

"Hero Time"

696-009

Ben 10: Ultimate Alien

By

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Second Draft 09/09/2009

Final Draft 09/15/2009

As Recorded 09/18/2009

BEN 10: ULTIMATE ALIEN
#686-009 "Hero Time"
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TEASER

EXT. BOOKSTORE - NIGHT

In on DALDON'S BOOKS, at a bookstore signing event, a line of people stretched around the block. Ben, Gwen, and Kevin stand in mid-line, Kevin holding a copy of a book. The police hold back clamoring crowds. Bookstore window a poster and matching stack of hardcovers: **DARKFALL: THE FILM DIARY OF JENNIFER NOCTURNE**.

2 KEVIN
You tellin' me Jennifer Nocturne
comes to town, and you're not even
curious?

3 BEN
(to Gwen)
One blood-sucking soap opera, and
his little heart goes pitty-pat.

4 GWEN
<Laughs>

Kevin shoots her a look, and she quickly sobers.

5 KEVIN
(to Gwen, leading)
And who was sitting right next to
me through that blood-sucking soap
opera and two sequels?

6 GWEN
(explaining)
Vampires are romantic.

Kevin looks at the oversized POSTER of the Jennifer Nocturn book cover in the store window..

7 KEVIN
And hot.

Gwen glowers and elbows him.

8 KEVIN (cont'd)
Ow.

9 GWEN
You were saying?

10 KEVIN
(backpedaling)
I admire her craft as an actress.

A long GOLDEN LIMO pulls up to the store.

11 AUDIENCE MEMBER
She's here!

A gorgeous young woman emerges from the car, sparkling and vivacious. She is JENNIFER NOCTURNE. The crowd goes nuts.

12 CROWD
<CHEERS>

Two sunglass-wearing, dark-suited bodyguards the size of refrigerators guard Jennifer, wedging her through the adoring crowd toward the door of the bookstore.

13 CROWD (cont'd)
<Walla> Jennifer!/ I love your
movies!/ Jennifer, over here!/
Jennifer!

14 JENNIFER
Thank you! Thank you all for
coming!

Suddenly WHOOM!!, Jennifer's bodyguards are THROWN aside by powerful corkscrew ENERGY BLASTS.

15 BODYGUARDS
<impacts>

16 JENNIFER
<screams>

Five MASKED THUGS rush in, wielding futuristic energy rifles.

17 BEN
Cool!

18 GWEN
"Cool"? We've got to help her!

19

BEN

Oh, c'mon! You don't believe this
is real. It's obviously a publicity
stunt.

The Thugs bustle Jennifer into the book store, guarding the door.

20

THUG

Listen up! We want ten million
dollars in one hour, or it's
Vampire nighty-night for Jennifer
Nocturne.

21

BEN

Man. Awful dialogue.

22

THUG

And if we see any cops--

He fires his ENERGY WEAPON. A corkscrew ENERGY BLAST hits a car parked on the street, which EXPLODES up into the air. Ben is taken aback.

23

BEN

But the special effects are
excellent...

ON A SHADOWED ROOFTOP

A SHADOWY FIGURE observes the chaos below. It's Captain Nemesis, but we don't know that yet.

24

NEMESIS

It's time. Ready my armor.

QUICK shadowed flashes of a three-man "pit crew," riveting an ARMORED UNIFORM onto the shadowy figure.

BACK ON THE GROUND

Where the fans are panicking, running in all directions.

25

CROWDS

(panicked WALLA)

26

GWEN

Still think it's a stunt?

27

BEN

I've been wrong before...

He activates his ULTIMATRIX and TRANSFORMS into SPIDERMONKEY.

28

SPIDERMONKEY
Spidermonkey!

Spider Monkey ATTACKS, dodging an energy blast that DEMOLISHES the base of a lamppost. It tilts, falling towards the crowd below.

29

CROWD
<Screams and Walla>

The lamppost suddenly STOPS, only a few feet above the crowd.

NEW ANGLE reveals Spidermonkey, sticking to the side of a tall building, has caught the lamppost with a WEB LINE, and is supporting its weight.

30

SPIDERMONKEY
<effort>

31

SPIDERMONKEY (cont'd)
Bad stereotypical armed thugs!

Spidermonkey lands next to the Lamppost and LIFTS it, glowering at the Thugs.

32

SPIDERMONKEY (cont'd)
I bet you can guess what I'm going to do with this.

Spidermonkey stalks forward. The Thugs look nervous...

A CUSTOMER

From the crowd points into the air and shouts:

33

FEMALE CUSTOMER
I don't believe it! It's Captain Nemesis!

It's true. Captain Nemesis, a movie-style superhero combination of Iron Man and Batman, is headed down on a GRAPNEL LINE, like Batman's.

SPIDERMONKEY

Has wrapped the lamppost around the two masked Thugs. SpiderMonkey looks up to see Nemesis.

34

SPIDERMONKEY
Wow!

He turns back to work, quickly WEBBING UP the Thugs on either side of Jennifer, leaving only the Thug holding Jennifer.

35 JENNIFER
<struggles>

36 SPIDERMONKEY
How're we going to do this?

37 THUG
Nobody said anything about blue
monkeys! I'm outta here!

The thug spins only to see Captain Nemesis, who has landed
behind him.

38 NEMESIS
You're not going anywhere.

Nemesis knocks him out with one punch.

39 THUG
<impact, then keep alive>

Spidermonkey reverts to Ben, staring at Captain Nemesis with
absolute hero-worship.

40 BEN
Captain Nemesis! I'm your biggest--

But before he can finish his praise, Jennifer shakes herself
out of her shock.

41 JENNIFER
No! I'm your biggest fan--

Jennifer turns away from Nemesis and runs into a surprised
Ben's arms.

42 JENNIFER (cont'd)
--Ben Tennyson!

She gives him a big kiss.

42a JENNIFER (cont'd)
<kissing sound>

43 CROWD
<cheers>

ON a shocked and comically GRINNING Ben, incredulous Kevin
and Gwen, and furious Captain Nemesis as we...

FADE OUT.

ACT ONE

FADE IN:

INT. BEN'S HOUSE - NIGHT

On Gwen, Kevin and JULIE, who are watching the television news. Kevin keeps flipping channels with the remote .We never see the TV screen.

45 TELEVISION REPORTER #1
(filtered)
...where Ben Tennyson rescued film
star Jennifer Nocturne...

Kevin hits the remote.

46 TELEVISION REPORTER #2
(filtered)
...foiled a brazen kidnapping
attempt...

Kevin hits the remote.

47 TELEVISION REPORTER #3
(filtered)
...rewarded by a steamy kiss from
the film star. Is romance in the
air for Ben Tennyso--

Kevin hits the remote. Gwen grabs his hand.

48 GWEN
Can you just pick a channel and
stay on it?

Kevin TURNS OFF THE TV and tosses the remote aside.

49 KEVIN
There's nothing on anyway. Except
news about Bennifer.

New angle reveals Ben, he has a big shopping bag from the book store, and he's pulling out Posters and an oversized book about Captain Nemesis.

52 BEN
We're just friends.

53 KEVIN
Not.

54 JULIE
If I believe him, why can't you?

55 GWEN
(incredulously)
You believe him?

56 JULIE
He's got a bigger crush on Captain Nemesis than he does on Jennifer Nocturne. Isn't that right, Ben?

Ben is flipping through the big book he bought. He looks up. Gwen picks up the Remote and TURNS ON the TV.

57 BEN
Hmmm? It's not a crush! I just respect him. I mean, he's the best of the best of the best.

58 GWEN
Looks like you and Harangue finally agree on something.

ON THE TELEVISION

WILL HARANGUE is raving, against a backdrop showing Captain Nemesis in a Superman-ish pose.

59 HARANGUE
Captain Nemesis is a real American hero. Only a pinhead would compare decades of self-sacrifice and courage, to the childish, destructive antics of "illegal alien" Ben Tennyson--

IMAGES comparing BEN's alien incarnations with Nemesis's dashing form. Then the image of JENNIFER KISSING BEN from the end of the teaser.

JULIE turns away, pained.

60 JULIE
I wish they wouldn't show that picture all the time.

61 BEN
She kissed me! I didn't even enjoy
it!

62 JULIE
<humph>

63 GWEN
You look like you enjoyed it.

64 KEVIN
Who wouldn't enjoy kissing her?

Gwen glowers at Kevin, who flinches away from an elbow that doesn't come.

ON THE TV

Harangue continues.

65 HARANGUE
The tabloids are calling it the romance of the century. When even America's Sweetheart has been taken in by this adolescent menace, it's time for action,--

Julie turns off the TV and pouts. Ben notices and puts down his book to go over and reassure her.

66 BEN
We just went to dinner. She was
thankning me for saving her life.

67 JULIE
(not buying it)
Uh huh. And those pictures of the
two of you in her hot tub?

68 BEN
That was fun. Great view. If you
squint just right, the Eiffel Tower
kinda lines up with the Arc
D'Triumph--

69 JULIE
I don't want to hear any more of
this.

70 KEVIN
I do. Ow!

Gwen elbows him again.

71 BEN
Jennifer's publicist says being seen together is good for both of us. Cross pollination--

72 KEVIN
Ha!

73 BEN
--Of our careers. That's why I'm going with her to Captain Nemesis' party tonight.

74 KEVIN
Sending her golden limo?

75 BEN
That's just for show. She's down to Earth. Not really the limo type--

A <ROARING> sound from outside.

They rush to the windows where they see:

A HELICOPTER landing in their front yard. On the side is painted: NOCTURNE SPECIAL

77 KEVIN
Definitely not the limo type.

EXT. BEN'S HOUSE - NIGHT

Everyone has come outside to the front lawn, to greet Jennifer as she heads towards the front door.

78 JENNIFER
Ben! You look wonderful. And these are your friends--?

79 KEVIN
(shyly)
What's up? Kevin.

80 JENNIFER
Of course you are.
(looking at Julie's dress)
Oh, that dress is so cute!

81 JULIE
So is your helicopter.

82

JENNIFER

Well.

(to Ben)

Ready for the party?

DISSOLVE TO:

EXT. NEMESIS TOWER - NIGHT

The HELICOPTER approaches the "Trump Towers" style gigantic skyscraper complex housing Captain Nemesis His chest insignia dominates the roof's landing pad.

INT. NEMESIS TOWER ATRIUM - NIGHT

A GIGANTIC ROOM, dominated by a several story, art deco statue of Captain Nemesis. It's decorated for a party. Everyone's dressed formally, except Ben.

83

BEN

Maybe I should have worn a suit.

Jennifer takes his arm.

84

JENNIFER

Don't be ridiculous. Want to meet Captain Nemesis?

85

BEN

Do I?

Jennifer steers him through a crowd to Captain Nemesis. Nemesis smiles at her.

86

NEMESIS

Jennifer Nocturne. Lovely to see you again.

The smile freezes on his face as he sees Ben.

87

NEMESIS (cont'd)

I didn't know you were bringing a guest. Tim Bennison, isn't it?

88

BEN

Tennyson. Ben Tennyson, Sir.

89

NEMESIS

Of course.

The Guests take notice of Ben.

90

GUESTS

<excited WALLA> Ben Tennyson?/
 That's Ben Ten!/Look it's Ben Ten!/
 Can I have your autograph?

The guests cluster around. Jennifer beams, snuggling closer.
 Ben waves shyly.

91

BEN

Hi.

CLOSE on Nemesis's glare, swiftly hidden.

DISSOLVE TO:

THE SAME LOCATION - LATER

Ben is hero-worshipping Nemesis.

92

BEN

You're a living legend!

93

NEMESIS

Yes. And if you live long enough,
 they'll say that about you too,
 Benetton.

94

BEN

Tennyson.

95

NEMESIS

If you live long enough.

96

JENNIFER

Isn't he cute? We're still casting
 for Vampire Summer Four. Wouldn't
 he make a great Drake Ula?

97

GUEST

(to Ben)

How many aliens have you fought?

98

BEN

Well--

99

NEMESIS

(butting in)

Aliens. I ever tell you about the
 time I went up against Computron
 and his robots from Dimension 12?
 That was a real fight!

100 BEN
I read about that in your book!

101 NEMESIS
Everybody did, Son.

INT. KEVIN'S GARAGE - NIGHT

Gwen is studying footage of Jennifer's kidnapping.

102 KEVIN
Hey, Obsesso. Whatcha doing?

103 GWEN
Where do common criminals get this
kind of fire-power?

104 KEVIN
I dunno. They steal them?

105 GWEN
C'mon, help me, you're the expert.
Where would I get stuff like this?

Kevin leans in, peering at the screen.

106 KEVIN
It's not alien tech, but I could
make some calls.

INT. NEMESIS TOWER ATRIUM - NIGHT

Captain Nemesis sees the last guests off, then closes the doors with a CLANG. He turns, his mask of hospitality falling away. He is ENRAGED.

107 NEMESIS
(screaming)
Simons!

A bookish man approaches. SIMONS, Nemesis's publicist.

108 SIMONS
Yes, sir?

109 NEMESIS
Rescuing Jennifer Nocturne was
supposed to put me back on the
front page. "Get the youth market,"
you said. "Trust me," you said. I
did, and now I'm a laughing stock.

110 SIMONS
No one's laughing at you, sir.

111 NEMESIS
Did you hear them at the party? It
was Ben this! Ten that! It's like I
don't exist!

112 SIMONS
He's just a fad, Sir. Something
will come up eventually, and you'll
be right back on top.

113 NEMESIS
I don't want "eventually." I want
it now.

ON a nervous Simons, thinking hard.

EXT. PARKING LOT - NIGHT

It's late and the lot is mostly empty. Shifty, noirish
shadows. A SHADOW looms up out of the darkness, it's Simmons,
tapping on the tinted window of Harangue's LIMO. The window
ROLLS DOWN, revealing Harangue.

114 HARANGUE
Simons. Are we good?

115 SIMONS
My client is offering exclusive
footage and an exclusive interview
afterwards, Mr. Harangue. But we
want a guarantee of favorable
coverage.

Harangue smiles and extends his hand in agreement...

116 HARANGUE
Reasonable men can always find an
accommodation.

EXT. DOCKS - NIGHT

The DOCKS, cargo ships moored and motionless. A cluster of
giant WAREHOUSES, now mostly deserted. IN on the largest.

INT. WAREHOUSE - NIGHT

A cluster of giant crates and boxes. A NIGHT CREW is moving a
flat of boxes from one side to another on a fork lift..

Then in a corner of the warehouse the air CRACKLES and POPS as if an electrical transformer is shorting out.

117 WORKER #1
What's that?

The electrical disturbance congeals into a whirlpool of energy, a dimensional PORTAL. COMPUTRON, a RED battle robot emerges from the portal, followed by a string of several more, identical to him, except they are all colored Blue.

118 COMPUTRON
I am Computron--

Computron fires an ENERGY BLAST at the forklift, DESTROYING it.

119 COMPUTRON (cont'd)
--And I claim this world as my own!
IN on the panicked Workers as we--

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

EXT. WAREHOUSE - NIGHT

The Warehousemen workers flee the building, out into the night. Computron and his Robots follow, firing blasts that demolish whatever they hit.

120 WORKERS
<panicked Walla>

121 COMPUTRON
Destroy all flesh, and the works of flesh!

Worker #1 points to something in the sky.

122 WORKER 1
I don't believe it, It's Captain Nemesis!

Captain Nemesis swings down on his line and plants his feet in Computron's chest, bowling him over.

123 COMPUTRON
<impact>

124 NEMESIS
I've warned you metal menaces before: Earth is off-limits!

Nemesis starts thrashing robots. He hurl's one against another. Deflects an energy bolt. Jumps up and smashes down into one as the Warehousemen scramble out into the night.

125 NEMESIS (cont'd)
<efforts>

REVEAL a NEWS CREW filming the whole thing.

126 HARANGUE
(to cameraman)
Beautiful! Did you get that?

127 CAMERAMAN
Yeah, but so did they!

REVEAL a second set of reporters, also filming the action.

128 HARANGUE
We were promised an exclusive.

129 CAMERAMAN
It's going out live, Sir. Already
on the air.

IN THE SKY ABOVE

JETRAY is flying in, firing NEUROBLASTS at the Robots. The
fire back, and he DODGES.

130 JETRAY
Jetray's neuroblasts aren't
working. Time to try something new!

Jetray activates the Omnitrix and as he falls, TRANSFORMS
into ARMODRILLO!

ARMODRILLO triumphantly lands on a bunch of robots in a three-
point stance, smashing them to bits.

131 ARMODRILLO
Armodrillo!

Nemesis struggles, trading punches with one Computron--

132 NEMESIS
<impacts and efforts>

--While Armodrillo uses his EARTHQUAKE FIST ATTACK to create
a SHOCKWAVE that shakes several Robots apart.

133 ARMODRILLO
Need a hand, Captain?

134 NEMESIS
I was handling worse than this
before you were born, Son.

Nemesis demolishes Computron with a big Right hand, knocking
his block off with a familiar SOUND EFFECT.

135 COMPUTRON
You knocked... my... block
0fffff.....

Computron collapses into a pile of scrap. Fight's over.

Armodrillo REVERTS to Ben.

136 NEWSMAN <AKA TV REPORTER>
Ben! Ben! Over here! Are you
Captain Nemesis' new sidekick?

Cocky Ben is playing with a broken robot head.

137

BEN

I took out ten of these things and
he only beat one. Maybe he should
be my sidekick.

Harangue pushes in with a microphone and points it at
Nemesis, who is not happy with Ben's joke.

138

HARANGUE

Captain Nemesis! Will Harangue from
the Will Harangue Nation. Ben
Tennyson just said you were over
the hill and unable to do your job--

139

BEN

I didn't say--

140

HARANGUE

What do you think of this super-
powered juvenile delinquent and his
lack of respect for American icons
like yourself?

Nemesis gets it, he's all calm smiles for the camera.

141

NEMESIS

He's not a delinquent, Will. He's
just misguided. It's the
responsibility of all of us to
guide our youth into making better
decisions.

Nemesis turns to Ben with a fatherly smile.

142

NEMESIS (cont'd)

For instance. Since you feel so
competitive with me, how about we
channel that where it can do some
good?

143

BEN

I don't understand.

144

NEMESIS

Of course you don't, but it's time
to learn.

Nemesis drapes his arm around Ben, and turns to the camera.

145

NEMESIS (cont'd)

I propose a friendly competition. A contest of heroes. All proceeds to charity, of course.

146

BEN

I'm sorry, what?

INT. KEVIN'S GARAGE- NIGHT

The kids are all talking.

147

KEVIN

How could you let that dinosaur trick you like that?

148

BEN

It's for charity.

149

KEVIN

The make Captain Nemesis look good at Ben Tennyson's expense foundation?

150

BEN

He kids around a lot, but Captain Nemesis is like the coolest guy in the universe.

Julie looks to Kevin and Gwen.

151

JULIE

Are you going to tell him what you found out?

152

GWEN

Remember the "kidnappers"? Their guns were manufactured by one of Captain Nemesis' companies.

153

BEN

He owns all kinds of stuff. Just a coincidence.

154

KEVIN

That doesn't explain why he's paying for their lawyers.

155

JULIE

It's some kind of trap, Ben.

156

BEN

(pouting)

You guys don't have to come if you
don't want to. No skin off of me.

INT. THE WILL HARANGUE NATION SET - NIGHT

We're on the Will Harangue set. He's talking to the camera.

157

HARANGUE

America? You're watching a Will
Harangue Nation Special Edition.
Let's go directly to my guest
correspondent, Jennifer Nocturne!

EXT. TRAINYARD - NIGHT

Jennifer's doing a stand up at the location.

158

JENNIFER

Thanks, Will. Normally this train
yard is the last stop for rusted-
out hulks...

Unfortunately, Captain Nemesis is just in frame as she says
this. He looks up at the camera.

159

JENNIFER (cont'd)

...ah, today it's the site of the
greatest competition in modern
history, between Captain Nemesis,
and Ben Tennyson. It's old school
verses the new hotness, in a duel
to see who rules!

CAPTAIN NEMESIS

Approaches a TRAIN ENGINE.

160

JENNIFER (O.S.) (cont'd)

Our first event, throwing train
engines for distance. Captain
Nemesis won the coin toss...

Nemesis lifts the Train Engine over his and throws it!.

161

NEMESIS

<lifting EFFORT, then throwing
EFFORT>

The Train sails through the air, crashing to the ground a
hundred meters away. The crowd goes wild.

162 CROWD
<CHEERS>

Ben TRANSFORMS into HUMONGOUSAUR and lifts an identical Train Engin.

163 HUMONGOUSAUR
Humongousaur! <throwing effort>

Long as the train sails right past Nemesis' train before crashing to earth.

164 CROWD
<CHEERS>

165 JENNIFER
Wow! That's an easy win for Ben Tennyson!

IN THE STUDIO

Harangue is rooting for his guy.

166 HARANGUE
Maybe so, Jennifer, but the next event is about speed, not strength.

AT THE STARTING LINE

Ben and Captain Nemesis are almost ready to begin their race.

167 NEMESIS
You don't have a chance this time, Tiananmen.

168 BEN
I think Jetray's faster than anybody.

Ben activates the Ultimatrix and quickly TRANSFORMS into Rath.

169 RATH
Jetray! Aw, man! I mean Rath!

Rath yells at his Ultimatrix.

170 RATH (cont'd)
Let me tell you something, Ultimatrix, Rath is sick of you not working right! It's not even funny anymore!

Looking at his chest insignia. Rath completely missed the sound of <THE STARTER PISTOL> in the middle of his last sentence. Rath finally looks up.

WIDE to reveal that Nemesis has already started running down the track.

171 RATH (cont'd)
Hey! You're cheatin'!

Rath starts running.

172 RATH (cont'd)
(panting)
Come... back here... you lousy tin
can... I bet all those ... muscles
... are built... into your suit!

Through sheer will, Rath is actually closing on Captain Nemesis. He's just about to catch him!

173 RATH (cont'd)
Nobody... beats... Rath!

174 NEMESIS
Eat my exhaust.

Nemesis ignites A ROCKET on his back, he zooms away, propelled through the air parallel to the ground.

The Exhaust catches Rath in the face, blowing him backwards, head over heels. He BOUNCES several times.

175 RATH
<impacts>

NEMESIS breaks the tape at the finish line.

176 HARANGUE (O.S.)
And the big win goes to Captain Nemesis!

177 CROWD
<cheers>

Jennifer is there to interview him.

178 JENNIFER
How does it feel to even up the score?

179

NEMESIS

Well Jennifer, this is all in good fun. But the better man did win the race--

180

RATH

<attack>

Suddenly, Rath enters the frame, flying in from above to level Nemesis with an elbow drop.

181

NEMESIS

<impact, then pained GROAN>

Rath puts Nemesis in a camel clutch.

182

RATH

Let me tell you something Captain Nemesis, nobody shoots Rath in the face with a rocket without getting a major beating!

183

JENNIFER

Ben! What are you doing?

Rath reverts to Ben, still sitting on Nemesis' back.

184

BEN

(sheepish)

Sorry. Rath just gets carried away, sometimes.

IN THE STUDIO

Harangue picks up thread.

185

HARANGUE

Despite Ben Tennyson's poor sportmanship. We have a tie. So we're going to the tiebreaker.

BACK IN THE TRAINYARD

Jennifer is showing the audience a piece of six-inch thick STEEL CABLE.

186

JENNIFER

The event is simple. These two great heroes--

187

HARANGUE (O.S.)

One great hero and a sore loser.

188

JENNIFER

-- will test their strength in a
tug-of-war, using thirty feet of
unbreakable carbon nanofiber cable--

NEW ANGLE

Reveals a big, mud-filled PIT.

189

JENNIFER (cont'd)

--and this filthy pit full of mud.

190

HARANGUE (O.S.)

For the loser's sake, I hope it's
mud!

191

JENNIFER

<fake TV laugh> It's a tug of war,
for all the marbles.

ON THE PIT

Captain Nemesis on one side, Ben on the other, each holding
one end of the cable. Ben TRANSFORMS into FOURARMS. Fourarms
is only holding the cable with two hands.

192

FOURARMS

Fourarms!

Not to be outdone, Captain Nemesis shouts:

193

NEMESIS

Captain Nemesis!

194

FOURARMS

Why are you shouting your name out?
It's stupid.

195

NEMESIS

My name isn't stupid!
(considers it)

Although I have been thinking of
dropping the "Captain" part, it
doesn't really describe me
accurately anymore.

WE HEAR THE SOUND OF THE STARTER PISTOL. And the tug-of-war
is on.

196

FOURARMS/NEMESIS

<efforts>

Slowly but surely, Fourarms is being dragged to the edge of
the pit.

197

NEMESIS
(straining)
What do you have to say for
yourself now?

198

FOURARMS
(straining)
I thought I could beat you with two
hands behind my back, but I guess I
was wrong!

Fourarms grabs the cable with all four hands and YANKS.

199

FOURARMS (cont'd)
<effort>

Nemesis is yanked off of his feet and into the mud-filled
pit!

200

NEMESIS
Ahhhh... <impact>

201

CROWD
<cheers>

202

JENNIFER
And it's all over! Ben Ten is the
winner!

Nemesis on his hands and knees in the mud. Fourarms leaps
down and offers him a hand up.

203

FOURARMS
You put up a great fight, but hey,
I wouldn't want to take me on,
either.

Nemesis brushes the hand away. He's covered in mud, and
utterly defeated.

IN THE STUDIO

Harangue is sorrowful. A STILL of Nemesis, on his hands and
knees in the mud, is behind Harangue.

204

HARANGUE
I can't say for certain that Ben
Tennyson cheated, that's up to you,
the viewer. But I can say this,
we've witnessed the fall of a great
American icon...

INT. NEMESIS TOWERS - DAY

Nemesis's Office, where he rages, storming, out of control. The members of his Pit crew are working on his costume.

205 NEMESIS
Can you do it?

206 TECH
Technically, yes. If we remove the suit's inhibitors we can get an additional 300% output. But--

207 NEMESIS
I don't want to hear about the danger. If I'm going to make Tennyson pay, I need more power.

The techs look at each other nervously.

208 SIMONS
This is a mistake.

209 NEMESIS
I lost. For the first time in my life I lost.

210 SIMONS
Don't step over the line. It's not worth it.

211 NEMESIS
I already stepped over when I freed Computron and his robots from Dimension 12, just so I could save people from them.

212 SIMONS
Working with you has been the greatest honor of my life. It's not too late to turn this around and--

213 NEMESIS
Get out!
(to techs)
Amp up the suit.

EXT. TENNIS COURT - DAY

Julie is practicing her serves, hitting the balls with fury.

214

JULIE

All right, Jennifer Nocturne. Take this (grunt) and this (grunt!) -- and... and this!

215

NEMESIS

Julie Yamamoto?

Nemesis grabs her arm. Julie smacks him with her racket.

216

Julie

<effort>

Nemesis doesn't even bother to block as it SLAMS into his side.

217

NEMESIS

Good. Fight back. I like that.

IN on Julie's frightened face, Nemesis' SHADOW falls across her...

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

INT. JENNIFER'S HELICOPTER - DAY

She is talking on her phone.

218

JENNIFER

...of course you think I did a great job, that's why you get ten percent. I was wondering if I shouldn't try that again. Announcing, I mean--

SUDDENLY the Helicopter's engines GROAN. The vehicle lurches. She looks out the window...

219

JENNIFER (cont'd)

<screams>

Captain Nemesis is pushing the helicopter, turning the Nocturne Special in an arc, taking it... where?

INT. BEN'S CAR - NIGHT

Ben is driving.

220

BEN

Call Julie Yamamoto.

221

COMPUTER

Connecting...

Ben hears the phone <PICKED UP>.

222

BEN

Hey, Julie. I was wondering if you wanted to go to Mr. Smooth--

223

NEMESIS (O.S.)

(filtered)

Julie can't come to the phone right now. I've got her. If you want her back, come get me.

Ben's expression is Grim.

WIDE as Ben's car does a U-turn and heads down the street.

DISSOLVE TO:

INT. NEMESIS TOWERS ATRIUM - NIGHT

Ben enters, ACTIVATES the Omnitrix and in quick succession: TRANSFORMS into HUMUNGOUSAUR, then Humongousaur TRANSFORMS into ULTIMATE HUMUNGOUSAUR. Ultimate Humungousaur looks up, hearing Nemesis <applauding> across the cavernous atrium.

224 NEMESIS
Very very good. Everything we've come to expect from Ten Bennyson.

225 ULTIMATE HUMUNGOUSAUR
Where's Julie?

226 NEMESIS
Right up there. And so's Jennifer.

Ultimate Humungousaur looks up. Julie and Jennifer are both suspended at the very top, linked by a single cable stretched in an inverted "V" over the top of the gigantic statue of Captain Nemesis, one on each side, dangling them high above the atrium floor, separated so that it is impossible for Ben to save both.

227 NEMESIS (cont'd)
The movie star girlfriend, and the faithful home town sweetheart. I'm sure there's time to save one of them.

228 JULIE
Be careful, Ben!

229 JENNIFER
Help me, Ben!

With an energy blast from his fist, Nemesis CUTS THE CABLE. Both girls PLUMMET--

230 JULIE/JENNIFER
<falling>

Ultimate Humongousaur TRANSFORMS to GOOP--

231 GOOP
Goop!

--Julie SPLATS safely into his mass. Goop flows back into humanoid shape, cradling Julie in his arms.

231a JULIE
Ooof...

232 JULIE (cont'd)
You saved me!

233 GOOP
Of course I did, you're my girl.

234 JULIE
What about Jennifer?

New angle reveals Jennifer on one of GWEN'S ENERGY PLANES being lowered safely down into Kevin's arms. Jennifer smiles warmly at Kevin.

235 JENNIFER
Oh! My!

236 GOOP
Covered. I've got something Nemesis doesn't. Friends.

Nemesis is enraged. His suit GLOWS with energy.

237 NEMESIS
Not for long.

And Nemesis attacks, firing a blast right at Kevin and Jennifer. Gwen blocks it with an ENERGY SHIELD.

238 GWEN
<effort>

Goop fires back at Nemesis, shooting gobs of acid.

239 NEMESIS
<impacts>

Kevin follows up, transforming his hand into a MACE and whacking Nemesis hard.

239a KEVIN
<swinging effort>

240 NEMESIS
<impact>

Kevin REVERTS his mace back into a hand and grabs it with his other one.

241 KEVIN
What's up with him? He's hot! I
felt it through my armor.

Nemesis gets back on his feet.

242 NEMESIS
That's not heat you feel, whelp!
It's power!

Nemesis blasts Kevin across the room and into the statue.

243 KEVIN
<2 Impacts>

Gwen throws three or four ENERGY DISKS in quick succession.

244 GWEN
<Efforts>

245 NEMESIS
<impacts>

Nemesis' Armor begins to GLOW.

246 GWEN
He feels like a furnace.

247 GOOP
(to Nemesis)
Maybe you need an oil change. What
do you say you shut that thing off
and we can talk about all this?

248 NEMESIS
Oh, now you're my friend?

Goop dodges several blasts from Nemesis by DEFORMING out of
the way.

249 NEMESIS (cont'd)
I can't believe I wasted my whole
life trying to protect people like
you! Captain Nemesis is dead! From
now on, call me... Overlord!

250 GOOP
How about we call you a good
therapist?

Nemesis fires more blasts, his suit is GLOWING WHITE HOT.

251 GWEN
Everytime he uses that thing, it
gets hotter.

252 KEVIN
It's a matter of time. It's gonna
blow.

253 GOOP
Not if I can help it.

Goop TRANSFORMS into WATERHAZARD.

254 WATERHAZARD
Waterhazard! I was going for Big
Chill, but I still think I can cool
you off! First, some nice cold
water...

Waterhazard fires streams of WATER from his palms like twin
firehoses. The water hits the white-hot Nemesis and produces
a huge CLOUD OF STEAM.

255 WATERHAZARD (cont'd)
--Then, I'll absorb the moisture
from the air.

The cloud disperses, as if being vacuumed into Waterhazard's
palms. Now we can see Nemesis again, his armor cooled, and
spiderwebbed by hairline cracks.

256 NEMESIS
You won't beat me. I can still
prove to everyone that I'm the
hero!

257 WATERHAZARD
Just be quiet!

Waterhazard decks Nemesis with one punch.

258 NEMESIS
<impact>

Waterhazard REVERTS to BEN as he stands over him, fists
clenched with anger.

259 BEN
How could you do this? You used to
be a hero! I had your poster on my
wall! Did you forget? This isn't
about fame... it's about helping
people!

260

JULIE

You are talking about him, right?

261

GWEN

Easy, Ben. It's all over.

Jennifer sidles up to Kevin and hags on his arm.

262

JENNIFER

I don't know how to thank you,
Kevin. You saved my life. Have you
ever considered--

Gwen takes Jennifer's hand off of Kevin's arm, warning her:

263

GWEN

I will peel you like a grape.

INT. WILL HARANGUE'S SETWe're watching him on TV, the backdrop is a STILL of
Policemen leading a handcuffed, battle-scarred Captain
Nemesis away.

264

HARANGUE

When you gaze into the abyss, the
abyss gazes also into you. While
seeking to protect us from a
monster, a good man did monstrous
things. Another life destroyed by
the menace that is Ben Tennyson...

FADE OUT.

END OF EPISOD