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BEN 10: ALIEN FORCE

Episode #021: "Pet Project"

Written by Len Uhley

TEASER

FADE IN:

INT. LANCELOT LAKE ESTATES MANSION BASEMENT - NIGHT

POOLS OF LIGHT in a long DARK BASEMENT. FOUR FOREVER KNIGHTS stand in a half-circle. Their lead scientist, the sallow DR. CHADWICK holds court.

CHADWICK

My fellow Knights. We have lately endured a grave defeat.

Chadwick <CLICKS> a FOB; at rear, IMAGES show Ben, Gwen and Kevin fighting Knights; the Dragon trashing a warehouse; and its Space Ship zooming away [see Ben 10 #008, "Be-Knighted"].

CHADWICK

Our prisoner, the villainous Dragon, escaped from our grasp.

CAMERA ORBITS BEHIND KNIGHTS - SILHOUETTED, shaking fists.

CHADWICK

But does this mean we have lost? Do we now abandon our sacred duty?

KNIGHTS (B-TRACK UNDER)

<building chorus of 'no's'>

UP ANGLE ON CHADWICK - building to a xenophobic crescendo.

CHADWICK

No, instead, we must pursue the beast across the void. We must destroy it and its vile species -- once and for all!

KNIGHTS (O.S.)

Here-here! / Aye! / Yeah! / Right!

CHADWICK

And so to that end I have built --

WIDE - Chadwick <CLICKS> his fob. FLOODLIGHTS <KLUNK> on, exposing an alien GUNSHIP, rough-hewn, packed with weapons. (This is SHIP'S BATTLE FORM. It will be Ben's spacecraft and therefore shall be the coolest spaceship ever to appear on this series.)

CHADWICK

A star ship, combining dozens of alien technologies we have 'acquired.'

ANGLE PAST CHADWICK - with the ship in B.G.

CHADWICK

And though its controls are too complex for human operation, I believe I have found a solution.

He <CLICKS> the fob. More IMAGES: a PHOTO of dozens of AUTOS stacked in an INVERTED PYRAMID; shaky HOME VIDEO of a VACUUM CLEANER chasing a HOUSEWIFE!

CHADWICK

These recent phenomena are the work of a Galvan Shape-Shifter --

Another IMAGE shows a COMPUTER-GENERATED MUG SHOT of SHIP.

CHADWICK (O.S.)

-- equal parts machine and beast, which can assimilate and duplicate any device it encounters.

ON CHADWICK - as he slyly dangles a proverbial carrot.

CHADWICK

With it, We will create an armada of spacecraft, which we can use to obliterate the Dragon home world!

SIR MORTON steps forward. He's a brute with high-tech armor and a down-river accent.

MORTON

I'll catch yer little blob for ya.

CHADWICK

Beware, Sir Morton. It will not be easy to capture.

MORTON

That's what makes my job all the more interestin', dunnit?

CUT TO:

EXT. JULIE YAMAMOTO'S BACK YARD - MEANWHILE - DAY

UP ANGLE on the BACK DOOR of JULIE YAMAMOTO'S HOUSE. We HEAR something O.S. hitting the door <THUDTHUDTHUD>. JULIE [from Ben 10 #006, "Pier Pressure"] opens the door, glances around, then looks down and grins AT CAMERA.

JULIE

Ship! You're back!

DOWN ANGLE - on the back step sits SHIP, the quicksilver symbiot with the GREEN CIRCUIT-BOARD SKIN. He wags his butt.

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

EXT. JULIE YAMAMOTO'S BACK YARD - RESUME ACTION - DAY

Ship bounces into the yard and turns. Julie follows, kneels and pets him, addressing him like a pet. [ART NOTE: with each transformation, Ship pops up into the air, then drops.]

SHIP

Ship! Ship! Ship! Ship!

JULIE

Where have you been?

SHIP

Ship!

JULIE

Yes, hello, I'm glad to see you too. Okay, Ship, show me a new trick!

ON SHIP - <PLINK!> He turns into a TOASTER, then hunkers down and ejects two halves of an English Muffin <SPRONG!>

JULIE - ducks to one side to avoid the flying baked goods.

JULIE

<giggles> That's great!

MEDIUM - <PLONK!> Now Ship is a <CHURNING> front-loading CLOTHES WASHER. Julie claps her hands.

JULIE

Good boy. Good ship. Anything else?

WIDE SHOT - Then <PLUNK!> he becomes a SUBMARINE; he drops hard, <WHAMMM> and his hull <CRUNCHES> the back fence.

JULIE - startled, she falls back from her crouched position.

JULIE

Okay, um, change back!

He does, <POIT!>, then bounces over to Julie, still seated. She pets him, then winces at the damage done to the fence.

JULIE

Good Ship!

(sotto mutter)

How am I supposed to explain that?

Then an O.S. <CAR HORN HONKS>; Julie looks over her shoulder.

JULIE

Oh, gotta go. See you later, okay?

SHIP

Ship! Ship! Ship!

She pats him, smiles, then scrambles to her feet and hurries O.S. Ship puzzles after her. As he antics to follow:

CUT TO:

EXT. FRONT OF JULIE YAMAMOTO'S HOUSE - CONTINUOUS - DAY

Ship peeks around the side of the house as we hear an O.S. <CAR DOOR SLAM>. Ship hops toward the street as:

INT. KEVIN'S CAR - CONTINUOUS - DAY

Julie, seated in the back seat beside GWEN, locks in her shoulder harness, <CLICK>. The girls turn to one another.

GWEN

Are you ready to shop?

Julie shows Gwen her gift cards.

JULIE

Gift cards from Grandma. I am totally ready.

They hold hands and bounce up and down in their seats.

GWEN / JULIE

<gleeful shrieks>

KEVIN - in the driver's seat, looks in his rear view mirror.

KEVIN

Okay, no shrieking in the car.

GWEN

No promises. Sometimes we're going to shriek.

JULIE

Yeah. Like you and Ben do when you're watching football.

KEVIN

(offended, voice cracking)

We do not shriek!

(lower, after catching himself shrieking)

Uh, shriek.

GWEN

(dubious)

Uh huh.

KEVIN

Anyway, I'll drive you to the mall, as promised, but I am not hanging around and watching you shop.

EXT. KEVIN'S CAR - MOVING - CONTINUOUS - DAY

CAMERA PANS as the car pulls away from the curb.

GWEN (O.S.)

That's okay. You're not invited.

Unnoticed, Ship <BOINGING> along behind the moving car, catches up to and melds with the rear bumper, <BLORP>.

X-DISSOLVE TO:

EXT. HIGHWAY - LOW ANGLE - SOON - DAY

Kevin's CAR <ZOOMS> PAST CAMERA.

CUT TO:

INT. KEVIN'S CAR - CONTINUOUS - DAY

Gwen tilts her head and grins as Julie confides:

JULIE

...And then Ben sent me an IM and said he kinda missed me too!

GWEN

That is so sweet.

(looks ahead; pointedly)

Don't you think that's sweet?

KEVIN - looks up at the rear-view mirror and retorts:

KEVIN

Took the words right out of my mouth. Where is Ben, anyway?

JULIE

Well, I asked him to come along, but he said he had homework to do.

KEVIN

<derisive snort> On a Saturday?

SMASH CUT TO:

INT. BEN'S BEDROOM - MEANWHILE - DAY

BEN has his feet up and stuffs his face with POPCORN from a BOWL as he watches a TELEVISION.

BEN

<chewing and crunching>

ON THE SCREEN - is a 1950's SCI-FI B-MOVIE. A bouffant-wearing INGÉNUÉ recoils at the sight of wide-eyed BRAD, who has a BLINKING DIODE on his neck. Behind him is a RUBBER-SUIT ALIEN holding a METAL BOX with a dial and an antenna.

INGÉNUÉ

Brad? No! Not you, too!

RUBBER-SUIT ALIEN

Destroy the earthling female!

Brad shuffles toward her, stiff-armed. In a zombie monotone:

BRAD

Yes mas-ter!

CLOSER ON INGÉNUÉ - hands raised, tears welling, over acting.

INGÉNUÉ

No, Brad! Don't listen to him. You -- you love me!

ON BEN - Watching intently as <THEREMIN SFX> rises on the soundtrack.

ON TV - Brad stops shuffling and grimaces. Still monotone:

INGÉNUÉ (O.S.)

Brad... Noooooooooo!

TV NARRATOR (V.O.)

'Brain Stealers from Outer Space' will be back, after this.

Ben reaches into his now empty bowl and reacts.

BEN

More popcorn.

CUT TO:

INT. KEVIN'S CAR - SIMULTANEOUSLY - DAY

ON KEVIN - bored, driving with one hand as the girls conspire in the back seat.

GWEN

-- and McDuffie's is having a going out of business sale!

At the SOUND of an <INCOMING BLAST>, Kevin jacks the wheel.

EXT. HIGHWAY - CONTINUOUS - DAY

The car fishtails to avoid an ENERGY BOLT hitting the road in front of them, <KA-WHAM!>

OVERHEAD - Sir Morton swoops around astride a SKY-CYCLE, aiming a BLASTER LANCE, which trails SMOKE.

THE CAR - lists at roadside. Gwen drags Julie out the back door. Kevin dives out the driver's side as another <BLAST> nearly nails him.

KEVIN

<effort grunt>

CLOSER DUCKING BEHIND CAR - The girls duck down and Gwen creates a shield. Julie gapes skyward.

JULIE

Why is he shooting at us?

GWEN

I don't know. Everybody always shoots at us.

KEVIN - grabs hold of the CAR and SHEATHS himself in METAL. He reacts to a blast hitting his car. Shouting upwards:

KEVIN

Watch the paint! That's four coats!

In response, another <INCOMING BLAST> blows him backwards.

KEVIN

<impact grunt>

CUT BACK TO:

INT. BEN'S BEDROOM - DAY

CLOSE ON a <BUZZING> CELL PHONE on a NIGHT STAND. ZOOM OUT as Ben grabs it, eyes glued to the O.S. TV <THEREMIN SFX>.

BEN

Hello?

EXT. HIGHWAY - CONTINUOUS - DAY

Julie cringes in F.G. as Sir Morton fires another <BLAST>. At rear, the METALIZED KEVIN then flings a SIGNPOST up at the Knight, knocking him off his Sky-Cycle.

KEVIN

<effort grunt>

MORTON

<impact grunt>

As Morton drops, SWISH PAN TO GWEN, who shouts at her phone:

GWEN

Ben?! Ellsworth Avenue, south of the mall, now!

INT. BEN'S BEDROOM - DAY

WIDER - as Ben leaps off his bed and slaps his OMNITRIX. In a FLASH, he stands transformed -- as JETRAY!

BEN

Jetray!

As he takes a flying leap out the window like George Reeves:

CUT TO:

EXT. HIGHWAY - MEANWHILE - DAY

Morton punches Kevin.

KEVIN

<impact grunt>

Gwen keeps a hand on Julie to hold her down as she calls:

GWEN

Need help?!

ON KEVIN - who shouts over his shoulder:

METAL KEVIN

No, I'm good! <effort grunt>

ZOOM OUT. He turns and throws a few roundhouse punches, but Morton calmly blocks each one with his shield. SPARKS FLY.

METAL KEVIN / MORTON

<alternating effort grunts>

FAVORING MORTON - who swings the shield and smacks Kevin O.S.

METAL KEVIN

<short impact grunt>

REVERSE - as Kevin stumbles into SHOT, regaining his footing.

METAL KEVIN

Nice Kinetic Phase shield. What model is that, the Plestor 3?

ON MORTON - who flips up his visor and smirks.

MORTON

Well, ain't you the observant one.

Morton extends his gloved hand to the side. The PALM GLOWS --

HIS LANCE - lying nearby, jerks O.S., à la Luke Skywalker.

RESUME MORTON - as he catches the weapon and <ZAPS> Kevin at close range. He goes flying backward again --

PAN WITH KEVIN - as he tumbles to a halt, dazed.

IN DITCH - Julie starts to stand. Gwen gestures 'halt.'

JULIE

Kevin!

GWEN

No, stay put! I'll handle this.

With a broad sweep of her arm, Gwen creates a FORCE BUBBLE to protect Julie. But as she turns and shouts at Morton:

GWEN

Back away from him!

ON MORTON - standing at his Sky-Cycle. He pulls a WEIGHTED NET out of a SADDLE BAG.

MORTON

Relax, girl, it's not your boyfriend I'm afta.

He taps his helmet. His visor lowers again.

WIDE AT KEVIN'S CAR - Morton throws the NET over it. It <CRACKLES> with ELECTRICITY.

ON KEVIN - Lying in the road, he moans:

METAL KEVIN

Again with the car?!

CLOSE ON REAR BUMPER - Ship oozes off the fender and falls to the ground, twitching. His CIRCUITRY-SKIN FLICKERS.

SHIP

<pained gargle>

TWO SHOT - Julie gazes off and gasps:

JULIE

Ship?

Gwen snaps around and gapes at her:

GWEN

Ship!?

ZOOM OUT as Morton leans down and <SUCKS> him up in a ELECTRO-MAGNETIC CONTAINER.

MORTON

In ya go.

UP ANGLE - as Morton rockets upward with the magnetic bottle dangling from the side of the Sky Cycle, Ship wails:

SHIP

(muffled Doppler receding)

Shiiiiip!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. SKY - A MINUTE LATER - DAY

MOVING WITH JETRAY at full tilt. The HIGHWAY BLURS along far below. Suddenly we HEAR the <APPROACHING SCREAM> of a SCRAM-JET ENGINE. Jetray jerks his head to one side as:

SIR MORTON'S SKY-CYCLE - <ROARS> right at CAMERA.

WIDE - Jetray corkscrews O.S. The Sky-Cycle <ZOOMS> by.

JETRAY

Hey!

JETRAY - pulls out of his spiral.

JETRAY

Someone needs a driving lesson, and I'm just the guy to give it to
--?

But as he swoops around, he glances down and sees:

JETRAY'S POV - MOVING - the highway, cratered and scorched.

EXT. HIGHWAY - CONTINUOUS - DAY

As he alights like a hang-glider pilot coming in for a landing,
Jetray reverts to Ben and trots to a halt next to Kevin. Ben helps
him stand up. Julie and Gwen run over.

BEN

What happened?

METAL KEVIN

That Flying Jerk-in-a-can fried my car!

JULIE

And then he took my pet!

BEN

Pet?

JULIE

You know -- Ship!

CLOSE ON BEN - who can't believe his ears.

BEN

Ship?!

SMASH CUT TO:

INT. KEVIN'S CAR - MOVING - SOON - DAY

Kevin, now returned to HUMAN FORM, sulks behind the wheel. [ART NOTE: however, he is not steering; just how the car is moving is the punchline on the scene]. Gwen leans against her side's window, eyes shut.

KEVIN

That guy is so paying for a new paint job.

GWEN

Is that all you can think about? Your car?

KEVIN

No. Sometimes, I think about food.

IN BACK - Ben faces Gwen, making quote marks in the air.

BEN

So how long has Ship been 'dropping by?'

JULIE

Every once in a while. He comes, he goes, He shows me a new trick -

-

BEN

What kind of trick?

JULIE

You know. Turning into things.

QUICK CLOSE-UPS - as they grow impatient with one another.

BEN

Why didn't you tell me?!

JULIE

You said you didn't want anything to do with Ship.

BEN

I never said that!

GWEN - glances over her shoulder from the front seat.

Gwen

Yes, you did.

ANGLE PAST KEVIN INCLUDING BEN - he is exasperated.

BEN

Okay, whatever. But why would the Forever Knights want to steal Ship?

Kevin glances back at him in the rear-view mirror.

KEVIN

Pul-eeze. It can turn into anything it touches. It's like a Cup of
Instant Weapon.

BEN

(nods, grimly)

How fast can you get us home?

EXT. KEVIN'S CAR - CONTINUOUS - DAY

KEVIN leans out the window, shouting ahead and downward:

KEVIN

Hey. Can you hurry it up?

ZOOM OUT FAST TO REVEAL that Kevin's car is riding on the back of a
TOW SERVICE FLATBED TRUCK. The DRIVER leans out of his cab and
gestures at the <HONKING> TRAFFIC around them.

DRIVER

Sure -- if you know how to fly!

WIPE TO:

EXT. KEVIN'S GARAGE - SOON - DAY

With the <VRPP-VRPP> of an AIR WRENCH, Kevin removes a lug-nut and
lifts off one of his CAR'S MELTED TIRES. He mutters:

KEVIN

Okay, new paint job and new tires.

BEN - rests on an APPLE CRATE and watches Gwen, who sits in a lotus position with eyes closed; in a trance-like monotone:

GWEN

I'm searching for his manna --

BEN

And?

GWEN

(opens eyes)

And, nothing. Ship is technology, though. And I have trouble tracing stuff that isn't alive.

BEN

(throws up hands)

There's gotta be *some* way to find him!

SWISH PAN TO Julie, seated on a STOOL, reading a NEWSPAPER.

JULIE

Didn't you say these Knights are like major English history geeks?

OTS OF JULIE - Ben and Gwen lean over her shoulder. She points to a FULL PAGE AD showing a huge castle-like MODEL HOME. OLDE ENGLISH LETTERS spell 'LANCELOT LAKE ESTATES.'

JULIE

It's a new housing development. 'Lancelot Lake Estates.'

REVERSE UP ANGLE PAST NEWSPAPER AND JULIE - Ben reads aloud:

BEN

'If a Man's Home is His Castle, isn't It Time You Owned One?'

GWEN

Possible.

BEN

Kind of a long shot.

ON GROUP - Julie folds the newspaper and stands. Kevin steps over beside Gwen, wiping his hands on a rag.

JULIE

I think we should check it out.

Ben points to himself, Gwen and Kevin, then to Julie.

BEN

No. We will 'check it out.' You will stay here.

JULIE

(dismissive)

Ship's my pet, I want to help, and you can't stop me.

She marches O.S. toward Kevin's car.

Gwen and Kevin, look at Ben, shrug and follow Julie O.S. Ben calls after them:

BEN

Great, guys. Way to support.

CUT TO:

INT. LANCELOT LAKE ESTATES MANSION BASEMENT - DAY

The basement, previously in shadow, is now brightly lit. It is a vast LAB stocked with computers, alien technology and, at the rear, a FORCE FIELD GENERATOR.

CLOSER - Sir Morton and Dr. Chadwick watch Ship <PING> around inside the FORCE FIELD, trying in vain to escape.

Finally, Ship slides down the side of the FORCE FIELD and rests in a puddle on the base of the generator, spent.

SHIP

<high-pitched settling groan>

MORTON

Scrappy little bloke, inn' he?

CHADWICK

Yes. But not terribly bright.

CLOSE ON CHADWICK - he holds out his fob and <CLICKS> it.

THE FORCE FIELD - squeezes Ship like a vise. He struggles. Then a PROBE extends from rear, piercing the CRACKLING FIELD. ZOOM IN as the PROBE TIP PEELS OPEN (like the eggs in *Alien*) and CLAMPS a CONTROL CHIP to the back of Ship's 'head.'

Ship stops squirming; he settles into a quiescent blob.

CLOSE ON CHADWICK - smirking. He sneers:

CHADWICK

Now. You will do as I command.

ON SHIP - The CHIP BLINKS RED; KIRBYESQUE ENERGY <CRACKLES> around the mesmerized symbiot.

DISSOLVE TO:

EXT. STREET - MEANWHILE - DAY

Match cut to a Red traffic light.

Wide as Kevin's car stops. As the <MOTOR IDLES>:

INT. KEVIN'S CAR - CONTINUOUS - DAY

In the rear, Ben casts glances at Julie. She sits opposite, arms folded, avoiding his gaze. Beat; both WHISPER:

BEN

And we're not talking because...?

JULIE

Because I am upset with you for being upset with me about Ship.

BEN - raises his voice a bit. Through gritted teeth:

BEN

Julie, we aren't talking about a poodle from the local Pound. You don't know what you're dealing with!

JULIE - is equally adamant. Her voice grows even louder.

JULIE

Oh, yes I do. I'm dealing with a person who was incredibly mean to poor little Ship and who obviously does not trust me!

PROFILE SHOT - both talking fast, full volume, nose to nose.

BEN

This isn't about trust, it's--

He glances forward and double-takes as he sees:

KEVIN AND GWEN - both with their arms hooked over the back of the front seat, looking rearward and eavesdropping.

ON BACK SEAT - Julie eyes Ben, startled by his confession. Ben sheepishly completes his sentence.

BEN

You... mind if we discuss this later?

CUT TO:

EXT. LANCELOT LAKE ESTATES MANSION - SOON - DAY

Backs to the wall, Ben, Kevin, Gwen and Julie inch around the side of a corner tower. Ben glances up at the faux masonry.

BEN

Looks like a giant miniature golf course.

KEVIN

Is it time to bust the door down, yet?

BEN

How about we try a more subtle approach for a change?

CUT TO:

INT. LANCELOT LAKE ESTATES MANSION - GREAT ROOM - DAY

Ben, Julie and Gwen sneak through a HINGED KITCHEN DOOR, then stop as they hear the <PFFF> of a soda can opening. All turn as Kevin steps out, holding a CAN OF POP. Off their looks:

KEVIN

What? I was thirsty --

(pointing past them)

Whoa.

PAN ROOM - filled with model home furnishings: L-SHAPED COUCH, COFFEE TABLE, CHAISE, FOOTSTOOL and under a LANDSCAPE PAINTING, an incongruous sight: FOUR SUITS OF ANTIQUE ARMOR.

THE TEENS - cross over to eye the armor, hands on chins.

BEN

Does these drapes really go with chain mail?

REVERSE - Suddenly the SUITS OF ARMOR come to life, high-tech SHOCK MACES CRACKLING WITH ENERGY. Their leader is Morton.

MORTON

Well, it works for us!

The four Knights aim their SHOCK MACES and unleash ELECTRIC BOLTS (think portable Tesla coils).

REVERSE - Gwen throws up an ENERGY SHIELD at the last second. The SIZZLING TENDRILS hit it.

GWEN

<impact grunt>

ON BEN AND JULIE - as they catch Gwen, who rattles her head.

BEN

Are you okay?

GWEN

Better than them. <effort grunt>

She shoves off them and projects an ENERGY PULSE that hits:

MORTON - the PULSE <SLAPS> him upward into the FRAMED ARTWORK on the wall. It <CRACKS> in two. He drops to the floor.

MORTON

<impact grunt, fainting groan>

ON KEVIN - who leaps over the low end of the L-Shaped Couch, and grabs a MACE THAT MORTON DROPPED, sheathing himself in GLISTENING METAL. He turns as one of the Knights charges.

METAL KEVIN (OVERLAP)

<alternating impact grunts>

KNIGHT #1 (B-TRACK UNDER)

<alternating effort grunts>

BEN - shoves the CHAISE'S FOOTSTOOL at Knight #2, who trips over it. His shock mace goes <WHIPPING> past Ben's head --

BEN

<effort grunt> Look out!

ON JULIE - who catches the spiraling weapon by its handle.

JULIE

<CATCH>

ON BEN - who does a double-take back at her. He then leaps aside as Knight #2 leaps at him.

BEN

I meant duck, not -- <grunt>

KNIGHT #3 - comes at Julie from behind. She backhands him in his armored stomach with the war mace, doubling him over.

JULIE

<tennis EFFORT>

KNIGHT #3

<GRUNT>

Gwen backs up INTO SHOT, creating a FORCE SHIELD with one hand to counter BOLTS launched by the O.S. Knights. She RETURNS FIRE with the other.

GWEN

<several EFFORTS>

Shouting over the BATTLE SFX:

GWEN

You're good at that.

JULIE

It's a lot like tennis, actually.

Knight #3 slowly tries to stand, but Julie brings the mace down on his helmet, <CLANG>, dropping him.

JULIE

<tennis EFFORT>

KNIGHT #3

<woozy groan, impact grunt>

BEHIND COUCH - Ben tumbles IN, taking cover. But every time he prepares to trigger his Omnitrix, INCOMING BOLTS BURN HOLES through the back of the couch, forcing him to duck.

BEN

Unh! Whoa! Aw c'mon already!

ON METAL KEVIN - Knight #1 rears back to deck him. Metal Kevin catches his fist and flings him O.S.

Knight #1

<falling CRY>

METAL KEVIN

(shouts, impatient)

Gwen? Wanna wrap this up?

GWEN - wipes her brow and nods. With a sweeping gesture:

GWEN

<EFFORT>

WIDE ON ROOM - Gwen uses her ENERGY POWERS to shove Sir Morton and the Knights back and then heave them across the room.

KNIGHTS

<startled cries>

FULL ON DOOR TO BASEMENT - the four flailing Knights fly IN, <SHATTER> the door and drop from view with much <CLATTERING DOWN O.S. STAIRS>. Then, silence.

INT. BASEMENT STAIRCASE - CONTINUOUS - DAY

UP ANGLE. Ben, Gwen, Metal Kevin and Julie peer down AT CAMERA.

CUT TO:

INT. LANCELOT LAKE ESTATES MANSION BASEMENT - DAY

Reaching the bottom of the darkened stairs, our team tiptoes over Sir Morton and his cohorts, who lie in a dazed heap.

KNIGHTS

<feeble keep-alive groans>

METAL KEVIN

Y'know, most accidents do happen in the home.

CHADWICK (O.S.)

Oh, you young people are so amusing.

OTS OF TEENS - a view of the darkened room with the same POOLS-OF-LIGHT look from the Teaser. Chadwick stands in B.G.

BEN

And you would be...?

CHADWICK

Doctor Joseph Chadwick, director of technology for the Forever Knights.

(bitterly)

And you are the meddler who freed our ancient enemy, the Dragon!

ANGLE FAVORING BEN - taken aback. Julie steps up beside him.

BEN

I wouldn't say 'meddler'...

JuLIE

Where's Ship?

UP ANGLE ON CHADWICK - his lip curling in derision.

CHADWICK

'Ship?' Oh, is this what you mean?

He <CLICKS> the fob. Chadwick's homemade alien GUNSHIP FLOATS out of the SHADOWS, WEAPONS pivoting and <WHIRRING>. Ship's CIRCUIT-BOARD PATINA GLINTS over the vessel's skin. A SLURRED, BASSO PROFUNDO VERSION OF SHIP'S VOICE booms:

SHIP (V.O.)
(DEEP SCARY VOICE)
Sssssship...!

BEN AND JULIE - Bathed in the BEAMS from the gunship's TARGETING LASERS. As they trade looks of dismay:

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. LANCELOT LAKE ESTATES MANSION BASEMENT - RESUME - DAY

Warily looking ahead, Kevin asides to Ben, hand to cheek:

KEVIN

Looks like a Antarian Obliterator. Nasty piece of work.

BEN

How nasty?

DOWN ANGLE PAST PROW OF GUNSHIP - Chadwick turns and looks up at it, then gives a nod in the direction of the O.S. teens.

CHADWICK

Fire.

TILT DOWN TO THE CONTROL CHIP, now mounted on the roof of the craft; it BLINKS RED. We hear a <BUILDING HUM>, then:

UP ANGLE - The Obliterator FIRES a searing PROTON STREAM.

ANGLE ON TEENS - who dive clear as the STREAM instantly blows a big HOLE IN THE WALL behind them.

BEN / GWEN / KEVIN / JULIE

<frightened cries and grunts>

BEN AND KEVIN - roll to a stop on the floor, trailing SMOKE.

KEVIN

Stay out of the way nasty.

Kevin looks at Ship and frowns.

KEVIN

Galvan disruptor pods. Arcturian Plasers, Cassiopaeen mass drivers,
That thing's a flying arsenal.

UP ANGLE PAST CHADWICK ON GUNSHIP - the scientist shouts orders and the vessel obeys them <BUILDING HUMS AND BURSTS>.

CHADWICK

Fire. ...Fire! ... *Fire!!*

QUICK CUTS - as the incoming PROTON STREAMS drill more HOLES IN WALLS and EQUIPMENT. The teens leap and dive.

KEVIN - pops out of a shoulder roll and grabs the concrete floor to armor up. But just as he does, TARGETING LASER BEAMS bathe him in alien bulls'- eyes.

Suddenly Gwen leaps in front of him and throws up an ENERGY SHIELD as the O.S. <BUILDING HUM PEAKS> and another ENERGY STREAM strikes.

GWEN

Get behind me.

Her SHIELD takes the STREAM'S FULL FORCE. She holds firm just long enough to deflect the STREAM --

UP ANGLE PAST CHADWICK - cringing at the deflected PROTON STREAM'S SCATTERED RICOCHET. Behind him, the gunship's hull suffers a few minor SCORCH MARKS.

RESUME GWEN - who then falls to her knees, depleted. Her SHIELD has been SHATTERED. Kevin rushes to her, worried.

CONCRETE KEVIN

Gwen?!

SWISH PAN - to the melted remains of an UPENDED LAB TABLE. Julie peeks over the top edge, agog. Ben stands, glaring.

BEN

Okay, now I'm angry.

Ben slaps the Omnitrix and TRANSFORMS into SWAMPFIRE.

SWAMPFIRE

Swampfire!

ON CHADWICK - taken aback by this strange sight.

ON CONCRETE KEVIN - cradling the woozy Gwen, he shouts:

CONCRETE KEVIN

Shoot it! Shoot it! Shoot it!

TWO SHOT NEAR TABLE - Julie runs up beside Swampfire.

JULIE

No, Ben, no!

ON KEVIN - ZOOM IN FAST. With the same cadence:

CONCRETE KEVIN

Now, Ben, now!!

ON SWAMPFIRE - he rears back, then thrusts forward and shoots a FLAMING FUNNEL OF METHANE GAS.

SWAMPFIRE

<gravelly effort grunt>

LOW ANGLE - The METHANE GAS JET CUTS across the floor left-to-right, creating a WALL OF FLAME.

ON SWAMPFIRE AND JULIE - who nods, relieved. Concrete Kevin supports the disheveled Gwen as they stagger over.

CONCRETE KEVIN

What was that?

SWAMPFIRE

A compromise.

ON FAR SIDE OF FIRE WALL - Chadwick cringes from the heat, then barks up at the gunship.

CHADWICK

Well, what are you waiting for? Go!

UP ANGLE - as the gunship SPRAYS THE FIRE-LINE with SUPPRESSIVE FOAM, then moves forward through the DYING FLAMES. Its WEAPONS TILT and <WHIR>; its LASERS PAINT...

THE TEENS AND SWAMPFIRE - out in the open, sitting ducks.

SWAMPFIRE

We're toast.

REVERSE - Chadwick steps over the CHARRED LINE in the floor.

CHADWICK

Indeed you are. I have complete control over the creature. My wish is its command.

ON JULIE AND SWAMPFIRE - who realizes:

SWAMPFIRE

This is like that movie I was watching, 'Brain Stealers from -- '

JULIE

I thought you were doing homework.

QUICK CUT - Kevin shakes his head. Gwen looks over, annoyed.

RESUME JULIE AND SWAMPFIRE - who flinches, embarrassed. The LASER TARGETS PLAY over their faces and torsos.

SWAMPFIRE

Can we discuss this later?

Fed up, Julie steps around Swampfire and calls out:

JULIE

Ship! Stop! It's me. Julie.

UP ANGLE - The hovering gunship halts. Its weapons <WHIR>, adjusting their aim.

SHIP'S POV

DOWN SHOT ON SWAMPFIRE AND JULIE IN THE CROSSHAIRS- PUSH INTO CLOSE-UP OF JULIE, who pleads her case PAST CAMERA.

JULIE

Ship, please. Remember what you were -- are. Not a monster. Not a killer. You're a good boy, Ship. And you don't have to do what he says!

DOWN ANGLE PAST GUNSHIP ON CHADWICK - who shouts up at it.

CHADWICK

I command you to fire all weapons at the intruders! Now!

FULL SHOT - The WEAPONS START TO GLOW; then the SHIP SHUDDERS VIOLENTLY as it resists the order. <RISING HUM AND STATIC>

TWO SHOT - Swampfire has a hand on Julie's arm and starts to pull her back. She gestures 'wait.'

DOWN ANGLE ON GUNSHIP - The RED CONTROL CHIP BLINKS faster and faster, then SHORT CIRCUITS <PZZFF!> before GOING DARK.

WIDE ON GUNSHIP - The Obliterator instantly folds its weapons and tucks them away, then reverts to a normal, Ship appearance <PLINK!> and drops to the floor <THUD!>

MEDIUM - Swampfire turns to Julie:

SWAMPFIRE

How did you know that would work?

JULIE

You're not the only one who's seen 'Brain Stealers from Outer Space.'

Ship bounces over, rubs Julie's leg and gurgles happily:

SHIP

(normal voice)

Shiiiiip!

WIDEN TO INCLUDE Gwen and Concrete Kevin; Swampfire glares, mimicking:

SWAMPFIRE

(mocking Kevin)

'Shoot it, shoot it, shoot it?'

Concrete Kevin shrugs.

CONCRETE KEVIN

It was a suggestion.

An O.S. VOICE growls.

CHADWICK (O.S.)

A suggestion we'll be happy to take.

SWISH PAN to Morton and the three Knights, off to one side, standing shoulder-to-shoulder like a firing squad, SHOCK MACES AGLOW.

CLOSE ON SHIP - its CIRCUIT-BOARD SHEEN FLASHES in anger. Ship hunkers down, antics --

SHIP

<low growl>

Ship instantly turns back into the Obliterator. <WHIRS> about in mid-air and paints Chadwick with its TARGETING LASER BEAMS.

CHADWICK

<startled gasp>

ON SWAMPFIRE - who smiles.

SWAMPFIRE

(mocking)

Uh oh!

ON CHADWICK - gazing at the LASER GRIDS dancing ON HIS CHEST.

CHADWICK

(nervously)

Sir Morton? Would you kindly ask your men to lower their weapons?
Please?

CLOSE ON MORTON - he shakes his head, dead serious.

MORTON

Sorry, Doc. It's time we got rid of this bunch -- even if we all
gotta go in the bargain.

REACTION SHOT - Chadwick gapes.

CLOSE ON TEENS - Gwen and Kevin lean close to Swampfire.

KEVIN

Not liking where this is going.

SWAMPFIRE

<effort grunt>

Swampfire looses a BLAST OF FIRE past the Knights, who cringe to evade it. Only, his target is actually across the room --

ANGLE ON FORCE FIELD GENERATOR - as the BLAZING STREAM hits it. The GLOWING FIELD THROBS. SPARKS FLY. The ENERGY CORE CRACKS and OVERLOADS, throbbing like a volcano about to blow.

WIDE ON BASEMENT - [CAMERA SHAKES]. EQUIPMENT keels over. The overhead LIGHTS <POP>. Parts of the CEILING COLLAPSE.

ON CHADWICK - aghast as his empire crumbles. FALLING DEBRIS in F.G. then obscures our view of him.

ON MORTON AND KNIGHTS - barely maintaining their balance. They clumsily clamber up the UNDULATING BASEMENT STAIRS.

MORTON

Run away! Run away!

THE GUNSHIP - pivots around and opens its rear hatch.

ANGLE ON TEENS - SWAMPFIRE CHANGES back into BEN. Our heroes charge up into the gunship, and as it tacks about:

EXT. LANCELOT LAKE ESTATES MANSION - CONTINUOUS - DAY

A series of EXPLOSIONS destroy the model home. <POW> The Obliterator bursts through the roof of the structure and zooms skyward just before the secret lair goes up in a massive FIREBALL.

INT. OBLITERATOR COCKPIT - CONTINUOUS - DAY

Ben, Gwen, Julie and Kevin grimace, pressed back in their alien-shaped seats by major G-forces.

BEN

(straining to talk)

Good -- Ship. Down, boy!

JULIE

<giggle>

FADE OUT.

END OF ACT THREE

TAG

FADE IN:

EXT. JULIE YAMAMOTO'S BACK YARD - SOON - DUSK

The Obliterator lands in the yard. The rear hatch opens and the teens disembark. Kevin and Ben have reverted to human form. Then Ship reverts to normal, <PLINK!>

KEVIN

Cool! We have our own space ship!

JULIE

I have my own space ship.

BEN

But we can borrow it sometimes, right?

GWEN

Why do we even need a space ship?

KEVIN

Well, y'know, for -- space stuff!

ANGLE PAST BEN AND JULIE - as they watch Ship bounce around the yard like a puppy who wants to play <BOINGBOINGBOING>.

JULIE

You can borrow him if you help me take care of him. Walking him, playing with him. <giggle>

She gives him a look: 'this is a test.'

REVERSE ANGLE ON BEN - With a note of resignation in his voice, Ben kneels, gesturing 'come.'

BEN

Okay, Ship. Find me a ball, and we can play catch.

WIDE ON SCENE - as Ship bounces very high and in mid-air, instantly turns into a thirty-foot-wide TENNIS BALL.

HIGH DOWN ANGLE - SHIP'S POV - CAMERA RAPIDLY DROPS at a wide-eyed Ben; a ROUND SHADOW rapidly grows on the ground around him. On a LOUD <CRUNCH>,

CUT TO BLACK. Beat, then:

BEN

Ow.

END OF EPISODE

Ben 10 #021 "Pet Project" 02/15/08 -

'cuz

1950's

<BLORP>.

<BOINGBOINGBOING>.

<BOINGING>

<KA-WHAM!>

<KLUNK>

<PFFF>

<PLINK!>

<PLONK!>

<POIT!>

<PZZFF!>

<SPRONG!>

<THUDTHUDTHUD>.

<VRPP-VRPP>

Aw

B-MOVIE.

B-TRACK

B.G.

Brakilyax

CONT'D

F.G.

Flyboy.

G-forces.

I-94

IM

INT.

IngÈnue

KIRBYESQUE

L-SHAPED

L-Shaped

Madwick!

McDuffie's

McMansions

OMNITRIX.

Olde

Omnitrix

Ooollf!

POV

PROFUNDO

Plestor?

Rickman

SCRAMJET

SFX

SFX>.

Shiiiiip!

Shiiiiip!

Skywalker.

Sssssship

T

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"Pet Project"

680-021

Ben 10: Alien Force

By

Len Uhley

Story Editor

Dwayne McDuffie

Second Draft 02/10/08

Final Numbered Draft 02/19/08

As broadcast Script 10/09/08

JULIE

KEVIN

BEN

CHADWICK

GWEN

SWAMPFIRE

MORTON

GWEN / JULIE

SHIP

KNIGHTS

BRAD

INGÉNUÉ

RUBBER-SUIT ALIEN

KEVIN / MORTON

DRIVER

JETRAY

KNIGHT #1

KNIGHT #3

BEN / GWEN / KEVIN /
JULIE
TV NARRATOR

(V.O.)
(O.S.)
(O.C.)
(SUBTITLE)

INT
EXT
I/E

LANCELOT LAKE ESTATES MANSION BASEMENT
KEVIN'S CAR - CONTINUOUS
HIGHWAY - CONTINUOUS
BEN'S BEDROOM
LANCELOT LAKE ESTATES MANSION - CONTINUOUS
JULIE TAKAMURA'S BACK YARD - MEANWHILE
KEVIN'S CAR - A MINUTE LATER
HIGHWAY - SOON
BEN'S BEDROOM - MEANWHILE
KEVIN'S CAR - SIMULTANEOUSLY
HIGHWAY - MEANWHILE
HIGHWAY - A MINUTE LATER
KEVIN'S CAR - SOON
KEVIN'S GARAGE - SOON
LANCELOT LAKE ESTATES MANSION
KEVIN'S CAR - MEANWHILE
LANCELOT LAKE ESTATES MANSION - SOON

OBLITERATOR COCKPIT - CONTINUOUS
JULIE TAKAMURA'S BACK YARD - SOON
STREET OUTSIDE JULIE TAKAMURA'S HOUSE
KEVIN'S CAR - MOVING - CONTINUOUS
STREET - MEANWHILE
JULIE TAKAMURA'S BACK YARD - RESUME ACTION

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS

LATER

CONTINUOUS

THE NEXT DAY

LATE DAY

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

WIPE TO: