

"Perplexahedron"
696-015

Ben 10: Ultimate Alien

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TEASER

FADE IN:

INT. DOOR TO ANYWHERE - MOMENTS LATER

Moments after the conclusion of #696-014, "Where the Magic Happens."

BEN, GWEN and KEVIN are in a stone chamber dominated by a huge and ornate DOOR; the walls around the door are covered with ALIEN RUNES. The runes of Legerdomain are all MISSING. Kevin and Gwen look at Ben expectantly for a long beat.

1 GWEN
What's the plan?

2 BEN
I'm thinking...

3 KEVIN
We are in trouble.

Off Ben's dirty look at Kevin.

4 GWEN
Okay, let's work through this, Aggregator
has three pieces of the Map of Infinity.

5 BEN
(irritated)
We know.

Kevin helpfully explains to Gwen:

6 KEVIN
It's true, every time he got a piece, we
were right there, getting our butts
kicked.

7 BEN
Thanks for backing me up, Kevin.

8 GWEN
My point is, maybe we can learn something
from our losses. keep it from happening--

All look at the Ultimatrix, as AZMUTH'S VOICE booms out.

9 AZMUTH (O.S.)
Learn something?--

The Ultimatrix projects a HOLOGRAM of an irritated Azmuth.

10 AZMUTH (CONT'D)
--I only expect to live another 3,000
years, I don't have time to wait for you
to learn something!

11 BEN
Azmuth? I've got some bad news--

12 AZMUTH
Yes. You've failed to stop Aggregor from
gathering three of the four pieces of the
Map Of Infinity. Your ineptitude--

13 KEVIN
Harsh.

14 AZMUTH
What is "harsh" are the consequences of
your repeated failures. Should Aggregor
get the last piece, he will go to the
Forge of Creation--

As Azmuth talks, Ben is mesmerized by his hologram.

15 GWEN
(interrupting)
Which you still won't tell us anything
about.

16 AZMUTH
It is beyond your comprehension! All you
need to know is that if Aggregor
completes the map, it will be a disaster
on a galactic scale!

Distracted Ben is playing, wiggling his wrist and watching
the hologram wiggle along with it. Gwen and Kevin see what
he's doing and stare at him.

17 BEN
I bet I can project you on the wall...

He aims the Hologram at the wall but it doesn't work.

18 AZMUTH
Tennyson!

Ben snaps out of his reverie and rights the hologram.

19 BEN

Hmmm...?

20 AZMUTH

Pay attention, this is important!

Ben is suddenly serious.

21 BEN

No it isn't. You're yelling at us, and telling us how stupid we are. That's not helping us find Aggregor, so it's not important.

22 AZMUTH

(raging)

Ben Tennyson, you are...

Azmuth suddenly considers Ben's point and calms down.

23 AZMUTH (CONT'D)

...Absolutely correct.

24 KEVIN

He is?

25 GWEN

He is.

26 BEN

How do we find Aggregor?

27 AZMUTH

The last piece of the map is in a location designed to protect it from all who are unworthy: The Perplexahedron. I'm sending you there now.

Ben, Gwen and Kevin begin to SHIMMER with teleporter energy. As they FADE AWAY:

28 AZMUTH (CONT'D)

Do not fail the universe again, Ben Tennyson.

29 BEN

No pressure...

CUT TO:

EXT. SPACE - MOMENTS LATER

The RUSTBUCKET III appears in a flash of TELEPORTER ENERGY. It floats in space.

INT. RUSTBUCKET III - COCKPIT

Ben, Gwen and Kevin (who is in the pilot's chair) finish TELEPORTING.

30 KEVIN
That's the way to travel.

Gwen looks at a console and reacts.

31 GWEN
Azmuth just teleported us to another Galaxy!

32 BEN
Where's the thing we're supposed to protect, can you find it?

33 GWEN
The Perplexahedron?--

EXT. RUSTBUCKET III - SPACE

As Gwen finishes her thought, we see that behind the Rustbucket is the PERPLEXAHEDRON a HUGE cube, made of hundreds of smaller, identical cubes (but right now, we're too close to see that). The cube dwarfs the ship, it's like an artificial planet.

34 GWEN (O.S.)
--yeah, finding it's no problem.

INT. RUSTBUCKET III COCKPIT - DAY

Ben is looking over Gwen's shoulder.

35 BEN
That can't be right, that thing is huge!

36 KEVIN
Bigger than the last three planets we went to.

37 GWEN
How are we supposed to know what to do next?

38

BEN

I dunno--

EXT. RUSTBUCKET III - SPACE

Flying through space, coming up fast is AGGREGOR.

39

BEN (O.S.)

--maybe we should ask him.

Aggregor flies straight into camera, filling the screen as we:

CUT TO BLACK.

END TEASERACT ONE

FADE IN:

EXT. PERPLEXAHEDRON - SPACE

Aggregor is flying towards the Perplexahedron at high speed. The Rustbucket turns to follow.

40

BEN (O.S.)

We have to stop Aggregor!

The Rustbucket fires MANY weapons at Aggregor, but he outflies them all.

41

KEVIN

I'm throwing everything we've got at him--

INT. RUSTBUCKET III COCKPIT - DAY

Kevin is flying the ship, his hand on the firing trigger.

42

KEVIN

-- but he's out of range.

43

GWEN

And pulling away, he's too fast for us.

44

BEN

Stay as close as you can. If Azmuth is right, the Perplexahedron should slow him down...

EXT. PERPLEXAHEDRON – SPACE

Aggregor flies towards the huge cube, it's so big that it now takes up the entire background, and we can see that it's made of many smaller cubes. As Aggregor approaches, the Perplexahedron COMES TO LIFE, lighting up all over. An ENERGY FIELD forms around it, and FIRES a powerful ENERGY BEAM at Aggregor.

Aggregor BLOCKS the thick, coruscating beam with his ENERGY SHIELD.

45 AGGREGATOR
<impact>

Still blocking the beam, which has stopped his forward motion, Aggregor shouts at the ship.

46 AGGREGOR (CONT'D)
You cannot deny me! I hold three-quarters
of the map. Behold!

Aggregor produces the incomplete MAP OF INFINITY, it's a glowing, three-dimensional infinity symbol, missing one quart.

PERPLEXHEDRON POV

Aggregor is scanned. The scanner PUSHES IN on the Map in his hand. A reassuring <CONFIRMATION> sound CHIMES.

WIDE

Satisfied with the results, the cube's defense mode deactivates; the energy blast STOPS. Aggregor begins flying towards the cube again. As he approaches a central SUB CUBE (still much larger than him, the Rustbucket's flying in the same door in a bit), a large panel door OPENS- light glows from within.

Aggregor continues his flight towards the opening and disappears into the light.

PULL BACK REVEALING - The RUSTBUCKET III following at full speed and finally gaining ground.

47 BEN (O.S.)
There he goes!

INT/EXT. RUSTBUCKET III - CONTINUOUS

BEN, GWEN & KEVIN watching Aggregor with curiosity and concern.

48

BEN

Step on it, Kevin. He's closing the bay door.

*
*

INSERT SHOT - The mouth-like bay door are slowly closing.

KEVIN pushes the throttle to full. Gwen looks concerned.

49

GWEN

No way we're going to make it.

50

KEVIN

Hope you're wrong.

CLOSER - Kevin turns the yoke with a big grin.

INT/EXT. RUSTBUCKET III - CONTINUOUS

Rustbucket III ROLLS on its side to try and slip through the rapidly-closing port.

I's almost all the way through, but the very tail of the ship is caught as the bay doors SLAM shut!

51

KEVIN/GWEN/BEN

<IMPACTS>

The pinched bit RIPS off the ship, sending the RUSTBUCKET III spiraling into the landing bay and INTO CAMERA! The terrified faces of KEVIN, BEN & GWEN FILLING FRAME!

52

KEVIN/GWEN/BEN (CONT'D)

<CRIES>

THE RUSTBUCKET III hits the deck skidding and spinning out of control!

KEVIN - Fights with the controls, throws a level, flips a switch and pulls the yoke - HARD.

52a

KEVIN

<straining>

The RUSTBUCKET III pulls out of the skid and slows to a stop...

REVEAL the ship has stopped inches from a BULKHEAD.

55

KEVIN (CONT'D)

Any landing you can walk away from, am I right?

*

56

GWEN

I think you should set the bar a little higher than that.

WIPE TO:

INT. PERPLEXAHEDRON LANDING BAY - MOMENTS LATER

KEVIN stares at the damage on the ship. Gwen eyes him skeptically.

57

KEVIN

She'll still fly. Probably.

58

GWEN

Reassuring.

Kevin is distracted by the damage to his ship. Gwen looks around.

59

GWEN (CONT'D)

Shouldn't there be some sort of welcoming committee for trespassers?

Kevin looks towards Gwen.

60

KEVIN

Maybe Aggregor took care of them.

61

GWEN

Did he need to? It seemed like this place practically let him come in.

62

KEVIN

So which way did he go?

Gwen and Kevin turn to the sound of Ben's voice.

63

BEN

I'm thinking here.

REVEAL DOORWAY - it's the same hatch Aggregor entered in the teaser.

64

BEN (CONT'D)

It's the only hatch in the landing bay.

INCLUDE GWEN - Her eyes glow with Manna.

65

GWEN

I can't get a good read on Aggregor.

*

KEVIN touches a wall, ABSORBING it to give himself a METAL BODY.

66

KEVIN

If your radar is on the fritz, I want to be ready for anything.

Ben considers the hatch, looming ahead.

67

BEN

So how do we open it?

Ben steps towards the closed door, flanked by Gwen and Kevin behind him. Reacting to his proximity, it OPENS.

68

BEN (CONT'D)

Oh. That's handy.

They all enter. OMINOUS hold on doorway as it CLOSES and SEALS behind them. <SFX: TECHNO-CHIRP>

INT. 1ST CUBEROOM - CONTINUOUS

...a large cube shaped room with 'techno circuit' walls, not like Upgrade -tech, we'll have to work out something new. There are identical doors in the middle of each wall and a door on both the floor and ceiling.

69

KEVIN

Great. A lot of doors.

Gwen tries to use her powers - her eyes and hands glow.

70

GWEN

Nothing. Sorry.

71

BEN

Maybe we should split up, cover more ground.

72

KEVIN

Great idea. That way Aggregor can pick us off one at a time.

73

BEN

Or we could stay together.

INT. 2ND CUBEROOM - CONTINUOUS

HATCH OPENS and in step Ben, Gwen and Kevin. It's another cube-shaped room, full of doors, identical to the 1st one.

74 BEN
Artificial gravity.

75 KEVIN
How do you know?

The CAMERA ROTATES to reveal that they are standing calmly on the ceiling.

76 BEN
Call it instinct.

They walk upside down towards another Hatch.

INT. ANOTHER CUBEROOM - CONTINUOUS

HATCH OPENS and in step Ben, Gwen and Kevin. It's another cube-shaped room, full of doors, identical to the others.

77 KEVIN
You ever get the feeling the exact same
thing has happened to you before?

78 GWEN
Deja vu.

79 KEVIN
Gesundheit.

INT. ANOTHER CUBEROOM - CONTINUOUS

HATCH OPENS and in step Ben, Gwen and Kevin. It's another cube-shaped room, full of doors, identical to the others.

80 BEN
We're getting nowhere. I say we head back to the ship and see if we can track Aggregor with our sensors..

81 KEVIN
Roger that.

That door ALSO takes them to an identical cube room.

82 BEN
Wait a minute, this was definitely the door to the hangar.

She opens another door and sees yet another room beyond.

83 KEVIN
Are you sure?

84

GWEN

Ben's always sure about that kind of stuff.

85

KEVIN

(skeptical)

So what, the rooms are moving? Admit it, we're lost.

Ben points though his door.

86

BEN

I'm telling you, the hangar was right there. Gwen, leave behind some bread crumbs.

87

GWEN

Good idea.

Gwen creates a glowing trail of Manna behind her as they walk.

INT. ANOTHER CUBEROOM - CONTINUOUS

HATCH OPENS and in step Ben, Gwen and Kevin. It's another cube-shaped room, full of doors, identical to the others. As soon as the door closes behind them, Ben turns back to it.

88

BEN

Take a look back the way we came.

89

KEVIN

For what?

90

BEN

Humor me.

Kevin walks back to the door, it opens.

ON THE CUBE ROOM

Empty. Gwen's MANNA TRAIL STOPS at the Hatchway.

91

KEVIN

That's... weird.

92

GWEN

But we just came out of there.

93

BEN

You think that's weird? Take a look at this.

BEN stands by another open door and points inside - the Manna trail waiting in a different room beyond. Gwen turns to the others with disbelief.

94

GWEN

Okay, you know what? That's impossible.

INT. ANOTHER CUBEROOM - CONTINUOUS

Our heroes enter the room, getting annoyed.

95

BEN

Kevin got it right before: the rooms are moving.

96

KEVIN

How are we supposed to find Aggregor in this maze?

97

BEN

We keep moving. That's all we can do.

Suddenly, <SFX: TECHNO-CHIRP> the doors all close and <SFX: LOCK>. Ben tries his door, but it won't open.

98

BEN (CONT'D)

All we could do. Door's locked.

GWEN's door is locked. Kevin takes a running start.

99

GWEN

<Call out>

*

Mine too. Bet they're all locked.

100

KEVIN

Bet I don't care! <Effort>

*

Kevin punches the door with an OVERSIZED FIST - no good. Ben steps forward.

THE DOOR

Lights up and <HUMS> threateningly.

101

KEVIN (CONT'D)

What now?

102

BEN

You made the door mad.

*

A LASER BEAM

Fires from the Hatch right at Kevin, Gwen blocks it with an ENERGY PLANE, but the plane SHATTERS.

103 GWEN
<effort>

104 KEVIN
You think if I apologized...?

Dialing the Ultimatrix, Ben chooses CHROMASTONE!

105 BEN
Lasers call for Chromastone!

STOCK TRANSFORMATION FOOTAGE as the Omnitrix pill travels through Ben's blood stream, mutating him.

REVEAL HUMUNGOUSAUR - He stand up in the room. *

106 HUMUNGOUSAUR
Humungousaur! *

Humungousaur talks to his Ultramatrix. *

107 HUMUNGOUSAUR (CONT'D)
If you're going to give me the wrong guy all the time, why do you even have a dial? *

108 GWEN
Ben, we should get out of here. If the room is booby-trapped... *

109 HUMUNGOUSAUR
On it! <multiple efforts> *

Humungousaur smashes at the door - No good. <SFX: TECHNO-CHIRP> *

110 HUMUNGOUSAUR (CONT'D)
That's not good... *

MULTIPLE LASERS FIRE! One after another, REVEALING RANDOM CRISSCROSSING LASERS.

111 KEVIN
Lasers!

112 GWEN
Powerful lasers. They went right through my shield!

Our heroes are herded into the middle of the room, as the
OPEN SPACE around them SHRINKS, closing them in! The
lasers are especially close to Humungousaur.

*

113

HUMUNGOUSAUR

*

It had to be Humungousaur...

*

END ACT ONE

ACT TWO

FADE IN:

INT. 3RD CUBEROOM - CONTINUOUS

Trapped in the room, our heroes scrunch into the ever shrinking space- the more lasers that are added, the less room they have to dodge - especially Humungousaur! *

114 KEVIN
Getting a little cozy.

A laser singes his shoulder, he moves. His hide smolders.

115 HUMUNGOSAUR
<Ow!> Tell me about it!

GWEN makes an ENERGY PLANE to protect Humungousaur that quickly CRACKS under the laser fire, but before it Shatters, it deflects the laser into a wall, scorching it. *

116 GWEN
<effort> sorry. That's the best I can do.

117 HUMUNGOUSAUR
Maybe not, your shield deflected that laser.

118 KEVIN
Just before it busted through.

119 GWEN
No, I get it. *Thracius*!

A multifaceted, gem-like ENERGY SHIELD forms around the heroes.

The Laser Grid moves in and strikes the ENERGY SHIELD from all directions. The laser beams are REFLECTED all over the room, scorching the walls, and interfering with each other.

The Energy Shield begins to CRACK.

120 GWEN (CONT'D)
Cover your eyes.

The Shield SHATTERS at the moment the laser fire STOPS. The reflecting lasers have shot themselves and cut a slice into the wall.

Humongousaur runs towards the damaged wal.

123

HUMUNGOUSAUR

*

<3 impacts>

Humungousaur reaches the scored wall and CRASHES THROUGH IT! Gwen and Kevin follow closely behind.

*

INT. CUBEROOM (SENTRY) - CONTINUOUS

The trio enter the room from the hole Humungousur just made.

*

124

KEVIN

Let me guess - another room, another trap?

125

HUMUNGOUSAUR

*

Let's just keep moving.

He steps towards a hatch and the material FLOWS. It's a TECHNO GUARD, stepping right out of the material of the Hatch. When it's fully formed, the hatchway is open, and it's standing right in the opening. It punches Humongousaur across the room.

*

126

HUMUNGOUSAUR (CONT'D)

<2 impacts>

127

KEVIN

*

<joyous WHOOP> YES!!!

Confused Humongousaur is sitting on his butt.

*

128

HUMUNGOUSAUR

This makes you happy?

129

KEVIN

*

Yeah! Finally, something I can hit.

Kevin goes after the GUARD with a hammer hand.

130

KEVIN (CONT'D)

*

<effort>

The blow spins the Guard around, Humungousaur, back on his feet, grabs the Guard and tears it in half!

*

131

HUMUNGOUSAUR

*

<effort>

Humungousaur dumps the two sparking, sputtering robot halves on the floor. Humongousaur asides to Kevin

*

132

HUMUNGOUSAUR (CONT'D)

*

You're right. I do feel better.

They exit through the open hatch.

INT. CUBE ROOMS - MONTAGE

Our trio opens various doors and move through various rooms:

- Pulse cannons Blaze away and are dodged.
- Humongousaur is fighting a Techno Guard and suddenly REVERTS to Ben. Ben comically turns around and runs, the Guard doesn't follow.
- Trap doors! Ben, Gwen and Kevin suddenly drop out of sight. Beat. They all rise back up on a Manna panel, courtesy of Gwen.

132a

BEN/GWEN/KEVIN

(dropping) Ahhhh!!!

- Kevin takes out a Techno Guard, smashing it.

132b

KEVIN

<Punching effort>

- Poisonous gas is released, but our team belly crawl across the floor with the cloud floating just above them and then it's out the door on the floor.

INT. CUBEROOM (WIND TUNNEL)- CONTINUOUS

They enter a new cube from above. BEN looks around.

133

GWEN

Anything?

134

BEN

Not yet. That's what's making me nervous.

Our trio ready for action as they hear the <SFX: TECHNO-CHIRP> the room.

135

KEVIN

Feel better?

*

136

BEN

Strangely, no.

The two opposite walls turn into large, dangerously chopping fans. Powerful WINDS begin to blow through the room from one end of the room to the other.

137 BEN (CONT'D)
(shouting)
Wind tunnel!

They struggle against the winds to not get blown into the fan blades!

138 GWEN
(Shouting)
We've got to take out those blades!

BEN tries to activate the Omnitrix, but he can't reach it.

139 BEN
(straining)
C'mon...!

Suddenly, ALL THE DOORS OPEN! Gwen gets sucked out one door and Kevin & Ben get blown into another!

140 GWEN
<surprised>

141 BEN/KEVIN
<surprised>

INT. CUBEROOM - CONTINUOUS

Ben & Kevin hit the wall hard and fall to the ground.

142 BEN / KEVIN
<2 impacts>

143 KEVIN
Gwen!

Kevin climbs to his feet and runs back to the door he just came in. He looks inside but the room is now empty.

144 KEVIN (CONT'D)
She's gone.

CUT TO:

INT. CUBE ROOM

Gwen is unconscious on the floor. She wakes up.

145 GWEN
<wake up moan>

She sees that she's alone and rises to her feet.

146 GWEN (CONT'D)
Kevin? ... Ben?

The nearest Hatch OPENS as she approaches. She walks through.

INT. CUBE ROOMS - MONTAGE

Gwen is an unstoppable force. She opens various doors and moves through various rooms - determined:

- <SFX: TECHNO CHIRP> Hovering futuristic guns float around the room and begin FIRING at her. She puts up an energy shield, then throws her energy disks, which zigzag through the room, slicing the floating guns to shreds.

146a GWEN
<effort>

- <SFX: TECHNO CHIRP> As she carefully walks across a room, the floor DROPS OUT to reveal spikes in the room below. She grabs the edge and climbs back up.

146b GWEN (CONT'D)
<throwing effort>

- <SFX: TECHNO CHIRP> A Techno guard attacks from a Hatch she approaches. She creates a MYSTIC TORNADO and tears it apart in the cyclone winds.

146c GWEN (CONT'D)
Turbo!

Gwen marches into this next room and is taken aback!

REVEAT: AGGREGATOR

Entering the door opposite hers.

147 GWEN (CONT'D)
Aggregor...

INT. CUBEROOM - MEANWHILE

On Ben and Kevin. Looking down at something we can't see..

148

KEVIN

I'm assuming you have a plan.

Wide to reveal the room is rapidly filling up with water.
It's up to their knees and rising fast.

149

BEN

Long as the Ultimatrix works, I do.

150

KEVIN

So, no plan really.

151

BEN

I'm going to try an old favorite...

The water rises above their heads.

Ben activates the Ultimatrix and TRANSFORMS into RIPJAW
(one of the locals from #696-013. "Deep")

UNDER THE WATER

Kevin struggles to swim. Ripjaw easily tears a Hatch open
and the water flows out, sucking them both towards the
opening...

151a

RIPJAW

<tearing effort>

INT. CUBE ROOM

Kevin and Ripjaw and a fair amount of water spill into an
empty cube. The Hatch shuts behind them, stopping the
flow. They're flat on their buts. Ripjaw REVERTS to Ben.

152

BEN

(slightly surprised)

That worked.

153

KEVIN

We still don't know where Gwen is.

154

BEN

Don't worry. She can take care of
herself.

155

KEVIN

I know. That's part of why I like her.
Doesn't mean I don't want to take care of
her anyway.

156

BEN

Sometimes it's hard to believe you're that same little kid who used to try and kill me every week.

157

KEVIN

Well, you probably had it coming.

158

BEN

I'm serious though. We were arch enemies, and now you're like the big brother I never had.

159

KEVIN

Now I remember, I was trying to kill you before you made me nauseous with all the sincerity.

Ben is clearly uncomfortable.

160

BEN

Yeah, okay. Guess there's a reason guys don't talk about this stuff...

(prodding)

Unless you want to talk about this stuff...?

*

Kevin sees Ben's disappointed face and he warms, actually seeming a little moved.

161

KEVIN

<heavy sigh> Okay. I like the Kevin that Gwen sees when she looks at me. And I like that you gave me another chance, even after I messed up all those other ones. I guess I'm saying I owe you guys for changing my life.

*

Ben brightens, smiling.

162

BEN

(sincere)

Thanks for sharing that with me, Kevin.
When Gwen hears--

163

KEVIN

(back to tough guy)

It never happened.

Both react to <SFX: TECHNO-CHIRP> Gelatinous GOO is oozing into the room.

164

BEN

More water?

Kevin notes that the floor is SIZZLING where the goo touches it.

165 KEVIN
We wish, that's acid.

REVEAL a slow wave of acidic goo begins to ooze out to fill the chamber floor! Kevin and Ben step away from ooze rising between them - they are split in shrinking "islands" of floor space as the ooze moves in!

166 BEN
It's burning the floor, that's what your armor's made of!

Dialing the Omnitrix, Ben TRANSFORMS into SPIDERMONKEY!

167 SPIDERMONKEY
Spidermonkey!

Spidermonkey fires a web out of his tail at Kevin, yanking him off the ground.

168 KEVIN
<whoa!> impact*

As soon as Kevin's in the clear, the goo fills the floor beneath him!

Spidermonkey pins Kevin up against the wall behind him.

169 SPIDERMONKEY
Wait right there.

170 KEVIN
Ha, ha.

The goo continues to rise, burning the webbing just below Kevin.

170a KEVIN (CONT'D)
Ahhh!!!*

Spidermonkey scrambles up the wall towards the ceiling. The Hatch opens. Spidermonkey yanks Kevin up and through.

INT. CUBEROOM - MEANWHILE

Aggregor barely acknowledges Gwen as he walks past her and through a doorway.

171

AGGREGOR

One of Tennyson's lackeys? Not even worth the bother, when I am so close to ultimate victory.

She races after him out the door, just before it shuts.

172

GWEN

Hey! Come back here!

INT. CUBEROOM (SPIKE ROOM) - MEANWHILE

AGGREGOR & GWEN are surrounded by <SFX: TECHNO CHIRP> spiked walls that close in on them.

Aggregor blasts the walls with Ra'ad's Visor energy and keeps walking. Gwen runs behind him.

173

GWEN

Don't ignore me! Come back!

He EXITS the room through a hatch; Once again, she follows.

INT. CUBEROOM (ICE ROOM) - MEANWHILE

Gwen catches up to walk alongside the disinterested Aggregor. It's snowing in the room.

174

GWEN

Hey! I'm talking to you.

Gwen puts an ENERGY PLANE in front of him, blocking his path. He is bemused.

175

AGGREGOR

But I have no interest in anything you might say.

Aggregor blasts the ENERGY PLANE, shattering it to pieces.

176

GWEN

<impact, then effort>

She strafes Aggregor with a series of ENERGY DISKS.

177

AGGREGOR

<impacts> You amuse me less and less.

Aggregor BLASTS Gwen with his firehose water attack. It SHATTERS her hastily-erected ENERGY SHIELD and throws her to the ground in a puddle.

178 GWEN
<2 impacts>

179 AGGREGOR
I have a map to find.

On the puddle water, FREEZING OVER rapidly and creeping up over the still-stunned Gwen.

180 AGGREGOR (CONT'D)
And you have problems of your own.

Dazed Gwen squints at Aggregor as he turns and walks out of the room, leaving her to ice over!

181 GWEN
Aggrego--!

EXTREME CLOSE - She's cut short by ice covering her mouth;
TRACK UP - Her eyes wide as she's about to become completely encased!

WIDE SHOT of both Gwen and the room icing over.

FADE TO BLACK.

END ACT 2

ACT THREE

FADE IN:

INT. CUBEROOM (ICE ROOM) - MOMENTS LATER

The ice completely covers Gwen's head. Beat.

Suddenly the ice is engulfed in FLAMES.

REVEAL it's Swampfire, melting the ice off of Gwen with a continuous stream of fire from his hands!

182 GWEN

Ben...?

183 SWAMPFIRE

Careful, I don't want to singe your hair.

184 KEVIN

Gwen!

Kevin rushes over and lifts her to her feet.

185 KEVIN (CONT'D)

When we found you in all that ice...

Kevin's at a loss for words. Swampfire isn't.

186 SWAMPFIRE

He's trying to say he really likes you.

187 GWEN

I know that already.

They KISS.

188 SWAMPFIRE

Why don't you guys get a room? This place is full of them.

Kevin and Gwen break the kiss. Back to business.

188a GWEN/KEVIN

<kiss realease>

*

189 GWEN

How did you find me?

*

190 KEVIN

(overlapping)

Well, you know we tried to triangulate the most likely doors based on, uh...

191

SWAMPFIRE

(overlapping)

Process of elimination. Once you
eliminate the impossible, whatever
remains, no matter how, uh, unwieldy...

Gwen glances at the boys with a skeptical "fess up" look.

Ben and Kevin cave.

193

KEVIN

Total accident.

*

*

192

SWAMPFIRE

Absolute blind luck.

*

*

Kevin points to a door. Gwen shrugs. They decide to take it as they keep talking.

194

GWEN

Which is the same way I found Aggregor.
Finding him again might be impossible
wandering around in this maze.

Swampfire REVERTS into BEN, who pauses at the doorway and scowls in thought.

195

BEN

I don't think so. There's a pattern.

196

KEVIN

Spill.

197

BEN

It's the Guard things.

198

KEVIN

What about them? We beat them easy.

199

BEN

Not the point. This place lets us go
anywhere we want. The doors even open for
us.

200

GWEN

Unless they need to be closed for the
traps to work.

201

BEN

That's what threw me, at first. But then
I realized: What does a deathtrap need
with guards?

202 KEVIN
 (totally not getting it)
 Huh?

203 BEN
 The guards only appear when you're going
 where you're not allowed to be.

204 GWEN
 Towards the map.

205 BEN
 Uh huh. So we ignore any door that opens
 for us, and only go through doors when
 the Guards appear.

Kevin makes a mallet and pounds it into a oversized fist
 palm.

206 KEVIN
 You find em, I'll flatten em.

CLOSER ON GWEN as she gets a hopeful smirk.

207 GWEN
 I don't think Aggregor's figured it out.

*

DISSOLVE TO

INT. CUBEROOM (SENTRY) - CONTINUOUS

An empty room, suddenly a Techno Guard's head comes
 bouncing across the floor, still throwing sparks. The
 robot guard's headless body stumbles in after it, taking a
 few teetering steps before collapsing into a pile of junk.

Kevin enters the room followed by the others.

208 KEVIN
 I take it back, I do enjoy solving
 puzzles.

Gwen's clothes are smoldering. She coughs smoke.

209 GWEN
 <cough> C'mon! Three fire rooms in a row?

210 BEN
 A while back you were complaining that
 you were cold.

Gwen glowers at him.

211

GWEN

That's when I was frozen in--

She sees something crawling on Ben's shoulder and smirks.

212

GWEN (CONT'D)

You've got a deadly robot spider crawling
on you.Ben reacts, patting himself wildly, trying to kill the
spider.

213

BEN

<Ah!> Another one?! The spider room was
like 10 rooms ago!A ROBOSPIDER falls out of his sleeve to the ground. Ben
steps on it.Kevin walks past the side hatch, it OPENS, but he's not
interested.

214

KEVIN

Nothing in here.

Ben walks towards the other Hatch and a Techno Guard
forms.

215

BEN

This way.

Kevin pulverizes the Guard with a MACE hand, then gestures
towards the opening.

215a

KEVIN

<swinging effort>

216

KEVIN (CONT'D)

After you.

INT. INNER SANCTUM - CONTINUOUSThis room's different. It's not like any of the others.
It's dark and a narrow, dimly glowing path leads them to a
circular platform in the center of the chamber.Siting on a throne in the center of the chamber is THE
SENTINEL, holding the glowing 4th piece of the map. The
SENTINEL looks up, revealing he is wearing a CROWN.

217

THE SENTINEL

I am the Sentinel, keeper of the final piece of the Map of Infinity. Welcome, Ben Tennyson.

218

BEN

Uh, hi.

219

THE SENTINEL

Your presence here fills me with relief. We have won.

Ben starts to walk forward, but Kevin stops him.

220

KEVIN

Yeah? And who's "we" again?

221

THE SENTINEL

Those who stand against Aggregor.

Our heroes exchange curious looks and walk down the long catwalk toward The Sentinel, who smiles at Ben.

222

THE SENTINEL (CONT'D)

Max Tennyson would be proud.

Ben and Gwen move in closer to the Sentinel, perking up at Max's mention.

223

GWEN

You know my grandfather?

224

THE SENTINEL

Only through legend. Professor Paradox, who built this place, spoke highly of him.

Kevin hangs back a few paces, still skeptical.

225

KEVIN

Then maybe you can tell us why Paradox really hid the map?

He places the key in Ben's hands.

226

THE SENTINEL

To keep Aggregor and others like him from gaining access to infinite power.

All react at the room SHUDDERS.

227

BEN/GWEN/KEVIN

<impact>

228 BEN
What was that?

229 THE SENTINEL
This place has served its function.

Sentinel takes off his CROWN, which TRANSFORMS INTO the FOURTH PIECE OF THE MAP OF INFINITY. HE hands it to Ben.

230 SENTINEL
Whatever else happens, protect this piece of the Map, Ben Tennyson. Protect it with your life. Go now.

Another TREMOR, bigger this time. Debris falls from the ceiling.

231 BEN
What about you?

232 SENTINEL
Not your concern. Go. Go!

INT. DISINTERGRATING CUBEROOMS - CONTINUOUS

The team runs through the disintegrating cubes. In the lead, Ben holds the GLOWING map piece.

233 KEVIN
How do you know which way? *

234 BEN
The Map piece. It just knows.

Gwen is looking at her plumber's badge.

235 GWEN
The homing signal in my Badge confirms.

Ben stops running.

236 BEN
That settles it, then.

237 KEVIN
What are you doing? We shoulda' been gone like five minutes ago!

238 BEN
I don't care what he said. I can't just leave the Sentinel behind.
(reacting to a <RUMBLE>
Not in this.

Gwen gives her Badge to Kevin.

239 GWEN
It's set to find the Rustbucket.

240 BEN
We'll meet you there as soon as we can.

Gwen follows Ben back the way they came.

INT. INNER SANCTUM - LATER

The sanctum is in very bad shape and the TREMORS continue throughout the scene. Aggregor stands over a fallen Sentinel, threatening him.

241 AGGREGOR
I'm asking you one last time, where is
the map?

242 SENTINEL
(pained)
I will never tell.

Aggregor's EYES GLOW.

243 AGGREGOR
Unfortunately for you, I believe you.

Aggregor EYE BLASTS Sentinel, but one of Gwens Energy Planes blocks the killing blow. He looks up to see Ben & Gwen, standing ready for action. Ben flaunts the map piece. The Sentinel is horrified.

244 BEN
You want it? Come get it.

245 SENTINEL
No!

Ben, dials in CANNONBOLT!

STOCK TRANSFORMATION FOOTAGE as the Omnitrix pill travels through Ben's blood stream, mutating him into CANNONBOLT.

246 CANNONBOLT Cannonbolt!

247 AGGREGOR
Give it to me!

Cannibolt rolls into a ball, just as he's hit by a blast from Aggregor.

248 CANNONBOLT
 <2 Impacts>

The blast sends Cannonbolt flying back. He skids to a stop on his back. *

Cannonbolt TRANSFORMS into ULTIMATE CANNONBOLT.

250 ULTIMATE CANNONBOLT
 Ultimate Cannonbolt!

Ultimate Cannonbolt rolls up into a ball and zooms into Aggregor, bowling him over.

251 AGGREGOR
 <impact>

SENTINEL takes the opportunity to scramble away from the fallen Aggregor, but the platform he's on COLLAPSES.

252 THE SENTINEL
 <surprised CRY> <small impact>

Gwen puts an ENERGY PLANE beneath his feet, stopping his fall. She yells up to Cannonbolt.

253 GWEN
 I've got him, let's go!

254 CANNONBOLT
 Aggregor's not getting away from me again.

FOLLOW ULTIMATE CANNONBOLT as he begins bouncing off the walls like a pinball, gaining speed and momentum with each impact... until he's ricocheting around the room at a blinding speed!

AGGREGOR can't keep track of the blur! Suddenly he is hit HARD by Ultimate Cannonbolt.

255 AGGREGOR
 <impact>

Cannonbolt unrolls to look down on the fallen Aggregor.

256 CANNONBOLT
 Had enough?

But the villain BLASTS him HARD.

257 CANNONBOLT (CONT'D)
 <2 big IMPACTS>

Cannonbolt falls backwards and hits the ground.

258 GWEN
Ben! The map!

ON FALLEN CANNONBOLT

He has dropped it. The map piece is only a few feet away.
He sits up and reaches for it...

But he's too slow. Aggregor picks up the piece...

259 AGGREGOR
At last! The Map is mine!

And flies THROUGH the wall. Cannonball looks the way
Aggregor just went, only to see a long tunnel, made by
Aggregor crashing his way out.

Cannonbolt REVERTS back into Ben.

260 BEN
Gone.

Ben reacts to the biggest RUMBLE yet. The whole place is
falling apart.

261 GWEN
Later, Ben! This place is coming down
around our ears!

WIDE - the station is falling apart all around them. The
floor sgas beneath them.

262 GWEN / SENTINEL / BEN
<whoa!>

Pieces of the walls and ceiling tumble down on them! Gwen
protects them with an ENERGY SPHERE just in time. The wall
BLOWS OUT, exposing them to OPEN SPACE.

263 GWEN
<effort> We've only got a few minutes of
air!

Suddenly, the RUSTBUCKET III arrives. Kevin is in the
hatch, yelling to them.

264 KEVIN
Need a lift?!

265 BEN
How did you--?!

266

KEVIN

You wanna know, or you wanna ride?

The RUSTBUCKET III ZOOMS away as the Perplexahedron rapidly disintegrates, becoming little more than a final bit of smoke wisping in the cosmos.

WIPE TO:

INT. RUSTBUCKET III - MOMENTS LATER

THE SENTINEL comes to in Ben and Gwen's arms, rather than being grateful, he is terribly angry.

267

SENTINEL

What have you done? It was the map you were meant to save, not me.

*

The Sentinel begins to fade from existence.

268

SENTINEL (CONT'D)

(strained, but weak)

My whole purpose was to protect that Map. I'd thought I succeeded, but I see I have failed.

Out in space, the Perplexahedron's disintegration completes, the Sentinel, himself, also vanishes.

269

SENTINEL (CONT'D)

(echoing)

All is lost...

Ben is clearly mortified by his failure. All stare at the wisp of fading smoke before them.

270

BEN

I... I didn't--

271

KEVIN

You did what you thought was right.

*

272

GWEN

You'd never leave anyone behind. That's not who you are.

*

Kevin puts a hand on Ben's shoulder and looks him in the face, encouragingly.

273

KEVIN

We lost a battle, Ben. You hear me? Just a battle. But we're not going to lose the war.

KEVIN sits down and starts flipping switches and powering up the ship.

274

GWEN

Aggregor has the map, but we're not going to just stand around and let him use it, are we?

Gwen and Kevin look expectantly towards Ben. He regains his sense of determination and resolve.

275

BEN

No. You're right. We honor the Sentinel. We finish the mission.

JUMP CLOSE - Ben stares INTO CAMERA, determined.

276

BEN (CONT'D)

We stop Aggregor.

CUT TO BLACK:

THE END