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BEN 10: ULTIMATE ALIEN  
Episode #696-030 "It's Not Easy Being Gwen"  
Beats, 4/29/10

**TEASER**

**EXT. CITY PARK, NIGHT** - A SQUIRREL leaps from tree to tree, until a giant FROG TONGUE grabs it. REVEAL Dr. ANIMO, seated on his old trademark GIANT FROG as it <SMACKS LIPS>. Both wear matching MIND-CONTROL HEADBANDS. He shushes the creature and listens intently. "We've lost them." He slips a CANISTER, marked with universal "RADIOACTIVE" symbol, into a saddlebag and turns to leap OFF on his frog. But suddenly CONCRETE KEVIN BURSTS through the trees. Animo changes direction but GWEN steps IN on her ENERGY PLATFORM, ready to throw down. Animo steers the frog in a new direction but, BIG CHILL flies IN, ICING the frog as it leaps away. The frog lands and stays put. "Giddyap!" Animo digs in his heels but the creature just blinks slowly, suddenly lethargic from the cold. As the three teens close in, BIG CHILL turns to Ben and tells Animo it's over. The Plumbers aren't going to let their guard down a second time. Animo smirks. Both headbands GLOW, and the frog leaps right into BEN, then OFF.

**EXT. BELLWOOD ROOFTOPS** - Dr. Animo escapes on his frog, as it leaps from rooftop to rooftop, knocking DEBRIS loose.

**EXT. GWEN'S HOUSE** - BEN'S CAR rolls up, with Gwen riding shotgun. "How'd he ever escape the Plumbers anyway?" Ben wonders. Gwen shrugs and gets out, Ben tells her how tomorrow he's going to check on every pet store and abandoned warehouse in Bellwood. Gwen stretches.

**INT. GWEN'S ROOM** - The CLOCK says 3:00 am. Gwen FLOPS onto the bed, clothed. The moment her head drops IN and hits the pillow, an OS CLOCK ALARM goes off. PULL BACK to REVEAL it's 6:00 am. Gwen shuts off the alarm and stretches. CUT TO BLACK.

**ACT ONE**

**EXT. GWEN'S STREET** - Gwen runs in sweatpants and a t-shirt, listening to French lessons on her ipod-like MP3 PLAYER. "At the store. Listen and repeat. Would you like some grapefruit? Vous aiment quelques pamplemousses?" Gwen repeats.

**INT. BATHROOM** - ON her Mp3 player, stuck into a SPEAKER DEVICE, playing over the noise of the SHOWER OS. "Yes. I am a grapefruit fan. Oui. Je suis un fanatic des pamplemousses." We hear Gwen repeat. Her hand comes through holding a TOWEL.

**INT. GWEN'S ROOM** - She's dressed in her school uniform and wearing the Mp3 Player, placing several neat piles of HOMEWORK-spiral-bound notebooks and stacks of loose paper-into her bag. "I would like a waffle iron. Je voudrais un gaufrier." Gwen repeats.

**INT. LIVING ROOM** - NATALIE, Gwen's mom, is sitting at the table, addressing ENVELOPES and consulting a list. Gwen's CELL PHONE BEEPS as her mom asks a favor. Natalie needs to send out invitations to the family reunion by tomorrow. Gwen sits down to help before school and her phone BEEPS again. Gwen ignores it and offers to do them on the

computer... "No, for my side of the family they need to be done by hand. We're not all as informal as your father's people. They can be decent, but... let's face it, those people glow. I'm not judging, it's just a fact."

As Gwen sits to get a few envelopes done before school, Mom complains about the food Max brought last time. What's Mogwai? "Tastes like chicken," Gwen offers. Her mother grabs a BRIEFCASE and PURSE, hands Gwen the list and asks her to finish. Gwen says she's got a big French test, and Karate... "What about that free study block?" "I was going to study." "After school?" "Karate." Her CELL BEEPS again. Off her mom's look, Gwen says her friends are all texting her to find out what answers she got on their Trig homework. If it were important they'd call... Natalie opens the front door to leave and BEN is standing there. Gwen: "Or they just show up." Ben says hello and asks Gwen how to look up a Plumber prison record on the Extranet. Natalie's annoyed. She looks at Gwen. "A favor... for your father's side of the family." Gwen says she'll get the envelopes done. To Ben: "Multi-global phonetic search. No quotes." Ben thanks her and runs off. Having successfully guilted Gwen into it, her Mom hugs her and leaves. Gwen looks at the clock: 7:45. She starts to fill out the invites. Then considers. She

produces her OLD, SMALL, ADDRESS BOOK-SIZE SPELL BOOK. And consults it. "Scribo in incendia!" she says, then calls Kevin. Behind her, the envelopes are filling themselves out in LETTERS OF FIRE. She turns back just in time to see the envelopes BURN TO ASH (leaving the table unharmed). "I meant 'super theca! super theca!'" Gwen hears the SCHOOL BUS'S BRAKES outside. She hangs up, grabs her book bag and the list, and runs out the door. DISSOLVE TO:

**EXT. SCHOOL/INT. AGAINST LOCKERS** - Gwen rushes IN, muttering French vocabulary words. Her friend EMILY, a blond teen sitting in a WHEELCHAIR with a new-agey DREAM CATCHER hanging from the back, rolls IN at a daredevil speed from the opposite direction and sticks half of her bagel into a grateful Gwen's mouth. Gwen pulls the lock off her locker (it's broken, no combination necessary) and tosses her book bag inside. Emily shyly mentions that she's got her big audition for the School of Performing Arts at 4:15... just then, a STUDENT asks to see Gwen's homework. She hands him a sheet of paper from her bag. "Not the Trig. The history homework." Gwen swaps paper with the student. "No copying." Emily continues: It's a big audition, and she'd like to have Gwen, her best friend, there for support. The

BELL RINGS and Gwen reacts. As she and Emily dash off together, Gwen says she'll try to be there!

**MONTAGE OF SCHOOL** - Gwen at a DESK, taking notes, with Emily at the next desk. Gwen CLIMBING A KNOTTED ROPE. Gwen at another DESK, raising her hand, with the STUDENT from before behind her. CU Gwen's phone BEEPING. The BELL ringing as the clock says 11:40.

**EXT. GWEN'S SCHOOL** - Gwen RUNS with her book bag. KEVIN'S CAR drives up. She opens the passenger door and prepares to jumps in "Just in time! I need to stop at a stationery store and get home for lunch. My mom needs a favor." INSIDE, she reacts to Kevin's badly ripped clothes. "I found Animo."

**END ACT ONE**

**ACT TWO**

**RESUME** - Kevin: "Giant mutant ferret, in case you're wondering. Ben was right about checking out local pet stores." Gwen's phone RINGS. "Mom? Oh, you got the message. I'm going home right now with new envelopes for the invites. I'll finish them all before bed." As Gwen deals with her upset mother Kevin says, "He got away clean again, this time with eight hundred pounds of ferret food. Draw your own conclusions." Distracted by her mom on the phone, Gwen lets on that she knows Kevin doesn't go to school: "Don't go chasing Animo without me, just because I'm in school and you're not." She turns back to the phone. Kevin looks hurt. "You know about that?" "Whoops!" Gwen says.

**INT. GWEN'S ROOM** - Gwen sits at her desk filling out envelopes. We see a new BOX OF ENVELOPES and the LIST on her desk. As she writes she consoles Kevin, who sulks on the bed. "I know there are only two high schools in Bellwood," she says. "I go to one, Ben goes to the other, and you don't go to either. But I also know how smart you are. How many lives have you saved, just by using your head? I didn't want to bring it up, but maybe you could go for a high-school equivalency degree?" "A GED?" Kevin muses. Gwen offers to help him. Kevin laughs. "Always room

for one more project," he says admiringly. Gwen stands to face him. "Listen," Gwen grins, "if I wanted to take it easy, I'd go live with my Grandma. I'm not about to let anyone down." It's a tender moment as Kevin smiles at her with an openness we don't usually see in him... and JET RAY appears in Gwen's bedroom window. "Kevin! C'mon!" GIANT FERRETS SCAMPER through behind him. Gwen's about to offer to help, but her CELL RINGS. Kevin holds up a hand. "We got this." She's torn, but grabs an AMULET from her desk drawer and gives it to Kevin. "Hold onto this protection charm, sound out the word on there carefully." Kevin nods, but Gwen stresses it. "No. You mispronounce it, and I will never see you again." Kevin says she'll see him again tonight. The ferrets SCAMPER THROUGH in the other direction and an SCREAM is heard OS. Gwen picks up the phone. "I'm sure Ben is on the news, Mom. You'll still have them." "We'll talk about that other thing," Kevin says, sotto, as he touches some metal to absorb it on his way out the window. Gwen looks at the envelopes. She covers the phone and calls after Kevin, "How's your handwriting? You know, never mind." She looks at the clock and reacts. 12:45! She hangs up her cell, then says "gotta go" to her Mom and grabs her book bag to leave. Realizing what she just did,

she pulls out her cell, then thinks better of it, grabs her bag and runs OFF.

**EXT. SCHOOL/INT. CLASSROOM - SHORTLY** Gwen sits writing at her desk, by an open second-story window, taking her French exam. As she concentrates, writing and muttering "Combien les pamplemousses sont dans un cas?" she hears some faint BOOMS in the distance. Suddenly, HUMONGOUSAUR staggers into view, holding a SQUEALING GIANT MUTANT FERRET in a headlock. We hear an OS SQUEAL of brakes and Kevin's voice: "Finish him Tennyson! Before the others wake up!" EMILY and other students' heads behind Gwen turn to look, but she ignores the fight and erases her answer. "Combien des pamplemousses." Gwen goes to the window, yells "stick and move, Ben!" shuts the window, and returns to her work.

**INT. AGAINST LOCKERS -** Gwen's finally getting to her free block, but teacher TK, upset, hands her a book and asks her to take over his next class. "Me?" Gwen asks. "A giant ferret smashed my car. You tell that Ben Tennyson..." Gwen says she'll do it. The teacher moves OFF and Emily rolls IN and offers her a CUP OF YOGURT. Gwen smiles gratefully.

**MONTAGE OF SCHOOL -** Gwen at a DESK, using a PROTRACTOR. CU Gwen's phone BEEPING. Gwen passing two STUDENTS watching ANIMO on a handheld TV, declaiming: "Every man, woman and

child. Every living thing that crawls over this miserable planet, will be at my mercy!" Gwen in a GI, breaking a STACK OF BOARDS.

**INT. AGAINST LOCKERS -** Gwen puts away her gi as a BELL RINGS.

**EXT. SCHOOL -** Emily rolls up. "C'mon, school's out! My audition's over the hill in an hour. It's the Chopin Fantasie Impromptu. I transposed it myself, C-sharp to E. I'll drive." Gwen is about to say yes. "I still have those invitations and a thing with Kevin, but you know...?" "GWEN!" REVEAL SPIDER-MONKEY leaping toward her. He TRANSFORMS into a worried-looking Ben. "We can't do this without you."

**END OF ACT TWO**

**ACT THREE**

**RESUME** - Emily's angry. "You're not coming?" She takes Gwen aside. "I get it, if they accept me, I'll be going to another school. You're writing me off! We've been besties since third grade... you've been flying all around the universe..." "You could have come along," Gwen says. "It's not that I hate your cousin," Emily counters, "per se." "It was one date!" Ben interjects, eavesdropping. Emily retorts: "It was a smoothie. I hate smoothies!" She turns to Gwen: "Anyway, Gwen, you're doing stuff I'm not a part of, and that's fine. But if I'm the one who does something without you, suddenly I'm out of your life?" Gwen didn't realize it was so important to Emily. "Duh," Emily sulks. Gwen turns to Ben. "I'm in a hurry." "Good!" Ben TRANSFORMS into JET RAY and whisks her OFF.

**EXT. OBSERVATORY** - It's surrounded by GIANT MUTANT FERRETS, squeaking and tossing something around. REVEAL it's METAL KEVIN, struggling valiantly. He's tossed at the feet of the GIANT MUTANT FROG, with ANIMO on top. Kevin struggles to get up, and falters. Reveal a chain wrapped around his hand. The fist opens and the PROTECTION AMULET falls out. "You're tougher than last time, Osmosian. But what good will it do you? You can be caged. And your friends have

left you." Gwen OS: "That'll be the day." REVEAL JET RAY hovering and GWEN standing on an ENERGY PLANE, hands GLOWING. Animo smirks, "You're already too late!" A BIG RAYGUN lifts out of the observatory. "While the Plumbers held me I had time to think up my revenge. So I've scaled up my Mutation Ray and overclocked it! The Earth will be... Gwen looks at Jet Ray, who cuts him off. "We get it!" Jet Ray transforms into CANNONBOLT. He ROLLS FORWARD and Gwen BLASTS.

**INT. RECITAL HALL** - A PIANO on a STAGE, the bench pulled aside. EMILY looks uncomfortable as she rolls up to the keyboard, looks around nervously. The room ECHOES. She looks OFF into the wings, but there's nobody there. She looks disappointed but nonetheless launches into the CHOPIN FANTASIE IMPROMPTU (or similarly tempestuous classical piece, abbreviated as needed.)

**MONTAGE TO MUSIC** - Of Ben, Gwen and Kevin defeating the giant ferrets: Animo CACKLES in front of a CONTROL PANEL and throws a switch. A STATUS BAR moves to 100%. Ferrets push back on an ENERGY SHIELD Gwen has created. Cannonbolt TRANSFORMS into ULTIMATE CANNONBOLT and ROLLS INTO a pair of Ferrets as they try to come up behind Gwen. Kevin struggles to his feet and makes a SERPENTINE GESTURE to

Gwen. Gwen creates a big ENERGY TENDRIL and SWOOPS IT AROUND so it moves like a SNAKE. THE FERRETS stop trying to bite ULTIMATE CANNONBOLT as he rolls, and chase it the way that regular-sized ferrets would chase a ribbon on a stick.

**INT. RECITAL HALL** - Emily looks up as she plays. Still no Gwen in the wings. She looks ready to cry.

**MONTAGE TO MUSIC** - The ray FIRES, but its beam moves over the ground toward the observatory lawn, looking lethal. REVEAL BRAINSTORM manipulating the control panel. The ray STRIKES the ferrets, who shrink back to normal. Gwen and Kevin advance on Animo, who's cornered. The Frog's tongue darts out at Kevin, who grabs the tongue and yanks. The Frog, and Animo on top of him, are pulled forward. Kevin pounds the Frog away and Gwen clocks Animo with a kick, knocking his headband off. Brainstorm picks it up and TRANSFORMS into BEN. Kevin lifts up Animo by the collar.

**INT. RECITAL HALL** - As Emily plays, a single tear rolls down her cheek. She looks up and startles. REVEAL GWEN stepping into the wings, and nodding to Emily. Emily breaks into a grateful smile. As Gwen returns the smile, the piece finishes and we FADE TO BLACK.

END

