

"Where the Magic Happens"
696-014

Ben 10: Ultimate Alien

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BEN 10: ULTIMATE ALIEN
"Where the Magic Happens"
Episode #696-014
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TEASER

FADE IN:

INT. DOOR TO ANYWHERE - NIGHT

It's a stone chamber dominated by a huge and ornate DOOR; the walls around the door are covered with ALIEN RUNES.

1 GWEN (O.S.)
There he is!

2 FOURARMS
Come on!

AGGREGOR runs IN and <ZAPS> electricity, <COLLAPSING> the corridor behind him to rubble.

He looks at the runes on the wall and speaks a magic word.

3 ULTIMATE AGGREGOR *
(heavily filtered)
yawatacsip!

Six randomly distributed runes GLOW, the Doorway OPENS, bathing the room in PINK MANNA GLOW.

FOURARMS, GWEN and STONE KEVIN <BURST> IN through the pile of rubble just in time to see him leap through the doorway. The Door begins to CLOSE.

4 FOURARMS
That way!

Gwen stops short, reacting to the powerful Manna glow.

5 GWEN
<pained>

6 KEVIN
(concerned)
Gwen?

7 GWEN
Keep going! If it closes we'll never be able to follow.

Fourarms grabs for the door, trying to keep it open.

8 FOURARMS
<EFFORT, FAIL>

But the door CLOSES. FOURARMS and HAMMERFISTED KEVIN pound on it. The Glowing Runes STOP GLOWING.

9 KEVIN/FOURARMS
<efforts>

10 GWEN
You're wasting your strength.
That's the Door To Anywhere,
nothing can breach it.

11 FOURARMS
Door to anywhat? *

12 GWEN
It's sort of a mystic crossroads,
a portal to any destination.

13 KEVIN
So, let's go!

14 GWEN
You have to know the true name of
the place you're going. *

15 FOURARMS
You mean the glowy word? No
problem.

Fourarms TRANSFORMS back to BEN and produces a MAGIC MARKER. He begins writing the runes on the floor from memory.

16 KEVIN
You remember all that just from
looking at it?

17 BEN
(absently)
Sure.

18 GWEN
You really aren't working up to
your potential in school.

19 BEN
That's what they tell me...

Ben stops writing, caps his marker and looks up at Gwen.

20 BEN (CONT'D)
Finished. Now what?

Gwen looks at what Ben has written. She's unsure of herself.

21 GWEN
If you got it right--

22 BEN
I did.

23 GWEN
--all I have to do is speak the
word and the door will open.

The three teens study the rune word.

24 KEVIN
(expectantly)
So...?

Gwen tries but can't read it.

25 GWEN
Wah... wah di tah!

All look up at the Door. Nothing. Ben and Kevin look back at Gwen expectantly.

26 BEN
You have no idea how to read that
stuff, do you?

27 GWEN
I'm self-taught. I can read it
all right. I just don't know how
to pronounce it.

28 KEVIN
So who does?

Gwen frowns, she doesn't like what she just came up with.

29 BEN
You know somebody.

30 GWEN
Yeah.

31 BEN
But you don't want to ask them.

32 GWEN
No.

33 BEN
But you know how important
catching Aggregor is, so you're
going to ask anyway.

Still frowning, Gwen accepts the inevitable.

34 GWEN
Wait here, I'll be back as soon
as I can. **AGITO!!**

*

In a FLASH of pink energy, Gwen TELEPORTS away.

35 KEVIN
So now you do both sides of you
guys arguments?

Ben shrugs.

36 BEN
Saves time.

CUT TO:

INT. CHARMCASTER'S STUDY - NIGHT

REUSE from "Hex Takes over World Episode). A Sanctum Sanctorum type place, We're looking at the back of a woman, levitating in lotus position, studying an oversized ancient TOME THAT FLOATS * IN FRONT OF HER. She gestures, and a page turns magically.

*

GWEN APPEARS is a FLASH of PINK ENERGY.

37 GWEN
Charmcaster,--

The woman turns towards the sound, revealing that she is CHARMCASTER. She looks puzzled, then dangerous.

38 GWEN (CONT'D)
--I need your help.

END OF TEASER

ACT ONE

FADE IN:

INT. CHARMCASTER'S STUDY - NIGHT

Instants later. Charmcaster brightens.

39 CHARMCASTER
Gwen Tennyson!

With a gesture, she summons her STAFF out of her BAG OF TRICKS, lying nearby.

40 CHARMCASTER (CONT'D)
What a coincidence! I was just thinking about you. About killing you, to be specific.

She <FIRES> energy from the staff at Gwen, who manages to get an * energy shield up in time. The shield protects her, but is SHATTERED BY THE BLAST.

41 GWEN
<blocking EFFORT> I don't have time for this, the universe is in danger!42 CHARMCASTER
You have more immediate problems.

Charmcaster lunges with her staff.

43 CHARMCASTER (CONT'D)
<lunging EFFORT>

Gwen expertly grabs the staff, throwing Charmcaster over her hip with her own forward motion. Charmcaster lands on her back.

44 GWEN
<EFFORT>45 CHARMCASTER
<impact>

Gwen antics with the staff, wielding it like the martial arts master she is, finishing her brief kata standing over the fallen Charmcaster, pointing the end of the staff at her fallen foe.

46 GWEN
Listen! There's this crazed super-Osmosian called Aggregor who's gathering power objects.

47 CHARMCASTER
Reptilicus!

*

Gwen REACTS as the staff turns into a SERPENT.

48 GWEN
<Yelp>

Gwen STARTS backwards and DROPS the serpent. It CHANGES back to a STAFF before it CLATTERS to the ground. Gwen realizes she's been tricked and REACHES down for it.

49 CHARMCASTER
Amateur. Meus manus manus!

The staff FLIES into Charmcaster's hand. Charmcaster, on one knee, now, FIRES a powerful magical blast from the staff at Gwen, who BLOCKS it with a hasty shield.

50 GWEN
<Impact>

Gwen's shield HOLDS against Charmcaster's sustained blast. Charmcaster rises to her feet, and forces Gwen back as Gwen explains.

51 GWEN (CONT'D)
(gritted teeth)
We chased Aggregor to the Door To
Anywhere. He escaped to a
dimension I couldn't name. The
place was practically made out of
Manna.

*

*

Charmcaster reacts, she stops blasting.

52 CHARMCASTER
Made of manna?

WIPE TO:

INT. DOOR TO ANYWHERE - LATER

Ben and Kevin (no longer in stone form) are sitting on the floor, bored.

53 BEN
...Is it bigger than a breadbox?

54 KEVIN
Yeah. Nineteen questions left.

55 BEN
Is it an Incursian Battle Cruiser
with Ion Drive?

Irritated Kevin can't believe it.

56 KEVIN
Yeah! How do you always guess so
fast?

57 BEN
Because it's always either a car
or a ship?

58 KEVIN
Uh, uh! Sometimes it's a weapon--

Gwen and Charmcaster TELEPORT in, interupting.

59 CHARMCASTER
Where is it? Let me see?

60 BEN
Charmcaster?
(to Gwen)
You said you knew somebody who
could help.

61 GWEN
She can. She's the last person I
would have asked, otherwise.

Charmcaster shoulders past him to study Ben's markings on the
floor..

62 KEVIN
You trust her?

63 GWEN
I trust her to stab us in the
back first chance she gets, but
we'll worry about that after she
gets us to Wah di tah...

Charmcaster grins in triumph at the runes.

64 CHARMCASTER
"Legerdomain."

65 BEN
(to Gwen)
Wow, You weren't even close.

66 CHARMCASTER
Actually, she wasn't far off for someone self-taught. Legerdomain is what the natives call it. But the Door only responds to a place's secret true name.

She looks at Ben's drawing again.

67 CHARMCASTER (CONT'D)
(filtered)
Which, by the way, is pronounced "Yawatacsip!"

The same RUNES that lit up in the teaser do so again, and the Door OPENS. Charmcaster gestures grandly.

68 CHARMCASTER (CONT'D)
After you.

Ben and Kevin go through. Gwen hesitates, suspicious, then follows.

EXT. LEGERDOMAIN - BARREN ROCK - CONTINUOUS

They step IN through the door onto a barren ROCK with a single ROCKY TREE SHAPE, in a Ditko-esque realm of planetoids, shifting geometries and paradoxical things hanging in space.

As they react to the strange place, the doorway closes and VANISHES.

69 CHARMCASTER
It's smaller than I remember.

70 BEN
You come here a lot?

71 CHARMCASTER
None of your business.

Gwen moves her fingers, creating a MANNA SPHERE.

72 GWEN
Wow, I feel...

73 CHARMCASTER
Powerful? Of course you do. All the magic in the universe flows from this dimension. The Alpha Rune is here.

74 KEVIN
Yeah. So?

75 CHARMCASTER
Words have power. The Alpha Rune
is the secret true name of magic.
Whoever holds it has power over
magic itself.

76 BEN
You think this Alpha Rune is a
piece of the Map of Infinity?

77 KEVIN
Could be. It's always disguised
as whatever's hardest to get.

78 CHARMCASTER
The Alpha Rune hangs around the
neck of Addwaitya, the most
powerful mystic who ever lived.

79 KEVIN
There you go.

80 BEN
Then that's where Aggregor must
be headed.
(to Charmcaster)
Lead the way.

Charmcaster considers, then leads them along a floating PATH
leading at an impossibly steep angle.

81 CHARMCASTER
Stay with me. Things are not as
they appear.

82 GWEN
Seriously though, there's so much
Manna here it makes my teeth
ache...

Charmcaster confronts Gwen.

83 CHARMCASTER
I get it, okay? You're a natural.
Studied my whole life, and you
pick up my spellbook and you're
instantly out-magicking me.

Kevin puts an arm around Gwen, proud.

84 KEVIN
You're not in her league. She's
an Anodite.

*
*

*

*

85 GWEN
see, what you call magic is
powered by Manna, or life-
energy...

86 CHARMCASTER
You don't know anything! You're
not even a real sorceress, you're
an idiot-savant!

87 GWEN
(angry)
What did you say?

88 KEVIN
I'm pretty sure it was an insult.
But she won't do it again,
because words have power.
(to Charmcaster)
Isn't that right, Caroline?

89 CHARMCASTER
Oh, please. You think I told you
my secret true name?

Kevin asides to Ben.

90 KEVIN
Sometimes I forget that other
people lie, too.

DISSOLVE TO:

EXT. INTERSECTING PATHS - LATER

Charmcaster leads them past INTERSECTING PATHS at odd angles,
choosing one that runs through an open FANGED MOUTH.

Kevin hesitates.

91 BEN
It doesn't bite.

92 KEVIN
I'm pretty sure it does
something.

They all walk through.

WIDER TO REVEAL - Sure enough, a CROWD OF ROCK MONSTERS are
coming at them from both directions.

93 ROCK MONSTERS
<GROWLS>

94 BEN
Motion detector.

95 KEVIN
For instance.

One of the monsters grabs Charmcaster.

96 CHARMCASTER
<surprised CRY>

She moves to get Hex's staff from her bag but the monster grabs her hands.

97 ROCK MONSTER
<GROWL>

98 CHARMCASTER
<STRUGGLE>

Gwen throws up an ENERGY SHIELD in front of her and Kevin, but Kevin leaps over it.

99 GWEN
Kevin!

He ABSORBS the rock from the monster holding Charmcaster, then <BELTS> it away, freeing her.

100 KEVIN
<punching EFFORT>

101 ROCK MONSTER
<IMPACT>

Charmcaster's eyes glow and EMIT ENERGY that shatters the monster's head.

102 CHARMCASTER
Eradico!

Two monsters start <POUNDING> at Gwen's shield. She uses the shield to <BULDOZE> them out of sight, surprised at the force she generates.

103 ROCK MONSTERS
<IMPACT>

104 GWEN
<Whoa!>

Ben hits his watch and TRANSFORMS into JETRAY.

105 JETRAY
Jetray!

Charmcaster <BLASTS> at the monsters with her staff and sees Ben's transformation.

106 CHARMCASTER
Don't fly! The--

Jetray takes off.

107 CHARMCASTER (CONT'D)
--Sky and the Earth are not parallel here.

Jetray immediately ends up far from the path.

108 JETRAY
Huh?

He flies, determined, toward the path and it moves further away.

109 JETRAY (CONT'D)
I gotta get a GPS.

Charmcaster <BLASTS> at the monsters in front of them, as KEVIN slugs away at the crowd of monsters coming up behind them.

110 KEVIN
<EFFORTS>

111 ROCK MONSTERS
<IMPACTS>

Gwen sends ENERGY TENDRILS after Jetray.

Jetray's still trying to fly, but by now the path is almost out of sight.

112 GWEN
(booming shout)
If you keep flying, you'll get lost!

Her tendrils grab one of Jetray's legs. She reels him back.

113 JETRAY
Hey!

114 GWEN
<STRAINING EFFORT>

Kevin picks up one monster and swats two with it, clearing the
monsters behind them.

*

115 KEVIN
<swinging EFFORT>

115a ROCK MONSTERS (3)
Oooof...

*

*

Gwen nags a chagrined Jetray.

116 JETRAY
Thanks.

117 GWEN
How about you try something a
little closer to the ground?

Jetray TRANSFORMS into CANNONBOLT.

118 CANNONBOLT
Cannonbolt!

He tucks into a ball and ROLLS past Charmcaster and into the
remaining several monsters, knocking them off the path.

119 ROCK MONSTERS
<IMPACTS, FALLING GROWLS>

As the last one drops, Cannonbolt turns to Charmcaster.

120 ROCK MONSTERS (CONT'D)
<keep-alive GROWL>

121 CANNONBOLT
Why don't you just order these
things around like always?

She tucks her staff back into her bag and leads them past fallen
Rock Monsters.

122 CHARMCASTER
It doesn't work that way. The
others followed me because I'd
freed them.

Gwen's skeptical.

123 GWEN
Why don't I believe anything you
say to me?

124 CHARMCASTER
If you want to survive, you
better start believing me! I've
been dealing with these things
since I was just a kid. I was
born here.

125 ADDWAITYA (O.S.)
And you should have never
returned.

REVEAL ADDWAITYA's IMAGE taking up the sky above them--a turtle
with an aura of PINK MAGIC FLAME. He's wearing the ALPHA RUNE,
the source of all magic, around his neck.

Charmcaster cowers.

126 CHARMCASTER
Addwaitya!

127 ADDWAITYA
Or did you expect to travel in
the realm of Legerdomain and
somehow escape the notice of
Great Addwaitya?

END OF ACT ONE

ACT TWO

EXT. INTERSECTING PATHS - RESUME

Addwaitya image above them touches the Alpha Rune and gestures.

128 ADDWAITYA
Thieves, all of you!

STONE BRAMBLES reach up from the path and grab their legs.

129 CHARMCASTER
<STRUGGLE>130 CANNONBOLT
<STRUGGLE> The only thief around
here is a guy called Aggregor.131 KEVIN
We're more like well-meaning
trespassers.132 ADDWAITYA
All that lives steals Manna from
me. The Alpha Rune is mine!
(to Charmcaster)
You should well know, daughter of
my enemies, what happens to those
who defy my will.

Charmcaster shakes some DAISY TOPS from her bag.

133 CHARMCASTER
Well, excuse me for living!
*Effervo!*They spin like buzzsaws and cut through the rock brambles
holding her.Gwen effortlessly <SHATTERS> her brambles and any others in
range with an ENERGY BUBBLE that clears out everything for 50
yards, but doesn't harm any of the people it passes through..
Kevin reacts.134 KEVIN
Yikes.135 GWEN
I know!136 CANNONBOLT
Follow me!

Cannonbolt leads the way, smashing new STONE BRAMBLES as they spring up in his path. The others run breathlessly behind him. Addwaitya's image calls after.

137 ADDWAITYA
There's no escape! <LAUGHS>

138 CANNONBOLT
Okay if I check that out for myself?

Cannonbolt keeps rolling.

EXT. FURTHER ALONG THE PATH - CONTINUOUS

Time cut, they've slowed to a walk.

139 GWEN
That thing around his neck. Was it...?

Charmcaster nods.

140 CHARMCASTER
The Alpha Rune. The secret true name of all magic. It gives him absolute power over Legerdomain.

She stops walking, thinking about what she just said.

141 CHARMCASTER (CONT'D)
Look, this is hopeless. We should get out of here while we still can.

The sound of WINGS distracts them all.

A few SCRUTIN EYES, big eyes with bat wings and taloned bird legs where the nerves should be, shoot ENERGY BEAMS out of their eyes at them.

142 BEN
Look out!

143 KEVIN
What are those things?

Gwen throws up an ENERGY SHIELD.

144 CHARMCASTER
Scrutins. They're Addwaitya's eyes and ears.

145 KEVIN
Where are the ears?

The Scrutins are all FIRING point blank at the shield.

146 GWEN
<EFFORT>

147 CHARMCASTER
I've got a spell of concealment,
but I need time.

A Scrutin bangs into the shield, SHATTERING it.

148 GWEN
<surprised CRY>

149 BEN
Let's buy her some time.

Before it can blast, Kevin jumps up and pounds it like a volleyball.

150 KEVIN
<effort>

Ben hits the Ultimatrix and TRANSFORMS to CHROMASTONE.

151 CHROMASTONE
Chromastone!

Kevin jumps onto the top of Gwen's shield and PUNTS one of the Scrutins. He leaps toward another.

Charmcaster raises her arms and turns in a circle.

152 CHARMCASTER
Velieris mihi. Occultus!

A few MORE SCRUTINS wing in <BLASTING>.

Chromastone absorbs the blasts and returns them as RAINBOW BLASTS.

153 CHROMASTONE
(to the Eyes)
Try not to look so surprised.

Kevin's surrounded by three. He hits the dirt and an O.S. RAINBOW BLAST takes them out.

That's all of them.

154 KEVIN
Good one.

155 GWEN
As far as it went.

Gwen points at the sky. They all react to a LOT of <FLAPPING>
REVEAL the sky is dark with Scrutins.

156 GWEN (CONT'D)
Charmcaster....!

Charmcaster, arms raised, walks around the other three.

157 CHARMCMASTER
Working on it...! *Velieris meus*
amicitia. Occultus!

A BLACK GLOBE surrounds them.

INSIDE, We can see out just fine, but the Scrutins on the outside see nothing.

158 CHROMASTONE
Cool!

Charmcaster puts a finger to her lips.

159 CHARMCMASTER
Shh.

OUTSIDE, the Scrutin Eyes <FLAP> IN, circle, then move on.

INSIDE, they all watch.

160 CHARMCMASTER (CONT'D)
(whisper)
It's working.

OUTSIDE, one last Scrutin is hovering right over the globe. It <FLUTTERS> OFF.

*

DISSOLVE TO:

EXT. FURTHER ALONG THE PATH - LATER

Walking through creepier, denser stuff now: No more strange geometry, now just mossy, dripping, unformed shapes shot with uneven holes.

KEVIN and BEN, both changed back, turn at a <SKITTERING> noise but see nothing.

161 KEVIN
I'd feel better if we were still invisible.

162 GWEN
She can't do it while we're moving.

GWEN walks next to CHARMCASTER who looks up at sky, nervous. Gwen gently keeps her moving.

163 BEN
You said you grew up here. Maybe some of your people could help us.

164 CHARMCASTER
There aren't many left. Addwaitya enslaved everyone. My father fought against him. He died getting me and Uncle Hex out of here.

165 GWEN
I didn't know.

166 CHARMCASTER
Yeah. You didn't.

They come to an INTERSECTION.

167 BEN
Then we'll have to help you.
Which way? *

She picks the creepiest path of all, a steep downward angle.

168 CHARMCASTER
Down here.

DISSOLVE TO:

EXT. GAP ALONG THE PATH - LATER

It's like a bridge out. They scramble against the steep angle and stop.

REVEAL they're at the edge of an endlessly deep chasm. Gwen looks over the edge.

169 KEVIN
End of the line. Any ideas?

170 BEN
Maybe--

Gwen reacts to a faint, creepy <NOISE.>

171 GWEN
Shhh! Hear that?

172a VOICES *
(overlapping)
Why keep trying?

172b VOICES (CONT'D) *
(overlapping)
It only takes one step. *

172c VOICES (CONT'D) *
(overlapping)
Lost cause, lost cause *

172d VOICES (CONT'D) *
(overlapping)
You're not worth it *

Charmcaster startles.

173 CHARMCASTER
I hear my father's voice.

174 FAINT VOICE
Yes, dear, it's me! We're all
here! Come be with us!

175 CHARMCASTER
Daddy!

176 FAINT VOICE
One step, one step! We can be
together again!

Charmcaster wells with tears, She's about to do it.

177 GWEN
Charmcaster!

Gwen grabs her.

178 CHARMCASTER
<CRY of surprise> Let me go!

179 FAINT VOICE
Don't stop! You're almost home!

180 GWEN
Listen! Do you really think your
Dad wants you to jump off a
bridge?

Charmcaster shakes it off.

181 CHARMCASTER
Phew. Nasty trick.

182 GWEN
I've got a trick or two of my
own. <effort>

Gwen tries to put an ENERGY PLATFORM across the gap, but the platform DISSOLVES halfway across.

183 GWEN (CONT'D)
<EFFORT> No matter how much Manna
I put into it, I can't get it
across.

184 FAINT VOICE
Don't listen to them! I'm your
father! Come be with me!

*

185 CHARMCASTER
(voice raised to Gwen)
It's a mystic sinkhole. You don't
have enough power. No one does.

186 FAINT VOICE
One step, one step!

187 BEN
No one has to. We're a team.

Smiling Gwen grabs Charmcaster's hand and draws Manna into herself from the creepy stuff around them...

188 GWEN
I've got the power, you've got
the knowledge.

Charmcaster casts a spell...

189 CHARMCASTER
(loud and booming)
Perturbo!

190a VOICES
(overlapping WALLA)
Hopeless.

*

190b VOICES (CONT'D)
(overlapping)
It won't work.

*

*

*

190c VOICES (CONT'D)
(overlapping)
Lost cause, lost cause

*

*

*

Charmcaster hold her staff with one hand and points. Space itself WARPS into Gwen as Charmcaster staff shoots a Manna bridge across the sinkhole, attaching itself to the other side.

191 CHARMCASTER/GWEN
<EFFORT>

Gwen motions to Kevin and Ben with her head.

192 BEN
C'mon!

They run across.

THE OTHER SIDE - The voices STOP.

Charmcaster and Gwen hug, then catch themselves and let go.

193 CHARMCASTER/GWEN
<joyful WHOOP cut short>

194 GWEN
Right. You want me dead.

Charmcaster smirks.

195 CHARMCASTER
Maybe just badly hurt?

196 GWEN
It's a start.

*

EXT. ADDWAITYA'S GATE - CONTINUOUS

ANGLE REVEALS they're at the GATE. The gates of the ominous, pyramid-shaped CITADEL rises up before them. The immediate area is CHARRED, including some CHARRED TREES.

197 CHARMCASTER
Addwaitya's Citadel. You'll find
the Alpha Rune around his fat
neck. Although I don't know how
you plan to take it.

An O.S. <ROAR> makes them turn their heads.

A hideous spiky stone MONSTER named PALLORFANG steps out from
behind a POINTED OUTCROPPING, bearing down on them! *

198 PALLORFANG
<ROARS>

199 BEN
Let's not get ahead of ourselves.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. ADDWAITYA'S GATE - RESUME

BEN, GWEN, KEVIN and CHARMCASTER react to the looming PALLORFANG.

200 PALLORFANG
<multiple ROARS>

The monster lunges but Gwen throws up an ENERGY DOME over the four of them.

It starts smashing at the dome.

201 KEVIN
What is it?202 CHARMCASTER
Pallorfang. Sort of a watchdog
for the citadel.203 GWEN
<EFFORT>

*

The dome starts to CRACK as Charmcaster draws her staff.

204 CHARMCASTER
Lemme out!

She BLASTS at Gwen's dome from the inside, SHATTERING it.

205 GWEN
<IMPACT>206 BEN
Scatter!

Gwen, Ben and Charmcaster roll out of the way, but the creature <CHOMPS> down on Kevin, obscuring him!

207 PALLORFANG
<ROARS plus one CHOMP noise>

*

GWEN and CHARMCASTER react--both start BLASTING at the mouth that's caught Kevin.

208 GWEN
Kevin!

Ben's about to hit the watch.

209 CHARMCASTER
Look out!

Pallorfang, Kevin still in his jaws, shoots FLAMING BLASTS from *
his eyes, IGNITING THE GROUND and forcing the others back.

210 PALLORFANG
<multiple ROARS>

Pallorfang's mouth comes open to reveal SPIKY STONE KEVIN, *
matching the color of the monster's fangs, holding that maw *
open.

211 PALLORFANG (CONT'D)
<Roar of Pain>

He swings at the creature.

212 KEVIN
<STRAINING EFFORT> It's about *
time somebody bit you back!

It WHIPS Kevin at the others, smashing Gwen's shield, and taking
Gwen and Charmcaster out.

213 GWEN/CHARMCASTER/KEVIN
<IMPACT, MOANS>

Ben hits the Ultimatrix and TRANSFORMS into HUMONGOUSAUR!

214 HUMONGOUSAUR
Humongousaur!

He GROWS to match the monster's size,, only to be forced back by
another <FIRE BLAST>.

215 PALLORFANG
<ROARS>

216 HUMONGOUSAUR
<dodging EFFORT>

He uproots a burning "TREE" and swings it like a club.

217 HUMONGOUSAUR (CONT'D)
<EFFORT>

218 PALLORFANG
<ROARS> <Chomp>

Humongousaur jams the club into his mouth, which <SNAPS> shut, *
breaking the club and dousing the fire.

219 HUMONGOUSAUR
Uh-oh. <punching EFFORTS>

Humongousaur punches terrific BLOWS at the monster, but it shrugs them off.

ON THE GROUND, the reviving Charmcaster grabs for her staff.

220 GWEN/CHARMCASTER/STONE KEVIN *
<MOAN>

The Pallorfang LUNGEs, baring all of its fangs. Humongousaur holds it off with both hands.

221 PALLORFANG
<ROARS>

222 HUMONGOUSAUR
<blocking EFFORT>

WIDER to reveal it's backing Humongousaur toward the LEDGE, it's a long way down.

ON THE GROUND, STONE Kevin calls out to Humongousaur as Charmcaster and Gwen <BLAST>. *

223 KEVIN
Ben! Behind you!

The <BLASTS> hit the monster harmlessly. As Pallorfang lunges for the final strike, Humongousaur steps back onto an ENERGY PLANE that Gwen makes, but the monster keeps coming and falls off the cliff.

223a PALLORFANG *
<roaring lunge> *

224 HUMONGOUSAUR
<dodging effort>

225 PALLORFANG
<FALLING ROAR>

226 HUMONGOUSAUR
<whoa>

HUMONGOUSAUR HAS LOST HIS BALANCE but Kevin reaches out an oversized hand, and pulls him back onto solid ground. Humongousaur and Kevin look down where the creature fell. *

229 ADDWAITYA (O.S.)
You killed my pet!

REVEAL ADDWAITYA, he's behind them, 10 feet tall and imposing in person.

230 CHARMCASTER
Addwaitya!

Charmcaster is terrified. Her legs buckle in fear and she falls to her knees.

231 ADDWAITYA
Too late to beg for mercy.

Gwen steps in front of Charmcaster, followed by Humongousaur and Enamel Kevin, all ready to fight.

232 HUMONGOUSAUR
Maybe not, I'm in a forgiving mood. Give it a try.

233 ADDWAITYA
Your bravery amuses me. My might has long since cowed any resistance that once dared challenge me.

234 CHARMCASTER
Is that your way of saying you killed my father?

Charmcaster steps forward and <RAPID-BLASTS> with her staff.

235 CHARMCASTER (CONT'D)
<EFFORT>

236 ADDWAITYA
<impact> You actually managed to hurt me? You must be Spellbinder's daughter.

He grabs the ALPHA RUNE around his neck, transforming the blasts into a cluster of ENERGY GLOBES, hovering over his head. Addwaitya absorbs the energy, his flaming head FLARES

237 ADDWAITYA (CONT'D)
Why return, when your entire thieving race couldn't stop me? *

Gwen offers her hand to Charmcaster, who looks up, unsure. Gwen nods. We see energy flowing from Gwen to Charmcaster.

Charmcaster slowly stands as she speaks, gaining confidence.

238 CHARMCASTER
Because, Addwaitya. Every single creature you've enslaved wants their freedom, and you'll never control us all.

Charmcaster sends a MANNA BLAST at Addwaitya that ENGULFS HIM.

239 CHARMCASTER/GWEN
<extended EFFORT>

REVEAL Addwaitya, unhurt and angry, grabbing the Alpha Rune.

240 ADDWAITYA
<ANGRY GROWL, ending in a SNAP>
Fools! All magic is mine!

Addwaitia's flames FLARE UP, his eyes GLOW through the flames. *
The four teens react.

241 HUMONGOUSAUR
Aw, man...

Addwaitia fires an all-encompassing MYSTIC BLAST. Humongousaur steps in the way, taking the hit.

242 HUMONGOUSAUR (CONT'D)
<pained CRY

Gwen creates an ENERGY SHIELD to protect Humongousaur.

243 GWEN
<effort>

But it SHATTERS. Kevin uses the distraction to get a shot in on *
Addwaitya.

244 KEVIN
<effort>

Addwaitya <BACKHANDS> Kevin into a stand of Charred trees.

245 KEVIN (CONT'D)
<IMPACTS>

He grabs the Alpha rune and gestures.

As Gwen and Charmcaster climb Gwen's ENERGY PLANES and use them to get in good positions to <BLAST>. Addwaitya's EYES FLARE and suddenly the planes VANISH beneath their feet and they fall..

246 GWEN
<surprised CRY>

Charmcaster reaches into her bag and tosses a handful of SEEDS into their path she gestures.

247 CHARMCASTER
Amplus mica!

They SEEDS hit the ground and BURST into gigantic dandelions, cushioning their fall.

248 CHARMCASTER/GWEN
<IMPACTS>

Humongousaur charges back in at Addwaitya. Kevin drops from the trees and calls to him. *

As Humongousaur rushes IN, Addwaitya brings both fists up, <LOCKING> Humongousaur and taking him out.

250 HUMONGOSAUR
<IMPACT, MOAN>

Addwaitya touches the rune and gestures, trapping Gwen and Charmcaster in irregular CUBES OF MANNA like bugs in amber.

251 CHARMCASTER/GWEN
<muffled IMPACTS, STRUGGLE>

252 ADDWAITYA
Delinquents! Legerdomain is mine!

Kevin sees this and circles behind Addwaitya, trying to buy them time.

253 KEVIN
Let them go, or I'm having Turtle soup for lunch. *

254 ADDWAITYA
<Angry CRY>

He POUNDS Kevin away.

255 KEVIN
<IMPACT, MOAN>

Kevin digs an IMPACT TRENCH and lands next to the fallen Humongousaur.

Addwaitya gestures and creates Manna cubes over Humongousaur (whose hand is close to his chest) and Kevin. He separates them and Gwen and Charmcaster DROP. All four teens are trapped, unable to move.

256 ADDWAITYA
And there you shall remain for
eternity, a living testament to
the fate of those who dare oppose
my will.

Humongousaur struggled to move his hand the short distance to
his Ultimatrix.

257 HUMONGOUSAUR
<effort>

He succeeds and TRANSFORMS into ULTIMATE HUMONGOUSAUR. The Manna
cracks and SHATTERS! He's free.

258 ULTIMATE HUMONGOUSAUR
Ultimate Humongousaur!

He FIRES at Addwaitya with both hands, pinning him down in the
machine gun-like streams.

259 ADDWAITYA
<IMPACTS, furious ROAR>

260 ULTIMATE HUMONGOUSAUR
Had enough?

261 ADDWAITYA
Come over here and find out.

Furious, Addwaitya reaches for Alpha Rune, but it's gone from
around his neck!

Big <ELECTRICAL ZAP> from behind.

262 ADDWAITYA (CONT'D)
<ELECTRIFIED> <faint>

Addwaitya falls over, unconscious. REVEAL AGGREGOR holding the
Alpha Rune.

263 ULTIMATE HUMONGOUSAUR
Aggregor!

The Manna surrounding Kevin, Charmcaster and Gwen DISSOLVES,
freeing them. Aggregor gloats.

264 ULTIMATE AGGREGOR
Thank you for the distraction,
Tennyson. Once again, I could
never have done it without you.

He touches the rune and VANISHES. Addwaitya rises to his feet.

265 ADDWAITYA
<Groans> My power!
(shouts)
Guards!

Countless ROCK MONSTERS and SCRUTINS spring from the gates, ready to attack.

The four teens get ready to fight, but the stronghold RUMBLES!

266 CHARMCASTER
The Alpha Rune was holding a lot of this place together!

267 ULTIMATE HUMONGOUSAUR
Then now's a good time to find the nearest exit!

268 ADDWAITYA
Get them!

As they run, the citadel CRUMBLES around them.

EXT. CITADEL - NIGHT

The heroes exit as the Citadel collapses into rubble

EXT. GAP ALONG THE PATH - NIGHT

They run across Gwen's ENERGY BRIDGE over the Sinkhole. The ROCK MONSTERS follow, until she DISOLVES THE BRIDGE behind her, sending the ROCK MONSTERS silently falling into the sinkhole.

FURTHER ALONG THE PATH

The heroes stop short. Ultimate Humongousaur is irritated.

269 ULTIMATE HUMONGOUSAUR
(running)
I can't believe it! Aggregor did it to me again!

270 KEVIN
One problem at a time.

REVEAL a flock of Scrutin Eyes is ahead, <BLASTING>.

Gwen throws up a SHIELD. It's cracking from Scrutin BLASTS.

271 GWEN
<IMPACT>

272 ULTIMATE HUMONGOUSAUR
Charmcaster! We need that doorway
back!

273 CHARMCASTER
No! This is my chance to stop
Addwaitya? He's weakened. I could
break his control over the rock
creatures and the Scrutins, and--

*

274 ULTIMATE HUMONGOUSAUR
Aggregor first! We save the
universe, then I promise we'll
come back here and free your
people..

She considers.

275 CHARMCASTER
Give me some elbow room.

Gwen DROPS her shield and starts BLASTING. Kevin <POUNDS> two
rock monsters together.

276 GWEN
<efforts>

277 KEVIN
<effort>

Ultimate Humongousaur swats a Scrutin out of the sky, then
blasts away at several others.

278 ULTIMATE HUMONGOUSAUR
<EFFORTS>

As the others fight the Scrutin Eyes back, Charmcaster summons
the DOORWAY.

279 CHARMCASTER
(heavily filtered)
Htrae!

The DOORWAY appears and OPENS. Ultimate Humongousaur, Gwen and
Kevin run OFF through it.

280 CHARMCASTER (CONT'D)
Go, I'll cover you!

INT. DOOR TO ANYWHERE - CONTINUOUS

Ultimate Humongousaur, Gwen and Kevin run through and look
behind them expectantly. The door closes and VANISHES.

The three teens react.

281 GWEN
Charmcaster!

Ultimate Humongousaur TRANSFORMS back to Ben and looks at where the Runes were on the wall, the "word" from before is GONE.

282 BEN
The runes for Legerdomain are gone!

He glances down at the floor where he copied it, that's gone too!

283 BEN (CONT'D)
All of them!

284 GWEN
She knew this would happen.

285 KEVIN
What happened?

286 GWEN
With the Alpha Rune gone there's no way to get back to Legerdomain. She stayed on purpose, to try and free her people.

287 BEN
I promise, Gwen. Someday we're going back to help her.

288 KEVIN
Yeah, but first--

289 BEN
--We've only got one more chance to stop Aggregor.

END

*
*