

"Fame"

696-001

# **Ben 10: Evolutions**

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1st Draft 06/16/2009

2nd Draft 06/26/2009

Final Numbered Draft 07/02/2009

As Recorded Script 07/08/2009w

BEN 10: EVOLUTIONS

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TEASER

A SERIES OF ANGLES

Beginning with a stock Photo of EARTH FROM SPACE.

1 JIMMY (V.O.)

(filtered)

The aliens are already among us...

They're all REUSE, perhaps doctored to look less slick. Try to make them all single angle.

GOOP deforms himself.

HUMONGOUSAUR smashes something.

A blurry, still photo of WILDMUTT (REUSE from original series). Ken Burns across it, like a documentary filmmaker pretending there's some action.

A short clip of SWAMPFIRE, making giant vines do his bidding.

A still of BRAINSTORM.

ECHO ECHO multiplies.

2 JIMMY (V.O.)

(filtered)

Strange creatures, with  
unbelievable powers...

JETRAY flies above, the camera struggles to find focus and keep him in view.

KEVIN, in Alien Force season 3 Monster Form, uses a hammer hand to smash something.

CANNONBOLT rolls up and rolls off.

3 JIMMY  
(filtered)  
Aliens are real. But that isn't the  
amazing part, this is:

A rapid series of stills, ALL of Ben's transformations (except for Alien X), plus Kevin's monster form, and a couple of randomly-distributed red herrings (The Dragon, Argit and Heatblast II) dissolve from one to the next.

4 JIMMY  
(filtered)  
All of the creatures you've just  
seen are actually alter-egos of one  
man...

The final image is a still of BEN TENNYSON, looking up at a camera, surprised and a bit goofy.

5 JIMMY (V.O.)  
(filtered)  
...His name is Ben Tennyson.

WIDE

To reveal that Kevin, Ben, and GWEN have been watching TV.

6 KEVIN  
You are so busted.

BACK ON THE TV

The image of Ben holds as we...

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

INT. BEN'S LIVING ROOM - DAY

ON THE TV MONITOR. A freeze-frame of the last image of the teaser: Ben Tennyson looking up at a camera, surprised and a bit goofy.

Ben frowns at the TV.

9                                BEN  
                              That's not my best angle.

Gwen changes the channel several times with the REMOTE. We see:

HUMONGOUSAUR with his foot stuck in a car he stepped on, he's hopping around trying to shake the car off like a kid trying to remove a rubber bootie.

Gwen frowns, pursing her lips, and changes the channel again. We see:

RATH falling out of the air from high above, it's like the Hulk coming in for a landing on a long leap. He lands on a FREEWAY OVERPASS. And plows right THROUGH it, demolishing it into a pile of rubble as he lands on the road below.

10                              GWEN  
                              Every channel, Ben. All weekend.  
                              Nothing but you wrecking things.  
                              And they know who you are!

11                              BEN  
                              Nobody cares if I'm a super hero.

12                              KEVIN  
                              (helpfully)  
                              Super menace.

Ben opens the door. There's a dozen PAPARAZZI right there, all reacting by pointing cameras and microphones at him. He's blinded by the camera FLASHES.

13                              PAPARAZZI  
                              (WALLA: "Ben Tennyson!"/"Ben  
                              10!"/"I"s it true?"/"Are you an  
                              alien monster?"/"Do you want to  
                              take over the Earth?"/et cetera)

Ben shuts the door in their faces, shutting out the noise

14 BEN  
Okay, maybe a few people care.

15 KEVIN  
You should lie low for a while.  
Maybe go to Julie's.

Gwen peeks out the curtains and frowns as she looks out the window at the Paparrazzi.

16 GWEN  
Good idea, but how do you get past  
them?

Ben grins, disconcertingly.

EXT. BEN'S HOUSE - DAY

The front door OPENS, and Ben comes outside. The paparazzi leap into action, crowding Ben, taking pictures and pushing camera's and microphones into his face.

17 PAPARAZZI  
(excited WALLA: "There he is!"/  
"Ben Tennyson!"/ "Mr. Tennyson, do  
you have a statement?")

Ben reaches over and takes one of the Microphones.

18 BEN  
Yeah: It's hero time!

Ben ACTIVATES his Ultimatrix, TRANSFORMS into HUMONGOUSAUR and ROARS. We should try to get the transforming Ben/Humongousaur and the stunned Paparazi into a single shot at least once for Promo.

19 HUMONGOUSAUR  
Humongousaur! <ROARS!>

The Paparazzi panic and FLEE for their lives.

20 PAPARAZZI  
(SCREAMS and WALLA: "Run!"/ "He's a  
Monster!")

As the last of the Paparazzi disperse, Gwen and Kevin walk out the front door.

21 HUMONGOUSAUR  
(ROARS, then COUGHS)

Humongousaur REVERTS to Ben, still coughing.

22 BEN  
(Coughs)

Still looking at the fleeing press corps, Ben puts out a hand.

23 BEN  
Hey, Gwen? You got a lozenge?  
Growling's rough on my throat.

Gwen hands him one, he takes it without looking.

24 KEVIN  
You should have used one of your  
new Ultimate transformations.

Ben frowns.

25 BEN  
I wanted to scare them, not me.

25 A GWEN  
You have to admit, Kevin, the new  
transformations are pretty--

She hugs herself and mimes a SHIVER

25 B GWEN  
--brrrrrr!

INT. JULIE'S LIVINGROOM - DAY

Ben and Julie are in the living room. They are eating fresh Popcorn from a big bowl.

26 BEN  
Thanks for letting me hang out,  
Julie.

27 JULIE  
I have to go to tennis practice in  
an hour, but you can stay here  
until I get back.

They both hop on the couch. Julie turns on the TV.

28 BEN  
Cable news?

29 JULIE  
Extra credit for AP Current Events.

She looks at the screen and pouts.

30 JULIE  
Ooh! This guy hates you.

ON THE MONITOR

THE WILL HARANGUE NATION

It's a cable news editorial show, a middle-aged white guy in a suit, at a desk. He's generally pretty upset. His video backdrop changes from his show logo to the picture of Ben looking stupid.

31 HARANGUE  
...welcome back to the Will  
Harangue Nation. Our top story?  
It's gotta be Ben Tennyson, a 16  
year-old high school student who  
has been outed as a one-man -or  
should I say boy?- alien invasion.

32 BEN  
Why does everybody use that  
picture?

33 JULIE  
You look cute in that one.

34 BEN  
(relaxing)  
Really?

35 JULIE  
Yes! Sweet and goofy.

36 BEN  
(low growl)

ON THE MONITOR

A series of images of Ben's aliens in action. REUSE very short clips from PIER PRESSURE, WHAT ARE LITTLE GIRLS MADE OF?, BE-KNIGHTED, PLUMBERS HELPERS, and SAVE THE LAST DANCE (all episodes where a Ben Transformation destroyed something in public). Loop the clips behind Harangue.

37 HARANGUE (V.O.)  
...footage gathered over the past year, but only now do we understand that all of these seemingly unconnected attacks--

Ben is apoplectic.

38 BEN  
(overlapping)  
Attacks!?

39 HARANGUE  
--were the work of Ben Tennyson, in his various alien disguises, for who knows what sinister purpose?

40 BEN  
How about saving the whole, entire universe? How's that for sinister?

ON THE MONITOR

Harangue gets serious as the graphics change for his special segment, "Threat or Menace."

41 HARANGUE  
Unbelievably, some people defend the actions of Tennyson, claiming he's some kind of superhero. Obviously ridiculous, but that's not for me to say. No, I leave that to you the viewer in tonight's poll: "Ben Tennyson: Threat, or menace?" Call in with your vote--



Looking at Ben's reaction, Julie frowns and shuts off the TV. Ben pouts, reaching for the remote. Julie holds the remote away from him and changes the subject.

42                   JULIE  
It's too nice a day to sit inside watching TV. Why don't we go for a drive in your new car? That always cheers you up!

43                   BEN  
I don't need cheering up. I'm not upset.

Julie peers at him, genuinely perplexed.

44                   JULIE  
Why not? Everybody hates you.

EXT./INT. BEN'S CAR - DAY

Ben is driving, Julie riding shotgun.

45                   BEN  
Maybe it's for the best. Maybe I can do more good as a public superhero than I did in secret. Sure, most people think I'm a menace now--

46                   JULIE  
Only 26% of adult viewers think you're a menace.

47                   BEN  
See? That's not bad--

48                   JULIE  
(interrupting)  
74% think you're a threat.

49                   BEN  
My point is, once people get to know me, I can win them over.

50                   JULIE  
That hasn't been my experience...

EXT. BEN'S CAR - DAY

Suddenly, Ben's car is cut off by KEVIN'S. Ben stops his car. The boys stick their heads out of their windows and talk. Gwen is riding shotgun with Kevin.

51                    BEN  
What's the emergency?

52                    KEVIN  
Sometimes I think the only reason  
you guys used to hang out with me  
was because I was the one who could  
drive.

53                    BEN  
(considering it)  
Maybe at first...

54                    GWEN  
Ben!

Kevin doesn't notice.

55                    KEVIN  
While you guys have been moping  
around, and hiding from reporters,  
I've been working, looking for a  
real problem.

56                    JULIE  
Real problem?

57                    KEVIN  
You know, something we can hit.

58                    GWEN  
Ah.

59                    KEVIN  
I found the guy who figured out  
your secret ID, then blabbed it all  
over the internet. I say we go give  
him a piece of our mind.

Ben punches his open palm, threateningly.

60 BEN  
Best idea I've heard all day.

EXT. JIMMY JONES' HOUSE - NIGHT

Ben, Kevin and Gwen approach an ominous, suburban house.

61 GWEN  
(whispers)  
Julie is the only one of us with  
any common sense.

62 BEN  
(whispers)  
She stayed back in Bellwood.

63 GWEN  
(whispers)  
That's what I just said.

All react as the porchlight flickers and BURNS OUT. Startled  
Ben CRIES OUT.

64 BEN  
AHH--mmmph!

Kevin clamps a hand over Ben's mouth.

65 KEVIN  
Shhh!

66 BEN  
(whispering)  
Why are we whispering, anyway?

67 KEVIN  
(whispering)  
Because the guy in there's the  
mastermind. We gotta be ready for  
anything!

Gwen rolls her eyes and (KNOCKS) on the door.

68 KEVIN  
What are you doing?

Kevin touches the door and ARMORS UP. ALUMINUM KEVIN is ready for anything.

The DOOR OPENS, revealing a woman in her early thirties, it's MRS. JONES. She takes a look at her visitor, lingering on Ben's Jacket. Now she gets it.

69                                MRS. JONES  
                                  You must be friends of James.  
                                  (shouting)  
                                  Jiiiiiiiiimmmmy!

70                                JIMMY (O.S.)  
                                  I'm coming, mom!

We hear him before we see him, (CLOMPING) down the stairs.

All react to JIMMY JONES, a ten year-old boy wearing a crude facsimile of Ben's Jacket over a copy of his old white with black stripe shirt.

71                                GWEN  
                                  That's your mastermind?

Jimmy is excited to see Ben.

72                                JIMMY  
                                  Ben Tennyson! I'm Jimmy Jones,  
                                  great to meet you!

Off Ben's puzzled expression we:

FADE OUT.

END OF ACT ONE



81 KEVIN  
Dude. You are not going to cry.

82 GWEN  
Stop being mean, Kevin. Seriously.

83 KEVIN  
Whatever.

84 JIMMY  
I'm sorry, Mr. Tennyson.

Ben gives Jimmy a tissue.

85 BEN  
Why did you post that video?

The computer on his desk is open to his website.

86 JIMMY  
I run a web site.

Jimmy indicates the laptop on his desk, already open to his site.

87 JIMMY  
I collect pictures of aliens that  
people have taken all over the  
world. I noticed that a lot of them  
came from Bellwood.

Jimmy clicks his mouse pad, showing several pictures of Ben's transformations.

89 JIMMY  
So I started sorting the pictures.  
Lots of them were wearing this  
symbol.

He indicates an Omnitrix clearly visible on the alien in two separate pictures.

90 GWEN  
And you pieced together Ben's  
identity from a picture of him  
wearing the Omnitrix.

Ben looks sheepishly at the Ultimatrix on his wrist.

91 JIMMY  
Yeah! I found stories all over the  
internet about how you helped  
people and saved the world.

Jimmy is earnest.

92 JIMMY  
I just thought everybody should  
know how cool you are.

93 GWEN  
We know you were trying to help,  
but by revealing Ben's secret,  
you've made it harder for him to  
help people.

93 A GWEN ALT  
We know you were trying to help,  
but by revealing Ben's secret,  
you've made everything harder for  
him.

94 JIMMY  
I'm sorry. I thought you'd like the  
fame. You know, all the attention  
and money.

Ben and Kevin focus on the positives.

95 BEN  
Attention?

96 KEVIN  
Money?

97 GWEN  
(exasperated)  
Why don't you show us what you've  
learned?

Jimmy points to blurry PHOTOS tacked on the walls as he  
talks.

98 JIMMY  
I've got pictures of a lot of your  
alien forms, Humongousaur...  
Goop... Jeffery...

99 BEN  
"Jeffery"? You thought I named one  
of my aliens "Jeffery"? It's  
"Jetray."

100 JIMMY  
That does make more sense...

Gwen is ignoring all this, peering at a photo on the wall.

ON THE PHOTO

It's a blurry, too dark picture of BIVALVAN (actually, he's  
going to be one of Ben's new transformations, but that's  
later).

101 GWEN  
Who is this one?

102 JIMMY  
I thought it was Mr. Tennyson! It  
just showed up a few months ago.

Jimmy types on his computer and a map of CENTRAL FLORIDA shows  
up. There are several blue dots clustered on the map.

103 JIMMY  
All of the sightings have been in  
Orlando. Hang on, I've got some  
video...

A few keystrokes and the screen shows: NASA SECURITY FOOTAGE

INTERIOR ORION HANGAR - NIGHT

No need to establish the space, it's a security video, but  
we're coming back here later.

WELL-ARMED, NASA SECURITY GUARDS are firing their ENERGY  
PISTOLS at something off camera. Now we see it, it's  
Bivalvan.



The laser blasts bounce off, then Bivalvan unleashes firehose-like blasts of water from his hands that wash the guards away. He notices the camera, and shoots water right at us. The screen goes to STATIC.

BACK ON BEN looking at the screen.

104                    BEN  
                    No sound?

105                    JIMMY  
                    I was lucky to get the pictures,  
                    it's top-secret.

Grinning Ben looks at Gwen and Kevin.

106                    BEN  
                    Road trip?

107                    GWEN  
                    We can borrow Ship from Julie.

108                    KEVIN  
                    Don't have to. We'll take the  
                    Rustbucket.

109                    BEN  
                    You want to drive all the way to  
                    Florida?

110                    KEVIN  
                    Not that Rustbucket, the new one.

Gwen and Ben look at each other, confused.

EXT. AIRPLANE GRAVEYARD - DAY

Ben and Gwen are in Ben's car, driving through the broken airplanes. Hidden in plain sight among the wrecks is RUSTBUCKET III, the coolest VTOL plane/spaceship you've ever seen, painted in Ben 10 green.

111                    BEN  
                    Whoa!

Gwen's Badge lights up. It's Kevin on the radio.

112 KEVIN (V.O.)

Nice, huh?--

IN THE RUSTBUCKET'S COCKPIT

It's Kevin, talking into his badge.

113 KEVIN

--It was a standard Plumber-issue  
ship, but I've made some  
improvements.

The back of the Rustbucket opens and Ben's car drives towards  
it. Ben's car goes right up into the cargo hold.

INT. RUSTBUCKET III - COCKPIT

Impressed Ben and Gwen enter the super high tech cockpit.  
Kevin's already in the pilot's seat.

114 BEN

Specs?

115 KEVIN

Supersonic in atmosphere, subspace  
hyperdrive for effective FTL. Bonus  
gizmos I've acquired here and  
there.

116 BEN

Sweet. This is going to be the  
coolest thing I ever crashed.

While the boys geek out, Gwen sits at a console and instantly  
Googles up info on the attacks.

117 GWEN

Extranet access! We can use our  
Plumber's Badges to access any  
database on Earth, even secure  
ones.

118 BEN

(to Gwen)

Boring.

(to Kevin)

Make it go.

EXT. RUSTBUCKET - DAY

The VTOL wings rotate, the Rustbucket zooms straight up into the air, then roars off.

INT. RUSTBUCKET III - COCKPIT

Gwen is reading from her console.

119                   GWEN  
I found the source of the video.  
Security cameras in a top secret  
NASA facility. I'm sending you the  
coordinates, Kevin.

120                   KEVIN  
Got em. We'll be there in two  
minutes.

Kevin pulls the yoke, adjusting the flightpath. Gwen is surprised by what she's reading.

121                   GWEN  
According to this, they're building  
a starship.

122                   KEVIN  
About time. Earth tech is so  
primitive I'm embarrassed to tell  
my friends I'm from here.

All react to an <ALARM> from a RADAR MONITOR, three blips, heading this way.

123                   KEVIN  
Trouble. We're flying into  
restricted air space.

EXT./INT. RUSTBUCKET III - CONTINUOUS

THREE FIGHTER JETS, in close formation. The lead Fighter Jet fires a ROCKET at the Rustbucket.

124                   KEVIN  
Incoming!

Kevin pulls the yoke and avoids the missile, but has a little trouble with the next three. The Rustbucket avoids two of the missiles but is HIT by the third, and SHUDDERS with the impact.

125 BEN/GWEN/KEVIN  
(impacts)

126 KEVIN  
This is a brand-new paint job!

Kevin flips up his trigger guard and FIRES.

## THE RUSTBUCKET

Fires a THICK, PULSATING ENERGY BEAM. The beam sweeps the sky until it hits one of the Fighter Jets, CUTTING IT IN HALF.

The Pilot EJECTS from the plane, moments before both halves EXPLODE.

127                                GWEN  
Kevin! Those guys are on our side.  
You can't shoot at them!

128 KEVIN  
No harm done, he ejected--

Kevin glances at a monitor, whoops.

129                   KEVIN  
--and his parachute is only a  
little on fire.

## ON THE PILOT

It's true, his parachute is burning. Now it's gone, he's in freefall.

IN THE RUSTBUCKET

Ben's on his feet, standing by the door.

130                    BEN  
       Open it.

Kevin hits a control and the door opens. Ben steps through it and disappears!

OUTSIDE

Ben is dropping like a rock, a tiny figure, dropping out of the sky.

Closer on Ben, calm as he ACTIVATES the Ultimatrix. Ben, in freefall, TRANSFORMS into JETRAY.

131                      JETRAY  
                    Jetray!

Jetray gains control of his flight and zooms down towards the falling pilot. Jetray almost grabs the pilot, but the two remaining planes strafe him, trying to "protect" the pilot. Jetray dodges the fire, but it catches up with him, striking him.

132                      JETRAY  
                    (Impact)

FIGHTER PLANE'S POV

Injured Jetray is in the pilot's crosshairs. Suddenly, Jetray has VANISHED from Pilot's POV!

133                      PILOT #2  
                    He's gone!

ON THE TWO REMAINING JETS

Flying side-by side.

134                      PILOT #3 (V.O.)  
                    I don't see him either, I--

135                      PILOT #2 (V.O.)  
                    There he is! There he--

Jetray RISES triumphantly between the two Jets and uses his ENERGY BEAMS to disarm, but not destroy them.

Jetray power-dives and catches the pilot, seconds from a fatal impact.

136                      JETRAY  
                    I got you!

137                    FALLING PILOT  
                  (impact)

JetRay carries the pilot safely to, only to find himself surrounded by armed and irritated soldiers.

138                    JETRAY  
                  Um, take me to your leader?

139                    SOLDIER  
                  If you so much as twitch, you're going down.

140                    JETRAY  
                  Easy, guys--

Jetray raises his hands and REVERTS to cocky Ben, hands still raised.

141                    BEN  
                  --I'm the famous Ben Tennyson. I'm a superhero. You have heard of me, right?

Ben smiles, winningly.

INT. PRISON CELL - DAY

Sulking Ben is behind bars.

142                    BEN  
                  I'm pretty sure I'm supposed to get a phone call!

Gwen, Kevin and a COLONEL arrive, walking down the corridor towards him.

143                    COLONEL  
                  (to guard)  
                  Let him out.

The guard opens the bars.

144                    BEN  
                  How'd you...?

Gwen shows her Plumber's badge.

145 GWEN  
We showed him these.

146 COLONEL  
Even though the Plumbers are  
secret, every government on Earth  
recognizes your authority in these  
matters.

147 KEVIN  
Turns out NASA has a problem.

148 COLONEL  
A problem I understand is right up  
your alley

EXT. THE MAIN HANGAR - DAY

Establishing the huge top-secret NASA compound. There on the Ocean, with several empty launch pads, and one pad with a space shuttle on it, ready for take off. Our attention is on the HANGAR, though, a huge building.

INT. THE MAIN HANGAR - DAY

The Colonel, Ben, Gwen and Kevin are looking at ORION, Earth's first Starship.

149 COLONEL  
It's called the Orion. It's capable  
of travelling at 15% of the speed  
of light.

150 KEVIN  
(whistles) How?

151 COLONEL  
Nuclear pulse drive. Once clear of  
the Earth, a series of atomic bombs  
explode, propelling it through  
space.

152 BEN  
Whoa.

153 COLONEL  
We've been building her for over 50  
years. But now, only months from  
completion, a series of robberies  
has practically shut us down.

154 GWEN  
Robberies?

155 COLONEL  
A creature comes in here every  
night and steals pieces of the  
ship. Nothing we've tried can stop  
it. I'm hoping maybe you people'll  
have more luck.

EXT. THE MAIN HANGAR - NIGHT

A thin line of PINK ENERGY disturbs the ground around the  
facility, it's drawing a BIG CIRCLE around the place. As we  
watch, it VANISHES.

INT. THE MAIN HANGAR - NIGHT

Close on Gwen's Eyes, they glow pink with energy for a  
moment, then flash back to normal. She looks up at Ben and  
Kevin.

156 GWEN  
Okay, done.

They're in the RAFTERS, looking down on the ship. It's a  
stake out.

157 GWEN  
If anything crosses the mystic  
barrier, I'll know it.

EXT. OCEAN - NIGHT

Bivalvan rises from the water, like the creature from the  
Black Lagoon.

BACK INSIDE



The outer wall EXPLODES inward, punched open by Bivalvan.

\*

Gwen makes ENERGY PLANES and heads down to the floor, followed by Kevin. Ben is distracted by his Ultimatrix, which is flashing YELLOW.

159                   ULTIMATRIX  
                  Uncataloged DNA detected.

Ben slaps the Ultimatrix, but nothing happens.

160                   ULTIMATRIX  
                  Function not available. Please  
                  stand by...

Ben slaps his Ultimatrix several times. No effect.

ON THE GROUND

Gwen and Kevin challenge the creature, which by now has an arm full of high-tech stuff it's scavenged.

161                   KEVIN  
                  We can't let you leave unless you  
                  show us a receipt.

Kevin crouches to touch the concrete floor. He TRANSFORMS into CONCRETE KEVIN, and raises his fist, which turns into a SPIKED MACE.

Gwen grabs Bivalvin in an ENERGY FIELD, pinning his arms. Kevin clocks Bivalvin with a big blow, sending him flying.

162                   BIVALVAN  
                  (two impacts)

Bivalvan smashes into a bank of machinery so hard that he's imbedded in them. Kevin and Gwen stand over him.

163                   GWEN  
                  Who are you? What do you--

Bivalvan blasts Kevin and Gwen point blank with a jet of water like a firehose, it propels them through the air, and they crash into a stack of wooden crates. Gwen throws up a FORCE FIELD right before impact, but it's not fully-formed, and it SHATTERS on impact.

164 KEVIN/GWEN  
Ahhhh! (impacts, keep alives)

They're down and dazed. Bivalvan stalks them, then raises his claw hand high. He's about to take them out when he turns his head towards the sound from above.

It's Ben, holding a cable as he stands in the rafters, more heroic than Errol Flynn.

165 BEN  
Hey, Seafood salad! Over here!  
(attack yell)

Ben is swinging down from the rafters on his cable like Spider-Man. He extends his feet as he swings down, planting them right in Bivalvan's chest.

166 BEN  
(impact)

Bivalvan is completely unaffected by the impact. Ben bounces off and tumbles head over heels onto the floor.

167 BEN  
(impacts)

Groggy Ben tries to sit up.

168 BEN  
In my head, that worked a lot  
better in my head.

\*

169 BIVALVAN  
(ROAR of anger)

The creature stalks towards Ben. Ben slaps the Ultimatrix, but nothing happens.

170 ULTIMATRIX  
<REPRINT LINE 160>  
Function not available. Please  
stand by...

Bivalvan is reaching out for him.

171

Aw, man!

BEN

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

INT. THE MAIN HANGAR - NIGHT

Moments later, a threatening Bivalvan faces off with Ben, who is still frantically -and futilely- pressing the Ultimatrix.

172                           BEN  
                  I don't suppose you want to talk  
                  about this?

Bivalvan SWATS Ben aside.

173                           BEN  
                  (impact)

Bivalvan turns and begins gathering up the tech he dropped earlier.

The Ultimatrix glows solid YELLOW and fires a SCANNING BEAM at Bivalvan. The beam sweeps over Bivalvan, who flinches at first, but then realizes it isn't hurting him. Where the beam touches him, it gives a cutaway view of Bivalvan's internal organs. This all takes less than two seconds.

174                           ULTIMATRIX  
                  Unknown DNA sample acquired. Scan  
                  complete.

175                           BIVALVAN  
                  What did you do?

176                           BEN  
                  Oh, now you want to talk.

The Ultimatrix dial turns GREEN. Ben ACTIVATES the Ultimatrix and TRANSFORMS into CHROMASTONE.

177                           CHROMASTONE  
                  Chromastone! Wasn't even sure I  
                  still had this one.

Chromastone blasts Bivalvan with a RAINBOW BEAM

178                                   BIVALVAN  
                                  (impacts)

Bivalvan blasts WATER out of both hands, right at the floor in front of him. The swirling water forms a TIDAL WAVE that sweeps across the floor right at Chromastone.

179                                   CHROMASTONE  
                                  You gotta be kidding m--

Chromastone is swept off of his feet and across the room, finally dumping him in an electrical power coupling. Chromastone is trapped in a huge ELECTRICAL ARC.

180                                   CHROMASTONE  
                                  (sustained, pained CRY)

We can see him GLOWING as he tries to absorb all of the power. But it's too much, as the electricity stops, Chromastone pitches backwards into the puddle at his feet, unconscious.

181                                   CHROMASTONE  
                                  (keep alive)

FADE TO BLACK

INT. THE MAIN HANGAR - NIGHT

Time cut. Everything's still black, this is Ben's POV. Ben's eyes open, Gwen, Kevin and the Colonel are looking down at him, blurry at first, but a blink later they're back in focus.

182                                   GWEN  
                                  Ben? Are you okay?

Wide to reveal Ben is in the same position that Chromastone was in when he passed out. Ben sits up.

183                                   BEN  
                                  (MOANS, then SPITS)

Ben (SPITS) out a mouthful of water.

- 184 COLONEL  
We've got a big problem, Son. The first few times that thing came here it stole shielding, a control system, timing sequencers...
- 185 GWEN  
But this time?
- 186 COLONEL  
This time he took the engine.
- 187 BEN  
And by engine, you mean...
- 188 COLONEL  
A nuclear bomb. Yes.

INT. RUSTBUCKET III COCKPIT - NIGHT

Ben is impatient, dialing through his Ultimatrix as Gwen and Kevin work at Gwen's console.

- 189 BEN  
C'mon guys, anything? You've been at this for--
- 190 KEVIN  
Fifteen minutes. And yeah, we found the bomb. It looks like it's underwater.
- 191 GWEN  
I can get us there.

EXT. OCEAN - NIGHT

Safe inside of Gwen's ENERGY SPHERE, the Kids roll off the coast, and into the murky lake waters. They disappear beneath the waves.

EXT. THE UNDERWATER CAVE, NIGHT

The blackness is lit by the faint GLOW of the energy sphere. They move towards the CAVE OPENING ahead.

INT. THE UNDERWATER CAVE - DAY

The kids roll out of the water and into the creepy and dark cave. Gwen drops the Energy Sphere. There's atmosphere in here. Moving quietly, the kids sneak up on Arthopius, who is using on end of a huge POWER CABLE to ARC-WELD the nuclear bomb into a large metal structure, his SHIP: (it's the same model the aliens in "Unearthed" used).

192                    BEN  
                  (sotto voce)  
                  Now I get it. He's doing the same  
                  thing you always do, Kevin.

193                    KEVIN  
                  (sotto voce)  
                  Stealing?

Ben steps out into the light, and Bivalvan' view.

194                    BEN  
                  I think he's just trying to fix up  
                  his ship. Am I right?

Bivalvan is still arc-welding.

195                    BIVALVAN  
                  You are correct. Now leave me be, I  
                  want to go home, and I am two  
                  minutes from launch.

Bivalvan hits a switch and a TIMER begins counting backwards from 02:00.

196                    GWEN  
                  If you launch your ship, the  
                  explosion will destroy all of  
                  Central Florida!

197                    BIVALVAN  
                  I'm not sure I see your point.

198                    KEVIN  
                  Killing a couple million people  
                  isn't cool.

199                    BEN  
                  We can't let you do it.

200 KEVIN  
Also, there's some good theme parks  
here.

201 BIVALVAN  
You would stand in my way?

Bivalvan TOSSES the POWER CABLE at the Kids, Ben dodges left, Gwen throws up a SHIELD over her and Kevin, The Cable lands on top of it, SURGING WITH ENERGY. SPARKS roll down the sides of the shield and CRACKLE when they hit the ground.

201a GWEN  
<Throwing effort>

202 GWEN  
That cable's live. If I drop the  
shield, it'll fry us.

Ben ACTIVATES the Ultimatrix and TRANSFORMS into SPIDER-MONKEY.

203 SPIDERMONKEY  
SpiderMonkey!

Spider-Monkey reaches for the cable.

204 KEVIN  
Don't touch it!

205 GWEN  
Stop the clam-guy, we'll think of  
something.

206 KEVIN  
We will?

207 SPIDERMONKEY  
A face full of web oughta slow you  
down...

SpiderMonkey FIRES a Webline at Bivalvan, who CATCHES it and yanks SpiderMonkey towards him, right into a PUNCH.

208 SPIDERMONKEY  
Ahh! (2 impacts)



SpiderMonkey skids backwards on the floor, right on his butt. Bivalvan FIRES his waterblast, but SpiderMonkey's too fast, he DODGES, the water knocks a chip out of the concrete floor where it hits.

209                    BIVALVAN  
                      There is nothing you can do to stop  
                      me.

Bivalvan heads for his ship.

210                    SPIDERMONKEY  
                      Maybe not me. But my new Ultimatrix  
                      comes with some new features.  
                      There's a time to go hero, and a  
                      time to go Ultimate!

#### COOL TRANSFORMATION SEQUENCE

SpiderMonkey taps the Omnitrix symbol on his chest and begins a spectacular TRANSFORMATION. The Omnitrix grows metal tentacles in an "X" pattern, Spidermonkey grows bigger and stronger, until he looks like a gorilla, then the gorilla grows giant spider legs that lift him off the ground. He is now ULTIMATE SPIDERMONKEY! He pounds his chest and roars!

211                    ULTIMATE SPIDERMONKEY  
                      Ultimate SpiderMonkey! (ROARS)

Ultimate Spidermonkey and Bivalvan TRADE PUNCHES. Ultimate SpiderMonkey isn't phased, Bivalvan is knocked down.

212                    BIVALVAN  
                      (Impact)

Bivalvan begins firing short bursts of water at Ultimate SpiderMonkey, who dodges them, respecting their destructive power.

GWEN AND KEVIN

Begin WALKING Gwen's Energy Sphere out from under the power cable, the cable FALLS FREE of them and Gwen DROPS the shield.

ULTIMATE SPIDERMONKEY

Gets close enough to grab Bivalvan around the waist with both hands. He rises up on his legs, carrying Bivalvan high into the air.

213                   ULTIMATE SPIDERMONKEY  
                  Give up?

214                   BIVALVAN  
                  Why should I?

Bivalvan aims his hands at Ultimate SpiderMonkey's unprotected head. He's got him point blank. Or it looks that way, until Ultimate Spidermonkey OPENS his JAWS IMPOSSIBLY WIDE and SPEWS OUT THICK WEBBING.

215                   BIVALVAN  
                  Nooooo! (struggles)

Ultimate SpiderMonkey wraps Bivalvan from neck to foot, cocooning him.

216                   ULTIMATE SPIDERMONKEY  
                  The bomb!

217                   KEVIN  
                  Got it!

He turns just in time to see Kevin ripping out the wires. Close on the countdown clock as it stops at 00:10.

218                   KEVIN  
                  Ten seconds to spare.

219                   ULTIMATE SPIDERMONKEY  
                  You did that on purpose.

Ultimate SpiderMonkey REVERTS, first to SpiderMonkey, and finally to Ben. Ben's eyes flash RED for an instant. Gwen is concerned.

220                   GWEN  
                  You okay?

221                   BEN  
                  Yeah, that's a little different.

Ben turns to Bivalvan.

222 BEN  
Time for you to start talking.  
Let's start with a name.

223 BIVALVAN  
I am Bivalvan, I come from a small  
planet in what you call the  
Andromeda galaxy.

224 KEVIN  
Long way from home. What brings you  
here?

225 BIVALVAN  
I was kidnapped, along with four  
others, by a monster named  
Aggregor. We managed to escape him,  
but crashed here on your planet.

226 GWEN  
Where are the others?

227 BIVALVAN  
I don't know, we were separated.

228 BEN  
Four aliens that aren't in the  
Ultimatrix. That's pretty cool.

229 GWEN  
Don't worry about your friends,  
we'll find them and get them all a  
ride back home.

230 BIVALVAN  
And what about me?

231 BEN  
Same deal. I'll call the Plumbers.  
They'll take you.

All react to a loud (SKRUNCH). It's KEVIN IN METAL FORM, he's  
RIPPING the nuclear bomb off the back of Bivalvan's ship.

232 BEN  
We'll make sure the bomb gets back  
to NASA.

233 KEVIN  
Not that we don't trust you, but we  
don't.

EXT. HIGH SCHOOL - DAY

Ben stands looking at the front door of his school, his back to the camera. After a long beat, Julie walks up behind him and touches his arm.

234 JULIE  
You have to go in sometime.

235 BEN  
I could drop out.

236 JULIE  
Last night you were two feet from  
an atomic bomb. You can't be scared  
of your classmates.

237 BEN  
Everybody knows my secret, Julie.  
And if they've been watching the  
news, everybody hates me.

Julie stands up on her tiptoes and kisses him on the cheek.

238 JULIE  
<kissing smack> Not everybody.

INT. HIGH SCHOOL CORRIDOR - DAY

Tentative Ben enters the school, to the unreadable and silent stares of his classmates. Recent transfers JT AND CASH, approach him. Here it comes...

But it doesn't, as Ben walks down the hall, the kids make way for him and slowly begin (APPLAUDING). The applause (BUILDS), as does Ben's bewilderment. Jt and Cash walk right up to him.

238a KIDS  
(walla)

239 JT  
You've helped a lot of people in  
this school. You're all right,  
Tennyson.

Ben looks at the applauding crowd and smiles.

INT. ARTHROPIUS' CAVE - LATER

Bivalvan hears a (SOUND) and smiles, calling out into the darkness of his cave.

241                   BIVALVAN  
Hello? Are you the Plumbers? Ben  
said you'd be here quickly, but I  
didn't think--

Bivalvan stops short, he sees who made the noise. It's not the Plumbers, it's Aggregor. He steps forward, his staff crackling with power.

242                   BIVALVAN  
Aggregor!

243                   AGGREGOR  
No one escapes me, Bivalvan.

FADE TO BLACK.

244                   BIVALVAN  
(screams!)

END OF EPISODE