

**DISCLAIMER: THIS IS A REFORMATTED VERSION OF THE ORIGINAL SCRIPT  
PRESENTED ON DWAYNE MCDUFFIE'S WEBSITE FOR THE SAKE OF  
READABILITY. ORIGINAL VERSION:**

<https://web.archive.org/web/20250621100125/https://dwaynemcduffie.com/wp-content/uploads/2025/06/WEBSITE-B10UA-ep317-Night-of-the-Living-Nightmare-SCRIPT-D1.pdf>

"BEN 10: "Night of the Living Nightmare"

Written by Don McGregor

First Draft 10/22/10

**TEASER**

FADE IN:

INT. BEN'S BEDROOM - NIGHT

WE OPEN ON AN EXTREME CLOSE-UP Just Ben's eyes, closed. Ben's eyes snap open

WE PULL SLOWLY UPWARDS TO REVEAL BEN'S FACE

His head on his pillow, and we see fear in his eyes, and something reflected in them, small but growing larger. That something has a spider-ish body, a plump belly, but its' six legs have pulsing suckers on them of them.

BEN'S POV

And we see it seems grossly alive, descending, glistening hairy legs moving, suckers extending as if hungry to reach Ben!

BACK TO BEN'S EYES

As the parasite creature reflected in them becomes larger and LARGER!

DOWNSHOT ON BEN'S BED AND BEDSIDE

We are above the descending spider creature as it continues to lower toward Ben, Ben's body rigid on the bed. There is no webbing holding the menace, its' sinister body just comes closer and CLOSER to Ben's face, to his staring eyes!

There is a Smoothie cup on the stand beside Ben's bed. Ben's arm jerks out of the covers, as if to ward off the creature, and knocks over the Smoothie! The PEANUT BUTTER SEAWEED SMOOTHIE lands on the floor, splattering its' half finished contents! CUP SPILLING CONTENTS SPLUSH Ben's hands come up, but the creature

lurches onto his face, before he can grab it, and the suckers on the legs clamp onto him.

BEN

Hey! Get offa me! Get offa my face!

BEN

Wha-What are you? I gotta whole slew of life-forms in my Ultimatrix, but I have never become anything like-

Ben tries to claw the creature off him, but the suckers hold firm, stretching his cheeks out!

BEN

I'm tellin' you, getcha ugly butt offa me!

BEN

Hey! Knock it off! Feels like you're ripping my-

BEN

You are! You wanna rip my face off!

Ben raises his arm, reaching to activate the Ultimatrix, but one of the spider legs strikes out, lashing right over the Ultimatrix. The suction at the end of the leg spread over the surface of the Ultimatrix. The other spider legs continue to lock onto Ben's face, digging into his temples and cheeks. Realizing he can't reach any of the Ultimatrix's functions, Ben's hands frantically return to the spider legs, trying to tear them off him. One of the spider legs snakes up Ben's nostril, frighteningly. Ben's eyes are really wide now! Fiercely, Ben's fingers grab at the spiderish body, as its underbelly smushes up against his mouth. Ben pulls upward, yanking on the parasite! The suction legs extend, still pulling at his face.

BEN

Wait! Wait! I didn't really mean you were going to tear my face off!

BEN

DON'T PLEASE DON'T DO IIIIT!

Ben's face tears off, caught in the spider legs and WE see just a SKELETAL BEN FACE!

FADE OUT:

END TEASER

ACT ONE

FADE IN:

TIGHT ON THE SPIDER BODY AND BEN'S FACE AS WE SLOWLY PULL BACK.

Ben's skeletal face is in anguish, as he ferociously continues to tear the spider creature off him. The suction cups have trouble adhering to the bony structure, and slowly, slowly begin to yield! Almost snarling, Ben gives it everything he has, pulling upward, and the suction cups finally lose hold. Triumphant, Ben throws the creature to the floor. Ben jumps out the bed, and with fear and anger in his eyes, he stomps on it as it writhes on the floor. The spider creature has landed in the spilt Smoothie, and the sludge squishes under it, and between Ben's toes, as he smashes the frightening spider gizmo, whatever it is. The thing does not break under his onslaught. It lies there on its back, legs twitching, as if trying to re-attach themselves to him. Ben staggers back from it, feeling for his face.

BEN

Phew! Flesh back over my bones. Never thought I'd be happy to feel even a white-head (zit?) pimple.

The farther he gets away from the spider creature, the more Ben's features come back over the skeletal structure of his face. WE PAN WITH BEN'S FEET as he walks past the crushed Spider body, the soles of his feet squishing with the sound of the Smoothie. The Spider creature body still writhes in the thickening puddle of the peanut butter seaweed colored Smoothie. It's futile movements are becoming weaker. BEN'S FEET SQUISH SQUASH-SQUASH. Ben stops at his door, looks at the gunk on his feet.

BEN

Yuck! Gross! Definitely not a moment the hero wants the paparazzi to get a photo of.

Ben backs out the door, into the eerily lit hallway or room beyond. Ben staggers past the television and it suddenly goes on, making him flinch. The screen turns a bright, silent blue. Ben reaches for the remote, frowning, his other hand still feeling his face to make sure it is still there. He flicks channels. Blue. Blue. Blue.

BEN

Whatta you know? Mom and dad pay a bundle to get about a Zillion channels and not a wrestling game in sight when you could really use one.

Ben throws the remote down and starts toward his parent's bedroom. He walks past the television screen, not really looking at it now, but glimpsing something from the periphery of his eyes. WE see a reflection in the blue screen, a semi-solid image of a red jacket in the screen that moves along with Ben as he goes by the TV.

BEN

I thought I saw a-NAW!

As soon as Ben is beyond the TV, the screen goes dark. Ben stops, does a double-take at it. Puzzled, he walks through the shadowy, silent room to his parent's doorway.

BEN

Hey, Mom! Dad! Didn't'cha hear me having a fit before?

INT. BEN'S PARENT'S BEDROOM - NIGHT

He walks into the bedroom, and WE see it is dark, shadows spreading over the floor and bed, and that the bed is empty.

BEN

I mean, I'm older and everything and you don't hafta come in and hold my hand, but hey, a little, "You okay in there," that would be nice.

Ben stops just inside the room, realizing no one is in the bed. The coverlet flutters at the floor.

BEN (Soft, apprehensively)

Mom? Dad?

Ben walks to the bed, lifts the coverlet, looks under. Nothing. He backs away.

BEN

Okay, now I'm really starting to get creeped out. Where would Mom and Dad be except in bed at in the am?

BEN

People oughtta do what they normally do. Unless it's me. I get to do what I gotta do. That's a given. But Mom and Dad, that's a whoooole other story.

Ben stands, letting the coverlet drop. He stares over the bed, surveying the empty room and the shadows. Nothing. He turns- AND BUMPS HARD INTO VULKANUS, who somehow has appeared right behind him! Ben lands on the bed, stunned, the figure of Volkanus looming threateningly over him.

BEN

VOLKANUS! Wha-How'd you get in here? I didn't hear you at all. And hey! Whatta you doin' in my folks bedroom?

Ben comes up off the bed, confronting Volkanus, starting to get angry.

BEN

This got something to do with Taedenite ? Anywhere you take your puny self, there's always Taedinite somewhere about. Well, you can take it to the bank, there's no Taedenite in my Mom and Dad's bedroom, so clear on out!

Volkanus swipes viciously at Ben, knocking him right over the bed. Ben comes up on the other side!

BEN

Fight? You want to fight?

And he uses the Ultimatrix, flashing lights, and turning into 4 ARMS!

BEN

FOUR ARMS!

Four Arms comes over the bed, and with 4 sets of hands grabs Volkanus , lifts him and throws him through the air.

BEN

Take A hike!

Volkanus hits the wall and crashes right through it.

EXT. - BEN'S HOUSE - NIGHT

Four Arms leaps through the hole, and lands on the front lawn. Volkanus' imprint is left in the ground as he silently rises. Ben's car is at the curb on the darkened, empty street. There are no street lights on. The only light comes from the two combatants. They stand in Ben's yard, face to face, squared off like huge gladiators in suburbia.

BEN

I don't get it! You don't make threats, nothing! You just come into my home, attack me, and don't say anything. This is so not you! You have grudges to shout, and angry reasons you want to break my bones, and most of the time, you really want me to know all about what kind of disgusting ways you are going mangle me!

Volkanus and Four Arms charge each other. Volkanus manages to get his arms locked about Four Arms in a Full Nelson, bending Four Arms head forward, straining to try to break his head. All four arms try to reach behind to tear himself lose, but he can't, the grip remains fast. Volankus strains more, bending Four Arms over.

BEN

You got me like this, and you aren't even bragging? You must really be off your feed. Ughhh. Say something! Anything! Pretend

you're on cable And can curse me out. Argh! Anything's better'n  
dying to the silent treatment!

Four Arms lets go of Volkanus, brings his arms straight out, and then slams them together, over Volkanus' ears, on both sides! The violent clapping over his ears, as Four Arms other hands clamp-over Volkanus' mouth causes such intense pressure and sudden pain that Volkanus has to let go of Ben, and reach for the pain shooting through his head.

BEN

Not that I'm going to die at your hands. Got a little eardrum drum roll going on inside your head? That's a headache that's going to last.

EXT - DARK EMPTY STREET - NIGHT

Volkanus starts to run up the empty, dark road, holding his hands to ears, his mouth open in a silent scream. Ben runs up the road after Volkanus , turns a corner. Volkanus is gone. The road is empty. Now, Ben notices there are no lights on in any of the houses. There is only the sound of night life in the woods. Nothing else.

BEN

Okay, okay! Not one house with a light. No one coming to their doors to see what's going on. What isn't wrong with this picture?

Four Arms starts to walk back dejectedly toward his house, turning back into Ben. He walks slowly up the middle of the deserted roadway.

BEN

I hate this. Spiders rip off my face! Villains won't speak to me, even when they scream, and Mom and Dad forget their parental roles and take off without even an "adios."

Ben looks to the night sky, shouts to it.

BEN

Don't you guys know this could put me on a therapist's couch when I'm an old codger?

Ben bows his head, dejected for a moment. Just a faint echo of his own voice. He starts to walk again, coming up to his front yard and his car.

BEN

I have to talk to somebody about this. This's driving me Nuts. Gwen! Get ahold of Gwen. Yeah, I'll have to listen To her lecture my butt off, but if anybody can figure out What's happening tonight, it's her.

Ben uses the Ultimatrix, but he can't get Gwen on it. He scowls, tapping it impatiently.

BEN

And the weirdness just keeps on coming. Fine, the TV only Shows blue, but since when do you have to ask an Ultimatrix, "Can you hear me now? Can you hear me now?" What's up with that?

EXT. BEN'S CAR AT CURB - NIGHT

Downshot, as Ben approaches his car on the driver's side, going to open the door. No one is on the street. No one on his front lawn.

BEN

Okay, I'll try Kevin. A poor second choice, but right now, even his voice will sound great.

Standing at the car door, Ben tries the Ultratrix , and it glows, but the call again gets no response. Ben shakes his head, gives up.

BEN

No, this is all wrong. Way wrong. Wicked wrong. Gwen or Kevin's gotta be around. I can't get them this way, I'll drive!

And reaches for the car door, hand closing on it. WHEN VIOLENTLY, THE CAR DOOR SMASHES OUTWARD, SLAMMING INTO BEN, THE CAR DOOR RIPPED OFF ITS HINGES, BOTH DOOR AND BEN HURTLING INTO THE DESERTED ROADWAY!

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN.

EXT. - ROADWAY OUTSIDE BEN'S HOUSE - NIGHT

Ben sits up in the roadway, trying to understand what has happened. And sees VILGAX towering on his front lawn, his thick arm going through the passenger doorway and right through the entire width of the car, his huge fist poking out the now door-less driver's side doorway.

BEN

Vilgax? Where'd you come from? No way I wouldn't see you.

Ben gets up, sees what has happened to his car, the door ripped off, lying near him. He is appalled at seeing his damaged car. And outraged.

BEN

What'd you do to my car? You know what it costs for a male teen to get car insurance? You even have the tiniest clue? I'll be paying triple premiums until I'm a hundred and ten!

Ben uses the Ultratrix and turns into EATLE. Eatle picks up the car door, and hurls it toward Vilgax, who stands silently, formidably on the lawn on the other side of Ben's car. The door whirls over the car at Vilgax. Vilgax side-swipes the car door away, but says nothing.

EATLE

Are you behind all this weirdness? It would be weird enough you just being here, because you are supposed to be dead!

Eatle runs forward and leaps over the car.

EATLE

I'm sure I have that right. Pretty positive you were Dead! Come on, tell me how wrong I am, Vilgax! No one likes to boast more than you. Especially when you've just pounded my butt!

Eatle lands right in front of Vilgax, who doesn't move, just stares at Eatle! Eatle bares his razor-sharp teeth.

EATLE

I have to give it to you. You sure hit hard for a Zombie, or walking dead, or whatever it is you are now.

Vilgax doesn't speak a word, just suddenly thrusts out one hand, grabs Eatle by the horn. And pulls Eatle close to his face. Hold of a LONG BEAT, then Vilgax smiles. And hurls Eatle into the passenger side of the door-less car! Eatle picks himself up from the ground, leaning up against his wrecked car.

EATLE

So, it's just smash and crash, huh? You forget you're fighting a for real Papparazzi-hot celeb type these days, not just some kid?

Eatle charges Vilgax, and they grapple, hammering at each other.

EATLE

I don't find this "Nobody shows Ben the love" thing remotely funny. Between you and Volkanus, I hate this I'm not only not a name, I'm not even a number. I'm just a punching bag.

Vilgax picks Eatle up, grunting, and hurls him away, again, back up against his ruined car.

EATLE

So, this is the way it is. I can't reach a friend to rant to. And even my Top 10 enemies won't say squat to me. Well, so be it! Here's what I have to say to you.

And Eatle charges forward, head down, horn thrust out! Eatle's horn rams right into Vilgax's midsection. Then, Eatle yanks his head upward, carrying Vilgax on his horn, and throws him high up into the air. Eatle tilts his head upward, and starts firing his photons to blast Vilgax, kind of like a gunfighter shooting a coin in the air, bouncing Vilgax up and up, every time he starts to fall back to earth. And then, in the midst of a blast, Vilgax just disappears! There is only night sky and stars. And Ben returns to his human form, alone again. Ben slumps against the car, almost falls through the ripped off doorframe. He stares at it, as he rights himself.

HIGHSHOT - DOWN ON BEN AND THE CAR AND THE DESERTED ROAD

As Ben walks around his car, slowly, looks at the door frame lying in the road. Then he climbs into the car. There is just silence and shadows. Sitting behind the wheel, Ben smiles as he puts his seat belt on.

BEN

No doorway, but seat belt on. Makes as much sense as anything else tonight. When I find Gwen and Kevin, I'll shake off this I'm a nobody funk. Man, I hate feeling down like this.

He starts the car and drives off. The doorframe with its shattered window is in the FOREGROUND. There is a fragmented image, much like we saw on the blue TV screen, of a red jacket, but splintered images in the broken glass. And as Ben's car goes off into the dark distance, the quickly seen images turn to empty glass.

CUT TO EXT. COUNTRY ROAD - NIGHT

As Ben drives through eerie, dense woods, cars lights throwing slashing beams and shadows. Branches lace about overhead. Massive twisted tree trunks line the sides of the road. WE see a dark shape, ominous in the FOREGROUND, Ben's car coming up toward it. The shadowy figure lifts its hand, it's thumb up in the traditional hitch-hiker's position. Ben's car passes the hitch-hiker on the roadside, headlights sweeping briefly over him, With Close-Ups on the crooked thumb going from light into darkness.

EXT - WOOD ROAD WAY - NIGHT

Various images of the atmospheric woodland, as Ben drives the deserted road, lights ripping the night, until, abruptly, THERE IS THE HITCH-HIKER AGAIN, somehow mysteriously ahead of him. Ben zooms past.

BEN

How did he manage to get ahead me. I haven't seen a single other car on the road. He could just disappear like Volkanus and Vilgax and I'd have no problem with that. Sometimes it's the little human stuff that freaks me out.

From the back seat a hand appears, with the thumb still hooked back, as fingers tap Ben on the shoulder, really freaking him out. Ben looks up in the car mirror and sees a figure back there. He throws on the overhead light and realizes the hitch-hiker is HEX! Ben almost loses control of the car, he is so shocked at the gripping by Hex on his shoulder, and the haunted presence of the villain in his back seat. Hex leans forward, as if looking over Ben's shoulder, his skeletal face close to Ben's..

BEN

WHOA! HEX! How did you-?

BEN

Whatta you-?

BEN

What's this, your Freak-Me-Out hitch-hiker routine? It works okay, now get away from my face.

Hex leans back in the seat, and lifts his staff.

BEN

How'd you get in my back seat? And just what is it you want? Or has the cat got your tongue, too?

BEN

Oh, waitaminnit ! Has all this weird jazz tonight just been to get you to take me to where Gwen Is? This is some kind of elaborate trick to fake me out and so I head to where she is and you can finally try to beat her in casting spells, or learn how she out-does your magic time after time.

BEN

If you really think I'll take you where Gwen is your brain is  
fried bacon crisp!

Without a word, the haunting Hex thrusts forward with his staff--  
--AND JAMS IN THROUGH THE STEERING WHEEL SO BEN CAN'T TURN IT!  
Then, with his free hand, Hex clasps the seat belt and yanks back  
fiercely on it, imprisoning Ben to the seat, crushing the air out  
of Ben as Hex tightens the seat belt. The car veers crazily on  
the road, heading toward the huge trees. Ben thrashes to get  
free, but he is held fast to the seat, and the staff still is  
rammed into the steering wheel. In desperation, Ben reaches up  
over him, and manages to grab Hex by his hood. He yanks hard,  
pulling Hex over the seat, into the front seat. Ben grabs for the  
staff and pulls it loose from the steering wheel. And Hex tumbles  
out the door torn off on the passenger side, since the staff was  
the only thing holding him inside the car. Hex tumbles in the  
car's wake. Ben brakes the car hard. Ben takes off his seat belt  
and jumps out. Hex levitates himself, rising into the air, and  
goes right over Ben's car, standing at an angle on the side of  
the twisting road. Tangled tree limbs hang grotesquely overhead.  
Ben leaps up, grabs one of the twisted tree limbs, as Hex floats  
over his car. Ben swings himself so that he catches Hex at the  
stomach, a perfect airborne tackle. The two crash onto the hood  
of the car, roll off, and hit the cement. Ben holds tight to Hex!  
AND HEX VANISHES WITHIN BEN'S GRASP! Ben stands in the middle of  
the road, staring at his empty hands, trying to fathom what is  
going on when car lights suddenly spotlight him. He whirls! A car  
is zooming toward him, the lights growing nearer quickly. Ben  
dives out the way. The car skids to a stop. And We see that  
inside are GWEN and KEVIN. Kevin is driving. Ben gets up,  
shakily, staring, realizing it is Gwen and Kevin in the car.  
Kevin leans out of his window; Gwen leans out of hers. Ben is  
caught, stabbed, still caught their car lights.

BEN

Gwen? Kevin?

KEVIN

Don't you know enough not to stand in the middle of a dark road,  
Hero? (To Gwen, rolling his eyes) Why is it, Gwen, that young

males act like they think that metal doesn't destroy flesh and bone?

GWEN

You can answer that better than me, Kevin. My guess is, it hasn't sunk in that they're mortal.

Ben takes a few tentative steps towards the car, still caught in the lights, almost as if they imprison him.

BEN

Gwen? Kevin? Is it really you guys?

KEVIN

Well, my looks have changed a few times, but seeing how easily confused you are, I can see why you'd ask that. You ignored what I said.

BEN (Starting to get a little ticked off)

Uhhh-.maybe 'cause you almost ran me down. You were the one who could have crushed me flatter than a Frisbee! And since when did you become an After School Educational Special? Gwen, I get. She's always getting on my case.

GWEN

I resent that. Kevin, let Ben know I take offense at what he's said.

BEN

You forgetting you're only a little older than me, and you're talking like you don't do dumb things that could get you sliced and diced. You don't talk that way. I don't buy this at all.

Kevin tromps down on the accelerator.

KEVIN

Then buy this, butt breath!

Kevin's car races toward Ben, who turns, starting to run away. Both Gwen and Kevin are leaning out their windows.

BEN

And I thought we were getting along so much better these days.

GWEN

Go get him, Kevin! Run the little show-off, Big-shot, know it all down! Ever since he got that Ultimatrix he thinks he's the be-all and end and has let everybody down. Even your Mom and Dad the other day were telling me what a disappointment you are to them!

Ben looks over his shoulder, still running, as the car closes the gap, shocked at Gwen's words.

BEN

Gwen! Whatta you saying? You don't mean that! You can't mean that!

GWEN

Yippie yi kay yay yay, little feller! Don't talk the talk, If you can't walk the walk. Or run, in this case.

Ben stops suddenly, and We can see this is all getting to him. Ben's eyes are filled with raw emotion. He wishes now he weren't hearing anything. The car lights are bearing down on him.

BEN

STOP IT! STOP TALKING! STOP!

Ben raises the Ultratrix.

BEN

CHAMALIEN!

And Ben transforms into the super strong Lizard-man. He immediately switches to his chameleon like power, diving for the side of the road, and blending into the ground and twisted roots of the trees. The car screeches to a stop. Ben crawls over the roadway to the side of the car, BECOMES VISIBLE, and, as Chemalien, leaps on top of Kevin's car, and yanks him out of the window with his talons. Gwen uses her power bolts to rip through the rooftop, blasts coming on either side of Chemalien!

GWEN

This is starting to be a fun night!

Chemalien leaps off the car, landing near Kevin. Kevin rushes him, and starts pounding with solidified arms. Ben wards off the blows.

BEN

Knock it off, Kevin! You don't want to mess with Chemalien.

They hear Kevin's car revving again, and both are now caught in headlights. They turn to see DARKSTAR behind the wheel. He shoves Gwen out of her window, and then peels out, racing the car toward Ben and Kevin. The two start running down the narrow, twisting, road. The car is upon them, almost ready to run them down. Ben dives out of the way, becoming invisible again. But it isn't Ben, Darkstar is after. The car pursues Kevin! AND HITS KEVIN, SENDING HIS BODY SPRAWLING THROUGH THE AIR, and landing near the tree roots on the side of the road, looking crumpled and disjointed.

The car roar past Ben, and for an instant, We see his reflection in the metal of the car, but the image has Negative Ben 10's jacket, not Ben's. As soon as the car is past Ben, the reflection is gone, so quick we're not sure whether the image was real or not. The car comes to screeching, side-turning stop some distance away, as Ben stares horrified towards Kevin. Gwen, realizing what has happened, also starts running toward Kevin. Ben kneels beside Kevin, cradling him, his eyes watery. Kevin's body is twisted. Gwen stops, standing above him, her face growing hard, bitter.

BEN

Kevin, come on, you've gotta be okay. I didn't want anything like this to happen to you!

GWEN

You did, Ben! You always had it in for him. And now you've made it real!

Ben looks up beseechingly at Gwen, holding onto Kevin.

BEN

I didn't! I swear, Gwen, I didn't.

CLOSE ON GWEN'S FACE, EYES CONDEMNING.

GWEN (Very soft, very condemning)

You did.

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN.

EXT. - WOODED ROADWAY - NIGHT

Ben looks up at Gwen with wounded eyes.

BEN

All night long I've wanted to hear voices. Especially yours, Gwen. Now, I don't want to hear anything. Just be quiet. Stop saying these things.

GWEN (With hard resolve)

Not talking about it won't make it go away.

Darkstar reappears, gloating.

DARKSTAR

It won't make me go away, either, Ben 10.

Ben cradles Kevin's head, stroking Kevin's hair back tenderly.

KEVIN

Honest, Kevin! You gotta believe me. Half the stuff I ever said, I was just trying to get under your skin.

DARKSTAR

Well, look at him, Ben old pal, you certainly did that. And got some of his bones under his skin, as well, huh?

GWEN

We all tried to tell you, Ben, but you're always Mr. Big Shot, I've Saved-The-Universe-What- Have-You-Done lately! Ever since you got the Ultimatrix. Ben turns to Gwen, eyes pleading with her.

BEN

You can't be siding with Darkstar, Gwen!

GWEN

I'm not on his side. This isn't about him. Or me. It's about Kevin, lying broken in your arms. It's about you!

Ben flinches at her words.

DARKSTAR

You know what you need to do, Ben? You need to get rid of the gizmo. The Ultimatrix. It's cost you everything. Your family. Your friends. Yourself. You get off on what you can do with it, but look down. Look at Kevin, like a rag-doll, not the vital young man who fought passionately. Because of you and that object you cling to. Give it to me, Ben, and maybe you can get your parents back, maybe you can make it up to Kevin, what you did to him. Maybe Gwen will even come to forgive you some day.

Darkstar approaches Ben, almost benignly, his hand out, almost in benediction, in the shadowy woodland. Ben lies Kevin's head gently on the ground and stands, looking at the Ultimatrix, and then back up at the calm Darkstar.

DARKSTAR

It's time, Ben. Time to give it up.

Ben touches the Ultimatrix, his face unreadable in the shadows. He fondly rubs the Ultimatrix. And then backs away from Darkstar, Gwen watching.

BEN (In sudden rage)

NO! You did this! Not me! And Gwen would know that. Gwen would be the first to lecture me about that!

Ben stabs an accusing finger at Darkstar, his body language fierce and strong now.

BEN

What's with everybody. Nobody tonight wants to be accountable for what they did.

Darkstar's eyes seem to glow with delight at this.

DARKSTAR

That isn't just tonight, Hotshot! And not just here.

DARKSTAR

You ask me, seems to be a plague of that through-out your precious universe!

BEN (Full of furious emotion)

Even if that were true, doesn't matter, Soul Stealer. Right here! Right now! You did it! You take the fall!

Ben uses the Omnitrix, and becomes SWAMPFIRE!

BEN

I'm using it, Gwen. And I don't feel a twinge of guilt about it. I just feel bad you could think so badly of me.

Swampfire shoots out twisted roots, tangling, growing, thrusting forward rapidly. The roots entwine about Darkstar's legs, and they have sharpened points that dig into Darkstar's legs.

Darkstar glares downward, eyes bulging, as his legs seem to shrivel on him, drying out, All the liquid in them being leeched out. Darkstar crashes to the mucky earth, amid the tangled roots not unlike the roots entangling and embedded in him. Darkstar writhes, trying to stand, but can't.

BEN

Little bit of ironic justice, Darkstar. Get it?

BEN

These are SUCTION ROOTS. Kind of nature's fangs! You feel how they work? Leech the juice right out of you!

Ben looks back to Kevin, his moment of triumph gone. Kevin still lies at his feet. Darkstar twists on the ground but looks at Ben with a damning smile on his distorted face.

DARKSTAR

Still won't bring Kevin back. He's gone to that big Smoothie in the sky! Like the one you were drinking earlier. You should have stayed and drank it at the Burger Shack, rather than slurping it down in your bedroom.

Ben looks at Darkstar, for a LONG BEAT, and then his eyes narrow, puzzled.

BEN

Smoothies? What do you know about Smoo-..?

FLASHCUT ON THE BLUE TV SCREEN, seen peripherally by Ben as he walks by.

FREEZE-FRAME, and we can see him remembering what he didn't really realize he saw at the time. it's a semi-solid image of him

in the screen, with the red jacket! Back to Ben's eyes, close, as they were in the opening shot.

FLASHCUT and we see the PAN SHOT of Ben's feet walking past the Spider body lying soaked in the tipped over Smoothie cup.

FREEZE-FRAME as his feet start to pass the puddle with the Spider body. Back to Ben's eyes, as in the opening shot.

FLASHCUT to fragmented reflection in the body of the car.

FREEZE-FRAME and We can see the figure, still, fuzzy and fragmented. Back to Ben's eyes, as in the opening shot.

We PULL BACK as Ben whirls toward the cars, with their lights still on.

BEN

Waitaminnit! In the TV. In the car reflection! Me! But not me!  
And not a number or a nobody, either!

Ben turns and strides to his car, climbs through the broken door. He takes off, the car going into the distance. Gwen comes into Frame, standing by Kevin.

GWEN

Come back, Ben! Come back! Kevin wants you to. I know he does!  
And so do I.

But as Gwen speaks, both her figure and Kevin's start to fade, and so does Darkstar, until the car is out of sight, and there is only empty dark silence of the woods and swamp. Ben behind the wheel, driving, face determined, hands gripping the steering wheel hard.

BEN

Burger Shack! Vilgax wouldn't go there!

BEN

But there's one lower than a weasel on his belly who hates to admit he loves the place! BEN And if this is my nightmare, that's where this living nightmare-

Ben's car shoots off into the distance.

BEN (Voice Over)

DIES!

FADE OUT

FADE IN

EXT. BURGER SHACK - NIGHT

We are looking THROUGH the windowed walls of the Burger Shack as Ben pulls his car into the parking lot, comes to a stop, and gets out and strides toward the doors, ready for an imminent showdown. Ben melts the locked doors with power beams, and enters.

INT. BURGER SHACK - NIGHT

Like many places that thrive with many people when they are open for business, the Burger Palace is eerie now that it is empty, shadows across the tables, over the serving counter. Ben searches intensely . As Ben approaches the serving counter, WE have an angle from where the CHILI FRIES are cooked. As Ben comes CLOSER, WE see the oil start to abruptly start to boil! Malevolent red eyes appear in the frothing, acidy looking oil, the left eye twitching. Ben stops at the serving counter, hears the hiss of the boiling oil, and smiles grimly.

BEN

Albedo, you miserable slug slurping sociopath, It IS you, isn't it?

The grease basket boils, starting to overflow, and the menacing red eyes EXPAND. A shape begins to form out of the frothing liquid, growing, solidifying into NEGATIVE BEN.

BEN

I feel like saying, "I should have known!" I guess because I've read that in so many comic books! But in my head, I always asked myself, "How could the hero have known?"

Negative Ben leaps out of the grease, globules of the foaming liquid flying off him! He holds his head, as if Ben is driving him crazy!

NEGATIVE BEN

Stop babbling, Ben! You always give me a headache with all these dumb pop culture references!

BEN

Stop whining! You're the one who got inside my head. Talk about brain envy! Not that you were, I'm just saying-

Negative Ben leaps over the counter, facing Ben in the shadowy, empty dining area.

NEGATIVE BEN

You're saying it's an invasion of the brain snatcher. In a fashion. I decided, Hey! If I have to live being entrapped in a corrupt version of a nobody like you, why not take advantage of it, and punish you from within! Make your world a living nightmare, isn't that what you called it?

Ben and Negative Ben slowly circle about each other, the inevitable tension of attack growing. Very Sergio Leone in effect, the twitching in Negative Ben's eye increasing, like a mental breakdown tick.

NEGATIVE BEN

Shove your ugly face into all the stuff you'd never admit you were afraid of. Maybe fears that even surprised you when they bubbled up and gushed like one of your earth geysers!

NEGATIVE BEN

I loved the look on your face when you thought your parents had abandoned you. Priceless. Universal priceless.

NEGATIVE BEN

And Kevin. That was a high point. Poor you, so torn up, so pathetic! If I were human, I'd have peed my pants laughing so hard.

Negative Ben holds up his thumb and forefinger, close together.

NEGATIVE BEN

I was this close-CLOSER!...to having you give me the Ultimatrix!

BEN

Get on with it, Albedo! Show me what you've got!

NEGATIVE BEN

This started with my most special fear-feeder spider, so It seems fitting to start with Spider-Monkey!

Negative Ben transforms into Spider-Monkey. And Ben, realizing what Albedo is doing, also transforms into Spider-Monkey. Negative Ben shoots webbing about Ben's body, rapidly wrapping him cocoon-like. Ben just smiles, leaps up onto one of the tables, and shoots webbing right across Negative Ben's eyes, totally blinding him. Negative Ben staggers back, ripping at the webbing.

NEGATIVE BEN

I'm supposed to control all this. Not you. BEN Become whatever you want, Albedo. No matter who you transform into, when I do it, I'll best you every time! Go on, give it your best shot!

Negative Ben transforms back into himself, the webbing disappearing with the Spider-Monkey form.

NEGATIVE BEN

I'm a Galvan, I've always been your better! You can't give living beings bad dreams. I'm the one who can.

BEN

I'm not too sure I'd brag on that. Think about it, while you're thinking of what you want to become next. Or are you afraid to face off against me?

NEGATIVE BEN

Okay, then! Try this! ULTI-MATE CANNONBOLT!

The transformation illumines the shadowy space. Ben immediately transforms likewise.

BEN

One thing I like about your nightmare, Albedo. Whenever I call on a transformation, I actually become it! Boy, I wish real life were like that.

Negative Cannonbolt rolls into a spiked ball, hurling himself at Ben Cannonbolt! Ben easily dodges every time Negative Cannonball zooms at him. Negative Cannonbolt bounces off walls, crashing about. Ben goes over the counter. Negative Cannonbolt charges at him, And Ben hurls the grease buckets at him. The cooling liquid splashes all over him and quickly congeals, clogging every part

of Negative Cannonbolt. Ben hurls one, two, three containers of the congealing grease over Negative Cannonbolt, a solidifying waterfall. Negative Cannonbolt starts gasping.

NEGATIVE CANNONBOLT

I can't-I can't breathe!

BEN

That's what all that good-tasting grease does when it gets inside you. Clogs you up, so you can't bounce. Or maybe you can manage a soggy kind of bounce!

Negative Ben transforms back to himself. His face is momentarily crestfallen, and he is breathing heavily.

BEN

Ready to give it up. Toast your defeat with a Smoothie?

NEGATIVE BEN (Enraged)

Don't mention those vile drinks.

BEN

Admit it, you love 'em!

Negative Ben momentarily looks disturbed, as if some dark realization is coming to him.

NEGATIVE BEN

Not tonight.

Then Negative Ben musters new strength.

NEGATIVE BEN

HUMUNGOUSAUR!

And both turn into the fearsome creature. Negative Ben throws punch after fierce punch at Ben, but Ben always ducks, weaves out of the way. Negative Ben doesn't touch him once. Finally, as if impatient, Ben Humungousaur delivers a haymaker that sends Negative Humungousaur flying right over the counter, where all the cooking devices are. Desperate now, Negative Ben turns back to himself and screams:

NEGATIVE BEN

LODESTAR!

BEN

Bad choice. You don't have a very magnetic personality far as I can see, Albedo.

Negative Lodestar snarls and unleashes MAGNETIC PULSE after MAGNETIC PULSE at Ben Lodestar. Ben immediately erects a ELECTROMAGNETIC FORCE FIELD to deflect the pulses, only to drive Negative Lodestar berserk, unleashing more and more pulses. Ben calmly uses his other hand to magnetize any of the metallic objects in the Burger Shack. Knives, forks, the empty grease buckets, all rip and batter at Negative Lodestar, and then the final coup de grace. Ben hurls metal container after metal container for mixing Smoothies at him, the metal clanging into Negative Lodestar, the contents in the metal containers spilling embarrassingly over him. He turns back to Negative Ben, covered in the Smoothie gunk, tearing at his face, trying to clear it.

CUT TO CLOSE ON EYES, EXACTLY AS THE OPENING SHOT,

But now as WE PULL BACK we see Albedo's face, and the ominous metallic spiderish body with the sucker footed legs is clamped tight over his face, and Albedo is caught within it.

We PULL FURTHER BACK TO REVEAL GWEN AND KEVIN HOLDING ONTO BEN. We see that Negative Ben is sprawled on the floor, the loathsome spider over his face, lying in the midst of the thick puddle of Smoothie. Sparks are shooting out of the spiderish body.

KEVIN

Ben! It's okay now. It's all over.

GWEN

Good thing we came over here when you called. You weren't making any sense. We could hear you, but I guess you couldn't hear us.

BEN

What was it?

GWEN

From what Kevin and I can figure out, it's some Sick-o device Albedo came up with to get at you. Looks like he wanted to stick it on your face.

KEVIN (Grinning)

Yeah, but it ending up glued to his. That's my kind of justice. Looks like he slipped on this spilled Smoothie as he was coming to clamp the gizmo onto you! Slip! Swap! The Spider and that disgusting drink fell on him! I still don't get how you can swallow that stuff, never mind love it. But to each their own.

GWEN

It seems to feed on chemicals released while you dream. Unleashes fears. He actually started sobbing. Something about you weren't better than him! You weren't. Over and over. Like Albedo's insecurities totally possessed him.

Ben leans over the tormented, twisted form caught in nightmare.

KEVIN

I've a feeling there's no easy cure for this.

BEN

I wonder what he's dreaming?

We zoom in on Negative Ben's spider covered face, and to his forehead, and the INSIDE his brain. And a blurred image becomes sharp. But there is no color in the dream image, just noir light and dark. There is Ben, sitting beside Albedo on a bed, offering a sip of a Smoothie with a straw in it.

ALBEDO

Ben? Is that really you?

BEN

Take a sip of your Smoothie. It's good for you.

ALBEDO

Ben, please tell me you're just yanking my chain!

Ben puts the straw between Albedo's lips.

BEN

Would I do a thing like that to you? (And smiles, to Albedo's horror) I'll always be here for you.

FADE OUT

THE END.

GALVIN SCIENTISTS

(Worried Walla)

Script Title

Written by

Name of First

Writer

Based on, If

Any

Address

Phone Number

BEN'S POV

SPLUSH

SQUISH SQUASH-SQUASH

GWEN

. GALVIN SCIENTISTS

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

TEASER

BEN'S BEDROOM NIGHT

WE OPEN ON AN EXTREME CLOSE-UP

WE PULL SLOWLY UPWARDS TO REVEAL BEN'S FACE

DOWNSHOT ON BEN'S BED AND BEDSIDE

CUP SPILLING CONTENTS

BEN

DON'T

PLEASE DON'T

DO

IIIIIT!

SKELETAL BEN FACE!

END TEASER FADE OUT

ACT ONE

TIGHT ON THE SPIDER BODY AND BEN'S FACE AS WE SLOWLY PULL  
BACK.

BEN'S FEET

BEN'S PARENT'S BEDROOM

FOUR ARMS!

BEN'S HOUSE

EXT DARK EMPTY STREET

BEN'S CAR AT CURB NIGHT

WHEN VIOLENTLY, THE CAR DOOR SMASHES OUTWARD, SLAMMING INTO BEN,

THE CAR DOOR RIPPED OFF ITS HINGES, BOTH DOOR AND BEN HURLING  
INTO THE DESERTED

ROADWAY!

END OF ACT ONE

ACT TWO

ROADWAY OUTSIDE BEN'S HOUSE

EATLE

HIGHSHOT DOWN ON BEN AND THE CAR AND THE DESERTED ROAD

COUNTRY ROAD NIGHT

EXT WOOD ROAD WAY NIGHT

HEX!

--AND JAMS IN THROUGH THE STEERING WHEEL SO BEN CAN'T TURN

IT!

AND HEX VANISHES WITHIN BEN'S GRASP!

KEVIN

GWEN

STOP IT! STOP TALKING! STOP!

CHAMALIEN!

CLOSE ON GWEN'S FACE, EYES CONDEMNING.

END OF ACT TWO

ACT THREE

WOODED ROADWAY NIGHT

DARKSTAR

DIES!

BURGER SHACK NIGHT

NEGATIVE BEN

ULTI-MATE CANNONBOLT!

NEGATIVE CANNONBOLT

HUMUNGOUSAUR!

LODESTAR!

CLOSE ON EYES, EXACTLY AS THE OPENING SHOT,

ALBEDO

THE END

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.

BEN 10:

FADE IN

BACK TO BEN'S EYES

FADE OUT

FADE IN.

CUT TO

Page

Scene #

Intro

Location

Time

Length

Synopsis

Cast Members

Tags

Order

120

Character

Role

Gender

Ethnicity

Orientation

Disability

Age

Occupation

Dialogues

Scenes

Speaking Scenes

Non-Speaking Scenes