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BEN 10: ALIEN FORCE

"Victor: The Spoils"

First Draft

3/23/10

Written by Kevin Greivoux

**TEASER**

FADE IN:

**EXT./INT. LABORATORY - NIGHT**

Establish the sprawling, gothic, CASTLE ROYAL of Zarkovia, a Balkan country seemingly caught in an 1890's time-warp. Lightning strikes and we cut inside.

We are in the Steampunk/Frankenstien-styled laboratory of Prince Gyula, handsome, powerful, sneering, age 25.

He is assisted by his ugly, brawny, humpbacked female lab assistant, Fritz.

FRITZ

I would never question your wisdom, master.

They stand outside of a huge VAULT.

PRINCE GYULA

--but?

FRITZ

The weapon our solders found. I fear that if we activate it, we  
won't be able to control it.

PRINCE GYULA

Sweet, Fritz. The weapon behind these doors is the salvation of  
my kingdom.

FRITZ

You can't turn a weapon of such terrible power against your own  
people, my Prince! Rebels or not--

PRINCE GYULA

No, Fritz. The moment they turned their backs on the crown, they  
forfeited their citizenship. And my mercy.

Prince Gyula walks to the open window in the lab. It looks out  
onto the beautiful countryside.

PRINCE GYULA

This was a beautiful country, once. But years of rebel defiance  
has sullied that beauty. No more.

FRITZ

It's still beautiful, my Prince. Meet with the rebel leaders.  
Perhaps they would benefit more from your wisdom than your wrath.

PRINCE GYULA

(angry) You know what those devils did! Whose side are you on?

Fritz realizes she's gone to far, she flinches from the  
accusation, and lowers her head.

FRITZ

Only your side, Prince Gyula. I've overstepped my place.

Argon puts his finger under her chin and raises her head until her eyes meet his own.

PRINCE GYULA

You are forgiven, my faithful one. But ask yourself, should I continue to see Zarkovia live in fear when it is within my power bring peace?

KING XARION

(O.S.) Within whose power?--

Prince Gyula and Fritz turn around, startled as he turns to see a very feeble and sickly OLD MAN standing at the laboratory entrance. This is KING XARION, King of Zarkovia.

KING XARION

--Surely my eldest son hasn't forgotten who rules the great nation of Zarkovia?

Fritz bows to the king.

FRITZ

My King!

KING XARION

Rise, Fritz. My anger is reserved for my son, a pup who is convinced that he is now leader of the pack.

PRINCE GYULA

I work only for your glory, Father.

KING XARION

Did you truly think that anything occurs within these walls  
without my knowledge? Show it to me!

PRINCE GYULA

It is magnificent, Father--

Prince Gyula throws the switch. The Vault opens, revealing an obscured, powerful, humanoid figure, trapped in a block of ice. Lightning hits the apparatus above and discharges into the block of ice, which is disintegrated down to about the figures knees, as the icy mists settle, we can clearly see that the mysterious figure is DR. VICTOR!

PRINCE GYULA

And once we reactivate Dr. Viktor, no power on Earth can stand  
against our might!

FADE OUT.

**END OF TEASER**

**ACT ONE**

**INT. LABORATORY - RESUME**

We are in the laboratory once again, right in front of the lifeless body of Dr. Viktor. Prince Gyula is arguing with his father, King Xarion and his lab assistant, Fritz. King Xarion is saddened. Pleading for his son to cease this madness.

PRINCE GYULA

Our scientists have identified the corpse as an alien criminal called Dr. Viktor. I propose we restore it to life, under our total control.

KING XARION

This is madness, my son. If you unleash this... thing upon the rebels there may not be a kingdom to protect.

PRINCE GYULA

All of our enemies will bow down before me --before you.

KING XARION

You will be King someday, my son. But before that day comes, you have much to learn.

PRINCE GYULA

You speak like a diplomat. If it wasn't for your weakness, mother would still be alive!

Kyra reacts in shock, she can't believe the Prince went there.

KING XARION

How dare you?

Prince Gyula gets control of himself. Regains his composure.

PRINCE GYULA

I dare everything! I am young. I am strong. I am the glorious future of Zarkovia. And you--

King Xarion is deeply hurt by the insult. We can see it on his face.

PRINCE GYULA

--You are a feeble old man whose days are numbered even should I choose to spare your life.

King Xarion looks at the impassive face of Dr. Victor.

KING XARION

We shall see.

**EXT./INT. RUSTBUCKET III - NIGHT**

The ship speeds through the air. In the cockpit, Kevin is at the controls.

GWEN

It's not the end of the world, Kevin.

KEVIN

If it was, I wouldn't mind, but missing my one chance to get a refurbished teleporter pod for this?

BEN

What do we need a teleporter for?

Kevin ticks off the reasons on his fingers.

KEVIN

Let's see. Breaking into bad guys headquarters... Escaping from bad guys traps... Uh. Saving money on spaceship fuel...

BEN

Okay. Point taken. But Gwen can teleport us with her magic.

KEVIN

It makes her tired.

GWEN

(cranky) It does not!

KEVIN

And cranky.

GWEN

You make me cranky.

BEN

Sorry, Kevin. This is important. The King himself asked for our help.

KEVIN

Wow. The King of Zirconia.

BEN

Zarkovia --

GWEN

--A small, but strategically important monarchy. They're in the middle of a civil war--

KEVIN

No problem. Ben can take care of that over the weekend.

BEN

I learned my lesson last time. This time we've got a more focused mission.

GWEN

The Crown Prince has a Weapon of Mass Destruction, and he's using his new power to overthrow the King.

BEN

We're going in and taking that weapon off the table.

KEVIN

Sounds like a job for the UN, not us.

BEN

Except that the weapon is named Dr. Viktor.

KEVIN

Huh. Think he's still mad at me from last time?

BEN

Oh, yeah. Definitely.

Suddenly, a SENSOR ALARM goes off. Gwen looks at her monitor.

GWEN

Incoming! I make two, no, three surface to air missiles. Closing fast!

Ben stands and heads off screen.

BEN

On it.

**EXT. RUSTBUCKET - NIGHT**

The hatch SLIDES open. Ben steps out and in mid freefall ACTIVATES his Ultimatrix, transforming into ECHO ECHO . .

ECHO ECHO

ECHO ECHO!! (asides) I was going for Jetray, but whatever.

Echo Echo screams a SONIC BEAM that DETONATES one of the missiles. A second missile misses when the Rustbucket dodges . A third missile strikes the dodging Rustbucket a glancing shot and EXPLODES.

ECHO ECHO

Oh, no!

The Second missile is coming around for another strike at the Rustbucket . Echo Echo TRANSFORMS into ULTIMATE ECHO ECHO , and flies up inbetween the incoming missile and the Rustbucket .

ECHO ECHO

ULTIMATE ECHO ECHO!

Ultimate Echo Echo unleashes a sonic attack that blows the missile out of the sky.

ULTIMATE ECHO ECHO

Music to my ears.

**EXT. ARISTRIP - NIGHT**

The ship makes a rough landing . Kevin and Gwen exit the ship.

KEVIN

Any landing you can walk away from...

GWEN

You say that a lot.

KEVIN

I almost crash a lot.

Kevin examines the ship. Suddenly -- KLAKK!KLAKK!! Ben, Kevin and Gwen turn around and they see that they are surrounded by an entire platoon of Zarkovian CYBORG SOLDIERS

BEN

I think we already got our answer.

GWEN

Don't hurt them. They're just doing their jobs.

Kevin's hands turn into SPIKED MACES. Gwen hands begin to glow.

KEVIN

We'll my job's staying alive.

BEN

(to the cyborgs) We're here to see King Xarion.

The cyborgs remain silent.

KEVIN

You might need to be a little base in your voice, Tennyson.

PRINCE GYULA

(O.S.) YOU'RE UNDER ARREST!

Prince Gyula comes walking through the midst of the cyborgs.

PRINCE GYULA

I don't know what manner of sneak attack this was supposed to be,  
but you rebels will not find the Zarkovian forces wanting.

BEN

Wait -- We're not rebels. My name's Ben Tennyson of earth. We  
were summoned here to help King Xarion from some kind of military  
coup.

PRINCE GYULA

Is that a fact. Well, King Xarion has no authority here. (to the  
cyborgs) Men -- KILL THEM.

Immediately, the cyborg soldiers take aim.

KEVIN

I don't think they're listening, Tennyson.

Ben is in an attack stance. Ready to fight. Gwen's hands begin to glow. She's ready as well.

BEN

(to Prince Gyula ) Dude... You DON'T want to do this.

KING XARION

(O.S.) STOP!!

Riding on a HOVERING WHEELCHAIR is the feeble King Xarion.

KING XARION

RELEASE THEM!!

PRINCE GYULA

Father -- What are you doing? I told you that affairs of state are no longer your concern in your condition.

KING XARION

Affairs of State are ALWAYS my concern.

King Xarion and Prince Gyula begin to argue.

PRINCE GYULA

These rebels are enemies of the state. And as such they shall be dealt with the way I see fit to preserve our land.

KING XARION

Not as long as I wear this crown.

The Prince sees that his father is serious. He backs down.

PRINCE GYULA

(to his cyborg soldiers) STAND DOWN.

The cyborgs put down their weapons.

PRINCE GYULA

This battle is yours, father. But I promise you, rest assured  
that your rule will not be for much longer.

The Prince and his cyborg soldiers walk away.

BEN

Looks like somebody has "daddy issues".

**EXT./INT. CASTLE**

Ben, Kevin and Gwen are in the corridors of the castle.

BEN

I take it there's a bit of friction between you and the prince.

KEVIN

"Friction"? That kid needs a serious TIME OUT, if you ask me.

GWEN

No one did.

KING XARION

It's not his fault. He became...different after his mother passed.

BEN

What happened?

KING XARION

She was killed during a rebel attack, trying to save him. He has hated them ever since.

GWEN

I -- I'm sorry.

KING XARION

It was my fault. Lars was only a boy and he blames me for her death.

BEN

So what do you want us to do? I don't think we're equipped to fight an entire war for you.

GWEN

Not to mention that even if we could, it wouldn't be right to impose our will on a sovereign planet.

KING XARION

Nothing like that. My son has found a weapon of immeasurable power and I want you to destroy it.

King Xarion begins to look at Ben's omnitrix.

KING XARION

I fine bit of equipment you have there.

BEN

It's the omnitrix. It allows me to morph into different aliens.

KING XARION

Good, because you will need every bit of it's power for the task  
at hand.

KEVIN

So this doomsday weapon -- What is it? An omninuke ? Or an  
antimatter annihilator?

KING XARION

Something far worse. I'm afraid he has commandeered the body of  
being named DR. VICTOR.

BEN

DR. VICTOR??

GWEN

Oh, no -- !

KEVIN

You gotta be kidding??

BEN

We have to stop him.

King Xarion still gazes resolutely at Ben's omnitrix .

KING XARION

Yes... Yes we do.

**INT. LABORATORY**

Prince Gyula is working hard analyzing the Dr. Victor's body in the ice.

PRINCE GYULA

(talking to himself) Promethean energy core at 88 percent...  
Ionic containment chambers at 85 percent...Positronic  
encephalocircuits at 78 percent...

Suddenly, the lab door slides back. Fritz walks in.

FRITZ

Lars, I've been calling you all day. You need your rest.

PRINCE GYULA

The rebels could attack at anytime and I need to be ready. Put on your coat and help me with this upload.

FRITZ

I am more than just your lab assistant, I am your fiance and I care about you. You're becoming obsessed.

PRINCE GYULA

Last week my head of security captured a spy. These rebels could be anywhere.

FRITZ

You're paranoid and I fear your hatred of the rebels is misplaced. All they have ever wanted was political representation in the senate and descent places to live. Is that a reason to slaughter them?

PRINCE GYULA

Ask them the reason why they slaughtered my mother. They will pay for every drop of blood they spilled, and ever tear I wept. And if you can not understand than perhaps neither you nor my father are fit to be citizens of my new kingdom.

**INT. CASTLE CORRIDOR - SAME**

Prince Gyula and Fritz walk down the castle corridor having just left the laboratory. As they pass, we see Ben, Kevin and Gwen hiding in the shadows unnoticed.

BEN

Alright, they're gone.

Ben, Kevin and Gwen get to the end of the laboratory corridor. Kevin is about to run down.

BEN

WAIT -- !

We see a group of two CYBORGS walk past. They scan the area. See nothing amiss. Continue on their way.

GWEN

Don't you know stealth is?

BEN

This must be it.

Ben grabs some DUST from the floor. BLOWS it in the air within the corridor. Immediately, a WEB of RED LASERS cover the area.

BEN

Why am I not surprised.

GWEN

Don't worry about it.

Ben hit the omnitrix.

BEN

Big Chill.

Ben turns to Big Chill and turns INTANGIBLE. He phases through the laser grid and the laboratory door.

**INT. LABORATORY - SAME**

Ben opens the lab door and Kevin and Gwen walk in.

BEN

Keep quiet and don't touch anything.

KEVIN

Whoa -- Dr. Frankenstein's got nothing on this joint.

Kevin picks up some kind of GADGET on the lab table.

KEVIN

He want's this? I wonder if it's like some kind of matter  
transmuter .

GWEN

Yeah, for your BRAIN.

BEN

C'mon we don't have time to sightsee.

KEVIN

Hey -- LOOK --

They turn their heads in the direction that Kevin is pointing.  
They see Dr. Victor's body frozen in the ice in his docking  
station.

BEN

Dr. Victor -- He may be just an empty shell, but he's still as  
ugly as ever -- But not for long.

Ben is about to hit his omnitrix when suddenly -- THE LIGHTS COME  
ON and several cyborgs pour into the room.

KEVIN

Uh-oh --

CYBORG

INTRUDER ALERT!!

Ben, Kevin and Gwen are on the defensive and the cyborgs swarm the lab. One of the cyborgs strikes Kevin. He goes sprawling into the computer terminals that control Dr. Victor's body. An arc of electricity lances indiscriminately around the room.

BEN

I got it -- !

Ben hits his omnitrix. Turns into Big Chill again. However, an arc of lightning hits him.

BIG CHILL

AAAAA -- !!

Big Chill is knocked into a couple of cyborgs. Bowls them over.

BIG CHILL

That...HURT....

Gwen is using her energy shields defensively.

GWEN

Ben! A little help! The ice around Dr. Victor is MELTING.

The lightning MELTING the ice surrounding Dr. Victor.

BIG CHILL

I'm on it.

Big Chill attempts to re-freeze the ice surrounding Dr. Victor using his flame-breath.

KEVIN

Gwen - try to disable the head pieces they're wearing. I think they're controlling them somehow.

GWEN

And you know this how?

KEVIN

Look just do it! It's our only chance out of here.

GWEN

But what if we hurt them?

KEVIN

Would you rather they hurt us?

Suddenly --

PRINCE GYULA

(O.S.) STOP!!

Prince Gyula presses a button on a REMOTE CONTROL device he has in his hand. ZZZT!ZZZT ! Immediately Dr. Victor's eyes SNAP OPEN. Red orbs of death.

BIG CHILL

Uh-oh --

BA-KOOM ! Dr. Victor breaks out of his icy tomb with a mighty flex of his synthetic muscles.

BIG CHILL

Are we in TROUBLE.

**END OF ACT ONE**

**ACT TWO**

**INT. LABORATORY**

Dr. Victor has broken free of the block of ice. Poised for battle. Ready to wreck havoc.

GWEN

This isn't good.

Kevin launches himself at Dr. Victor. His hands like SPIKED MACES. SWAT! Dr. Victor dispatches Kevin with a brutal and vicious BACKHAND.

GWEN

KEVIN!

She sees that Kevin is unconscious. Unresponsive. He is injured or maybe worse.

GWEN

You'll pay for that, Victor!

Gwen creates several ENERGY SPEARS. Hurls them at Dr. Victor.

PRINCE GYULA

Impressive. But all too futile.

Dr. Victor wades through Gwen's power onslaught. He gives a thunderous concussive CLAP in her direction. The concussion blows her away. Slamming her into the wall. She slides down the wall unconscious.

Big Chill hits his omnitrix again. Turning into ULTIMATE BIG CHILL he launches an attack upon the villain with a torrent of chilling fire. All around Dr. Victor the air freezes.

PRINCE GYULA

No...

Prince Gyula presses the button on the remote. With a mighty punch, Shards of ice rocket through the air. Some of the chunks strike Ultimate Big Chill, knocking him unconscious like his comrades.

PRINCE GYULA

We'll, that went better than expected. Now it's it time to try out my new toy with a more practical application.

**INT. DUNGEON - LATER**

Ben, Kevin and Gwen are in the Zarkovian DUNGEON hung on X-CROSSES with their arms and legs spread apart. They are still unconscious.

KING XARION

You had no right, Lars. They were only here to help you see a better way.

PRINCE GYULA

They were here to destroy me, father. Any you put them up to it.  
Admit it.

KING XARION

I only sought to help you. To show you the error of your ways.  
You cannot possibly control that -- that ABOMINATION you brought  
back to life.

PRINCE GYULA

I'm bored with you telling me what I can and cannot do, father.

Prince Gyula presses activates his remote. Dr. Victor walks up on  
his father threateningly.

KING XARION

Lars -- What -- what are you doing?

PRINCE GYULA

What I should've done long ago.

Dr. Victor reaches out. Takes the crown from King Xarion 's head.  
He gives it to Prince Gyula.

PRINCE GYULA

Take my rightful place as basalis and king of Zarkovia .

Prince Gyula give an evil laugh. Both Fritz and King Xarion are  
very much afraid.

**INT. MILITARY READY ROOM - LATER**

Prince Gyula is getting ready to do battle. He's put on his military outfit. Dr. Victor is now redesigned with a cool set of armored pieces and weapons.

FRITZ

Lars, please -- forget the crown. Let's just leave this place.  
Get away and start our lives together.

PRINCE GYULA

Woman, are you MAD? Leave Zarkovia on the eve of my victory over the rebels. That's perposterous. After tonight, all of Zarkovia will sing my praises to the highest mountain as their new savior.

FRITZ

I only want us to be together.

PRINCE GYULA

And we will. But I need to establish myself as king. And the first order of business is to let the people see the firm hand of power and righteousness that can be theirs if --

FRITZ

If "what"?? If they "obey"??

PRINCE GYULA

That is the cost for peace, I'm afraid.

FRITZ

In exchange for what? The fear of their king? Fear of his monstrous avatar if they do not bend their knee to you??

Lars turns away from her. He really doesn't want to hear it.

FRITZ

Lars, the rebels are not your enemy. They never were. They are people who have lived and died in this planet's defense long before our grandfathers were even born. They have the same concerns and feeling that we have. They just want to be heard. You must have compassion. A good king would know that.

PRINCE GYULA

I show them the same compassion they showed our cities when their missiles choked the sky. When their lasers ripped through our castle and killed not only her but thousands of our people. I will show them mercy... On the day the lion falls to the jackel.

FRITZ

I've never seen you like this. Has vengeance blackened your heart to the point where you have lost all reason? If so, you really don't care about me at all. All you care about is that crown. And if so, it will destroy our love forever.

PRINCE GYULA

A king MUST have his priorities.

Prince Gyula turns his back to Fritz and walks away. Fritz weeps.

**INT. LABORATORY - LATER**

Ben, Kevin and Gwen are in the dungeon. Kevin slowly wakes up.

KEVIN

Uhhhh... Aw man... What hit me?

Kevin looks around. Sees that Ben and Gwen are still unconscious.

KEVIN

He guys! Wake up! Tennyson! C'mon, man, you're the big hero.  
Gwen! They are still unconscious.

KEVIN

Slackers. Looks like it's up to the old, Kevster.

Just then, King Xarion floats into the lab in his chair.

KEVIN

King Xarion ! Alright! Man, am I glad to see you. I can't wait to  
get another crack at --

Kevin notices that King Xarion 's demeanor has CHANGED as he  
completely focuses on Ben.

KEVIN

Dude -- What are you doing with Ben?

King Xarion is holding Ben's arm up. Examining the ominatrix.

KEVIN

Get away from that.

KING XARION

Yes...yes... This is better than I expected.

Just then, Ben and Gwen begin to wake up.

BEN

HEY! What are you doing??

KEVIN

Ben, he's trying to nab the omnitrix!

BEN

No he won't --

Ben tries to touch the omnitrix.

KING XARION

Oh, I beg to differ.

King Xarion pulls out a SONIC DEVICE from his chair. The high-pitched shrill knocks them all out.

ALL IN UNISON

AAAAAAAAAAAA!

King Xarion unshackles Ben and places ANTIGRAVITY PODS on him so he can float.

KING XARION

BUT NOT YOU MY, MORPHOGENIC FRIED. I HAVE PLANS FOR YOU.

**INT. LABORATORY - LATER**

The lights and the machinery in the laboratory are on. On either side of Ben is an EXAMINATION TABLE. One table is empty. Dr. Victor lies on the 2nd table. Unconscious. Wearing a METALLIC

head band And hooked up to Ben. King Xarion is putting the finishing touches on mechanical adjustments he makes to Ben's head band.

KING XARION

So... I am "feeble" am I? My time has past, has it?

King Xarion places a METALLIC HEADBAND on Ben's head. He then begins to TAP on the omnitrix. Ben begins to morph into several of his alter egos. Finally, Ben stops at AMPHIBIAN.

KING XARION

Ahh... This is the one.

King Xarion presses a button on the side of this wheelchair. Raises it to the level of the examination table on the other side of Ben. King Xarion then places another METALLIC HEADBAND on his head as well.

KING XARION

My dear boy shall pay for this effrontery.

King Xarion presses the button on his REMOTE DEVICE in his hand. The whole room lights up as the lab is immersed in bolts of blue lightening lancing back an forth between Amphibian, Dr. Victor and King Xarion . Just then, Prince Gyula and Fritz enter the lab. Prince Gyula is FURIOUS.

PRINCE GYULA

NO!! What are you doing??

Immediately, Prince Gyula RIPS the electrical chords form Dr. Victor.

PRINCE GYULA

They've ruined it!

However, on the table, King Xarion goes into a SEIZURE.

FRITZ

Lars! Your father.

Fritz tries to tend to King Xarion, but it is too late.

FRITZ

He -- He's GONE.

Prince Gyula has no compassion at this point.

PRINCE GYULA

Good. Maybe in death he will be more useful than he ever was in  
life.

FRITZ

That's a HORRIBLE thing to say.

Prince Gyula walks over to the body King Xarion.

PRINCE GYULA

Can you hear me, father? From the great fiery abyss in which you  
hopefully now reside? It is Prince Lars Xarion who finally takes  
his place as the one true king of Zarkovia . And there is no one  
to stand in my way.

Prince Gyula and Fritz turn as they hear a DEEP thunderous voice booming from behind them.

DR. VICTOR/ KING XARION

(O.S.) Well, now...

Dr. Victor has a sinister SMIRK on his face. King Xarion has downloaded his mind into the body of Dr. Victor.

DR. VICTOR/KING XARION (CONT'D)

-- I wouldn't say that.

**END OF ACT TWO**

**ACT THREE**

**INT. LABORATORY - SAME**

Prince Gyula and Fritz can scarcely believe their eyes.

PRINCE GYULA

Impossible...

DR. VICTOR/KING XARION

On the contrary...

Dr. Victor BACKHANDS the Prince.

DR. VICTOR/KING XARION (CONT'D)

...It's QUITE possible.

Dr. Victor ZIPS across the lab. Has his massive forearm to the arrogant Prince's throat.

DR. VICTOR/KING XARION (CONT'D)

Not bad for a "feeble old man whose time has passed".

FRITZ

Please, King Xarion -- you're hurting him.

DR. VICTOR/KING XARION

That's the point. This poor excuse for a son. The constant whining, crying and temper tantrums -- lamenting over a depraved childhood -- You make me SICK. I can scarcely believe a pup like you came from my loins.

The Prince struggles to be free, but his efforts are futile.

DR. VICTOR/KING XARION (CONT'D)

Still... Never let it be said that I was a father without mercy.

Dr. Victor releases Prince Gyula . He falls to the ground LIMP. Dazed.

DR. VICTOR/KING XARION (CONT'D)

Oh... And you have something that belongs to me.

Dr. Victor bends down and REMOVES the crown from Prince Gyula 's head. Places it on his own.

DR. VICTOR/KING XARION (CONT'D)

That's better. Take a good long look, "my son". You shall never wear a crown again.

Dr. Victor THROWS his son across the room. He slams into the computers.

FRITZ

LARS!!

Fritz rushes to his side. Tends to him.

DR. VICTOR/KING XARION

Yes. Do comfort him. For when next we meet, he will be charged with treason of the highest order.

Dr. Victor walks out of the room laughing maniacally. Fritz looks over at Ben. She has an idea.

**INT. DUNGEON - LATER**

We are back in the dungeon. Kevin and Gwen are just waking up.

KEVIN

Oh my head...

GWEN

Kevin's gone.

Gwen tries to use her powers to break free. Nothing's working.

GWEN

Nothing. It must be these power inhibitors.

KEVIN

C'mon, think of something -- You're the big brain around here.

GWEN

I'm trying. Give me a break.

KEVIN

None of this would've happened if we had gone to the Grand Galaxy instead. But nnooooo -- we hand to go save the universe again!

GWEN

Will you forget about that stupid race! We might not make it out alive.

BEN

(O.S.) Don't worry. They argue like that all the time. It's called tough love. Gwen and Kevin see Ben and Fritz coming in the dungeon.

GWEN/KEVIN

BEN!!

KEVIN

Dude -- What did you, like steal the Prince's girlfriend? I didn't know you had it in you.

BEN

I don't.

KEVIN

I'd be mad too if you stole my girlfriend.

BIG CHILL

Dude... I did NOT steal anyone's girlfriend.

Ben hit's the omnitrix. Turns into Big Chill.

BEN

BIG CHILL.

Using his COLD BREATH turns their shackles to ice and shatters them. He frees Gwen first.

FRITZ

We have to hurry.

With King Xarion 's new form, he could destroy an entire city. Big Chill uses his breath to free Kevin.

KEVIN

The old guy?

BIG CHILL

He's not old anymore. He tapped the omnitrix to call up Amphibian and used his telepathic abilities upload load his brain engrams into the body of Dr. Victor. We have to stop him.

KEVIN

Not good. We're is he now.

FRITZ

Outside the city walls. I fear he's going to end the war and  
destroy the rebels once and for all.

**EXT. BATTLEFIELD - REBEL TERRITORY - SAME**

Four large rebel tanks are obliterated by mega-powerful BEAM WEAPONS. Suddenly, one of the tanks is SMASHED as a hulking figure leaps on to it. It's DR. VICTOR. He pummels the tank to scrap metal. Two more tanks FIRE at Dr. Victor. Dr. Victor CATCHES a shell in each hand. Throws them back and destroys the tanks. The rebel forces scatter in fear.

REBEL SOLDIER #1

Nothing can stop it!

REBEL SOLDIER #2

RUN!

DR. VICTOR/KING XARION

For too long you rebels have defied your king. Now today, you  
will pay the ultimate price for your effrontery.

Suddenly, Dr. Victor is struck in the back by a powerful heat  
blast.

DR. VICTOR

How dares?

Dr. Victor turns around. We see Heatblast coming in HOT.

HEATBLAST

It's over, Victor -- YOU'RE GOING DOWN!

DR. VICTOR/KING XARION

Tennyson! I pleasure to see you. Without your help, I would've remained a functional invalid. But thanks to you, I have my life back and more!

HEATBLAST

Too back I'm about to take it back.

Heatblast unleashes a barrage of hot plasma blasts. Incendiary lances that strike Dr. Victor. Backing him up.

KEVIN

Hey, Tennyson -- Save some for me!

Kevin becomes spiked-laden again. He picks up shards of broken tank and hurls them at Dr. Victor. Gwen uses her powers and attacks with ENERGY SPHERES. But Dr. Victor hits the ground with his fists. The resulting impact causes a quake that knocks everyone off their feet.

GWEN

He -- He's too powerful.

HEATBLAST

"Too powerful"? Then I'd better meet him on equal terms.

GWEN

Ben don't -- You can't beat him!

HEATBLAST

We'll see about that.

Heatblast hits his omnitrix.

HEATBLAST

HUMONGOSAUR!

Ben turns into HUMONGOSAUR.

HUMONGOSAUR

Hey, Victor --

Humongosaur leaps. An overhand right snaps Dr. Victor's head. A left, and Victor's head snaps in the other direction. Humongosaur thows another right. Sends Dr. Victor flying back. Hit's a tank.

KEVIN

I don't believe it -- ! He's got Victor on the ropes!!

GWEN

Take 'im out, Ben! Take 'im out!

Humongosaur starts to get a little cocky, but presses his attack. Humongosaur lands ontop of Dr. Victor. Pummels him relentlessly. However -- Dr. Victor's green hand CATCHES Humongusaur fist like a softball. Stops it cold.

HUMONGOSAUR

Uh-oh...

Dr. Victor's eyes begin to GLOW. Red beams erupt from them. Blasting Humongosaur back. Humongosaur SMASHES back into a tank. The impact is so great that Humongosaur turns back into Ben.

KEVIN

This doesn't look so good.

Not far away, Fritz is running onto the battlefield. She holds in her hand a small REMOTE DEVICE.

GWEN

Is that Fritz ??

KEVIN

What's she doing??

Fritz tries to run through the rubble and cannon fire of the battlefield. Prince Gyula appears as well. He screams to her even though he is still somewhat injured.

PRINCE GYULA

Fritz !

Gwen goes after Prince Gyula and Fritz .

GWEN

HANG ON!!

Gwen uses her powers to get them out of harms way with an energy scoop. Sets them behind a fallen tank for shielding.

GWEN

That was dumb!! What were you thinking??

Prince Gyula is holding the injured Fritz in his arms. He looks at the once beautiful land of Zarkovia and sees that it is now a devastated warzone.

PRINCE GYULA

What have I done? I've unleashed a monster into the land I love.

Prince Gyula sinks in despair.

PRINCE GYULA

All because of my hate and my lust for power. Now it's too late.

FRITZ

No, my love -- There may yet be a way.

PRINCE GYULA

How? The beast is undefeatable.

Fritz hands the Price the remote.

FRITZ

This is an override switch for Zarkovian technology.

PRINCE GYULA

(puzzled) There's no such device. How did you acquire this?

FRITZ

I built it. To make sure your technology never hurt us again.

PRINCE GYULA

But why?

FRITZ

I'm a REBEL, Lars.

PRINCE GYULA

A what??

KEVIN

Ooo scandalous.

GWEN

Quiet, Kevin.

BEN

Uh...guys... Could we break us this love jones and stick to the problem at hand.

FRITZ

Use it.

Fritz falls unconscious.

PRINCE GYULA

Fritz !

BEN

Whatever it is, it's our only hope.

GWEN

But how do we use it?

PRINCE GYULA

I think I know...

KEVIN

Then I'll keep Dr. Victor busy while you do whatever you have to.  
Ben hits his omnitrix.

BEN

JETRAY!

Turns to JETRAY and flies towards Dr. Victor. Immediately, Prince Gyula runs out onto the battlefield where the cyborg soldiers are. He is able to dodge some fire.

GWEN

I hope this works.

Suddenly, Prince Gyula is HIT in the shoulder. He falls to the ground injured. He struggles, but he is able to press the button on the remote. Immediately, sparks fly as the Zarkovian cyborgs FREEZE. Some of them rub their heads in confusion.

CYBORG #1

Man...What's in that?

Suddenly, upon seeing Dr. Victor, the cyborgs fire upon Dr. Victor.

DR. VICTOR/KING XARION

STOP, YOU FOOLS! I AM YOUR KING!

ULTIMATE BIG CHILL

Looks like they finally woke up!

Dr. Victor unleashes an electrical blast. This time Ben is ready. He dodges it.

JETRAY

Too slow, bro!

Jetray hits the omnitrix.

JETRAY

ULTIMATE BIG CHILL!

Ben Turns into Ultimate Big Chill. He immediately surrounds Dr. Victor with a cake of ice using his fire-breath. The resulting feedback ELECTROCUTES Dr. Victor. Dr. Victor seizes. Falls to his knees and onto his face... unconscious and smoldering. Ultimate Big Chill sinks to his knees and turns back to Ben. He's exhausted.

BEN

Tell me it's over.

KEVIN

Yeah...you rocked.

Gwen helps Ben to his feet. Not far away, Prince Gyula helps Fritz to her feet.

PRINCE GYULA

I don't understand. How could you deceive me?

FRITZ

I never wanted to. But I was sent to Zatopolis years ago when I was a girl. Sent to spy to on your technology and to sabotage whatever you were working on that could potentially harm us.

PRINCE GYULA

But our security was impenetrable. How did you -- ?

FRITZ

We had inside help from a high ranking member of the Kings family.

PRINCE GYULA

But there was only me, my father and --

Fritz looks at him. Immediately, he knows.

PRINCE GYULA

-- Mother?

FRITZ

She believed in our cause. She helped us. Her plan was to defect,  
along with you, to our side, but someone found out about her  
treachery and --

DR. VICTOR/KING XARION

(O.S.) -- Was KILLED for it.

We see Dr. Victor, now conscious, but still frozen in ice except  
for his head.

DR. VICTOR/KING XARION (CONT'D)

What was a king to do.

PRINCE GYULA

YOU KILLED MY MOTHER???

Kevin holds him back.

KEVIN

I can barely hold him -- !

DR. VICTOR/KING XARION

I killed a traitor to my house.

Fritz comforts him.

FRITZ

He doesn't matter any longer, Kyler. Over the years I fell in love with you. I was trying to reach you because I knew the kind of man you were. Can you forgive me.

PRINCE GYULA

No. I should ask for your forgiveness.

PRINCE GYULA

Thank you, Ben Tennyson. You and your friends saved me from a fate worse than death... A life of selfish pride and vengeance.

BEN

Just glad we could be here.

GWEN

But what a mess. Still, once your father's in jail, you can rebuild.

FRITZ

I'm afraid it won't be that simple. King Xarion is not going to jail.

KEVIN

What?

PRINCE GYULA

She speaks true. Sadly, he must be released. By our laws, which stretch back thousands of years, no member of the royal family can ever be charged of a crime for any reason.

BEN

Why? This dirtbag killed millions including your own mother --  
His wife!!

DR. VICTOR/KING XARION

This is my own sovereign land. And MY law is what rules here.

BEN

We'll see about that --

Ben strikes the omnitrix.

BEN

RATH!!

Ben turns into RATH. Walks up to Dr. Victor. Gets in his grill.

RATH

This isn't over, Victor.

GWEN

Ben -- don't. He's right. As evil as he is, we have to respect  
the laws of other sovereign planets. If not, we're no better than  
he is.

RATH

Not when it comes to evil Gwen. I don't care what the laws are,  
justice counts for more.

PRINCE GYULA

There will be justice, Ben Tennyson. Fritz and I are joining the rebels cause.

DR. VICTOR/KING XARION

WHAT??

GWEN

You're kidding??

KEVIN

Alright! Rebel with a cause. Now you're talkin' MY language.

Rath his the omnitrix. Turns back to Ben.

BEN

Then our work is done. There's nothing more we can do.

DR. VICTOR/KING XARION

We will meet again, Ben Tennyson. And to the victor goes the spoils.

BEN

I'm counting on it. (to Kevin and Gwen) Lets go, guys.

Ben, Kevin and Gwen walk away.

DR. VICTOR/KING XARION

Indeed.

## EPILOGUE

### EXT./INT. SHIP - OUTER SPACE - LATER

Ben, Gwen and Kevin are in the ship once more. Kevin is at the controls.

BEN

Y'know, guys... It still burns me that King Xarion got away with those crimes against his own people. I mean, how could they let that happen?

GWEN

It's their laws, Ben. We can't ignore them just because we don't agree with them. We'd be no better than King Xarion . If change is going to come, it has to be from the Zarkovians themselves.

BEN

At least Prince Gyula and Fritz decided to fight on the side of the rebels. He finally learned that the rebels weren't the bad guys he thought they were. Now he has a goal he can work towards. Making his world a better place.

GWEN

The man gave up his crown to fight on the right side of justice and be with his love. What more can anyone ask for?

BEN

I can think of a couple things.

KEVIN

Anyone up for the Grand Galaxy?

Kevin hits the hyperdrive . The ship speeds away.

FADE OUT. . .

Script Title

Written by

Name of First Writer

Based on,

If Any Address

Phone Number

KYLA

LORD XARION

GWEN

KEVIN

BEN

SHIP

ECHO ECHO

BIG CHILL

DR. VICTOR

HEATBLAST

HUMONGOSAUR

CYBORG #1

JETRAY

RATH

King Xarion

Prince Argon

Keven

(V.O.) (O.S.) (O.C.) (CONT'D) (SUBTITLE)

INT EXT I/E EXT./INT DR

BEN 10: ALIEN FORCE

TEASER

LABORATORY

LORD XARION (O.S.) ENOUGH!!

END OF TEASER

ACT ONE

OUTER SPACE

SHIP

ZATOVIA

ECHO ECHO LOOK OUT!!

OOOWWWW!!

SHIP HURT!

SKY

ULTIMATE ECHO ECHO

STAND DOWN.

CASTLE CASTLE CORRIDOR

CYBORG INTRUDER ALERT!!

BIG CHILL AAAAA -- !!

END OF ACT ONE

ACT TWO

DUNGEON MILITARY READY ROOM

ALL IN UNISON AAAAAAAAAA!

VICTOR/LORD XARION (O.S.)

VICTOR/LORD XARION (CONT'D)

END OF ACT TWO

ACT THREE

VICTOR/LORD XARION

GWEN/KEVIN BEN!!

BATTLEFIELD - REBEL TERRITORY

REBEL SOLDIER #1

REBEL SOLDIER #2

RUN! STOP, YOU FOOLS! I AM YOUR KING!

ULTIMATE BIG CHILL

WHAT??

EPILOGUE

SHIP -

OUTER SPACE

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY SAME

CUT TO:

FADE IN:

FADE OUT.

FADE TO:

DISSOLVE TO:

BACK TO:

MATCH CUT TO:

JUMP CUT TO:

FADE TO BLACK.

Page Scene #

Intro

Location

Time

Length

Synopsis

Cast

Members

Tags

Order

120

Character

Role

Gender

Ethnicity

Orientation

Disability

Age

Occupation

Dialogues

Scenes

Speaking Scenes

Non-Speaking Scenes