent cushioned by the swirling winds. The Tornado gently sets him down. Lodestar looks at Gwen in surprise.

GWEN

(explaining)

I still have my spell books.

LODESTAR

(to Kevin)

You okay?

KEVIN

A little dizzy.

On the Robot, it's cracked from Kevin's blows.

LODESTAR

You put a crack in it. I could pull it open.

GWEN

And I could grab the power source.

Lodestar fires powerful Magnetic Waves at Amalgamation. Lodestar strains, pulling his hands far apart. The Amalgamation robot's cracks are widening.

LODESTAR

(straining)

It's working.

The Cracks begin to close up.

LODESTAR

(straining)

It was working. It's fixing itself faster than I can pull it apart!

GWEN

One more good pull.

LODESTAR pulls hard. Amalgamation Robot's chest crack WIDENS enough that we can see the GLOWING CUBE inside, spilling light.

AMALGAMATION ROBOT

<strain>

LODESTAR

(straining)

Now, Gwen!

AMALGAMATION ROBOT

<strain>

Gwen makes an ENERGY TENDRIL that snakes across the lot and into Amalgamation's chest. The tendril grabs the Glowing Cube and pulls it clear of the robot's chest.

AMALGAMATION ROBOT

<cont>

<strain>

GWEN

Got it!

Without the Cube to supply power, Lodestar's magnetic waves pull the Amalgamation Robot to pieces.

LODESTAR

<Big Effort>

LODESTAR

Got him, too!

Gwen's energy tendril sets the glowing cube down in the middle of the parking lot. Lodestar and Kevin approach the cube and Gwen.

GWEN

Hard to believe something so small could cause so much trouble.

Close on Kevin, irritated.

KEVIN

C'mon, Ben. Destroy it already.

Lodestar balls his fist, which begins to glow. He's going to blast the thing.

At that moment, a very bright blue-white light appears. In the midst of the light is the form of a humanoid energy woman. The blue female form takes shape, and becomes the Cosmic Mom. Lodestar powers his fist down.

LODESTAR

Who are you?

KEVIN

Whoever she is, she needs to get out of the way. That thing's a dangerous weapon. It needs breaking.

GWEN

It's been nothing but trouble.

COSMIC MOM

Trouble? That's impossible. But then, you are remarkably unintelligent.



Lodestar REVERTS to Ben.

BEN

I've been hearing that all day.

COSMIC MOM

I did not mean to offend. It's just that you are such a young species.  
You only perceive three dimensions, is that right?

BEN

Yeah. How many are there?

COSMIC MOM

Only 26 that matter, you'll work it out soon, I'm sure.

BEN

Uh huh.

COSMIC MOM

My point is that this "dangerous weapon" you fear is nothing more than  
my daughter's favorite toy.

KEVIN

Get out of town!

COSMIC MOM

We were on an afternoon excursion to the lower dimensions and she must have dropped it out of her carriage.

She picks up the Cube.

COSMIC MOM

I've been looking everywhere for it.

Close on Ben, Gwen, and Kevin, all shocked.

BEN

Toy?

Cosmic Mom releases the glowing power source. The glowing power source floats a few feet from Cosmic Mom, hovering over the debris from the robot.

The glowing power source shines brighter, and the debris spins, stirs, and flies toward the power source.

The kids look on, amazed and confused. The debris reforms the object that started it all at the beginning of the episode. Cosmic Mom smiles, satisfied.

COSMIC MOM

Maybe now she'll stop crying.

The bright light that opened in the air when Cosmic Mom arrived shines again. Cosmic Mom begins to disappear, but solidifies unexpectedly.

COSMIC MOM

Oh, you should really be more careful. This toy is clearly marked not  
for children under 3 million years old.

The Cosmic Mom VANISHES into the bright light/portal to her home  
dimension. Awe-struck Ben and Gwen watch the light fade.

Kevin looks around at the debris from the fighting, including the  
crater in the parking lot, and the still-smoldering remains of Mr.  
Smoothie.

KEVIN

(genuine)

I would never let a kid of mine play with something like that.

On Kevin and Gwen, staring off at the destruction. Ben's voice  
interrupts the moment.

BEN (O.S.)

(metallic)

Run away.

KEVIN/GWEN

<GASP>

Kevin and Gwen spin around to see Ben standing behind them. Ben holds  
a tin can. He speaks into it.

BEN

(metallic)

Gotcha!

Grinning Ben tosses the tin can aside as we...

**FADE OUT.**

**END OF EPISODE**

**"Busy Box"**

**689-012**

**Ben 10: Alien Force**

**By Jake Black**

**Story Editor**

**Dwayne McDuffie**

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**10/20/2009**

KEVIN

GWEN

BEN

ROBOT-BEN

ROBOT-KEVIN

MECHA-HUMUNGOUSAUR

ROBOT-GWEN

ROBOT

SWAMPFIRE

ROBOT-SWAMPFIRE

AMALGAMATION ROBOT

HUMUNGOUSAUR

ETHEREAL BLUE WOMAN

Humongosaur

Spidermonkey

Robot-spidermonkey

Octagon

Rhomboid

Robot-octagon

Swampfire/kevin

Levin

Lodestar

Lodestone

Cosmic mom

Rhomboid and octagon

HUMONGOUSAUR

VREEDLE BROTHERS

Crowd

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

(STAMMERING)

(OFF SCREEN)

(CONTINUING)

(RAMBLING)

(PANICKY)

(OFF SCREEN, SOUNDING METALLIC)

(INTO THE CAN)

INT

EXT

I/E

CITY STREET Ñ NIGHT

CITY STREET Ñ NIGHT -- RESUME

MR. SMOOTHIES Ñ DAY

MR. SMOOTHIES PARKING LOT Ñ CONTINUOUS

MR. SMOOTHIES PARKING LOT Ñ RESUME

STREET

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

FADE TO BLACK