

"Ultimate Aggregor"  
696-010

# **Ben 10: Ultimate Alien**

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BEN 10: ULTIMATE ALIEN  
#696-010 "Ultimate Aggregor"  
Dwayne McDuffie  
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## TEASER

FADE IN:

EXT. DESERT - NIGHT

The sky is cloudy, and ominous. We're in the middle of nowhere. One set of footprints is the only disturbance in an endless expanse of sand and rock.

We catch up to the creature making the footprints. It's AGGREGOR dragging a reluctant, force-field-bound Ra'ad (who hovers above the ground, so no footprints) by an ENERGY TETHER emanating from his STAFF. Ra'ad lags behind until Aggregor YANKS him forward.

1 AGGREGOR  
Don't dawdle, Ra'ad. We've almost  
arrived.

2 RA'AD  
When I get out of these bonds--

3 AGGREGOR  
In these bonds, or out of them, the result will be the same: you defeated and helpless, your powers added to my own.

Aggregor presses a button on a small REMOTE CONTROL. It <CHIRPS>.

# 4 AGGREGOR We're here.

Ra'ad LOOKS UP to see the clouds parting as AGGREGOR'S STARSHIP descends from above. The ship pauses, hovering, a few hundred feet above.

5 AGGREGOR  
To teleport you to my ship, I have  
to turn off your energy cuffs.  
Don't try anything fooli--

6

PLUMBER #1 (O.S.)  
Aggregor! This is the Plumbers.  
Drop your weapons and raise your  
primary manipulation organs into  
the air.--

Aggregor reacts to the sound, but there's no one there until  
four PLUMBER PATROL SHIPS (like Magister Gahill's) DECLOAK!  
PLUMBER #1 is speaking into a futuristic Megaphone.

7

PLUMBER #1  
--You are surrounded!

He is. The Plumber Patrol ships have landed in a circle all  
around him, Plumbers from several species are already on the  
ground, pointing ENERGY WEAPONS at a surprised Aggregor. He  
carefully DROPS his ENERGY STAFF and raises his hands.

8

PLUMBER #1  
You think you can assault Plumbers  
and just walk away?

ON AGGREGOR'S RAISED HAND

He's holding the remote control.

9

AGGREGOR  
Actually, yes.

He PRESSES the Button, and suddenly it's Death From Above.

Aggregor's still-hovering Starship FIRES powerful PLASMA  
BEAMS. The Beams instantly DEMOLOSH three of the PLUMBER  
PATROL SHIPS, but misses the fourth.

10

PLUMBERS  
<panicked WALLA>

The beam readjusts its aim, cutting a swath in the ground as  
it finds the last ship. Plumbers RUN and DIVE out of the way  
as the beam CUTS THE LAST SHIP IN HALF.

11

PLUMBERS  
<panicked WALLA>

AGGREGOR'S STAFF

Abandoned on the sand. Aggregor's hand reaches in and picks  
it up.

AGGREGOR

Stands there as energy beams suppress the Plumbers in the  
background. He's a powerful god who has been angered.

After a beat, he grabs Ra'ad roughly.

12 AGGREGOR  
Time to go.

13 RA'AD  
<GRUNT>

Aggregor TURNS OFF Ra'ad's energy cuffs then ACTIVATES his Remote control again. They both VANISH in a TRANSPORTER EFFECT.

PLUMBER #1

Who is injured himself, but helping another Plumber out from under some fallen metal ship debris, sees Aggregor and Ra'ad VANISH.

14 PLUMBER #1  
No!

Plumber #1, runs toward one of the still-burning PLUMBER SHIP WRECKS and climbs up the wreckage towards the cockpit.

INT. AGGREGOR'S STARSHIP BRIDGE -NIGHT

Aggregor APPEARS on the bridge in a TRANSPORTER EFFECT. Ra'ad appears simultaneously, with a similar effect, in one of the CAPTURE CELLS. We can see that, with the Addition of Ra'ad, all five of the aliens are on the Bridge in the cells.

Aggregor glances at the cells to make sure that Ra'ad is in place, then marches up to the ROBOT (REUSE from 004, "Escape From Aggregor") manning the ship's controls.

15 AGGREGOR  
Fastest course to Osmos V.

The robot hits a control and we HEAR the rising <WHINE> of the Ship's Hyperdrive.

16 ROBOT  
Plotted. Hyperdrive spinning up...

EXT. DESSERT - NIGHT

Plumber #1 KICKS the ruined roof off of the Plumber Ship's cockpit and jumps inside. He quickly takes the GUNNERY CONTROLS in his hands.

17 PLUMBER #1  
C'mon... c'mon...

He's in luck, the TARGETING COMPUTER BLINKS ON, and the ENERGY BEAM EMITTER swivels towards Aggregor's Starship.

18 PLUMBER #1  
You're not getting away again.

Plumber #1 targets and FIRES.

THE ENERGY BEAM

Strikes Aggregor's ship right in the Hyperdrive Engines, EXPLODING that portion of the ship to bits, but leaving the rest of the ship relatively in one piece.

INT. AGGREGOR'S STARSHIP BRIDGE - NIGHT

The Bridge SHAKES. All REACT to the huge explosion.

19 AGGREGOR  
<grunt> What happened?

20 ROBOT  
We're under attack. Hyperdrive has been destroyed.

The ship SHAKES again. They're still under fire, taking room-rattling HITS as they talk.

21 AGGREGOR  
Evasive action! Take us into orbit.

22 ROBOT  
We are not Spaceworthy. Atmospheric maneuvering only.

23 AGGREGOR  
Just get me away from here!

The Robot manipulates the controls...

EXT. DESSERT -NIGHT

Plumber #1 is still blasting away, but smoke is coming out of the console. As we watch, Aggregor's ship FLIES AWAY, the shots going further and further off targets.

Dizzy from the effort, Plumber #1 passes out.

24 PLUMBER #1  
<keep alive>

On Aggregor's ship, damaged, but receding. He got away again.

END OF TEASERACT ONE

FADE IN:

EXT. MR. SMOOTHIE'S - NIGHT

KEVIN AND GWEN look on at something we can't see. They're very serious.

25                           GWEN  
                          Well...?

It's BEN, holding a Smoothy Cup, considering it, like wine in a glass.

26                           BEN  
                          Acceptable color...

He sticks his nose in the cup and takes a deep SNIFF.

27                           BEN  
                          <SNIFF> Good balance...

He takes a sip. Swirls it around like a wine-taster. We can't read his expression, neither can Gwen and impatient Kevin.

27a                           BEN  
                          <wine tasting sip>

28                           KEVIN  
                          Oh, come on!

29                           BEN  
                          Full-bodied and smoky with a  
                          delightful finish.

He takes a big, careless slurp.

29a                           BEN  
                          <Big slurp>

30                           BEN  
                          I give the new All-Meat Smoothys  
                          five stars!

Wide to reveal that Ben, Gwen and Kevin are hanging around in the parking lot, in front of Kevin's car. Gwen is absolutely disgusted.

31 GWEN  
I can't believe you just drank a...  
a... a...

32 BEN  
(helpfully)  
--Lamb and sardine--

33 GWEN  
--Lamb and Sardine Smoothy. That's  
disgusting even by your standards.

Ben shrugs.

34 BEN  
Must be a guy thing, right Kevin?

Kevin looks at his own cup, frowns and dumps

35 KEVIN  
I'm going back for a blueberry. You  
want one, Gwen?

Gwen dumps her Smoothy, too.

36 GWEN  
Please.

37 BEN  
C'mon, Kevin. Meat is Man Food..

38 KEVIN  
Meat Smoothys aren't Man Food. A  
meat smoothy is pretty much the  
definition of baby food.

Ben sips and tastes his mouthful of Smoothy.

39 BEN  
<smacks lips> Now that you mention  
it, I knew it reminded me of  
something...

40 GWEN  
<Laughs>

41 BEN  
What?

42 KEVIN  
You're eating baby food.

43 GWEN  
You want a bottle with that?

Ben's thinks it's funny too.

44 BEN/GWEN/KEVIN  
<Laughs>

45 BEN  
~~This is fun!~~ How come we never do  
this anymore? \*

46 TEEN GIRL (O.S.)  
It is! It's Him!

As if in answer to Ben's question, dozens of TEENAGERS and PAPARAZZI rush the car from across the parking lot..

47 CROWD  
<WALLA> "Told you I saw him!" /"Ben  
10!"/ "<Squeeeel>"

48 BEN  
Oh, yeah. Now I remember.

Kevin is in his trunk, rifling through the high-tech junk in there.

49 KEVIN  
I know I've got a laser cannon in  
here somewhere...

50 GWEN  
Quit kidding around! Get the car  
started, we have to go!

Ben is defiant. Holding his ground heroically as the crowd approaches.

51 BEN  
No. I'm staying right here until I  
finish this smoothy.

Ben ACTIVATES the Ultimatrix twice. TRANSFORMING into Big Chill--

52 BIG CHILL  
Big Chill!

Then, ULTIMATE BIG CHILL.

53 ULTIMATE BIG CHILL  
Ultimate Big Chill!

Ultimate Big Chill flies into the air then projects FLAMES in front of the surging crowd.

54

CROWD

&lt;frightened WALLA&gt;

The flames turn into a WALL OF ICE that stops the crowd. It's so cold, SNOW IS FALLING.

Ultimate Big Chill REVERTS to Ben. Now safe behind the wall of ice, Ben picks up his smoothy and takes a sip. He frowns.

55

GWEN

What's wrong?

56

BEN

Moment's over. Besides, it's too cold out here.

All react to the SOUND of Ben's Ultimatrix <BEEPING>. It's communication, he switches it on.

57

GWEN

Grandpa Max? We're all here. Trouble?

58

MAX (V.O.)

I wouldn't have called you otherwise, it's a school night.

CUT TO:

EXT. DESERT - NIGHT

Close on Gwen's GLOWING EYES. They REVERT to normal.

59

MAX

What've you got?

WIDE TO REVEAL

The site of the battle we saw in the teaser. Ben, Gwen and Kevin are looking at the debris. Max puts a blanket over the shoulders of Plumber #1, who is sitting on a piece of debris. Gwen indicates the Plumber.

60

GWEN

It's like he said, Aggregor was here--

61

PLUMBER #1

We set a trap for him, brought four squads of our best men. He took us down like we were nothing.

62

GWEN

I sense the missing aliens were  
here, too.

Gwen's eyes GLOW again as she concentrates.

63

GWEN

Ra'ad... Galapagus ... P'Andor...  
Bivalvan...

Her eyes REVERTS to normal. She looks over at Ben, surprised.

64

GWEN

Andreas was here too.

65

BEN

He's alive?

66

GWEN

He was an hour ago.

Kevin's kneeling, looking at the tracks in the sand. He stands, all business, pointing out the evidence as he reconstructs the crime scene.

67

KEVIN

These are Aggregor's foot prints.  
He musta brought Ra'ad with him. He  
stopped here to call his ship down.

Kevin points at the wrecked ships.

68

KEVIN

You can see where the Plumbers  
waited for him.  
(to Plumber #1)  
Cloaked?

69

PLUMBER #1

Yeah. He didn't suspect a thing.

70

KEVIN

But he was ready anyway. His ship  
fired on you guys from above. Looks  
like radiation scoring on the  
debris. Tachyon Cannons, probably.  
And over there, look at where the  
sand's shiny. That's from the  
transmat beam he used to travel up  
to his ship.

Kevin looks up from his reverie to see Ben, Gwen and Max  
looking at him in awe.

\*

71 KEVIN  
What?

72 BEN  
It's just that you're, uh...

73 GWEN  
Smart.

74 MAX  
Kid, I've never seen anyone work a crime scene like that. You've got a future in law enforcement, on one side or another.

75 BEN  
Grandpa, I've got to save those aliens from Aggregor.

76 MAX  
He's halfway across the galaxy by now.

77 PLUMBER #1  
Not in that ship he isn't. I shot out his Hyperdrive. It was barely flying.

78 KEVIN  
Then it's leaking muon nutrinos. We can probably track it.

EXT./INT. RUSTBUCKET III, COCKPIT - NIGHT

A very intense Kevin is flying the ship. Ben, Gwen, and Max are riding along. Kevin looks at a series of BLIPS on a monitor. Max stares at the screen from over Kevin's shoulder.

79 KEVIN  
Told ya.

80 MAX  
We're only a few hours behind Aggregor's Ship.

81 KEVIN  
Probably less. The rate it's leaking, He has to land for repairs.

82 GWEN  
But you've got a couple of minutes to talk to me in private, right?

\*

\*

83

KEVIN

Sure.

Ben slides into the pilots seat.

84

KEVIN

Think you could manage not to crash  
her for five minutes?

Ben rolls his eyes.

85

BEN

I dunno. That's like, double my  
record.

INT. RUSTBUCKET III, CARGO BAY - NIGHT

This is the inside of the bay that Ben and Kevin's cars drive into, in fact, both cars are parked here. Gwen sits on the hood of Ben's car, arms folded, staring at Kevin.

86

KEVIN

What?

87

GWEN

I've never seen you work on  
anything as hard as you're working  
on this case.

88

KEVIN

That's bad?

89

GWEN

Depending on why.

90

KEVIN

Aggregor is an Osmosian, like me.  
Maybe I just feel responsible.

91

GWEN

Our responsibility is to Ben. He  
promised to rescue those aliens,  
and that's what we should be  
concentrating on.

Kevin is offended, he pulls out his badge.

92

KEVIN

You don't have to tell me what it  
means to be a Plumber. This was my  
dad's badge. Now it's mine.

Gwen is taken aback.

93

GWEN

I'm sorry. I didn't mean--

Kevin grins and KISSES her on the cheek.

93a

KEVIN

&lt;kiss&gt;

94

KEVIN

It probably doesn't do any harm to  
keep an eye on me.Kevin walks towards the door, stops and turns back to Gwen,  
still smiling.

95

KEVIN

I'm not entirely trustworthy.

INT. RUSTBUCKET III, COCKPIT - NIGHTKevin, then Gwen return to the cockpit. Grandpa Max is in the  
doorway.

96

MAX

I was about to come looking for you  
kids.

97

BEN

We're closing on Aggregor's ship.

CUT TO:

EXT. WOODS - NIGHTBen, Gwen, Kevin, and Grandpa Max move stealthily through the  
darkened forest (Reuse from #686-020, "The Final Battle, part  
2").

98

BEN

It's this way.

99

MAX

(sotto voce)

Keep it down, Ben.

100

BEN

What's the point? No way Aggregor  
didn't see the Rustbucket coming.

101

GWEN

(sotto voce)

We were in stealth mode.

102

KEVIN

Ben's right. They saw us.

Kevin indicates the DOZENS OF PAIRS OF EYES visible all around them in the forest.

Max FIRES his hand blaster at one of the sets of eyes. The bolt hits the chest of one of Aggregor's Robots (REUSE from 004, "Escape From Aggregor"), and the FLASH briefly illuminates it.

103

MAX

Ambush! Hit em hard!

Grandpa Max BLASTS AWAY at the robots.

The Robots RETURN FIRE.

Gwen blocks the incoming fire with her ENERGY SHIELD.

104

GWEN

&lt;effort&gt;

Kevin ARMORS UP by touching a large boulder, and coating himself in stone. He RUNS towards a group of Robots, their fire chipping away at his stone covering.

105

KEVIN

&lt;impacts&gt;

Kevin MORPHS his fist to giant size and starts swinging away, smashing multiple robots to scrap

106

KEVIN

&lt;Efforts&gt;

Gwen puts on a light show, illuminating the darkness by dropping her shield, then throwing her glowing ENERGY DISKS faster than you'd believe possible. The impacts DESTROY the Robots with one shot.

107

GWEN

&lt;efforts&gt;

Ben TRANSFORMS into LODESTAR.

108

LODESTAR

Lodestar!

108A

LODESTAR

Yes! Finally I get the guy I dialed up!

Lodestar uses his magnetic powers to levitate two robots, then SMASH THEM TOGETHER.

109 LODESTAR  
Bad news for you guys.

SEVERAL ROBOTS are setting up an energy cannon. Gwen sees it and throws a flat, spinning ENERGY DISK at them.

110 GWEN  
<big EFFORT>

The Disk sails just over the robots' heads. It looks like she missed.

But she didn't. The disk SLICES THROUGH the base of a nearby tree. Kevin pushes the tree over easily.

111 KEVIN  
<effort and release> Tim-berrrr!

The tree falls on the Robots setting up the laser cannon, smashing them. The cannon EXPLODES beneath the tree.

Max is still shooting.

112 MAX  
They're just stalling us until  
Aggregor can get his ship working  
again.

Lodestar is smashing robots with MAGNETIC BEAMS as he answers.

113 LODESTAR  
Not gonna happen. <effort>

Lodestar RADIATES a pulsating MAGNETIC FIELD around himself and starts RUNNING forward. The field REPELS any robot that gets near him, clearing a path to AGGREGOR'S SHIP.

Gwen is fighting robots as she sees Ben's plan.

114 GWEN  
Ben, Wait for us!

She's trying to follow, but the Robots make it slow going.

EXT. CLEARING - NIGHT

Lodestar is heading for Aggregor's ship, robots in his path are flung away. Lodestar uses his powers to open the ship's door, and enters.

Max, Kevin and Gwen are heading for the Ramp.

115

MAX

Ben, wait. It's too easy! I think  
it's another tra--

Aggregor's spaceship EXPLODES in a gigantic fireball.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. WOODS - NIGHT

Moments later. The explosion is still in full force, dying down as we watch. As the debris and flames die down, we can see Gwen, Kevin, and Max all safe inside Gwen's force field. Finally she drops the Shield. Long, silent reaction to the huge, still-flaming, shallow crater where Aggregor's ship once stood. Max is overcome with grief.

116 MAX  
Oh, no...

As the heroes watch, bits of what look like METAL FILINGS begin SEPARATING themselves from the other debris, SWIRLING from every direction towards one spot, just in front of the remaining heroes.

The swirl of dust takes on the form of LODESTAR. Lodestar REVERTS back to Ben.

117 GWEN  
Ben! How did you--

118 BEN  
Magnets.  
(to Max)  
For what it's worth, you were right about the trap thing.

119 GWEN  
It wasn't necessarily intended for us, it was for any Plumbers who came to investigate.

120 MAX  
Which raises the question: where's Aggregor?

CUT TO:

EXT. LOS SOLEDAD - NIGHT

A SERIES OF ANGLES.

Travelling through the abandoned military base, until we reach a LABORATORY BUILDING (REUSE from "War Of The Worlds").

INT. PARADOX'S LAB

This is the lab where Paradox built his time portal back in the fifties (REUSE from "Paradox"). The Time Machine itself is disconnected, and under an immense drop cloth, all of its support machinery has long since been removed. It is dark and silent.

Suddenly, the outer wall EXPLODES, revealing Aggregor and several of his robots. Aggregor is holding a small, high-tech device. He scans the room with it and smiles, pleased with what he's found.

121 AGGREGOR  
It's here--

He pulls the drop cloth off, revealing Paradox's TIME PORTAL.

122 AGGREGOR  
--Everything I need.  
(to Robots)  
Bring in the prisoners, set their holding pens up right here.

Aggregor begins making alterations to the machine. Unnoticed by him, a TINY RED LIGHT on the Time Machine's control panel begins BLINKING.

CUT TO:

EXT. INT. RUSTBUCKET III, COCKPIT - NIGHT

Kevin's piloting the ship, frowning.

123 KEVIN  
Nothing. I can't find a trace of him.

124 BEN  
Gwen?

Close on Gwen, her eyes GLOWING. They return to normal and she frowns.

125 GWEN  
Sorry, Ben.

126 BEN  
You did the best you could. We'll just have to find another way to track Aggregor.

127

MAX

Kids? We've got company.

OUTSIDE THE RUSTBUCKET, an AIRFORCE FIGHTER JET (REUSE from #001 "Fame") is pacing them, flying alongside.

KEVIN looks askance.

128

KEVIN

I think they want us to pull over...!

EXT/INT. NASA SECRET FACILITY - NIGHT

We can see the Rustbucket III in the foreground on the Tarmac of the NASA FACILITY from "Fame."

Inside, Ben, Gwen, Kevin, and Grandpa Max are greeting COLONEL ROZUM (the "Colonel" from #001, "Fame").

129

BEN

Grandpa? This is--

Max shakes Rozum's hand.

130

MAX

Good to see you again, Colonel Rozum.

131

ROZUM

Wish the circumstances were better, Max.

132

BEN

(to Max)

You know everybody.

133

ROZUM

Since you kids helped us get our nuke back from that alien, the Air Force has assigned me to handle all of the weird stuff.

134

KEVIN

Weird stuff?

135

ROZUM

Aliens, monsters, UFO's. My new case has all three. And a Time Machine. Back in the Fifties, the US Government made a failed attempt to build one.

136                   GWEN  
In Los Soledad.

137                   ROZUM  
That's classified information!

138                   KEVIN  
We know a lot of stuff we're not  
supposed to.

139                   ROZUM  
Do you know that three hours ago  
someone set off the old security  
system?

Rozum pulls out a Government File Folder.

140                   ROZUM  
We sent troops to investigate, but  
they're being kept away by these...

Rozum shows them a PICTURE of soldiers fighting some of  
Aggregor's ROBOTS.

141                   BEN  
They belong to Aggregor. We're  
working the same case.

142                   ROZUM  
That facility is under a Red Seal.  
If my men can't retake that base,  
my orders are to destroy it.

143                   PARADOX (O.S.)  
That would be a major error.--

New angle reveals that Paradox has entered the room,  
seemingly out of nowhere.

144                   PARADOX  
Or is that a Colonel error? I'm not  
very good with rank.

145                   ROZUM  
How'd you get in here?

Rozum reaches into his HOLSTER, but he doesn't feel his gun  
there. He looks down. His holster is EMPTY.

146                   ROZUM  
Where's my...?

When he looks up in confusion, Paradox is holding the gun dangling between thumb and forefinger, as you would a soiled diaper.

147

PARADOX

I took it from you before I arrived. Disgusting things.

Paradox drops the gun into the trash.

148

BEN

It's okay, Colonel Rozum. He's a time traveller--

With a beaming smile, Paradox shakes confused Rozum's hand.

149

PARADOX

Professor Paradox. Hello!

150

BEN

He's helped us out before.

151

GWEN

But only in the worst cases.

Paradox is suddenly sober.

152

PARADOX

Yes. And here we are. Aggregor intends to use an Entropy Pump, the power source of my old Time Portal--

He looks directly at Rozum.

153

PARADOX

(irritated)

--Which was not, by the way, a "failed experiment"--

(to everyone)

He intends to use it for his own purposes, which lean towards the nefarious.

154

ROZUM

All the more reason to bomb the place.

155

PARADOX

If you start dropping bombs on an active Entropy Pump, the results would be disastrous. As in, destroying-reality-for-a-distance-of-several-light-years disastrous.

156

BEN

Why don't you just go back in time  
and destroy the Engine or  
something?

157

PARADOX

Travelling in time weakens the  
fabric of space. The reality in Los  
Soledad is already paper-thin.

158

MAX

So you can't go there yourself.

159

PARADOX

No. In any case, I have other  
business demanding my attention,  
even more crucial, a long time ago,  
in a galaxy far, far away.

160

KEVIN

You cribbed that from those movies.

161

PARADOX

I'm a time traveller. How do you  
know I won't eventually say it  
first?

162

ROZUM

Alright, Ben. You and your team can  
give it a try, but if you fail,  
I've still got my orders.

Paradox turns to Kevin, suddenly somber.

163

PARADOX

A word, Kevin Ethan?

164

KEVIN

Sure.

Paradox puts a comforting arm around Kevin's shoulders.

165

PARADOX

There's a limit to what I can tell  
you. Things will get worse before  
they get better, Kevin. I'm sorry.

166

KEVIN

What are you talking about?

167

PARADOX

Try to remember who your friends  
are.

168

BEN

Hey, if you're giving out free future advice, I want some!

169

PARADOX

I could tell you not to lean against the Chronal Randomization Barrier, but I know you won't pay attention.

170

BEN

Don't lean against the what?

171

PARADOX

Precisely my point. Good luck, all.

With a FLASH OF LIGHT, Paradox is gone.

172

ROZUM

Your friends are strange.

Ben looks around the room.

173

BEN

Yeah, we are.  
(to everyone)  
Who wants to go save the world?

Everyone except Rozum RAISES THEIR HANDS. Ben smiles.

174

BEN

But we're dependable.

CUT TO:

EXT. LOS SOLEDAD - NIGHT

We're at the STONE WALL from "Paradox." Gwen is on an energy platform, peeking over. Everyone else is beneath her, on the ground.

175

KEVIN

How's it look?

Gwen sees ROWS OF ROBOTS inside the wall, standing guard.

176

GWEN

Like the killer robot showroom floor.

She lowers herself to the others.

177

MAX

The Air Force has pulled their  
troops back, but they're at our  
disposal.

178

KEVIN

They'll just get in our way.

179

BEN

Good call, with no soldiers around,  
we can go all out.

Ben TRANSFORMS into SWAMPFIRE.

180

SWAMPFIRE

Swampfire!

181

GWEN

I thought you said "all out"?

182

SWAMPFIRE

Uhh, good point.

\*

Swampfire TRANSFORMS to ULTIMATE SWAMPFIRE.

183

ULTIMATE SWAMPFIRE

Ultimate Swampfire!

INSIDE THE WALL

We see a spot on the wall heat up, glowing until it EXPLODES inward. Standing in the hole is Ultimate Swampfire (he just blew the wall open), Kevin (coated with green metal like his car), Gwen, and Max.

It's on.

The Heroes blaze through the Robots, dispatching them spectacularly, cause they're robots and we can do whatever we want to them.

ULTIMATE SWAMPFIRE

Pulls ORGANIC NAPALM SACS off of his own body and THROWS them at charging Robots.

184

ULTIMATE SWAMPFIRE

<throwing efforts>

The bags LAND and EXPLODE into flames, blasting Robots into the air.

GWEN

Uses an Energy Shield to Block Incoming fire from Robots. She throws a fusillade of ENERGY DISKS at the Robots.

185                   GWEN  
                  <efforts>

The disks zig zag through the air, slicing Robots to ribbons.

KEVIN

Forms his hand into an oversized MACE and wails away at Robots. He's turning them into scrap.

186                   KEVIN  
                  <efforts>

MAX

Ducks between two shots from Robots on either side of him, the Robots' shots DESTROY each other.

Max rolls to his feet and squeezes off three more shots, destroying three more robots.

ULTIMATE SWAMPFIRE

Is shooting flames from his hands like twin flamethrowers. Robots melt into slag whenever they're hit.

187                   ULTIMATE SWAMPFIRE  
                  At the rate we're going, we'll be  
                  inside before Aggregor even knows  
                  we're here.

A BARRACK ROOF

A SECURITY CAMERA mounted on the roof of a nearby barrack is pointed at them, its LIGHT ON...

INT. PARADOX'S LAB - NIGHT

Ultimate Swampfire is visible on a MONITOR in the lab, being observed by Aggregor.

188                   AGGREGOR  
                  I need more time...

We can see Aggregor is in the process of building some incredibly complex machine, linking the Containment Tubes that the Aliens are in, with cables leading to the Time Portal. Aggregor looks at the shadowy forms of the REFUGEE ALIENS, trapped and motionless their Stasis Tubes.

Aggregor puts on one of the CONTROL HEADBANDS from the teaser of #005, "Escape From Aggregor," and presses a switch, Whatever was in the stasis tubes TELEPORTS away with the same effect we saw in the Teaser.

EXT. LOS SOLEDAD - NIGHT

Matching TELEPORTER EFFECT as we can finally see what was in the tubes, RA'AD, ANDREAS, BIVALVAN, GALAPAGUS and P'ANDOR, each wearing a CONTROL HEADBAND.

As one, all of the Aliens <HISS> at the Heroes and Stalk forward.

190 ALIENS  
<HISS>

191 ULTIMATE SWAMPFIRE  
Uh, guys...?

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. LOS SOLEDAD - NIGHT

Moments later. Ultimate Swampfire holds up his palms at the advancing Aliens.

192                   ALIENS  
<Ra'ad/Bivalvan/Andreas/Pandor/Galapagus>  
<HISS>

193                   ULTIMATE SWAMPFIRE  
Easy guys, it's me. Ben.

P'Andor's grill lights up and he FIRES three ENERGY BEAMS at Ultimate Swampfire.

194                   ULTIMATE SWAMPFIRE  
<IMPACT> And you don't care.

The beam decks Ultimate Swampfire. Gwen throws ENERGY DISKS back.

195                   GWEN  
<efforts>

The bounce off of his heavy armor, driving him back.

ANDREAS jackhammers the ground, creating a WAVE of Earth that lifts the heroes and scatters them.

196                   KEVIN/GWEN/MAX/ULTIMATE SWAMPFIRE  
<Impacts>

Kevin gets back to his feet in time to BLOCK a punch from Bivalvin and counter it with a PUNCH of his own.

197                   KEVIN  
<block, punch> what's wrong with them?

Gwen is blocking hurricane winds from Galapagus with her ENERGY SHIELD.

198                   GWEN  
I know! Galapagus doesn't even know how to fight.

Ultimate Swampfire is facing off with Ra'ad.

199

ULTIMATE SWAMPFIRE

It's the headbands, we've seen them before. They're for mind control.

Max is firing his energy weapon at Bivalvan. The bolts BOUNCE OFF.

200

MAX

Forget winning the fight. Get those Headbands!

Max fires again, this time hitting Bivalvan's Headband

201

BIVALVAN

<impact>

The headband is shattered. Bivalvan awakens from his trance.

202

BIVALVAN

What happened? How did I--

Bivalvan VANISHES in the TRANSPORTER EFFECT. Kevin is stunned.

203

KEVIN

Did you just waste Bivalvan?

204

MAX

Aggregor must have transported him away.

Ultimate Swampfire is being ELECTROCUTED by a sustained zap

205

ULTIMATE SWAMPFIRE

<electrocuted>

Still blocking Galapagus' winds, Gwen reacts to Ben's distress.

206

GWEN

I'm coming!

But P'Andor is in the way, firing powerful eye beams at her. Her SHIELD SHATTERS under the impact, knocking her back.

207

GWEN

<Impact>

Ultimate Swampfire is on his knees, sizzling under the electrical attack. He strains to ACTIVATE his Ultimatrix TRANSFORMING into NANOMECH.

207a

ULTIMATE SWAMPFIRE

<strains>

208

NANOMECH

Nanomech!

Nanomech FLIES, ZIGZAGGING in-between Ra'ad's jagged electrical discharges.

209

NANOMECH

Float like a butterfly--

Nanomech fires blasts at Ra'ad, strafing him until the blasts finally reach Ra'ad's headband, and DESTROYS it.

210

NANOMECH

--Sting like a bee!

Ra'ad reaches up to feel his head where the headband was broken and suddenly vanishes in the TRANSPORTER EFFECT.

ANDREAS

Is sitting astride Kevin, JACKHAMMER PUNCHING him. Kevin's armor is vibrating off in pieces.

211

KEVIN

(vibrating)

Owwwwwwwwww.....\*

Kevin reaches up grabs Andreas' headband and CRUSHES it in his hand. Andreas VANISHES.

GWEN

Is throwing ENERGY DISKS at Galapagus, but his wind BLOWS them off course.

212

GWEN

<efforts> Aw, come on!

Gwen gathers herself and throws another disk.

213

GWEN

&lt;big effort&gt;

The ENERGY DISK takes the long way around, looping back to hit Galapagus in the back of the head, SHATTERING his disk. He VANISHES in the TRANSPORTER EFFECT.

MAX

Is shooting at P'Andor, but Pandor is protecting his headband with his spread hand. Nanomech flies around the hand and FIRES a blast that shatters the Headband. P'Andor VANISHES in the TRANSPORTER EFFECT.

214 NANOMECH  
That's all of them.

Nanomech addresses the team.

215 NANOMECH  
We're going in. I want everybody to  
look sharp, and remember that our  
first priority is to--

Nanomech looks at Kevin, who is smirking.

216 NANOMECH  
What?

217 KEVIN  
Hard to take you seriously with  
that voice.

CUT TO:

INT. PARADOX'S LAB - NIGHT

Aggregor is working on his machine, his back to camera.

218 NANOMECH  
All right Aggregor--

The Heroes confront Aggregor. All of the Aliens are back in  
their tubes, and the Time Portal glows ominously.

219 NANOMECH  
--It's over.

Aggregor turns to face the heroes, he's holding his Staff.

220 AGGREGOR  
I'd intended to take them back to  
Osmos, but you've forced me to  
improvise.

221 MAX  
You're overloading that entropy  
pump. In a few minutes it'll blow.

222 AGGREGOR  
In a few minutes, I won't care.  
I'll be ready to absorb the powers  
of all five of those aliens. I'll  
be unstoppable.

223 GWEN  
Then we'd better stop you now.  
<effort>

Gwen blasts him point blank with her ENERGY TENDRILS.

224 AGGREGOR  
<impact>

Aggregor goes down on one knee.

225 NANOMECH  
You can't beat us all.

## 226 AGGREGOR Not without more power...

Aggregor reaches into the heart of the Time Portal, energy flows out and crackles around him. Kevin tries to step forward, but stops short, fearing the energy crackling around. He's horrified.

227 KEVIN  
You can't do that! You know what  
it'll do to you!

228 AGGREGOR  
What, because I'm Osmosian? Because absorbing energy causes insanity?

229 KEVIN  
Yes! Stop before it's too late!

230 AGGREGOR  
Lies, told by the powerful to  
control the weak.

231 GWEN  
Kevin? Is that why you--

232 KEVIN  
It's not a lie! It happened to me  
when I was a kid. You won't be able  
to help yourself, you won't be <2  
impacts>--

Aggregor BLASTS Kevin, knocking him backwards through a wall.

233 AGGREGOR  
No time for a debate. My transfer  
mechanism is at full power.

Aggregor places his hands on TWO RODS (REUSE FROM "VENGEANCE OF VILGAX") being fed energy from the time portal.

We see energy flowing from the pods through cables leading to the Rods. Aggregor is draining their powers!

234

AGGREGOR

Yesssss!

ON THE TIME PORTAL

Suddenly, REALITY FRACTURES, like a pane of glass spider-webbed by a hammer blow. Everything in the scene is riddled by CRACKS that centering on the Time Portal. In the middle of the portal, we see a slowly rotating BLACK HOLE.

Evrything's as freaky as we can make it, sounds are slurred and perhaps doubled, images are fractured, including the characers themselves, colors are inverted, as in a negative. Gwen throws up an Energy Shield that protects her and Max, but is eroding eat the edges.

235

GWEN

(straining)

What's happening?

236

MAX

The Entropy Pump's giving out. If we don't shut it off--

Kevin is already trying to head for the portal, but the energy coming off of it is forcing him back, and peeling away his armor.

237

KEVIN

(filtered)

The closer I get, the harder it pushes. I don't think I'm going to make it--

238

NANOMECH

I'm on it!

Nanomech transforms into HUMUNGOUSAUR.

239

HUMUNGOUSAUR

Humongousaur!

Humongousaur wades into the swirling energy, towards the black hole in the center of the Time Portal. I's slow going, and it takes all his strength.

240

HUMUNGOUSAUR

&lt;fighting upstream EFFORTS&gt;

With the last of his strength, Humongousaur rears back and throws a huge punch, SMASHING THE TIME PORTAL.

241 HUMUNGOUSAUR  
<big EFFORT>

There's a white flash.

And everything's normal again. The cracks are gone, the surging energy is gone. The partially-demolished Time Portal is off, the Black Hole is no more.

242 MAX  
Good work, Ben!

243 KEVIN  
I'd have gone for the off-switch,  
myself.

244 HUMUNGOUSAUR  
There's an off-switch?

Gwen is looking at something off-screen with concern.

245 GWEN  
Guys--

We see it now, the containment Pods are EMPTY.

246 GWEN  
--The Aliens are gone!

247 AGGREGOR (O.S.)  
That's because my plan succeeded...

Hunched over the TWO HAND GRIPS, but still clutching them, Aggregor begins to rise, TRANSFORMING as he does, MORPHING into a bizarre CREATURE that combines aspects of all five aliens, while retaining Aggregor's face. He's reminiscent of Kevin 11 from the original series.

248 AGGREGOR  
...the aliens are all in me!

Ultimate Aggregor is triumphant over all. Off of the heroes shocked expressions we:

FADE IN:

THE END