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BEN 10: ULTIMATE ALIEN

#1003-036

"Keepers of the Flame"

By Brian Swenlin

Third Draft, 9/26/10

TEASER

EXT. CARNIVAL TENT - NIGHT

TWO TEENAGERS, RICH AND ERIN are standing outside of the tent. A BARKER is outside, roping the "crowd." Rich really wants to come in.

BARKER

Step right up and see the hideous creature from the deep! Come inside... if you dare!

RICH

C'mon! Can't miss the freakshow!

ERIN

Sure we can. It's late. And I don't want to see something gross in a rubber suit.

VILGAX (O.S.)
<MONSTER GROANS>

Intrigued, Rich grins winningly at Erin.

RICH (O.S.)
Sure you do.

VILGAX (O.S.)V.O.)
<MONSTER GROANS>

She's thinking about it, but the groans from inside aren't helping to win her over. She gingerly pulls back the flap and suddenly--
- A HAND falls on her shoulder.

ERIN
AHH!

REVEAL it's the Barker.

BARKER
Ticket, please. It's five dollars extra.

ERIN
That's okay.--

She looks at Rich.

ERIN
--We were just leaving.

RICH

Aw!

Erin takes him by the arm and pulls him away. As she does, she almost stumbles into MAN #1, who is handing out pamphlets, he drops a few.

ERIN

Oh, sorry!

The MAN, smiles, then hands her one of his Pamphlets.

MAN #1

No harm done, please take one.

She takes one and looks at it.

ERIN'S POV

The Pamphlet features a distinct, iconic FLAME SYMBOL (which, if we squint just right, resembles a stylized squid).

WIDE ON THE MAN

Smiling encouragingly.

MAN #1

It could change your life.

Unimpressed, she grabs Rich's arm again and EXITS.

Man #1 kneels to pick up the pamphlets he dropped and glances up through the opening of the Tent Flap, his eyes go wide.

Man #1 looks at the Pamphlets he just got back. As he stacks them, we can see that they

Satisfied that he's recovered all of his pamphlets, Man #1 glances up and sees through the tent flap as it closes. Beat. His eyes go wide.

MAN #1

No! It's not possible.

He scrambles to push open the exit flap and can't believe what he sees - however, his disbelief is not of confusion or horror, but of that of revelation.

MAN #1

It is! It's you...!

THE BARKER appears in the flap, blocking the view.

BARKER

Five bucks, pal!

He YANKS the flap closed.

CROSS DISSOLVE:

EXT. CARNIVAL - TRANSITION TO NIGHT

WIDE on the carnival as the lights dim. The night sky is cloudy. There is distant lightning. It's now late - The carnival is CLOSED.

EXT./INT. CARNIVAL TENT - NIGHT

Back inside the dimly lit tent, the Barker is working on a large water pump array, tightening a gasket with a large wrench.

Pipes from the array lead to a large tank which is mostly obscured by shadow. The Barker struggles to turn a wrench on a LEAKY PIPE.

BARKER

<effort>

Suddenly the tent flap OPENS again. A gust of wind?

CLOSER - The Barker suspiciously tightens his grip on the wrench, clearly intending it for use as a weapon.

BARKER

Who is that? The carnival's closed! You hear me?! We're--

He looks out of the flap, but no one is there. Lightning flashes as the wind picks up. <SFX: THUNDER>

He turns and sees TWO mysterious robed men inside the tent, a cross between Shaolin Monks, and Ninja Assassins. They are called ESOTERICA.

ESOTERIC #1

We are The ESOTERICA. We stand here tonight as liberators.

The Barker sizes them up before lunging at the closest one with his wrench.

BARKER

No, you stand here trespassin'!

Barker takes a swing at him with his wrench. The Esoteric SIDESTEPS into invisibility, and the Barker hits nothing.

BARKER

<EFFORT>

As he reacts, SOMETHING INVISIBLE takes the wrench from his hand.

BARKER

<surprised GRUNT>

He knocks him out with a fake, and unrepeatable PRESSURE POINT PINCH. BARKER SINKS TO THE FLOOR.

BARKER

<GROAN, then KEEP-ALIVE>

Both Esoterica are now at the tent flap, opening it for THE CONDUIT - yet another member of the ESOTERICA, but his RED GARMENTS indicate that he is of higher rank than these other three.

Esoterica #1, holding the flap open, removes his hood to reveal he is MAN #1. He points to the OS monster.

VILGAX (O.S.)V.O.)

<MONSTER GROANS>

MAN #1

It is, as I said: He has returned to us!

THE CONDUIT approaches the groaning (still unseen) "monster".

CONDUIT

Then this is indeed a most historic day... the day that marks the return of Dagon, the Knowledge Bringer!

There is a flash of <LIGHTNING> that illuminates the darkened tent, and we finally see it, it is VILGAX IN HIS SQUID FORM, huge, swollen and pale, floating in a giant glass sided water tank.

END TEASER

ACT ONE

FADE IN:

EXT. KEEPERS HQ - DAY

A sleek, modern office building.

InT. KEEPERS HQ - MAIN HALL

FLAME SYMBOL from the pamphlets is prominently displayed as a vast mural on the wall of great entry hall. A FLAMING SCULPTURE approximates the flame symbol in the middle of the floor.

BEN (O.S.)

"Keepers of the Flame".

REVEAL BEN & KEVIN, flanking an excited JULIE.

JULIE

Yep. I can't believe it took me so long to convince you guys to come check this out.

Kevin seems less than impressed, but Julie doesn't notice.

BEN

Yeah, I completely disinterested in a tour of an office building. It is a puzzler.

JULIE

Anyway, you're here, and I'm glad. This place really makes me feel like I'm making a difference, you know?

BEN

(feigning enthusiasm)

Making a difference is good...

Kevin looks around at the well-appointed room.

KEVIN

They've sure got a swanky set-up. What do they do for money, again?

JULIE

They take donations.

KEVIN

Sweet. Argit would love this place.

Ben frowns at Kevin, then turns his attention to Julie

BEN

So you say these guys approached you at a tennis match?

JULIE

They were excited to get me on board. My celebrity can help raise awareness of their organization.

BEN

(amused)

Your "celebrity" for being ranked 173 in women's tennis? Or for being the girlfriend of THE Ben Tennyson.

JULIE

First of all, I'm ranked 83rd, and I've only been in five tournaments.

BEN

I didn't say you weren't good, just that you're not famous. Yet. Me, on the other hand--

JULIE

Does it ever occur to you, Ben, that everything isn't always about you?

BEN

Not really, no.

CONDUIT (O.S.)

Ben Tennyson!

REVEAL - The CONDUIT. He's wearing a suit now. He walks across the hall to meet them.

CONDUIT

What an honor it is to finally meet you!--

Ben gives Julie a wink.

CONDUIT

--And to have a celebrity of your stature visiting our meager offices.

JULIE

Ben this is Conduit Edwards.

The Conduit shakes Ben's hand.

BEN

"Conduit"?

CONDUIT

A title I have the honor of holding.

JULIE

It means he knows all about the aliens.

BEN

Oh.

Kevin indicates the flaming sculpture..

KEVIN

"Keepers of the Flame", huh? Nice job so far.

Conduit moves his hand up to touch his head.

CONDUIT

<LAUGHS> That's just a symbol of what flame represents: knowledge.

Conduit walks towards the sculpture, then turns to face them, the sculpture extending dramatically behind him.

CONDUIT

Fire! The Wheel! The calendar! Metallurgy! Milestones of human ingenuity and invention... Or were they...?

Kevin and Ben glance towards Julie, she gives them a nod.

JULIE

The Keepers of the Flame believe that thousands of years ago,
mankind was visited by benevolent aliens, who gave us the
beginnings of technology.

BEN

Benevolent? I guess anything's possible

Conduit steps forward and puts a hand on Ben's shoulder.

CONDUIT

Ben, you of all people can appreciate that we are not alone in this
universe.

Kevin puts a hand down on Conduit's shoulder.

KEVIN

Which aliens are we talking about here? I know a lot of them.

Conduit notices the hand and removes his from Ben; Kevin, in turn,
removes his from Conduit.

CONDUIT

I'm sure you do, but we're talking about one alien in particular,
the knowledge bringer. His name is Dagon.

INT. KEEPERS HQ (ANTECHAMBER) - MOMENTS LATER

On an ALIEN SQUID SYMBOL (it's very similar to the fire symbol we've seen before, but this is clearly a squid); REVEAL we're in a room looking at a curtain that's showing the symbol. Behind the screen is a wall of RED CURTAIN. Conduit, Julie, Ben & Kevin are in this new room. The screen on one side, glass windows on the other.

CONDUIT (PARTIAL O.S.)

Dagon promised to return to Earth someday, with the technology needed to save mankind from war, famine, disease. To make the world a Utopia.

BEN

And the Keepers of the Flame, are the welcoming committee.

Conduit pushes a button and the picture on the screen changes to the Flame symbol.

JULIE

In the meantime, The Keepers dedicate their resources to using modern technology to help the less fortunate.

The picture changes to a global map with dots indicating locations they've helped; the picture changes to a high tech medical facility.

JULIE

Things like modernizing schools and medical facilities in underprivileged countries.

Kevin walk along the wall, running his hand along the curtain.

KEVIN

It's a shame, after all this time he never managed to make it back.
You don't suppose he's, you know... <noise>.

Kevin makes a gesture with his thumb across his neck to indicate "death".

CONDUIT

I can personally assure you he's alive.

BEN

How can you be so sure?

Kevin pulls the wall curtain back, revealing a large stone door that is quite incongruous to the rest of the modern facility - it too, has the ALIEN SQUID symbol on it.

CONDUIT

As a Conduit, I am privy to secret knowledge.

KEVIN

You mean like what's behind this awesome door?

Conduit is amused and leads them out of the room.

CONDUIT

(amused)

For example. Now, if you don't mind, this way, please.

Julie asides and then EXITS past the conduit.

JULIE

(aside)

That's Conduit's Chamber, it's private.

Kevin asides to Ben and follows Julie.

KEVIN

(aside to Ben)

That's where he keeps the "donations" he bilks out of the suckers.

CLOSE ON BEN - He stares at the door curiously. Beat.

CONDUIT (V.O. OVERLAP FROM NEXT SCENE)

I understand that it's in man's nature to be skeptical, but trust me when I say: Dagon is coming--

Int. Keeper's HQ (MAIN HALL) - Moments LATER

Conduit is serious, but NOT ominous.

CONDUIT (CONT'D)

--The new age of mankind is about to begin.

WIDER - Conduit smiles, an enthusiastic Julie by his side.

CONDUIT

I'd love to bring the Ben Tennyson on board with our cause.

BEN forces a smile, clearly in an awkward spot. He shares a glance with Kevin.

BEN

Ahhh...

CLOSE ON JULIE - Looking to the OS Ben expectantly.

MATCH WIPE TO:

EXT. KEEPERS HQ, STREET - DAY

BEN & KEVIN walking a beat behind Julie on the sidewalk.

KEVIN

Don't think you scored any points with Julie back there.

On Julie. Fuming. She stops and spins around to confront them.

JULIE

(angry)

You think? Okay, so you're not into it, I get it, that's fine, but did you have to laugh in his face?!

BEN

Julie, it was an accident. Sometimes I laugh inappropriately in awkward situations.

JULIE

You're a terrible boyfriend!

BEN

<LAUGHS awkwardly>

JULIE

(resolute)

I'm not talking to you.

Julie spins and continues walking.

KEVIN

In Ben's defense: You're way too smart to be buying into this junk.

JULIE

Which junk is that, Kevin? The using technology to help people junk?! Or maybe the modernizing of hospitals and schools junk?!

Ben and Kevin share a nervous glance.

JULIE

So what is it, the existence of aliens...?

KEVIN

Well...

Julie throws her arms up in the air and paces back and forth as she rants.

JULIE

Oh, right, because we've never seen aliens before! How many different aliens can you turn into now, 50?

BEN

Sixty-three.

JULIE

And yet, believing in aliens is laughable?

BEN

Say Dagon is real. It still wouldn't be right to use his alien tech
to change the planet.

Kevin nods. Julie crosses her arms skeptically.

KEVIN

Ben's right, they've got rules for that stuff.

JULIE

I see, so only you're allowed to use alien tech to save the world?

Ben nods, then realizes he's made a mistake and shakes his head,
but Julie's had enough and CROSSES TO EXIT.

BEN

Right. I mean, no, that's not--

JULIE

Never mind, let's just drop it.

Ben calls out to Julie, she pauses, almost swayed...

BEN

(sincere)

Julie, I... Look you said there's some sort of members meeting
tonight...?

KEVIN

More tech talk with Conduit...?

Ben glares at Kevin. Kevin smiles and backs off. Julie shakes her head and EXITS back towards the institute.

JULIE

Forget it. I thought I wanted you here, but now I think it's best if you just leave.

Ben starts to follow but Kevin puts a hand on his shoulder to stop him.

BEN

Julie...

KEVIN

I'd let her cool down, first.

CUT TO:

EXT. BURGER SHACK - NIGHT

BEN is eating a burger, clearly annoyed. GWEN and KEVIN are also at the table watching Ben.

GWEN

Want to talk about it?

BEN

Talk about what?

KEVIN

(helpfully)

The Julie thing.

Ben

I know!

Ben turns to Gwen.

BEN

She's doing volunteer work for a crooked organization and she can't even see it.

GWEN

Come on guys--

EST. KEEPERS HQ - SIMULTANEOUS

A line of people enter the building. It's night and the building is lit from within.

GWEN (V.O.)

--Give Julie some credit, she's not a dope.

INT. KEEPERS HQ (ANTECHAMBER) - CONTINUOUS

People file into the room and stand in a line. The members smile and nod to one another... including Julie.

BEN (V.O.)

True - but that doesn't mean she can't get in over her head.

GWEN (V.O.)

With a charity group? What's the problem?

REVEAL the are all standing, facing the open curtain and the Conduit's chamber door. The door opens, and out steps The Conduit, dressed in his red Esoteric garbs from the teaser, flanked by the two ESOTERICA.

BEN (V.O.)

Her heart's in the right place, but that guy reminds me of a used car salesman.

CLOSER - The Conduit raises an ALIEN TECH ORB above his head with both hands.

KEVIN (V.O.)

Even if these guys were legit, their mission goes against Plumber rules and interstellar law.

He activates the orb and begins to glow. Twinkles of glowing light appear around his body, and rise up into the orb.

GWEN (V.O.)

You think they really have access to alien tech?

PAN ACROSS MEMBERS - Twinkles of light rise off their bodies and travel towards the orb in beams of light. Everyone looks pleased with the sensation.

KEVIN (V.O.)

Doubt it. Smells more like a multi-level marketing scam, getting your suckers to get more suckers. Charity for profit.

The beams of light fire into the orb making it glow even brighter until it's brightness fills the frame.

BEN (V.O.)

Yeah, Conduit wouldn't know alien tech if it was staring him right in the face.

There is the <SFX: TECH CHIRP> of Gwen's PLUMBER BADGE.

EXT. BURGER PLACE - SIMULTANEOUS

GWEN checks the display on her BADGE.

GWEN

Speaking of alien tech, looks like we've got a lead on that stolen Plumber ship.

Ben puts down the last of his burger. He and Kevin turn toward Gwen.

BEN

Stolen Plumber ship?

GWEN

Grandpa Max called while you were getting your burger and a side of sulk.

KEVIN

Ship got jacked on a routine run of this quadrant.

Kevin crumples up his food bag and tosses it into the trash can from across the table.

KEVIN

What do you say we skip dessert and do a little follow up?

KEVIN & GWEN are headed in one direction but then Ben heads in another.

BEN

You guys can handle it without me, right?

GWEN

Have some apologizing to do?

CLOSER ON BEN as he give his friends a nod.

BEN

Only if I'm wrong. So I'm going to do some checking on the Keepers of the Flame.

EXT. KeEPERS HQ - LATER THAT NIGHT

Members are leaving the building. The Conduit is standing there shaking hands with people who are leaving.

MEMBERS

<good night wallah>

Ben steps out from behind a bush and slips into the door unseen.

CONDUIT

Another amazing night. Big changes are coming soon!

INT. KEEPERS HQ (ANTECHAMBER) - MOMENTS LATER

The room is now empty. Ben opens the curtain to reveal the Conduit's Chamber door.

CLOSER - He tries pressing spots on the door...

BEN

<EFFORT>

...until one makes the sound of a <LARGE DEAD BOLT UNHINGING.> The door cracks open.

INT. KEEPERS HQ (TANK ROOM) - CONTINUOUS

Ben slips inside the dimly lit room. Shadows of the tank creature flicker on the wall behind Ben.

VILGAX (O.S.)

I was wondering when you would find me.

CLOSER - Ben stares in disbelief at what he sees

REVEAL - A giant aquarium tank (the one from the teaser) containing the squid-like alien creature: VILGAX!

BEN

Vilgax?!

VILGAX

(snickering)

These days, they call me "The Dagon"!

FADE TO BLACK:

END ACT ONE

ACT TWO

INT. KEEPERS HQ - NIGHT

BEN takes a cautious step towards Vilgax. The squid-like alien is clearly a shadow of the power he once was.

BEN

Vilgax? How can you be here?

VILGAX initially plays coy, but then sneers at Ben from his tank.

VILGAX

(coy)

"Vilgax"? You must have me confused with someone else - I'm Dagon, the Knowledge Bringer.

Ben narrows his eyes at the villain.

BEN

I don't care who these people think you are: I know the truth.

VILGAX mocks Ben as he moves in closer to the tank.

VILGAX

(mocking)

"But how can it be?"

(sneering)

I can see your tiny human brain struggling to comprehend the impossible.

Ben taps on the tank glass, curious. Vilgax shifts in the tank, causing the water to slosh.

BEN

Vilgax, conqueror of ten worlds, living in a fish tank in the VIP room of a bunch of people who believe that Santa drives a UFO. It's a mystery, all right.

FLASHBACK: REFLECTING IN the tank GLASS:

RE-USE FOOTAGE of the EXPLOSION from Alien Force: "The Final Battle," when Vilgax was presumably destroyed.

VILGAX

By all rights, I should have been dead. Our last battle, the terrible explosion...

ON SLOSHING WATERS in Vilgax's tank...

MATCH DISSOLVE:

EXT. OCEAN - FLASHBACK

TURBULENT ocean waters. A wounded and smoldering Vilgax surfaces and gasps for breath!

VILGAX (V.O.)

But just as you survived, so did I. Rather than being destroyed, I was lost to the sea.

VILGAX

<GASPS>

EXT. SHORELINE - FLASHBACK

VILGAX ON THE SAND - the tide receding away from him. The foot of a man steps INTO FG.

VILGAX (V.O.)

Too weak to revert to my normal form, I eventually washed up on shore.

INT. CARNIVAL TENT - FLASHBACK

THE CRUSTY OLD Barker counts off money into the hands of a man who is partially OS.

VILGAX (V.O.)

And was sold to a traveling carnival.

RACK FOCUS ON VILGAX IN THE TANK behind the two men; SLOW PUSH IN ON the barely conscious Vilgax in the tank.

VILGAX (V.O.)

Despite the indignity of my situation, it did provide me with food, shelter, and time to regain my strength.

INT. CARNIVAL TENT - FLASHBACK

RE-USE FOOTAGE from TEASER when the ESOTERICA arrive and knock out the Barker.

VILGAX (V.O.)

Recently I was liberated by this collection of buffoons. The ESOTERICA.

NEW SHOT of Vilgax in the tank, as the Conduit and his ESOTERICA step up to the tank and bow down to Vilgax.

BEN (V.O.)

The "Keepers of the Flame".

INT. KEEPERS HQ - PRESENT

WIDE SHOT - The SQUID SYMBOL is on the wall above the tank; TRACK DOWN to Vilgax, Ben watching on.

BEN (PARTIAL O.S.)

And this "Dagon" they're so obsessed with just happens to be some kind of "space- squid" too.

Vilgax gives a big self-satisfied grin.

VILGAX

A most fortuitous coincidence, would you not agree?

Ben makes a grand gesture to the tanked alien.

BEN

So now you're a prophecy made-to-order, their old alien pal, finally making his promised return.

VILGAX

All hail Dagon. They'd do anything for me. Why they just acquired for me a class 7 interstellar ship.

Ben doesn't like this.

BEN

What are you going to do with it?

VILGAX

My followers think I'll use it to fetch some glorious alien tech, stashed on a nearby moon. Instead, I will return home to rule my Empire.

VILGAX begins to rumble and shift in his tank. The water sloshes as he rises upward more-so than he has before.

BEN

You don't have an empire, genius. It fell after everybody heard you were dead.

VILGAX

<GROWLS>

Ben steps back from the tank and the mist that's splashing out as Vilgax rises.

BEN

You know how it is: When the cat's away the mice will play.

The seething overlord looks down on Ben, his shadow falling long on the boy.

VILGAX

Those who resist my rule will be washed away in the tide of battle. My empire will rise again!

BEN

Yeah, about that? Not gonna happen.

VILGAX settles back in the tank and calls out.

VILGAX

(shouting)

Guards!

BEN quickly turns towards the open door and sees several ESOTERICA running towards him!

VILGAX

This intruder is an enemy of Dagon!

Ben struggles to slide a large dead bolt across the chamber door, locking it.

BEN

<EFFORT>

Ben is startled to see the ESOTERICA have suddenly appeared in the room out of nowhere.

VILGAX

You cannot stop the followers of Dagon with doors.

BEN steps back carefully as the Esoterica stalk him.

BEN

I know this looks bad, but you've got to believe me: this guy is not Dagon, he's an imposter. His name is Vilgax and--

The ESOTERICA step toward us and disappear, as though side-stepping behind an invisible wall.

ESOTERICA #1

Enough lies. You are an Enemy of The Flame--

The Esoterica reappear, now surrounding Ben.

One of the ESOTERICA grabs Ben from behind.

BEN

<GRUNT>

Another Esoterica tries to kick Ben, but he manages to lean free of the blow which now lands on Ben's captor, allowing him to escape.

ESOTERICA #2

<IMPACT>

Ben spins around to punch the kicker but, instead the Esoteric seemingly runs up invisible stairs over Ben and then jumps down into invisibility.

BEN

How are you guys-- <IMPACT>

The ESOTERICA surround Ben and move in.

BEN

If you're not playing by the rules, then why should I?

CLOSE - Ben evens the odds by transforming into BIG CHILL!

BIG CHILL

BIG CHILL!

The ESOTERICA step back, unsure. Beat. They share a glance and then charge Big Chill.

One Esoteric runs up invisible steps and the other one side-steps behind an invisible wall.

BIG CHILL - The step Esoteric leaps down at him, while the other Esoteric appears to charge out from nowhere!

BIG CHILL flies up into the air to let out a FREEZE BLAST.

BIG CHILL

<BLOWS>

ONE ESOTERIC is frozen, seemingly half-invisible - in reality, they're stuck between this dimension and the dimension he uses to mysteriously get around.

Another Esoteric - runs up the invisible steps, hops off, leaps off the wall, then back off of an invisible wall, disappears, and then reappears behind Big Chill, flying out and kicking him.

BIG CHILL

<IMPACT>

Big Chill hits a wall and then lands on the ground, near an amused Vilgax's tank.

VILGAX

Bewildering, isn't it?

Four ESOTERICA step out of the ether to confront Big Chill!

They appear next to Big Chill, up in the air, leaping out of nowhere to kick and tackle Chill.

BIG CHILL

<IMPACTS>

Chill flies, dodges and blasts! ESOTERICA are frozen, but others take their place! There are now six Esoterica!

BIG CHILL - GOES ULTIMATE!

ULTIMATE BIG CHILL

Ultimate Big Chill!

He rises up ULTIMATE... and blasts the whole room with his ICE FLAMES!

The ESOTERICA are all frozen in place, scattered about the room. Big Chill is triumphant... or IS he?

CONDUIT (O.S.)

That's enough, Tennyson.

Chill turns to see the Conduit, again dressed in his red robes, has entered the room with Julie in his grip!

CONDUIT

Give up, or I'll lose Julie in-between dimensions.

JULIE

I'm sorry Ben, I--

The Conduit pushes Julie halfway into the invisible dimension - half her body is missing!

JULIE

<SCREAMS>

FADE TO BLACK:

END ACT TWO

ACT THREE

INT. KEEPERS OF THE FLAME HQ - CONTINUOUS

Moments later. Julie is trapped between dimensions, held there by Conduit.

CONDUIT

What will it be, Tennyson?

ULTIMATE BIG CHILL as he TURNS BACK into Ben.

BEN

Alright, you win.

BEN steps towards the Conduit and Julie.

BEN

I did what you wanted, let her go!

Julie and the Conduit share a glance and he lets her go. She steps fully back into our reality.

JULIE

It's okay. He wasn't really going to hurt me...

CONDUIT

That's right, Ben. She wasn't my hostage, she was my accomplice.

BEN

Julie, you--? What is going on here?!

Julie runs to Ben and gives him a hug.

JULIE

It was the only way I could get Big Chill to chill out.

Ben places his hands on her shoulders and looks her in the eyes.

BEN

You are fighting on the wrong side here - these people are dangerous. You don't understand--

JULIE

You're the one missing it. We don't NEED to fight...

Julie steps away from Ben and gestures to Vilgax.

JULIE

The stories were real! Dagon is back and he's going to bring us the technology needed to heal the world!

Ben runs to pull Julie away from Vilgax's tank.

BEN

Julie, no! Stay away from him!

Julie pulls away from Ben, frustrated.

JULIE

He's not going to hurt me, he's about to bring a new golden age to all humanity - no sickness, no war. Don't you see?

Vilgax shakes his head woefully.

VILGAX

He sees all too well, child. He sees a world where he's no longer special. A healthy, safe world where he is no longer needed.

The Conduit steps up next to Julie.

CONDUIT

That is the real reason he stands in our way.

JULIE

Ben's not like that. If you just let me explain it to him--

Ben grabs her by the hand and speaks with a desperate urgency to both her and the Conduit.

BEN

(urgent)

This isn't about me at all. Even if Dagon was real, using alien technology to accelerate a planet's natural development won't bring utopia, it'll bring disaster. It's happened before. Why do you think the Plumbers have those laws?

Ben turns and marches towards Vilgax and points.

BEN

But even that's not the point, because that isn't Dagon! His name is Vilgax! He's not a hero, he's a selfish, evil warlord who's using you. And if you let him get in a ship, he's going to fly off and start an interstellar civil war.

Julie is surprised, but clearly swayed. She steps over to Ben.

JULIE

That's Vilgax? You're telling the truth?

Suddenly, everyone turns to an unexpected voice.

KEVIN (O.S.)

Mostly.

It's Kevin, already covered in stone, he's holding a piece of propulsion tech. Standing next to him is Gwen.

KEVIN

Except for the flying off part. That ship isn't going anywhere without its pulse core.

With his stone hand, he crushes the pulse core into dust.

VILGAX

How can this be?

GWEN smiles as she and Kevin flank Ben.

GWEN

We had just tracked down the stolen Plumber Ship when Ben opened a communications link so we could hear your plans.

KEVIN blows remaining dust off of his hand.

KEVIN

Hence my custom modification to the pulse core.

VILGAX fumes and, once again, the water in his tank begins to bubble.

VILGAX

These infidels must not be allowed to interfere with Earth's glorious rebirth!

The Conduit is suddenly flanked by the ESOTERICA ESOTERICA , coming out of nowhere.

CONDUIT

You heard Dagon, attack!

KEVIN kneels down and ABSORBS the steel of a nearby pipe that leads to the big tank.

ESOTERICA APPEAR stepping out of the ether! Ben pulls Julie down to the ground to avoid their attack.

JULIE

Ahh!

BEN

Little help!

KEVIN rips the pipe free, sending a blast of water through the pipe and washing the two ESOTERICA away.

KEVIN

On it!

ESOTERICA appear to one side of Gwen, she blocks their kick with a Mana shield.

GWEN

<EFFORT>

They step into the ether and reappear behind her, but she spins to block that kick with a Mana shield as well.

GWEN

Tricky.

KEVIN tries to swing the pipe at a Esoteric, but he leaps into the ether and reappear low to the ground, kicking Kevin's feet out from under him.

KEVIN

Ow! Hey!

BEN & JULIE run forward when the Conduit steps out of the ether in front of them. They stop and step backwards.

CONDUIT

You could have been Keepers of the Flame...

Gwen runs up a series of Mana steps into the air... followed by a

Esoteric who runs up on invisible steps.

Two ESOTERICA appear in the air in front of Gwen and strike her.
She falls to the ground.

GWEN

<2 impacts>

CONDUIT - More ESOTERICA flank him as he walks towards Ben and Julie.

CONDUIT

You could have helped us save the world...

JULIE

The world needs saving alright, from creeps like you!

Suddenly, a giant tentacle comes crashing down just missing Ben and Julie.

REVEAL Vilgax swelling out from his aquarium tank to attack with his giant tentacles.

VILGAX

Enough! Destroy the boy!

Even the ESOTERICA scatter as the next tentacle comes swinging through and smashing into the wall with a <CRASH>!

VILGAX

Destroy Ben Tennyson!

BEN

Just so you know? I'm starting to take this personally.

Ben and Julie back up until they are with the fallen Gwen and Kevin. The ESOTERICA all reappear surrounding our heroes.

QUICK POV SHOTS - the pipes, the pumps, the waterworks... all leading to the water in the tank!

BEN

I got this.

THE TANK where Vilgax rages, swinging his tentacles!

VILGAX

RRRAAAAAAH!

JULIE turns towards into Ben, he's gone.

JULIE

Ben...?!

Reveal that BEN, now standing behind Julie, has transformed into ECHO ECHO.

ECHO ECHO

Echo Echo!

Echo Echo MULTIPLIES. The ESOTERICA are disoriented as all the little ECHO echos run past them, scattering throughout the room.

ESOTERICA #1

<IMPACTS, CRIES of pain>

All the little Echoes let out a <SFX: SONIC BLAST>

GWEN, KEVIN & JULIE cover their ears. <SFX: SONIC BLAST>

JULIE

(shouting)

I hate when he does this!

GWEN

What?

CONDUIT & ESOTERICA fall to their knees, covering their ears. <SFX: SONIC BLAST>

VILGAX TREMBLES, the glass in his tank shudders... suddenly, the glass SHATTERS! All the water spills!

ESOTERICA are washed away!

CONDUIT is washed away!

ESOTERICA /CONDUIT

<CRIES>

ECHO MEN are washed away!

ECHO MEN swim! ECHO MEN surf!

GWEN, KEVIN & JULIE run from the wave of water pouring out of the tank. By the time it catches up to them, it crashes around their calves. Echo Echos are scattered around the room.

ECHO ECHO

I think that's all of me.

The Echo Echos REFORM into a single one and REVERTS to Ben.

All react to an off-screen <ROAR>

VILGAX IS ON THE WET FLOOR, in a panic without his water... he gasps like a landed fish.

VILGAX

<GASPING>! Water...! Water!!

The Conduit looks to our heroes and then back to Vilgax. He leads his men to the alien.

CONDUIT

Save Dagon! Save The Knowledge Bringer!

Julie gives him a hug. Ben calls out to Vilgax. Kevin & Gwen nod.

BEN

Vilgax! I'll be keeping an eye on you. There's no way I'm letting you get off the Earth.

KEVIN

Better keep your nose clean.

GWEN

Or we'll be back.

KEVIN

Does he have a nose?

BEN, his arm around Julie; Kevin and Gwen walk INTO CAMERA.

JULIE

(to Ben)

I was wrong about Vilgax, but you're wrong about keeping alien technology out of the hands of the people it could help.

BEN

We could argue about it some more over dinner.

KEVIN

I never did get my dessert.

Julie

Fine, but no sea food.

DISSOLVE:

INT. KEEPER HQ (Tank CHamber) - MORNING

Final repairs are done to the Vilgax's tank. ESOTERICA work on the pipes and tighten bolts.

Esoterica #1 asides to Conduit.

Esoterica #1

What if Tennyson is telling the truth about the Dagon?

The Conduit studies Vilgax's steely eyes and turns back to Esoterica #1.

CONDUIT

We are the Keepers of the Flame! We do not doubt.

Conduit approaches the new tank, Vilgax still looks wounded and weak from the battle.

CONDUIT

We'll find you another ship, and then the non-believers will see how Dagon The Knowledge Bringer will transform the Earth into a better place...

ON VILGAX as his eyes narrow.

VILGAX

(weak)

Yes... when I'm done with this planet... you won't recognize it...

FADE OUT:

THE END

(Name of Project)

by

(Name of First Writer)

(Based on, If Any)

Revisions by

(Names of Subsequent Writers,
in Order of Work Performed)

Current Revisions by

(Current Writer, date)

Name (of company, if applicable)

Address

Phone Number

OLD GEORGE

BEN

BEN/KEVIN/GWEN

KEVIN

GWEN

SAINT GEORGE

AZMUTH

HUMONGOUSAUR

FASTRAK

ZENNITH

YOUNG AZMUTH

KNIGHT #1

KNIGHT #2

ULTIMATE HUMONGOUSAUR

KNIGHTS

ULTIMATE HUMUNGOUSAUR

ERIN

VILGAX

MAN #1

BARKER

JULIE

(V.O.)

(O.S.)

(O.C.)

(CONT'D)

(SUBTITLE)

INT

EXT

I/E

E

BEN 10: ULTIMATE ALIEN

THE CAVE

END TEASER

A VOLCANO ON AN ALIEN WORLD

END ACT ONE

VOLCANO - ON PRIMUS

AZMUTH'S LAB

PICNIC AREA

SPACE

A MEDIEVAL BATTLEFIELD

END ACT TWO

MEDIEVAL BATTLEFIELD

SAINT GEORGE AND YOUNG AZMUTH

AREA 51

AREA 51 THRONE ROOM

DAY

NIGHT

AFTERNOON

MORNING

EVENING

LATER

MOMENTS LATER

CONTINUOUS

THE NEXT DAY A PLANET PIECES OF DEBRIS THRONE ROOM

CUT TO: FADE IN: FADE OUT. FADE TO: DISSOLVE TO: BACK TO: MATCH CUT
TO: JUMP CUT TO: FADE TO BLACK. Black out.

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