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BEN 10: ALIEN FORCE

"Paradox"

By Jim Krieg

TEASER

FADE IN:

Ext. "LOS SOLEDAD" MILITARY BASE - FLASHBACK - day - 1950s

Establishing. You would think this is a small town if it weren't for the SERIOUS FENCE and MILITARY POLICE.

GENERAL GROFF (O.S.)

Sure this thing is going to work?

INT. LABORATORY - FLASHBACK - 1950S - DAY - CONTINUOUS

Terse, no-nonsense GENERAL GROFF, surrounded by a few aides, barks into a vintage, oversize HEADSET.

GENERAL GROFF

Your 'time machine' has cost the US government a pretty penny, Doctor.

REVEAL on the other side of a PROTECTIVE WALL with a narrow window of THICK GLASS, an unusual SCIENTIST tinkers with an apparatus simultaneously sophisticated and antique.

SCIENTIST

The chronolauger is hardly a 'time machine' in the sense of a vehicle, but rather a subatomic drill designed to bore a 'tunnel' in the fabric of spacetime.

Working alongside the Scientist is his assistant, HUGO, 20s, twitchy, diminutive. He fidgets with the machine nervously.

SCIENTIST

As to cost, I think the alleviation of untold human suffering throughout history is ample justification, General.

On his side of the glass General Groff WINKS at his aides as he covers his headset MICROPHONE.

GENERAL GROFF

(aside to aides)

It'll also give our Red buddies overseas a thing or two to think about.

SCIENTIST

But to answer your first question... there's only one way to find out.

The Scientist THROWS the main power switch and the EXPERIMENT BEGINS. A TUNNEL is literally RIPPED through the fabric of time. The laws of physics BREAK DOWN. Objects in the room are impossibly STRETCHED and turned inside out.

The Scientist and Hugo (who now GLOW) are the only people directly exposed to the Time Phenomenon, and Hugo is understandably nervous. He must SHOUT above the noise.

HUGO

You're certain we're safe, Doctor?

SCIENTIST

I'm not certain of anything, Hugo, but the Chronomagnetic Field we've generated should protect us.

As the GAP in REALITY opens before them in a sea of FLASHES and crackling ENERGY, an IMAGE forms in the whirlpool: stars, atoms, wheels within wheels stretching to INFINITY.

HUGO

Doctor, I-- I'm frightened.

SCIENTIST

Have a gumball, it'll calm your nerves.

Overcome by the vastness, Hugo instinctively backs OS away from the vortex when... there is a sudden BLUR of MOTION and...

A TERRIBLE ACCIDENT OCCURS! Chaos fills the chamber as the Time Tunnel Generator IMPLODES in itself. The Scientist is literally SUCKED into

the eternal void.

HUMUNGOUSAUR (O.S.)

(ROAR)

Something ELSE is in and it's TRYING TO GET OUT!

From the expressions on the faces of General Groff and his men, whatever it is... it's TERRIFYING. And, as UNEARTHLY SHAPE passes by the CAMERA, we know that WHATEVER IT IS has gotten FREE...

FADE OUT.

END TEASER

ACT ONE

FADE IN:

EXT. DESERT OUTSIDE TOWN - NIGHT - PRESENT

Kevin's classic car speeds through the desert toward the ruins of the military base from the teaser.

KEVIN (O.S.)

You didn't need to come. Gwen and I could've handled this alone. It's nothing, really.

EXT. WALL, LOS SOLEDAD MILITARY BASE - NIGHT

They park and get out. Ben, Gwen and Kevin examine an IMPRESSIVE WALL that encircles the base.

BEN

Doesn't sound like nothing. Weird noises. Unearthly lights. Rumors of weird creatures out here.

KEVIN

Yeah, the dudes I heard it from aren't... totally reliable.

GWEN

Isn't that like a big bad boy thing to do? Come out here to the ghost town to drag race?

KEVIN

(overly defensive)

How should I know?! I just know them from Auto Shop!

Kevin partially blocks part of the wall where he's spray-painted his name.

BEN

Grandpa Max said Los Soledad used to be a big military base back in the 50s. Some kind of research facility.

KEVIN

Yeah? Must've been some pretty serious research. Check out these

walls. Fifty years later and there's still no way in.

Gwen points to some LARGE HOLES in the wall, some of them are big enough to drive through.

KEVIN

No way. These weren't here.

Ben touches the sides of the hole. It CRUMBLES in his hands.

INT. LOS SOLEDAD MILITARY BASE - NIGHT - CONTINUOUS

The others follow Ben through the opening and get an eyeful of the once bustling base. It's pretty spooky.

GWEN

Did anybody notice some of them were vaguely... person-shaped.

BIG PAN SHOT - Grass and weeds grow everywhere, except where bizarre trails have been "burned" through them.

BEN

Weird. Maybe something, I don't know, burned through the wall.

KEVIN

Like what?

BEN

The same thing that burned these weird trails everywhere.

Gwen examines "burn" trail on the ground.

GWEN

Look.

These trails are lined with FOSSILIZED bones.

BEN

This is a bird. And these are lizard bones. They're fossilized.

GWEN

And they're not the only thing.

Gwen indicates an old payphone where the trail leads. What could be a set of FOOTPRINTS of STONE lay there.

GWEN

It's like someone turned the slate into sand just by standing on it.

KEVIN

He was probably on hold.

The weird, scorched path goes from there to the long derelict POLICE STATION before tailing off toward another building.

BEN

The trail goes to the Police Station, then to those... I guess they're apartments.

KEVIN

Just to review, someone stood here a million years ago and then walked to those buildings that were built fifty years ago?

BEN

You are not helping! These could be signs of serious DNAlien activity and it's up to us--

GWEN

DNAliens are not doing this.

GWEN

Does that look like a DNAlien to you?

That's when they see it. THE CREATURE. Or... they kind of see it, anyway. It's hard to get an idea of its shape. From the front, it's like a shimmering humanoid. But from the side, it seems to stretch into infinity as if it were some kind of trans-dimensional serpent.

KEVIN

Finally, something worth the gas.

Kevin touches the wall and ABSORBS the concrete. Ben activates omnitrix and turns into Chromastone.

CHROMASTONE

Chromastone!

Chromastone fires up his LASER, just in case.

The kids surround the weird-looking Creature. It looks THREATENED.

Brushing against a nearby BUILDING, the Creature CORRODES the foundation brining it down on the teens.

CHROMASTONE

Look out!

As the smoke and dust settle, Gwen, Chromastone and Kevin are fine, but the Creature is...

CHROMASTONE

Gone.

Chromastone turns back into Ben as Kevin reverts to flesh and blood.

GWEN

At least the building it destroyed wasn't the library.

KEVIN

You really love the books.

BEN

She's saying we have to research, find out what that thing is. All we know so far is that it's looking for something here on the base.

INT. BASE LIBRARY - NIGHT

In the old, dust-covered library, Gwen uses her ENERGY ABILITIES to POWER an old MICROFICHE viewer.

GWEN

These films are really corroded, but it looks like this base was built for some kind of time experiment called PROJECT: PARADOX.

KEVIN

Who wouldn't pick the desert outside Bellwood to do top secret research?

BEN

They built it here because of the huge quartz deposits.

KEVIN

Quartz. Time. Maybe they were trying to build the world's biggest wrist watch.

Kevin points to the SCIENTIST on the screen. The caption has been BLACKED OUT.

BEN

His name's been censored. Whoever he was, his Paradox Theory was the basis of some kind of experimental tunnel through time.

Exchange a "one way to find out" look.

DISSOLVE TO:

INT. WRECKED LAB - NIGHT

The laboratory is a creepy, weird space, frozen in the moment of the accident, with object twisted and elongated in impossible shapes. The kids get an eyeful.

KEVIN

Looks like my place after that big party I threw last weekend.

Embarassed Gwen points to another TRAIL left by the creature.

GWEN

Look, that thing has been here, too.

BEN

(back to business)

Only one trail. It either came in here and vanished...

GWEN

... or it was born here.

Just then, they hear a noise. Something is rustling in the clutter in the room beyond.

Ben TRANSFORMS into SWAMPFIRE.

SWAMPFIRE

Swampfire!

Kevin absorbs the tile from a laboratory counter and they give chase. Swampfire sees a SHADOW passing by the opposite side of a bank of vacuum tubes. He smashes through and grabs.

SWAMPFIRE

Got ya!

(surprised at his captive)

Paradox smiles at him, genuinely pleased to see him.

PARADOX

Swampfire. That takes me back. Or is it forward? It's so hard to tell,
Ben. Have we met?

In Swampfire's hands is the SCIENTIST from the file.

SWAMPFIRE

Um, How do you know my name?

PARADOX

Have we met yet, I suppose the question was.

KEVIN

Hey, it's that dork from the photo. The Paradox guy.

GWEN

You haven't changed at all. In fifty years.

PARADOX

Oh, considerably more than that. Gumball?

Paradox offers Ben a GUMBALL from a bag.

SWAMPFIRE

No thanks. Who are you? What's your name?

He frowns, disappointed.

PARADOX

You just read my file. I was rather hoping you could tell me. It slipped
my mind several hundred years ago.

Closer on Tile Kevin and Swampfire.

KEVIN

Did he just say several hundred years?

SWAMPFIRE

Did you just say-- huh?!!

WIDER - Paradox is GONE! Kevin, Swampfire and Gwen REACT.

Paradox (O.S.)

By the way...

Reveal Paradox is now on the other side of the room.

PARADOX

You didn't happen to see a space/time anomaly around here, did you?
About yea big? Incredibly destructive? Virtually unstoppable

The kids exchange a "huh" look and...

PARADOX

No? I must've been thinking of another moment. Ta-ta.

He steps behind a punch-card reader and Tile Kevin immediately LEAPS
across the room, SMASHING the equipment and revealing... HE'S GONE!

Gwen looks out the window to the street, amazed.

GWEN

He's out there!

SWAMPFIRE

He's obviously connected to that creature. We need to talk to him--

KEVIN

Oh, yeah. We'll talk.

(grit teeth charge)

Right after the pounding. Kevin crashes through the wall and lands...

KEVIN

Huh?

KEVIN

<effort>

PARADOX

Was I in there?

EXT. LOS SOLEDAD MILITARY BASE - NIGHT

... in the ramshackle streets below.

This apparently middle-aged eccentric scientist leads our super-powered trio on a merry chase through the base. Swampfire and Tile Kevin SMASH through walls and doors in pursuit, but each time they almost catch up with him, it's as though he was never there.

PARADOX

That was public property, you know.

SWAMPFIRE

How does he move so fast?

PARADOX

You mean how do I move so quickly. It's called "walking."

PARADOX

Strolling, really.

Gwen can't get a bead on him with her energy powers.

Paradox SKIPS behind a pile of CRATES. Kevin SMASHES the crates, just and we see Paradox step up behind him.

Enraged, Kevin turns and Grabs him.

KEVIN

That's better.

PARADOX

Easy on the jacket. It's twelve-hundred years old. Anyway, thanks.

SWAMPFIRE

Thanks? For what?

PARADOX

Well, I had a feeling if we made a loud enough racket, he'd show up.

The Creature has REAPPEARED and is circling in on them.

KEVIN

Finally! Something we can hit!

PARADOX

Oh, I really don't think that's a good idea.

GWEN

Those trails, they're not burn marks they're... age! The creature
accelerates time!

PARADOX

(pleased)

Very good!

Kevin either doesn't hear or doesn't understand, because he ATTACKS
anyway.

KEVIN

Not so fast, ugly!

KEVIN

<moan>

But as soon as his hands touch the Creature, they grow WRINKLED and

BONEY. Kevin drops to the ground. The Creature moves off. Gwen and Swampfire rush to his side...

SWAMPFIRE

Kevin!

Turning him face up, they're SHOCKED to find he has INSTANTLY AGED 80 YEARS!!

FADE IN:

END ACT ONE

ACT TWO

FADE IN:

EXT. LOS SOLEDAD MILITARY BASE - NIGHT - CONTINUOUS

Swampfire and Gwen REEL at the aged, unconscious body of Kevin.

GWEN

Kevin!

Swampfire transforms back into Ben.

BEN

Just touching that thing aged him... sixty?... eighty years? We've got

to get him to a hospital.

As they pick him up, Old Kevin comes to his senses.

OLD KEVIN

Whattaya doing?! Get your hands off me!

GWEN

Come on, Kevin. We're going to get you some help.

OLD KEVIN

Whattaya mean 'help'? I'm gonna kick that thing's keister!

Pushing them away, he tries to get up on his own.

KEVIN

(old man groan)

GWEN

Are you okay?

KEVIN

My back is killing me, my legs ache and what's up with these shoes?
Is it too much to ask for a little support?

GWEN

He's like a real irritable, short-tempered, crotchety old man.

OLD KEVIN

Why are you whispering?!

BEN

In other words, aside from the male pattern baldness, he's pretty much the same as always.

(to Old Kevin)

Come on old man...

EXT. WALL, LOS SOLEDAD MILITARY BASE - NIGHT

Ben and Gwen and Old Kevin are outside Kevin's car. With shaking hands, Old Kevin pulls out his KEYS.

BEN

I'll take those.

OLD KEVIN

Whattaya think you're doing?

BEN

Driving?

CLOSE - Old Kevin struggles with the O.S. door lock.

OLD KEVIN

Don't even think about it! You don't have a licence.

BEN

Grandpa Max taught me and it's an emergency. You're nearsighted, arthritic, your reflexes are shot and... you're trying to unlock a cactus.

WIDER - Old Kevin is jamming his key into a cactus next to his car.

WIPE TO:

INT. KEVIN'S CAR - NIGHT

Inside, Old Kevin gets a glimpse of himself in the rearview mirror. He is duly appalled.

KEVIN

You shoulda gone out with me when I was young and handsome.

GWEN

You were too immature.

KEVIN

What about now?

GWEN

Too old.

Ben puts the car in gear and goes BACKWARDS instead of FORWARDS, accidentally BUMPING the cactus just a tiny bit.

BEN

Whoops.

OLD KEVIN

It's not a bumper car!

EXT. LOS SOLEDAD MILITARY BASE - NIGHT

The Creature walks through a barracks wall, aging it to dust, then menacingly stalks their car.

GWEN

Back up, back up, back up!

Ben FLOORS the car in REVERSE.

EXT. "LOS SOLEDAD" MILITARY BASE - NIGHT - CONTINUOUS

Ben drives in reverse down the narrow streets. A HOLE forms in one of the buildings ahead of him, CRUMBLING to dust.

GWEN

Ben! On the right!

The Creature slithers out of the hole as the building, now ANCIENT crumbles to dust. Ben SLAMS on the BRAKES and the care spins 270 degrees, allowing them to race down a side street.

In a HIGH SPEED CHASE through the derelict base, Ben puts Kevin's car through the JASON BOURNE road test. The kids are pursued DOWN STAIRS, and over BARRICADES.

The Creature GAINS on them, just barley BRUSHING the back of the car, before Ben FLOORS IT.

TOO LATE.

corrosion and DECAY quickly spreads from the spot the Creature touched. In seconds, the car has become a RUST-COVERED JUNKER. This sends Kevin into conniptions.

KEVIN

No, no! Not the car! Not the car!

Through a combination of impressive stunt driving and dumb luck, Ben is able to DRIFT away from the Creature and head for a PILE OF DEBRIS vaguely in the shape of a RAMP...

BEN

Hang on!

Just as the Creature is almost upon them, Ben LAUNCHES the car off the ramp. It SPIRALS through the air and...

EXT. OUTBUILDING ROOFTOP - NIGHT

... and lands, incredibly, right-side-up on the roof of one of the base's

buildings. The Creature is nowhere to be seen. The kids are a bit stunned.

OLD KEVIN

You. Are. Never. Driving. My. Car. Again.

Ben and Gwen help Old Kevin out of the jalopy. Just as they get out, the car COMPLETELY COLLAPSES (a la BLUES BROTHERS).

BEN

True.

PARADOX (O.S.)

Where have you been?

REVEAL that Paradox is waiting for them, impatiently looking at his POCKET WATCH.

PARADOX

You were supposed to get here six seconds ago! Or is this thing running fast.

BEN

Who are you, anyway? What are you doing here?

GWEN

What is that creature?

OLD KEVIN

Can you fix my car?

Paradox eyes Old Kevin inquisitively.

PARADOX

There's something different about you. Is it your hair?

OLD KEVIN

Yeah, I'm parting it down the middle now and I also...
got real old!!

PARADOX

Don't talk to me about old. I walk in eternity.

Old Kevin waves his tiny, wrinkled fist.

OLD KEVIN

Well, you better start running in eternity, smart guy!

PARADOX

Hmm. You might slow us down. I need to fix that.

(to Ben and Gwen)

We'll come back right over there.

Paradox POINTS to an OS air conditioning unit. When they LOOK OVER at it, impossibly, Paradox and Kevin STEP OUT from behind it. Kevin has been completely restored to his YOUTH.

GWEN

Kevin!

Gwen rushes over to him and gives him a hug.

GWEN

I can't believe it! You're good as new!

KEVIN

Well, my back still hurts a little. If I could just lean on
you.

Gwen SMIRKS and PUSHES him away. Yeah, he's back to normal.

KEVIN

All right, Professor. If you wouldn't mind fixing my car?

PARADOX

How exactly do you expect me to do that? I'm a time traveller, not a body shop. Regressing a car would break all the Chronal Laws of Spacetime and--

BEN

Okay, enough! I want answers! Now!

PARADOX

Same old Ben Tennyson! You're even more like yourself now than you were in the future. Which, for obvious reasons, I can't really tell you about.

KEVIN

(off Ben's frustration)

You want me to hurt him?

GWEN

What can you tell us, Mr... Paradox?

PARADOX

Paradox. Oh, yes. That'll do. That'll do very nicely. I'll tell you my story in a way you can understand. With a beginning, middle and end. We'll start in the middle...

Paradox gestures and he and the kids are suddenly watching the past through a hole in time. It's as if they were standing outside of time, watching images of "Los Soledad" in its heyday.

PARADOX

Los Soledad was built entirely because of my ingenious theory. A time tunnel, utilizing the properties I discovered in Quartz crystals, which would allow us access to past and future events.

Now in the laboratory, we see the events of the TEASER. A hole ripped

in reality and Paradox HURLED into it.

KEVIN

Yeah, well for a genius, looks like you blew it.

PARADOX

You don't know the half of it. Some tiny miscalculation on my part destabilized the experiment and ripped a hole in the fabric of reality...

The image now becomes a trippy, 2001: A SPACE ODYSSEY meets Steve Ditko version of the EVENT HORIZON.

PARADOX

I was hurled into the Event Horizon. I must've spent 100,000 years there. I didn't age or need to sleep or eat. Just exist.

KEVIN

Sounds... pretty boring.

Paradox is just FLOATING there, in all the weirdness. We SPIRAL around him and ZOOM into his EYE.

PARADOX

At first I went mad, of course. But after a few millennia I got bored with that too and went sane. Very sane. I began to learn.

Colors FLASH over his PUPIL. He BLINKS. We PULL BACK from the HOLOGRAM to the group watching.

PARADOX

I now have total understanding of the space/time continuum allowing me to travel anywhere and anywhen I want. Within reason.

Paradox SNAPS his watch closed. The hologram VANISHES.

KEVIN

So, where's your time machine?

BEN

He doesn't have a time machine. He has a map. In his head.

PARADOX

Exactly. I know where all the shortcuts are. I've spent a dozen lifetimes crisscrossing the timestream making it a better place.

KEVIN

How does that pay?

PARADOX

At the moment, not even in job satisfaction. You see, I recently discovered that some kind of extra dimensional creature is going to wreck havoc across the universe.

EXT. WRECKED LABORATORY - PRESENT - NIGHT

Paradox wanders nostalgically through his old lab. The others follow him.

BEN

So? Way you talk, you take on monsters like this all the time. Why's this one so bad?

PARADOX

Because unlike the thousands of foes I've faced before, this... extradimensional Creature came into our plane of reality the moment my experiment went awry.

KEVIN

Oh, so just to be clear... it's your fault.

GWEN

This Creature hasn't been lurking around here for fifty years. We would know about it.

Paradox takes a piece of chalk to the DISTORTED CHALKBOARD and illustrates his points with a DRAWING of a RIVER.

PARADOX

Time is like a river. It moves, flows and bends. Fifty years ago, I accidentally set off a depth charge in that river. The creature I released was blasted 50 years through time... to your present. Doing this to your future.

Paradox SCRIBBLES over the rest of the river.

GWEN

But all its doing is messing up an old army base. Why is that a problem
at all? Why not just leave it alone?

PARADOX

That's a better question for the Man on the Moon.

BEN

What? Who's the Man on the Moon?

EXT. SURFACE OF THE MOON - DISTANT FUTURE

Paradox, Ben, Kevin and Gwen are suddenly ON THE MOON.

PARADOX

I am.

BEN

We're on the moon.

PARADOX

No. We're on the moon in your distant future.

KEVIN

What!? How are we not suffocating?

PARADOX

Good question, not remotely the point though.

Kevin makes a face.

PARADOX

Imagine what the Earth would look like in 200 years, say, with that time monster wandering all over it, aging everything that crossed it's path to dust. For those of you with no imagination, the Earth is up there.

The kids follow Paradox's gaze OS as we TILT to reveal WHAT'S LEFT OF THE EARTH hanging in the sky. It is a ravaged, lifeless cinder. A tomb. The kids are filled with dread.

BEN

You brought us to the worst possible version of the future.

Paradox shakes his head somberly.

PARADOX

No. Should I fail to stop that Creature, this is your best possible future.

Ben, Kevin and Gwen exchange a look. This is much more serious than they ever imagined. They look back at the desolate corpse of the Earth as we...

FADE OUT:

END ACT TWO

ACT THREE

EXT. SURFACE OF THE MOON - FUTURE - CONTINUOUS

Paradox, Ben, Gwen and Kevin stare at the dead Earth.

Paradox 2 (O.S.)

Not a pretty sight, is it?

They look up to find themselves face-to-face with an EXACT DUPLICATE of Paradox.

PARADOX

What are you doing here?

PARADOX 2

I'm allowing myself to feel the full impact of my failure.

KEVIN

Okay, who's he?

BEN

He's a parallel Paradox.

PARADOX 2

Young Ben has an innate sense of transtemporal metaphysics which will serve him well in his future, or should I say the past?

BEN

And I drive good, too.

KEVIN

(Sotto)

We can breath on the moon in the future, but he can't fix my car?

Obviously distraught, Paradox pleads with his double.

PARADOX

(to Paradox 2)

What should I do?

PARADOX 2

Well, obviously not what I did. But whatever you do, you'd better do it quickly. Time is running out.

Paradox, Ben, Gwen and Kevin VANISH...

EXT. "LOS SOLEDAD" MILITARY BASE - PRESENT - NIGHT

... to REAPPEAR at Los Soledad.

GWEN

Why come back here!? Why don't we travel back in time and stop the
time experiment from ever happening?

PARADOX

(pleased)

Isn't it just like an energy being to think outside temporal
conventions?

GWEN

I'm not an energy--

PARADOX

The experiment that releases the Creature also unsticks me in time.
And that must happen, because, in all modesty--

BEN

... you save the world dozens of times.

PARADOX

Hundreds, actually. In fact, on one occasion, you and I work together
to save the entire univer... never mind.

Paradox looks his timepiece.

PARADOX

It should be here any--

Paradox closes his watch.

PARADOX

You could set your watch by it.

Ben uses the Omnitrix to become jetray.

JETRAY

Jetray!

Jetray starts blasting the Creature with neuroshocks. They have no effect. Paradox pulls out his bag of GUMBALLS and HURLS them at the Creature. The monster actually REACTS in pain.

JETRAY

They hit him? Doesn't everything age into oblivion as soon as they touch it?

PARADOX

Gumballs last a really long time. Look under your desk at school.
Now... get back!!

As the Creature LUNGES for them, Paradox LEAPS into its path and begins GRAPPLING with it.

GWEN

Let go! He'll age you into dust!

PARADOX

(through wrestling GRUNTS)

I exist outside of time. But I can still feel the eons passing...

Jetray transforms back into Ben.

BEN

Paradox, take us back to the accident, now!

PARADOX

But I told you--

BEN

Just do it!!

The world around the kids, Paradox and the monster RIPPLES...

EXT. "LOS SOLEDAD" MILITARY BASE - 1950S - PAST - DAY

The background is a MATCH SHOT except for the time of day and pristine condition of the base. A vintage SIREN blares. Paradox and the Creature continue to grapple, AGING everything they bump into.

BEN

Kevin, Gwen, the lab! Quick!

BEN

You just keep that thing occupied!

Ben races off after Gwen and Kevin.

PARADOX

Keep it occupied?! I'm a time travelling hero! I don't 'keep things occupied'!

INT. LABORATORY - 1950S - DAY

The kids sneak into the back of the lab. It's not hard as all eyes are focused on the experiment. We hear patches of dialog from the TEASER and see the scene play out from the opposite angle.

GENERAL GROFF (O.S.)

Sure this thing is going to work? Your 'time machine' has cost the US government a pretty penny, Doctor.

SCIENTIST

As to cost, I think the alleviation of untold human suffering throughout history is ample justification, General.

Ben, Gwen and Kevin SNEAK PAST the General and his aides and find a place to hide behind some equipment near the experiment. As they wait for the accident, Ben becomes lost in thought.

BEN

Why would it use the phone?

GWEN

What?

BEN

The Creature. It tried to use the payphone. Then it went to the Police Station, then the dorms...

Just then, the TIME TUNNEL appears, distorting the room around. It's like being in a HURRICANE next to a WHIRLPOOL. All they can do is HOLD ON for dear life.

BEN

(over the 'storm')

It didn't act like some unfathomable 'transdimensional creature'. It did everything a normal person would do--

GWEN

--if they suddenly found themselves in an abandoned military base.

Ben notices Hugo, the Scientists' assistant, backing away from the time tunnel in terror. He BUMPS a control panel.

BEN

Look there! The assistant.

HUGO

<effort>

Ben leads the charge into the experiment area, where things are going haywire, just like in the TEASER. The panicked Scientist is sucked into the void, on his way to becoming Paradox.

Hugo is lifted off his feet by the force of the vacuum. He just barely survives by holding on to some of the equipment.

HUGO

Ahhhhhh!

Ben inches his way toward Hugo, but is losing his TRACTION, drifting toward the Vortex.

GWEN

Ben, you'll get sucked in along with him!

BEN

I need to put on a little weight.

Activating the OMNITRIX, Ben becomes HUMONGOSAUR, the heaviest of all his aliens.

HUMONGOSAUR

Humongosaur!

The floor CRACKS under Humongosaur's weight, but he still must fight

against the pull of the Time Tunnel. Step-by-step, he gets closer and closer to the terrified Hugo. Finally, Hugo FALLS!

HUGO

<strain, release and catch>

He PLUMMETS sideways toward the vortex when, suddenly, he STOPS. He looks down to find his ankle in the GRIP of Humongosaur. He doesn't know whether to be relieved or more frightened.

HUMONGOSAUR

Trust me, this beats the alternative.

Gwen uses her ENERGY BLASTS to short out the chronolauger. The Time Tunnel begins to close and the crazy storm quiets down. As the Time Tunnel CLOSES and its EFFECTS end...

EXT. "LOS SOLEDAD" MILITARY BASE - 1950S - PAST

... Paradox's battle with the Time Creature comes to an abrupt end as the monster VANISHES in Paradox's grip. As the Creature disappears, the time distortion FADES and you can see his true identity of Hugo. Paradox is SHOCKED.

PARADOX

Hugo!? Of course! If it were a snake it would've bit me.

Ben, Kevin and Gwen approach.

PARADOX

Don't look so smug. I would've figured it out eventually.

The kids and Paradox VANISH from the scene.

BEN (O.S.)

(echo effect)

You had 100,000 years.

FADE OUT.

END ACT THREE

EXT. "LOS SOLEDAD" MILITARY BASE - PRESENT - NIGHT

Ben, Gwen and Paradox are back in the present saying goodbye to Paradox at the aged military base.

PARADOX

Well, I have to admit it. I'm impressed. All those centuries trapped in the Event Horizon and it never occurred to me that the accident wasn't my fault. You're much smarter than you were when I met you later.

BEN

Thanks. I guess.

GWEN

What happened to him? Your assistant?

Hugo (O.S.)

I... lived my life.

A figure steps out of the shadows. It's Hugo, now a stooped old man. Paradox rushes to greet him.

PARADOX

Hugo! How are you!?

HUGO

Well, you look the same! And I haven't seen you in fifty years!

PARADOX

Well, I haven't seen you in 100,000 years, but you don't look that bad. How was your life?

HUGO

Good, a good life. But, I... I'm sorry about the experiment. I ruined everything. I never got to time travel.

PARADOX

Would you still like to?

HUGO

Yes. I'm not afraid anymore.

PARADOX

Glad to hear it. How about I give you a behind-the-scenes look at eternity...

Stepping between two moments of time, they VANISH. Gwen smiles.

GWEN

At least he's got company now.

KEVIN

(calling after)

Oh, and thanks for stranding us out here in the middle of nowhere!

BEN

Come on. We've got a long walk home.

The kids have only gone a few steps when they round a corner and discover KEVIN'S CAR, shiny and new!

KEVIN

Oh, stoked!

GWEN

It looks like new!

KEVIN

It doesn't just look new, it is new! It's factory new from 30 years ago! Paradox, I take back everything I was about to say about you...

Ben finds a NOTE under the windshield wiper and READS as they climb into the car.

BEN

(reading)

'Kevin, try to keep in mind that if this car comes into contact with anything else from 1976 it will explode like anti-matter. Enjoy! Paradox.'

Everyone climbs in. A worried Kevin starts up the car...

Kevin (O.S.)

He's kidding, right? That's some kind of time travel joke, right? Isn't it? Guys..?

... and drives off into the desert.

FADE OUT.

THE END

BEN 10: HERO GENERATION

"Paradox"

11/6/07

"Paradox"

680-012

Ben 10: Alien Force

By James Krieg

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06/26/08

Ben

Gwen

Kevin

Paradox

Scientist

Hugo

General groff

Time creature

Swampfire

Old kevin

O

M

Max

PARADOX 2

Humongosaur

Shard

BLUESTREAK

Jetray

Hugo/monster

Humungousaur

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

"LOS SOLEDAD" MILITARY BASE

LABORATORY

LABORATORY - FLASHBACK - 1950S - DAY

DESERT OUTSIDE TOWN - NIGHT

LOS SOLEDAD MILITARY BASE

FENCE, LOS SOLEDAD MILITARY BASE

LOS SOLEDAD MILITARY BASE - NIGHT

BASE LIBRARY - NIGHT

WRECKED LAB

ACT TWO

WALL, LOS SOLEDAD MILITARY BASE

"LOS SOLEDAD" MILITARY BASE - NIGHT

OUTBUILDING ROOFTOP - NIGHT

LABORATORY - PRESENT

SURFACE OF THE MOON

SURFACE OF THE MOON - FUTURE

"LOS SOLEDAD" MILITARY BASE - PRESENT

"LOS SOLEDAD" MILITARY BASE - 1950S - PAST

LAB BUILDING - 1950S

LABORATORY - 1950S

KEVIN'S CAR

THE END

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

FLASHBACK

PRESENT

DISTANT FUTURE

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Ripple dissolve: