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BEN TEN: ULTIMATE ALIEN

"COUPLES RETREAT"

First Draft

By Geoffrey Thorne

TEASER

EXT. CITY STREETS - DAY

A normal sunny day; people mill, cars pass. Suddenly Kevin, already armored up, races up the sidewalk, dodging random pedestrians. He's worried, angry.

GWEN (O.S.)

Really? Could you go slower?

Gwen whips past and out of the shot, riding an energy disc.

KEVIN

It's not my fault!

Jetray zips in, grabs him under the arms and follows Gwen.

EXT. KEVIN'S WAREHOUSE - DAY

It's the warehouse district– a few blocks of identical grey storage buildings, one of which has the smoke billowing out of the giant and ripped-open front door.

Jetray drops Kevin past Gwen as she swoops down, pissed.

GWEN

This is SO your fault.

KEVIN

Is not.

He hits the street; the others zip past him into the warehouse. An ALARM screams up from the damaged building.

KEVIN

People dump lots of dangerous stuff on us. I'm just trying to keep it-

INT. KEVIN'S WAREHOUSE - CONTINUOUS

It's a wreck. Someone has smashed the containers, walls, etc.

KEVIN

- safe?

There’s the noise of a MASSIVE energy blast and Gwen and Jetray SLAM into the wall on either side of him. Jetray reverts to Ben. Darkstar in new, bulkier, evil-looking armor, steps from the shadows. He’s holds an old, leather-bound tome in his hand.

KEVIN

Darkstar? You’re kidding me.

GWEN

He’s got my grimmoire. Stop him.

Kevin absorbs new armor from a large chunk of broken tech and runs at Darkstar.

KEVIN

Oh, he’s stopped, all right.

Metallic tentacles whip out of Darkstar’s suit, catching Kevin in mid-run, yanking him in close to the bad guy.

DARKSTAR

Not this time, you pathetic thug.

Darkstar touches Kevin, draining his energy fast. His armor flakes off and he ages rapidly. Gwen and Ben are horrified.

GWEN

Kevin!

She’s throws zaps at Darkstar who bats them off even as he tears a page out of the ancient book.

DARKSTAR

Can’t dance today, Lovely Gwen. Places to go, people to see.

He hits her with another massive zap, knocking her into another wall. A jetpack extends from his armor and he blasts off through the big hole in the front door. Ben hits the ultimatrix and transforms into XLR8

XLR8

XLR8! Fix Kevin. I’ll get Darkstar.

He runs out through the hole as Gwen cradles Kevin, the glow from her hands bringing him back to normal slowly.

EXT. CITY STREETS - DAY

The world is a blur around XLR8 as he zooms after Darkstar, getting close enough to grab his ankle. The jetpack flares, shooting Darkstar into the nearby city park.

EXT. CITY PARK - DAY

Darkstar shoots past the park-goers with XLR8 closing in. Darkstar’s reciting from the page he tore from the grimmoire.

DARKSTAR

(reading)

Via est porro, via est prolixus, illic est haud caput capitis vel solum...

XLR8 draws near again, hearing the words. A vortex of energy begins to grow far ahead of them in the park. People scatter.

XLR8

No! Those spells are dangerous!

DARKSTAR

(reading)

Planto oriens perspicuus. Lux lucis via. Ostendo occultus ianua.

With a massive thunderclap, the vortex erupts, spewing a storm of strange energy out into the park that seems to consume Darkstar, XLR8 and everything else.

INT. DARK MEDEIVAL CASTLE (QUEEN'S BEDROOM) - NIGHT

A shadowy female, wakes at the sound of the distant boom and rises. She gestures and a robe floats over to her.

INT. DARK MEDEIVAL CASTLE (CORRIDORS) - NIGHT

The shadowy female moves through the empty castle to the dungeon level where there's a big ornate door in one wall.

She opens it, seeing the daylight and the city park beyond. The unconscious XLR8 sprawls in the distance; the body of Darkstar lays at her feet, his armor broken around him.

She drags him inside. The door shuts behind her. Weird energy symbols appear around it for a moment. The door fades away.

END TEASER

ACT ONE

BLACK The sound of large stone scraping against stone is heard and then something bangs into something else, making a clatter.

CHARMCASTER (O.S.)

You morons can't get anything right! Out of the way. I'll do it.

DARKSTAR'S POV His eyes open on the face of a giant stone monster with glowing purple energy "veins" crisscrossing its body.

DARKSTAR (O.C.)

AGH!

His hand comes up and fires a golden blast of energy at the monster, destroying its head. As it falls, his gaze swivels and he sees two more of the creatures coming his way.

DARKSTAR (O.C.)

No! Stay back!

Two more power bolts erupt from his hands, destroying the monsters and revealing a pretty, white-haired girl in a medieval gown, behind them. She's picking up a dropped tray of food and cutlery, unconcerned with the carnage around her.

CHARMCASTER

Well. Somebody’s finally awake.

His gaze swivels again, this time falling on the bedside table and his partially destroyed mask.

DARKSTAR (O.C.)

My mask! My armor! What have you done to it?

His look swivels back to Charmcaster who’s close now.

CHARMCASTER

Me? Nothing. I don’t know why you’d want to cover up a face like yours behind that ugly mask anyway.

Darkstar’s gaze shifts to the silver tray and dishes where he sees his reflection for the first time. He’s totally normal again- MIKE MORNINGSTAR is back. He’s completely shocked.

INT. MEDIEVAL CASTLE (QUEEN’S BEDROOM) - DAY

Reset. Big room. Huge, bed. Big window looking out on the bright, extra-dimensional day. Pretty girl with food tray.

DARKSTAR

You- you healed me?

CHARMCASTER

Not me. I admit you looked pretty bad when I pulled you in but you

got better after the first day.

DARKSTAR

First day? How many have I-?

CHARMCASTER

Two. It’s only a few minutes back on Earth though. Time’s funny here.

DARKSTAR

“Here?” Where’s here?

CHARMCASTER

Welcome to the Realm of Magic, Michael. My realm. I have a realm.

She sets the tray down and moves in closer to him, brushing the hair out of his eyes. She smiles warmly, clearly smitten.

DARKSTAR

How do you know my name?

CHARMCASTER

You talk in your sleep.

DARKSTAR

So, I made it. I actually made it.

CHARMCASTER

Yes, well, you wouldn’t have if I didn’t open the door for you. Nobody gets in if I don’t want.

DARKSTAR

Why would you do that for me?

She takes his hand and leads him gracefully toward the door.

CHARMCASTER

I’ve been waiting for somebody like you for a long time. Come on. I’ll show you around.

EXT. CITY PARK - DAY

This section of the park looks like it’s been through a fire storm; the trees are scorched, bent away from the blast zone. XLR8 zips back and forth over the area, searching...

XLR8

Where is it? It has to be here.

GWEN (O.S.)

Looking for this?

XLR8 looks up to see Gwen and a recovered Kevin floating down on one of her energy discs. She gestures. A ball of energy holding the spell page drifts down out of some tree branches.

Gwen hops off the big disc, landing easily. It disappears right out from under Kevin who hits the ground harder.

KEVIN

Hey! This is NOT my fault.

XLR8 zips up and grabs the page. He reads, reverting to Ben.

BEN

"Squiggle, lightning bolt, swirly thing?" I can't read this.

Gwen holds her hand out for the page. Ben hands it back.

GWEN

It's a gateway spell.

BEN

Gateway? All I saw was this big flash and then I woke up in a tree.

GWEN

This is bad. He opened the door to the Realm of Magic.

KEVIN

What, you mean Charmcaster's place? That's classic!

The boys high five! Gwen is irritated.

GWEN

What are you so happy about?

KEVIN

Charmcaster’s a complete nutjob.

BEN

Yeah. An all-powerful nutjob who doesn’t like visitors.

KEVIN

She’ll eat Darkstar for lunch.

GWEN

And what if she doesn’t? What if he beats her and takes over and- and-

BEN

And what?

GWEN

I don’t know. Something. This is Darkstar we’re talking about.

KEVIN

Look, I know the guy gets under your skin but there’s no way he-

Gwen is furious. She steps right up to Kevin’s face.

GWEN

No way, what, Kevin. No way he'll find my grimmoire? No way he'll steal my most powerful gate spell? No way he'll get away? Again?

She breaks away and stalks out of the clearing, pissed. Beat. In the distance, she turns back to the boys and waves her hand. A purple energy ball grows around them.

BEN

Wow. She's really mad.

KEVIN

But I'm right, right? Charmcaster's totally gonna destroy that guy.

The energy ball yanks them towards Gwen.

EXT. REALM OF MAGIC (CASTLE COURTYARD) - DAY

Close on Charmcaster, grinning maniacally.

CHARMCASTER

I am totally going to destroy you!

Reset, wide. Charmcaster stands atop a massive version of her stone henchmen as ten of the normal ones attack Darkstar.

One swings a massive fist at him. He dodges, zapping it with a golden power beam, destroying the arm and sending the monster crashing into the two behind it.

DARKSTAR

When you said you wanted to show me the sights, I didn’t expect this.

Several more come running at him from all sides, meaning to crush him between them. At the last second he flies straight up over their heads. The creatures smash into and crumble.

CHARMCASTER

Oh, come on; this is way more fun than some boring tour!

DARKSTAR

Your fun isn’t exactly fair!

Another runs at him from behind; he swivels to face it and massive power bolts flash from his eyes, shredding its torso.

CHARMCASTER

Did you miss the part where this is my realm? Fair is what I say it is!

She gestures; the broken bits of monster reform into hideous bird-things, hundreds of them, that attack Darkstar en masse.

He blasts a bunch of them, dissolving them, but they instantly reform as the others continue to attack.

He blasts them with both hands, destroying hundreds of the bird-things at a time only to have them instantly reform. There are just too many of the things. Charmcaster laughs.

Darkstar’s eyes, hands and then his entire body glow brightly as his energy explodes out in one massive eruption!

DARKSTAR

Stop it! Stop laughing at me!

The wave of energy instantly turns all the bird-things to ash and topples the giant creature Charmcaster is riding. She falls and the rock monster crumbles on top of her.

Darkstar is horrified. He flies over to the pile of smoking rubble, blasting it away frantically, trying to get at her.

DARKSTAR

No! I’m sorry! I didn’t mean to-

He blasts away the last rock. She’s lying there, laughing.

CHARMCASTER

WOW! That was FANTASTIC!

Looking truly concerned he scoops her up in his arms.

DARKSTAR

You’re not hurt? You promise? I just got so carried away!

CHARMCASTER

That was the most fun I’ve had since I took over this dump.

DARKSTAR

I’m so sorry. I’ve never had this much energy before, just being near

you seems to–

CHARMCASTER

Bring out the best in you?

DARKSTAR

That’s a good way to put it.

CHARMCASTER

You have no idea how boring this place is. I mean I can make all the creatures I want but they’re just puppets. I need– someone– to share it with me. Someone like, well-

They stare into each other’s eyes. Are they falling in love?

DARKSTAR

Whatever you want to share, beautiful, I humbly accept.

CHARMCASTER

Great! Because I’m ready for another go!

She breaks off, laughing, and gestures. The ground and the broken monsters rumble and shake. Darkstar smiles nervously.

EXT. WAREHOUSE DISTRICT - DAY

In front of Kevin’s warehouse Gwen floats in the lotus position, her eyes closed, as she prepares.

KEVIN

Why didn’t she do this at the park?

GWEN

Ben, please tell your friend to be quiet. I need to concentrate if I’m going to do this.

BEN

Uh, Gwen says-

KEVIN

I heard. So, the park?

GWEN

Please tell your friend the door isn’t in the park. It’s wherever you do the spell. And also tell him-

KEVIN

I can hear you. I’m right here. We going to talk about this or what?

BEN

Seriously, man. Just apologize.

KEVIN

It’s not my fault!

Gwen shushes them again and opens her eyes. They glow bright. Still floating she unfolds her legs and extends her arms.

GWEN

Via est porro, via est prolixus, caput capitis vel solum...

The vortex forms, glowing brighter as she speaks; wind whips up around the kids. Kevin touches the pavement, armors up and grabs hold of Ben as the wind goes wild.

GWEN

Planto oriens perspicuus. Lux lucis via. Ostendo occultus ianua!

There’s the same giant flash as before. When it’s gone, the door is just there in the middle of the street.

GWEN

Huh. Wasn’t sure that would work.

Kevin releases Ben, goes to the door and tries to pull it open. Nothing. He yanks hard and is blown back, hitting the ground hard <IMPACT> next to Ben.

Ben hits the ultimatrix and turns into FOUR ARMS.

FOUR ARMS

Four Arms!

He pounds the door hard and is blasted back too. <IMPACT>

FOUR ARMS

Team up?

Kevin nods. The two boys launch themselves at the door, meaning to do damage. Both are blasted away again, this time sailing several blocks before crashing into the ground. A series of glowing runes appears in the air above the door.

GWEN

Yeah. I was afraid of that.

EXT. REALM OF MAGIC (CASTLE GROUNDS)

A massive stone dragon rears up and roars before spewing a huge blast of fire down at Charmcaster and Darkstar. She flits out of the way, clearly having a ball. He blocks the fire with a golden energy shield with one hand and fires off another powerful blasts from his other.

The bolts hit the dragon, knocking off some stone chips but not slowing it down.

CHARMCASTER

Cute, but no. More like this.

The dragon’s tail whips around, slamming into the castle wall, barely missing Darkstar. Charmcaster lands on its back and blasts a hole in one of its wings.

DARKSTAR

Don’t do that!

CHARMCASTER

Do what? Show you how it’s done?

The dragon roars, flapping its wings, blowing her off. She laughs and hovers near to it, just out of the danger zone.

DARKSTAR

Don’t mock me!

Tiny “stars” appear around his body as he powers up. He fires two incredibly massive power bolts from his hands, striking the dragon dead center and staggering it briefly.

She swoops down, giggling and points. He looks and sees the dragon crackling with his golden energy. Its damaged wing is already reformed. It’s coming for them, fast.

CHARMCASTER

Oh, my! Whatever will we do now?

The dragon breathes a blast of fire at them; again they dodge. The dragon overshoots, smashing through the wall.

DARKSTAR

You’re insane! It’s unstoppable.

She flies in close and reaches out to him.

CHARMCASTER

Neither of us can beat it alone.

He hesitates. The dragon roars and leaps back into the courtyard, shaking the ground like an earthquake.

Holding hands, they stand their ground, extending their free hands. Their two energies dance around them like lightning.

The dragon jumps. They fire at once, a gigantic, impossibly powerful blast that disintegrates the thing in mid-leap.

Charmcaster is delighted. She hugs Darkstar. He looks uncomfortable at first but then returns the embrace.

CHARMCASTER

Was that awesome or what? Isn’t this the most fun ever?

She kisses him and, again, energy flows between them, glowing bright. When the kiss ends the energy fades but Darkstar has been transformed into the golden-skinned Adonis he once was.

DARKSTAR

Yes. It is. The most ever.

He smiles– part happiness, part greed– and pulls her into another kiss. Both their bodies glow bright.

END ACT ONE

ACT TWO

INT. KEVIN'S WAREHOUSE - AFTERNOON

Kevin (armored up) and Four Arms are busy clearing the wreckage left behind by Darkstar's attack. Gwen floats nearby, flipping back and forth through the pages of her grimmoire, comparing spells.

KEVIN

Still mad, huh?

GWEN

Ben, please tell your friend I'm busy trying to figure a way out of the mess he got us in.

Kevin's had enough; he drops the huge barrel of alien fuel rods he's carrying and heads straight for Gwen.

KEVIN

I can't believe you're blaming this on me!

GWEN

Why wouldn't I? It's all your fault.

KEVIN

You think I'm happy Darkstar busted in and grabbed your stupid book?

GWEN

My stupid book was perfectly safe before you put it in here.

KEVIN

You had it sitting out in the open. On a desk!

GWEN

On a desk, in my house that is currently protected by fifteen security spells.

Kevin’s finger comes up sharply an his mouth opens as if he would speak but nothing comes out. Beat.

KEVIN

Security spells?

FOUR ARMS

Guys.

GWEN

Some of our enemies go after our families so I put security charms on all our houses.

KEVIN

Well, okay, but, I didn’t know that. You never told anybody.

GWEN

Like you didn’t tell me you stole my book!

KEVIN

What? No! I didn’t steal it!

FOUR ARMS

Guys.

KEVIN

What!

GWEN

What!

Four Arms reverts. Ben moves closer, looking thoughtful.

BEN

Darkstar had to have a reason for wanting to get to the Realm of Magic, right? Some kind of plan.

KEVIN

Yeah. And now he’s there.

GWEN

Thanks to Kevin.

BEN

So, we’ve got to figure he’s still after whatever it is he wants there, right?

The others look sheepish. Ben’s right.

GWEN

I’m going to work on that unlocking spell.

KEVIN

I hate when you’re right about stuff.

She buries her nose in the grimmoire and he lifts up his box of broken tech– back to work. Ben breathes a sigh of relief.

INT. DARK MEDEIVAL CASTLE (QUEEN’S BEDROOM) - NIGHT

Charmcaster sleeps in her perfect bed under her perfect linens. Beat.

The sound of a distant boom is heard, much like the first one. She wakes. She looks around. She’s alone.

She rises, wearing a simple nightgown, and gestures; three of her familiar stone monsters rise up out of the floor.

CHARMCASTER

Find my... friend. Look outside.

The creatures shamble off. She gestures again; a robe floats over to her. As she pulls it on, she exits the bedroom.

INT. DARK MEDEIVAL CASTLE (CORRIDORS) - NIGHT

Charmcaster moves through the empty castle, same as before, only, this time, we can see her face. She’s worried. She makes her way down the long spiral staircase to the dungeon.

INT. DARK MEDEIVAL CASTLE (DUNGEON) - NIGHT

Charmcaster enters the shadowy chamber just in time to see a flash of golden light, followed by Darkstar being hurled into one of the far walls. She looks at him, climbing out of the crater; she looks at the door to Earth.

CHARMCASTER

Trying to run out on me?

He looks up, surprised.

DARKSTAR

What? No. I wasn't. I was just-

She moves close to the door and waves her hand. The row of locking runes appears above it, glowing faintly.

CHARMCASTER

You don't listen, do you? This is my realm. My realm, my door. Nobody gets through unless I want them to.

Darkstar stands up straight. He looks grim at first, almost angry, but then his face breaks into a charming smile.

DARKSTAR

I wasn't running. You think I'd ever leave you after what you shared with me?

CHARMCASTER

You were working pretty hard to get through my door, Michael.

DARKSTAR

I need to get back. I have enemies. The ones who hurt me. I need-

CHARMCASTER

Revenge?

DARKSTAR

Don’t try to talk me out of it. They hurt me. They humiliated me.

She moves in close to him, strokes his face, tenderly.

CHARMCASTER

Talk you out of it? Never. I love...- revenge. It’s one of my things-.

DARKSTAR

Then you know I have to do this. I’ve never been this powerful before. Never been this strong.

CHARMCASTER

I can help. We can crush them together, whoever they are.

DARKSTAR

No! No. This is- it’s personal. I have to do this myself.

She kisses his cheek, smiling tolerantly.

CHARMCASTER

Boys. Okay. Fine.

DARKSTAR

You're letting me go?

CHARMCASTER

I am. And I'm going to tell you a secret. Magic isn't such a big deal. It's mostly just knowing the secret names of things.

She steps back to the door; her hands begin to glow.

CHARMCASTER

Names are power. This door is locked because I changed its name.

She gestures to the glowing runes which rearrange themselves into a new pattern.

CHARMCASTER

See? I just changed it again. This is the first half of the name.

She shoots a small zap at him. He flinches at first but realizes it's not hurting him. He looks down to see a similar set of runes writing themselves on his forearm.

CHARMCASTER

That’s the other half. Now you can come and go when you want.

Darkstar looks at the runes on his arm and smiles. This is perfect. Again he stands tall, serious, looking like a hero.

DARKSTAR

Thank you. I won’t betray your trust. As soon as I’m done-

She’s back in his arms again, hugging him tight.

CHARMCASTER

Remember what I said about names.

DARKSTAR

They give you power over things.

CHARMCASTER

(this is important)

My name is Juliette.

He grins and sweeps her into an exaggerated, movie-star kiss (with the dip and everything). Their bodies glow bright with energy, flooding the room with light.

INT. KEVIN’S WAREHOUSE - AFTERNOON

The entire place is flooded with light and wind and the noise of ghostly voices howling. Ben holds on to a pillar for dear life as the gale force winds tear around him. Kevin, armored up, does likewise. This is not fun.

BEN

GWEN! GWEN! It’s not working! GWEN!

High above him, glowing with Anodite energy, Gwen’s attention is focused on the center of the maelstrom- where the door should appear but isn’t.

GWEN

I can do this! Just a little more-

She glows brighter for a second but then there’s a huge flash and the vortex winks out. Ben and Kevin releases their pillars as Gwen drifts down to join them.

BEN

No luck, huh? What went wrong?

GWEN

I don’t know. I should have been able to make the door appear. I could almost feel it and then something snatched it away.

BEN

That doesn’t sound like a good thing.

GWEN

It’s not. The door should do what the spell tells it. That’s the whole point.

KEVIN

So, great. He’s stuck there, doing whatever, and we’re here with no Dork Star to worry about. Win win.

GWEN

It’s not that simple. It- Oh!

She staggers back and Kevin catches her instantly, looking concerned. Gwen’s eyes snap open wide, glowing bright.

FLASH TO:

EXT. CITY POWER PLANT - AFTERNOON

This is the main power generating facility for the county. Turbines, power cables, workers, galore.

Suddenly the magic vortex appears, forcing the surprised employees to back away nervously. The vortex fades, leaving the door behind. It opens and the golden, glowing shape of Darkstar can be seen stepping through.

FLASH TO:

INT. KEVIN’S WAREHOUSE - AFTERNOON

Kevin’s still cradling Gwen as the glow fades from her eyes. She pops up, totally freaked.

GWEN

It’s back.

KEVIN

What, the door? But you just said–

GWEN

I know what I said, Kevin. It’s back.

BEN

Where is it?

GWEN

The power company. And Darkstar’s there too.

Ben wastes no time in hitting the ultimatrix. The transformation effect takes over and he becomes Jetray.

JETRAY

Jetray! Well? Let’s go!

The three kids head out!

EXT. CITY POWER PLANT - AFTERNOON

Chaos is everywhere. Darkstar, now a golden glowing godlike creature, flies above the scene, randomly firing power bolts into the crowd.

Where they hit they create MASSIVE explosions, sending anyone nearby, smashing into walls and cars.

Security teams fire on him from the ground with guns and laser weapons but neither has an effect. Darkstar just laughs and blasts them too.

DARKSTAR

Are you idiots serious? I'm a god now! I'll crush you like ants!

More zaps rain down on the scattering crowds, forcing the resistors to fall back. Darkstar is unstoppable.

JETRAY (O.S.)

Oh, yeah? Well, crush this!

Jetray slams into Darkstar, knocking him out of the sky, before swooping off. Darkstar hits the ground hard, making a small crater, but isn't hurt at all.

DARKSTAR

Not this time, Ben. This time I'm-

Kevin's giant steel hammer slams into Darkstar, smacking him into the nearby generator grid where he's zapped with thousands of volts of electricity.

KEVIN

-getting your butt kicked like always?

Darkstar fires a HUGE power bolt at Kevin, slamming him through several of the power plant buildings and finally into a wall on the far side which is destroyed by the impact.

DARKSTAR

Not this time, you brainless clod. Welcome to the new me.

Darkstar sees Jetray flying back towards him and smiles. He zaps the nearest cable tower and the thing comes to life, a giant soldier like Charmcaster’s rock things, only this time with golden veins.

The thing uses its cables like electrified tentacles, swinging them at Jetray, forcing him to dodge or be fried.

Gwen appears, hurling explosive energy balls at Darkstar, rapid fire. They hit. No damage. He laughs and gestures. The ground under Gwen erupts, hurling her into the air.

Jetray swoops in and catches her but then both are hit by one of the swinging power cables and zapped hard! They fall, smoking to the ground. Darkstar seems unstoppable.

DARKSTAR

This is it! This is my destiny! You think you have power? I will SHOW you what power-

All of a sudden he’s not golden anymore. He’s reverting to his Mike Morningstar aspect.

DARKSTAR

What? NO! Not now!

He grabs Gwen with a force beam, pulling her to him, and begins to drain her! She glows for a second and screams.

DARKSTAR

It’s not enough. It’s nowhere near enough!

Jetray is there suddenly, blasting away at him in a frenzy. Darkstar staggers back from. He drops Gwen.

DARKSTAR

No! No! It’s still fading! I’m losing it all! Why? Why?

The force beam barrage drives Darkstar back to the magical door. He blasts Jetray to the ground.

The runes appear on Darkstar’s arm. The door opens, he dives through, it slams shut. Jetray blasts it a few times. Nothing. It’s impenetrable.

JETRAY

I <u>hate</u> this stupid <u>door</u>.

GWEN (O.S.)

That won’t work.

Jetray turns, revering to Ben, and sees Kevin helping Gwen towards him. She’s very weak but coming back fast. She points at the runes.

GWEN

See those? They’re like the password on a computer file. That’s why the spell wouldn’t work. Someone changed the password.

BEN

What does the password look like?

With one finger Gwen traces the magical runes in the air between them. They hang there, glowing.

GWEN

It looks simple but there are thousands of combinations. It would take weeks to try them all.

Ben reaches out to the runes and rearranges them into the order he saw on Darkstar’s arm.

BEN

This was on Darkstar’s arm when the door opened.

Gwen smiles. She gestures and the runes float over to the door. The other set appears above it. Both glow for a second and then vanish. The door swings open.

KEVIN

So. Who’s up for some breaking and entering and breaking?

END ACT TWO

ACT THREE

INT. DARK MEDEIVAL CASTLE (DUNGEON) - NIGHT

The magical door is open– the power plant and the afternoon sun can

be seen behind the kids as they creep through.

The light throws harsh shadows all over the dungeon. They can see the crest on a flag here and there– Charmcaster's colors.

GWEN

This is Charmcaster's place, all right.

KEVIN

So, she is teamed up with Captain Hideous?

BEN

Looks that way.

The boys head up the winding stone stairs. Gwen lingers. She looks puzzled. Something's not right.

BEN

Gwen. Come on.

She snaps to and hurries after them.

INT. DARK MEDEIVAL CASTLE (CORRIDORS) - NIGHT

The kids creep up the familiar staircase.

GWEN

Guys, does this place feel off to you?

KEVIN

Off how?

GWEN

I don’t know. There’s something... warmer... about it.

BEN

It’s the bad guy’s hideout. It’s supposed to be creepy.

They make it to the uppermost landing where they find themselves in the long corridor. There are several doors on either side and a massive and tall window at the far end. It’s night outside.

Kevin sees the stone guardians, touches the wall, and becomes stone himself. He’s about to attack when Ben stops him. Ben knocks lightly on one of the monsters. It doesn’t react.

BEN

Wait. See? Just rock.

KEVIN

Great. That’s even more creepy.

GWEN

This whole place feels weird. I don’t know if we-

Ben holds up his hand, shushing everybody. He points to the light spilling out from the open door at the far end of the hallway. Soft voices can be heard coming from there as well. The boys look at Gwen. She shrugs.

KEVIN

Better go alien, dude. No telling what’s in there.

Ben nods and hits the ultimatrix.

INT. DARK MEDEIVAL CASTLE (QUEEN’S BEDROOM) - NIGHT

In her chambers, Charmcaster watches Darkstar pace and rant.

DARKSTAR

It was awful! I could feel the power flowing out of me like a river.

CHARMCASTER

Well, magic doesn’t work as well on Earth as here. You can’t just-

DARKSTAR

Why didn’t you warn me?!

CHARMCASTER

Some things you have to see for yourself.

DARKSTAR

How can I crush my enemies if I lose all my power five minutes into the battle?

She rises and moves in behind him, hugging his neck and waist. He’s too angry to react at first.

CHARMCASTER

I can help you control it if you want. I’m kind of all-powerful here.

He softens, smiling, and turns to return her embrace.

DARKSTAR

Yes. You are.

They kiss and begin to glow. Very quickly he’s golden again.

KEVIN (O.S.)

Okay, that’s just wrong in every possible way.

Charmcaster and Darkstar break the kiss, surprised to see Gwen (glowing hands), Kevin (stone armor) and DIAMONDHEAD standing there, ready for trouble.

DARKSTAR

Tennyson! You know them?

CHARMCASTER

Gwen! You know them?

KEVIN

Yeah, everybody knows everybody.

DIAMONDHEAD

And that whole “crushing your enemies” thing?

GWEN

Not gonna happen.

CHARMCASTER

Oh, I beg to differ, Gwenny.

Charmcaster smiles and takes Darkstar’s hand. They fire a single, hyper-charged force bolt at the kids.

Gwen dives out of its path but it hits Kevin and Diamondhead dead on, smashing them trough the castle wall.

Darkstar lets go of Charmcaster’s hand and flies out through the big hole in the wall.

CHARMCASTER

No! Michael! Wait for me!

GWEN (O.C.)

Wow. He’s really got his hooks into you, doesn’t he?

Charmcaster’s instantly pissed off. She turns on Gwen who is eyes and hands glow, ready to fight.

CHARMCASTER

Oh, poor Gwenny. Jealousy is so unattractive. Animatus conflicto!

Charmcaster gestures and all the furniture and artwork comes to life, hurling itself at Gwen. Gwen blocks with an energy shield and fires off several zaps at Charmcaster who bats them aside.

GWEN

Jealous? Of a lying, two-faced energy vampire? Even you can do better.

CHARMCASTER

At least my boyfriend’s not a brain dead thug.

GWEN

What? You take that back.

She throws another zap blowing another hole in the wall as Charmcaster ducks out of the way.

CHARMCASTER

Truth hurts, Gwenny-

Charmcaster grins and gestures again. Her rock soldiers come to life, smashing through the walls from the hallway and converging on Gwen.

CHARMCASTER

– but not as much as this will.

GWEN

Listen to me. Michael’s a liar. He’s just using you.

CHARMCASTER

How do you know his name?

Gwen looks sheepish and shrugs a little, blushing.

GWEN

We went out a couple of times?

Charmcaster shrieks, now over-the-top pissed!

CHARMCASTER

You did WHAT!? Destroy her! NOW!

The monsters close in as Gwen blasts away at them. There are a lot. This might not go so well.

CHARMCASTER

Michael loves me, Gwen! Why do you have to spoil it!

EXT. DARK MEDEIVAL CASTLE (COURTYARD) - NIGHT

Darkstar streaks around in mid-air, blasting away at Kevin and Diamondhead. Every beam is like a thousand times the power of his normal blasts. There are huge smoking craters everywhere.

DARKSTAR

How do you like me now, boys? This is only a fraction of my power in this place!

He blasts again. Diamondhead leaps at Kevin, pushing him out of the way at the last instant. <IMPACT>

KEVIN

He’s getting stronger, isn’t he?

DIAMONDHEAD

Time to put a stop to this.

He slaps the ultimatrix and transforms into HUMONGOSAUR.

HUMONGOSAUR

Humongosaur! All right, Darkstar. It’s over now.

DARKSTAR

I think not!

Darkstar glows even brighter and fires a massive bolt, hitting Humongosaur dead center, smashing him to the ground. Kevin hurls a massive clod of earth at Darkstar who blasts it to ashes before it hits.

DARKSTAR

All right, troglodyte. You’ve got my attention.

ULTIMATE HUMONGOSAUR (O.C.)

And you've got mine.

Suddenly ULTIMATE HUMONGOSAUR rises out of the crater where Humongosaur fell an slaps Darkstar into the ground, hard, and holds him there under one enormous palm.

ULTIMATE HUMONGOSAUR

Stay down and this won't get ugly.

DARKSTAR

Fool!

Darkstar glows bright, seeming to actually explode! The blast knocks Humongosaur back to crash down beside Kevin. Darkstar strides out of the smoke from the blast, grinning.

DARKSTAR

I'll never be ugly again. My powers might have drained away on earth but here I can absorb what I need right from the air. I've got powers you can't imagine now. Behold!

He glows. More tiny stars appear around his body (like the wave motion gun from Star Blazers). He grows bigger and bigger as they watch. Not as tall as Humongosaur but still towering over a normal person.

DARKSTAR

Behold!

He gestures. An army of stone soldiers, similar to Charmcaster's but more deadly-looking and shot through with golden veins, rises up out of the earth.

DARKSTAR

This is just a taste of what's in store for you and the whole Earth!

INT. MEDIEVAL CASTLE (QUEEN'S BEDROOM) - NIGHT

Gwen blasts away at the onslaught of stone creatures. She sees Charmcaster watching the boys fighting below.

GWEN

That sure sounds like love to me.

CHARMCASTER

Shut up.

Gwen blasts a few more monsters, thinning out the pack.

GWEN

You said it, yourself. The truth hurts.

Charmcaster flings a zap at her without looking. It misses. She looks down at the battle, nervously. Is Gwen right?

CHARMCASTER

He does love me. He does.

EXT. DARK MEDEIVAL CASTLE (COURTYARD)

Kevin (stone armor) battles alone against Darkstar's army of monsters. It's not looking good.

Ultimate Humongosaur hammers away at Darkstar with earth-shattering blows. Darkstar who takes each and laughs. Darkstar blasts Ultimate Humongosaur into the castle, making it tremble from the impact.

DARKSTAR

You don't understand, do you? I came here to fulfill my destiny. I'm more powerful than ever. Powerful enough to take over the entire Realm of Magic!

Ultimate Humongosaur climbs out of the hole in the castle, firing his missiles out of each fist, staggering Darkstar.

UlTIMATE HUMONGOSAUR

Destiny, schmestiny. You're going down.

DARKSTAR

I'm going to destroy you, Tennyson. Then your idiot friend.

He fires a golden force bolt at the castle which begins to glow. The energy spreads all over the castle grounds, changing the colors from purple to Darkstar gold.

The monsters fighting Gwen also trade their purple veins for gold and break off trying to kill her to assist the ones fighting Kevin.

The leap past Charmcaster, down to the ground to join the fight. Gwen is safe. She moves in beside Charmcaster who doesn't attack or even look at her. Both of them watch the battle between the boys.

CHARMCASTER

You're wrong.

GWEN

Believe me, I wish he wasn't such a jerk but he really, really is.

Kevin hurls one of the stone monsters at Darkstar as Ultimate Humongosaur fires more missiles.

CHARMCASTER

But he's so-

Darkstar shrugs off their blows and blasts back at them, laughing. The girls take a moment. He really is good-looking.

GWEN

Yeah. But it's a lie. Inside? Sewage. And I think, deep down, you know it.

On DARKSTAR, RANTING, blasting away

DARKSTAR

And, after I've done all that, I'll take Lovely Gwen as a trophy!

On the girls

Charmcaster's not happy with that last rant.

CHARMCASTER

"Lovely Gwen?"

Gwen blushes and looks embarrassed.

GWEN

...yeah... Two dates...

Charmcaster closes her eyes, trembling. Tears flow down her cheeks. She's obviously miserable.

CHARMCASTER

It's not fair. I finally find a boy who likes me and then <u>you</u> come and wreck it!

The castles shakes. Waves of power ripple off Charmcaster as she begins to glow. Gwen backs off, nervous.

GWEN

Look, I'm just trying to-

CHARMCASTER

Shut up! Shut up! Shut up!

Charmcaster's power erupts out of her like a storm.

EXT. DARK MEDEIVAL CASTLE (COURTYARD)

The energy explodes out of the top of the castle, swirling around it like a magical storm. Kevin smashes one last stone monster and looks up in shock. Blasted out of the tower by Charmcaster's energies, Gwen's unconscious body falls.

KEVIN

Gwen. No...

DARKSTAR

Yes!

Ultimate Humongosaur catches her, safely but Darkstar blasts him in the face and flies up to the conflagration.

On DARKSTAR, facing CHARMCASTER

He's glowing. She's not. She's the center of the storm.

DARKSTAR

This power! It's fantastic! Why were you holding back? We could have destroyed them all like bugs.

CHARMCASTER

All of them? Even "lovely Gwen?"

DARKSTAR

Oh. That's nothing, beautiful. The heat of the moment. This power of yours is delicious. Together there's nothing we couldn't do. No one we couldn't conquer.

He reaches out a hand. She starts to accept but catches sight of Kevin down below, cradling the wounded Gwen. Gwen’s eyes open and she looks up. The girls make contact.

CHARMCASTER

You always call me beautiful. You never say my name.

DARKSTAR

What? I don’t- I- well- of course I do. I have. Why wouldn’t I?

CHARMCASTER

What is it, then? What’s my name, Michael?

Beat. Humongosaur and the kids watch from below, tense.

DARKSTAR

“Antoinette?”

CHARMCASTER

Wrong.

On Kevin and Gwen

KEVIN

Ouch.

GWEN

Yeah.

Charmcaster explodes, literally. The blast seems to obliterate everything– the castle, Darkstar, the land , the sky, even Humongosaur and the kids. Pretty scary.

EXT. CITY POWER PLANT

A weird energy vortex opens about twenty feet over the pavement and spits out Humongosaur, Kevin and Gwen who hit the ground hard. Humongosaur reverts to Ben.

BEN

That could have gone better.

KEVIN

Uh... YEAH! No Darkstar. Charmcaster’s insanely powerful and crazy mad at us. We can’t even get back to the Realm of Magic because the stupid door is gone.

GWEN

Guys?

She points. As they watch, the door appears, opens and spits out a completely depowered Darkstar. He’s his old ugly zombie self.

A sad, angry Juliet stands in the doorway with her stone giants behind her. She and Gwen make eye contact.

The door slams shut and the runes scramble. Ignoring the kids, Darkstar launches himself at the door, pounding on it.

DARKSTAR

No! Come back! I need you! Annette! Jessica! Please! Take me back! You know I love you! Justine!

The door fades away. Darkstar's shoulder's slump. Kevin clears his throat.

Darkstar turns slowly to see the kids powering up. Kevin's slowly covering himself with steel, cracking his knuckles; Gwen's eyes and hands glow; Ben has the ultimatrix extended. He slaps it down and the transformation flash, covers the shot.

INT. DARK MEDEIVAL CASTLE (QUEEN'S BEDROOM) - NIGHT

Juliette sits in the one remaining window seat of her destroyed castle, looking out over her destroyed lands. Her legs are under her chin and she looks terribly sad. On the floor beside her is Darkstar's broken mask.

THE END

"COUPLES RETREAT"

BEN 10: ULTIMATE ALIEN

by Geoffrey Thorne

Story Editor

Dwayne McDuffie

Inspector 13

In

Kevin

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Gwen

Gw

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Ben

Julie

Echo echo

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HEATBLAST

Wildmutt

Brainstorm

Chromastone

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Ultimate Humongosaur

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(CONT'D)

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INT

EXT

I/E

EX

BEN TEN: ULTIMATE ALIEN

KEVIN'S GARAGE

KEVIN'S

PUBLIC PARK (TENNIS COURTS)

INPECTOR 13'S SHIP

INSPECTOR 13'S SHIP

SKY

TENNIS COURTS

TECHADON FACTORY

THE TECHADON FACTORY

KEVIN'S CAR

CITY CENTER (MIDDLE OF THE STREET)

IN

CITY STREETS

KEVIN'S WAREHOUSE

CITY PARK

DARK MEDEIVAL CASTLE

DARK MEDEIVAL CASTLE (QUEEN'S BEDROOM)

MEDIEVAL CASTLE (QUEEN'S BEDROOM)

REAM OF MAGIC (CASTLE COURTYARD)

WAREHOUSE DISTRICT

REALM OF MAGIC (CASTLE GROUNDS)

DARK MEDEIVAL CASTLE (CORRIDORS)

DARK MEDEIVAL CASTLE (DUNGEON)

POWER PLANT

CITY POWER PLANT

DARK MEDEIVAL CASTLE (COURTYARD)

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AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY

PRE-DAWN

TRAVELLING

D

DAY. BEAT.

DAY

AFTER

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Flash to: