

"The Enemy of My Enemy"
696-018

Ben 10: Ultimate Alien

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TEASER

FADE IN:

EXT. VREEDLE HOME WORLD - DAWN

Two CRESCENT MOONS hang low in the sky as we PAN a methane SWAMP, then SETTLE on THE VREEDLE CLAN COMPOUND, more Trailer Park than Hyannis Port. As we PUSH IN, a gruff VOICE drawls:

1 POPS (O.S.)
Arqit! Thanks fer stoppin' by.

CUT TO:

INT. VREEDLE CLAN'S COMPOUND - DAWN

In shadow, ARGIT sits chained to a chair. Nervously:

2 ARGIT
Well, it's not like I had a choice.

REVERSE - behind a desk in a room lit like the Godfather's office sits POPS VREEDLE (Marlon Brando meets Jim Varney).

3 POPS
Right, so let's get to it. You know my sons, Octagon and Rhomboid?

4 ARGIT
Sure. Sometimes we do business.
Sometimes they try to kill me....

5 POPS
That's my boys. 'Course, I wants
'em to have a better life'n I had.

6 ARGIT What parent doesn't?

Argit blinks, then breaks out laughing, until he realizes:

8 ARGIT <long guffaw>

9

POPS
Only one of us is laughin', boy.

Argit sobers instantly.

10

ARGIT
Sorry. I thought you were kidding.

Pops leans forward, confiding -- and threatening.

11

POPS
The boys ain't doin' too good on
their exams. I want you to make
sure they do do good.

12

ARGIT
You want me to be their tutor

14

POPS
I want you to fix their grades so
that they pass! And if they don't --

Pops <SLAMS> a huge fist on the desk.

15

POPS (CONT'D)
(sotto, ominously)
--then I'm gonna fix you!

ON ARGIT - eyes wide with fear.

16

ARGIT
<gulp>

FADE OUT.

GO TO MAIN TITLES

ACT ONE

FADE IN:

EXT. DIRT ROAD IN WOODLAND - NIGHT

TREES line a narrow DIRT ROAD. BEN'S CAR trundles along,
headlights barely penetrating a THICK FOG.

INT. BEN'S CAR - MOVING - NIGHT

BEN drives, squinting ahead. Gwen sits, arms folded, PO'd.

17

BEN
I'm sure that ship landed close by.
Unless the sensors are off.

18 GWEN
Or unless you set them up wrong.

19 BEN
I didn't set them up wrong!

20 GWEN
Or unless you got us lost!

21 BEN
I didn't get us --

The CAR BOUNCES over a patch of uneven road. Gwen puts her hands on the dash and the door to steady herself and barks:

22 GWEN
Or unless you drive us into a ditch!!

Ben turns and snaps at her (but keeps driving):

23 BEN
Why don't you just say what's on your mind! Kevin's on the warpath, and you think it's my fault!

24 GWEN
Okay, yes! That covers it.

Ben starts to retort, then stops himself. In a quiet voice:

25 BEN
We have to face facts. Absorbing my Ultimatrix has driven Kevin every bit as crazy as he was when he was a kid. It's too late to take him back. The only thing we can do now - - is take him down.

26 GWEN
You don't know that. You can't --
(glances ahead, shouts)
Stop!!

Ben looks forward in time to see:

THROUGH WINDSHIELD - Something bolts in front of the car.

BEN'S FOOT - hits the brake, too late. <O.S. THUD!>

26a ARGIT
<comical impact>

*
*

CUT TO:

EXT. DIRT ROAD - CONTINUOUS - NIGHT

Ben and Gwen rush to the front of the car from either side, then halt abruptly as they gaze down at:

27

GWEN

Argit?! Why'd you jump in the way like that?

DOWN ANGLE ON HOOD - where Argit lies, splayed out, groggy. He's disheveled and sooty, like he's been scorched in a fire.

28

ARGIT

(delirious sing-song)

No, that's okay, I have another one at home.

TILT UP as Ben peels Argit off the hood with a <WET POP>.

29

BEN

Snap out of it.

30

ARGIT

Right. Snapping. I've been looking all over for you.

31

GWEN

Kevin's not with us, and we're not buying whatever you're selling.

32

ARGIT

No con, not this time. I'm turning myself in!

33

GWEN

Uh huh.

34

BEN

(skeptical)

Why would you do that, Argit?

35

ARGIT

Because Kevin's after me!

Ben and Gwen trade troubled glances.

36

BEN

How about you take it from the top?

CUT TO:

EXT. CLEARING IN WOODS - NIGHT (FLASHBACK)

A small SINGLE-PASSENGER SPACE SHIP lands, casting a BLINDING LIGHT through the trees. Very *Close Encounters*.

37

ARGIT (V.O.)

I needed some equipment for, uh, a project I'm doing -- so I flew to Earth to see what I could borrow from my old pal Kevin.

The ship's hatch slides open. Argit steps out and holds up SIGNAL DEVICE.

Argit hears a <BRANCH CRACK> and turns.

38

ARGIT

Kevin? Is that you?

SWISH PAN to KEVIN in his "ULTIMATE KEVIN" form.

39

KEVIN

It's me.

He approaches Argit, who timidly backs up into his ship.

40

ARGIT

Hey, y-you don't look so good.

41

KEVIN

I'm fine. Taking care of some old business.

42

ARGIT

What do you mean?

43

KEVIN

I've decided to get back at anyone who ever did me wrong by.

*

Kevin holds up a fist, <CRACKLING> with KIRBYESQUE ENERGY.

44

KEVIN (CONT'D)

Which puts you at the top of my list! <angry effort grunt>

Argit leaps O.S. Kevin misses him and slams the ENERGIZED FIST into the fuselage of the little ship; SPARKS FLY.

45

ARGIT

<yelp>

Argit rolls to a stop in the dirt. He looks off.

KEVIN - pivots, extends both hands and unleashes TWIN BLASTS.

ARGIT - lunges sideways. The BLASTS hit a tree at rear, PULVERIZING it. PAN as Argit runs around the clearing, seeking cover. More BLASTS trail him, SHATTERING more trees.

46 ARGIT (CONT'D)
Buddy! Pal! Wait a minute! I can
explain!

47 KEVIN
Explain what?

48 ARGIT
Pretty much anything!

KEVIN - pauses, FISTS SMOKING. He shouts:

49 KEVIN
I'm tired of your tricks, Argit.

ARGIT - leans up from behind a SMOULDERING TREE.

50 ARGIT
Then maybe you should take a nap!

He fires a couple of QUILLS PAST CAMERA <THUP-THUP>, only...

KEVIN - uses his BRAINSTORM POWERS to create a <CRACKLING> ENERGY WALL. The QUILLS DISINTEGRATE upon impact. Then, as Kevin waves away the WALL...

51 KEVIN
See? That's what I'm talking about.
Always double-crossing me.
Betraying me. This is the last
time, Argit.--

52 ARGIT
Kevin, don't!

53 KEVIN
--The last time you do anything.

Argit makes a run for it past the <SPARKING> ship. Kevin aims both fists and FIRES.

As Argit leaps clear, Kevin's BLASTS hit the ship. A FIREBALL blows Kevin backwards and fills FRAME.

54 KEVIN (PARTIAL O.S.) (CONT'D)
<impact grunt>

SMASH CUT TO:

EXT. DIRT ROAD - NIGHT (RESUME PRESENT)

Ben and Gwen trade worried looks. Ben turns to Argit.

55 BEN
What do you want from us?

56 ARGIT
Protection! Lock me up, throw away
the key, I don't care. Just put me
somewhere Kevin can't find me!

58 ARGIT
Such an ugly spirit for a pretty
girl.

59 BEN
Hang on, let me think. What about
the lab at Los Soledad?

60 ARGIT
First place he'd look!

62 ARGIT
There are too many guys in there
who don't like me.

63 GWEN
There's a lot of that going around.

64 ARGIT
C'mon! There's gotta be some place
you could put me. Maybe some police
protection?

65 BEN
We could take you to the Plumbers' Academy, that's the closet fortified Plumber's facility to Earth.

Argit doth protest too much.

66 ARGIT
Where they train new Plumbers for
galactic police duty? Not there!
Anywhere but there!

68 ARGIT
Like I was saying, the Plumbers are a fine organization. I'd love to visit their school.

Gwen gestures 'stay' to Argit and pulls Ben aside.

69 GWEN
If Kevin figures out that Argit got away from Earth, he'll come after him.

70 BEN
I'm counting on it. We'll use Argit
as bait and we'll have the whole
Academy there to back us up!

72 ARGIT
I only want to pay my debt to
society. And not get killed.

Ben gestures 'ta-da' to Gwen. She rolls her eyes.

ANGLE IN CAR - Ben shoves Argit into the back seat. But then, once Ben shuts the door, Argit smirks to himself:

73 ARGIT (CONT'D)
Just what Pops Vreede ordered...

ON HIS COLLAR - A tiny BLINKING DEVICE is stuck like a burr.

WIPE TO:

INT. RUSTBUCKET III - COMMAND DECK - SOON - NIGHT

Ben, in the PILOT'S SEAT, flips switches. <WARM-UP HUM.>

74 BEN
This is your captain speaking.
Welcome aboard Rustbucket Space-
ways. Please keep your seat belts
fastened until it is safe to move
about the cabin.

Gwen leans INTO VIEW beside him, looking impatient.

*

75

GWEN

Would you go already?

CUT TO:

EXT. RUSTBUCKET III - CONTINUOUS - NIGHT

The SHIP LIFTS OFF, blazing a trail into the night sky.

CUT TO:

EXT. UPPER ATMOSPHERE - DOWN ANGLE FROM SPACE - CONTINUOUS

The Rustbucket III <ROARS> AT CAMERA. But as it passes, Kevin, using his Big Chill powers, <ZOOMS> after them, catches up and rams the cargo bay doors with his shoulder.

CUT TO:

INT. RUSTBUCKET III - COMMAND DECK - CONTINUOUS

[CAMERA SHAKE] as Ben and Gwen react to the impact.

76

GWEN

What was that?!

77

BEN

Bad news.

Ben points to a MONITOR; it shows a VIDEO FEED of Kevin. He rears back and <CLANGS> the cargo door again [CAMERA SHAKE].

Argit leans in between their seats, gaping at the monitor.

78

ARGIT

It's Kevin! How'd he'd find us?!

Ben glances at him, then sees the tracking device and plucks it from Argit's collar. He deadpans:

79

BEN

I dunno. What do you think.

80

ARGIT

I knew nothing about that, I swear!

Gwen grabs Argit's face and shoves him backward <O.S. THUD> as Kevin strikes again [CAMERA SHAKE]. Gwen implores Ben:

81

GWEN

Let him in or he'll wreck the ship!

82

BEN

Why doesn't he just phase through
the hull?

*

83

GWEN

Maybe he hasn't read the Big Chill
instruction book. Let him in!

Ben ignores her and switches on his microphone.

84

BEN

Dufus! You've got the powers of a
ghost. Come in already!

CUT TO:

INT. RUSTBUCKET III - CARGO BAY - CONTINUOUS

Semi-transparent Kevin phases through the hull and enters the cargo Bay. The HATCH between the cargo bay and the command deck opens. Ben and Gwen step in, Kevin faces them, looking livid. Beside him on the cargo bay wall are containers and control panels.

85

BEN

We just got this thing fixed from
the last time you wrecked it.

86

KEVIN

Don't act like we're still friends.

BEN - raises his Ultimatrix to slap it; Gwen gestures 'wait.'

87

GWEN

Kevin, we are your friends.

88

KEVIN

A friend of mine wouldn't protect
Argit.

CLOSE - Argit, standing in the hatchway, ducks out of the bay. The Door suts behind him.

89

GWEN

We're trying to protect you.

PROFILE SHOT - Ben steps forward, standing up to Kevin.

90

BEN

You're making a mistake.

91

KEVIN

No, helping Argit is a mistake.
Trying to stop me is a mistake.

Kevin points past them to his car, parked in the cargo bay.

92 KEVIN (CONT'D)
And stealing my car? Big mistake.

93 GWEN
C'mon, Kevin. We weren't stealing --

WIDE - Too late. Kevin reaches to one side, <RIPS> a control panel off the wall and flings it at his former friends.

94 KEVIN
<effort grunt> <throwing grunt>

GWEN - projects a FORCE SHIELD, deflecting the control panel.

95 GWEN
<sharp effort grunt>

BEN - TRANSFORMS into JETRAY and fires an ENERGY BEAM BARRAGE.

96 JETRAY
Jetray! <effort grunts>

KEVIN - is unaffected as the BEAMS pummel him. He slowly advances into the BARRAGE as if leaning into a headwind.

97 JETRAY (CONT'D)
Uh oh.

JETRAY - redoubles his efforts, turning up the juice.

98 JETRAY (CONT'D)
<building effort grunt>

KEVIN - keeps coming! The BLASTS' <SCREECH> is deafening.

99 KEVIN
<building growl>

GWEN - backs up and shouts at Argit:

100 GWEN
Hang on to something!

Argit hugs the hatch as Gwen uses an ENERGY TENDRIL to yank an adjacent large RED LEVER; it's marked 'Emergency Cargo Bay Door Release.'

WIDE - The CARGO BAY DOORS <BANG> open, resulting in a <ROARING> DECOMPRESSION (continuing over next shots).

KEVIN - starts to lose his footing as the AIR VIOLENTLY RUSHES OUT. Then he looks up.

KEVIN'S CAR - tears loose from its spot and flies AT CAMERA.

REVERSE - the car <SMACKS> Kevin; both spiral off into space.

101 KEVIN
<impact>

JETRAY - flaps his wings, fighting against the suction. He looks forward:

AT THE HATCH - Gwen yanks the switch again, this time with her hands.

102 GWEN
<effort>

THE CARGO BAY DOORS - <WHIR> shut. As AIR <RUSHES> IN:

CUT TO:

EXT. EARTH ORBIT - CONTINUOUS (SILENCE)

Kevin sees his car tumbling away towards the Earth. He glares briefly at the Rustbucket, then flies after the car to save it from a fiery reentry.

CUT TO:

INT. RUSTBUCKET III - CARGO BAY - CONTINUOUS

The <RECOMPRESSION ROAR SUBSIDES>. Jetray reverts to Ben and staggers over to Gwen.

103 BEN
Why did you do that?

104 GWEN
Because you couldn't stop him.
Because he's too strong.
(beat; heartbroken)
Because he was going to kill us.

105 BEN
That's right. I just wanted to hear
you say it.

She turns and shoves past Argit, who is standing in the hatchway. Then Ben goes by, following her. Argit stops him.

106 ARGIT
What are we gonna do now?

*

107

BEN

Get away. And fast.

CUT TO:

EXT. UPPER ATMOSPHERE - SECONDS LATER

The Rustbucket III rockets away. Then, at a safe distance, it shifts to HYPERDRIVE, disappearing into the cosmos.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. SPACE / EXT. PLUMBERS' ACADEMY - SOON

ESTABLISHING a huge rotating, spokes-and-rings SPACE STATION. The Rustbucket III approaches one of several docking modules.

CUT TO:

INT. PLUMBERS ACADEMY - CENTRAL POD - A MINUTE LATER

AN AIRLOCK - <WHIRS> open. Ben and Gwen enter. ZOOM OUT TO REVEAL the CENTRAL POD, a utilitarian cross between a *Star Trek* bridge and the *NYPD Blue* bullpen. CADETS FROM VARIOUS SPECIES work at consoles or waddle and float by.

108 CADETS
<alien language walla>

MAGISTER CORONACH (a Clint Eastwood type) approaches, happy to see them.

109 CORONACH
Look at you two, all grown up!

110 BEN
Nice to see you, Magister Coronach.

111 GWEN
Thanks for letting us drop in on such short notice.

112 CORONACH
Anything for a Tennyson. How's your Grandpa?

113 BEN
He's on Galvan Prime, recovering from an injury.

114 CORONACH
Max Tennyson is tough as nails, he'll be back on the beat in no--

Argit peeks out from behind Ben and Gwen. Coronach snarls:

115 CORONACH (CONT'D)
What's he doing here?

116 GWEN
Ben's using him as bait.

117 CORONACH
To catch who?

118 BEN
Kevin Levin.
(mezzo-mezzo gesture)
He's kind of gone crazy.

118 ALT BEN (ALT) (CONT'D)
Kevin Levin.
(mezzo-mezzo gesture)
He's kind of gone lost it. *

119 CORONACH
So you decided to turn my Academy
into a war zone, without asking me?

120 BEN
No! Well, sort of. Okay yes. *

Ben tries to grin.

121 BEN (CONT'D)
Anything for a Tennyson, right?

Scowling Coronach points to Argit.

122 CORONACH
Argit, you're going into a cell.

A JAILER walks up behind Argit.

123 ARGIT
Sure thing. What time's breakfast?
Ow!

Argit reacts to the Jailer's SHOVE. Coronach turns to Ben and Gwen.

124 CORONACH
You two, in my office. Now.

CUT TO:

INT. PLUMBERS' ACADEMY - CORRIDOR #1 - CONTINUOUS

The Jailer walks Argit down a curving corridor. Then Argit doubles over, clutching his stomach.

125 ARGIT
<cry of pain, melodramatic moan>

126 JAILER
What's the matter with you?

127 ARGIT
(straining)
Must've ate something on Earth --
that didn't agree with me.

128 JAILER
Let's get you to your cell, then
I'll call a medic.

129 ARGIT
You don't understand -- I gotta use
your facilities.

130 JAILER
My what?

131 ARGIT
Your latrine, your lavatory, your
little boys' room! And hurry, or
this hall gets a new color scheme!
(resumes sick act)
Ooooooh! I'm gonna burst!

132 JAILER
Hang on, it's just around the corner!

CUT TO:

INT. PLUMBERS' ACADEMY - CORRIDOR #2 - OUTSIDE LAVATORY

The Jailer shoos the waddling Argit up to a LAVATORY (with SIGNS indicating its suitability for several alien genders).

133 ARGIT
<short building ooo's>

He waves his PLUMBER'S BADGE at a panel beside the hatch. The PNEUMATIC DOOR **HISSES** OPEN, then SHUTS behind Argit. The Jailer folds his arms and waits. Then we hear an **O.S. THUD** from inside. The Jailer raps on the door.

134 JAILER
You okay in there?

Beat. No reply. The Jailer shakes his head.

135 JAILER (CONT'D)
I don't get paid enough for this.

He waves his PLUMBER'S BADGE at the panel. The door <HISSES> open. The Jailer strides in. Then, <O.S. THUP-THUP!> The woozy Jailer weaves out with two of Argit's QUILLS sticking out of his neck.

Argit yanks him back inside, then exits, uses the Plumber's badge to shut the hatch. He strolls off, whistling tunelessly.

136 ARGIT
<cheerful whistling>

WIPE TO:

INT. PLUMBERS' ACADEMY - MAGISTER'S OFFICE - MEANWHILE

Coronach scowls across his desk at Ben. Gwen nods, agreeing.

137 CORONACH
This is not a prison or a
battlefield! It's a place of
learning.

138 BEN
Obviously, you've never seen my
high school.

Coronach points toward the door of his office.

139 CORONACH
Those cadets out there aren't ready
for this. They're rookies. And
you've put them in the line of
fire.

SIDE ANGLE - He leans across the desk, simmering.

140 CORONACH (CONT'D)
I have half a mind to lock you up
too. What do you say about that?

141 BEN
Did I ever mention that I saved the
universe?

WIPE TO:

INT. PLUMBERS' ACADEMY - CORRIDOR #3 - MEANWHILE

Argit tiptoes along, glancing at placards beside the door.

142 ARGIT
Come on, there's gotta be a records
room. A data center. Somethin'.

Up ahead, TWO CADETS round the corner. Argit averts his gaze and hurries by them, ostentatiously holding up the badge.

143 ARGIT (CONT'D)
Space cop, totally legit, nothing
to see here.

The Cadets pass by. Argit slumps, relieved.

144 ARGIT (CONT'D)
<phew>

But then, hearing the <SOUND OF APPROACHING FOOTSTEPS> --

145 ARGIT (CONT'D)
Don't these guys ever go to class?

Argit tucks up against a PNEUMATIC DOOR, which abruptly
<HISSES> open behind him. He tips backward, off balance.

146 ARGIT (PARTIAL O.S.) (CONT'D)
Wuh?!

SMASH CUT TO:

INT. PLUMBERS' ACADEMY - MESS HALL - CONTINUOUS

Reuse Satelite/bar from "The Con of Rath") Argit stumbles in, pivots, then freezes. PANIC ZOOM OUT TO REVEAL that he has blundered into a mess hall full of CADETS.

147 CADETS
<alien walla and eating sfx>

RESUME ARGIT - who starts quivering in fear until he hears:

148 RHOMBOID (O.S.)
Hey! Argit!

OCTAGON AND RHOMBOID VREEDLE - seated at a table piled with food.

149 OCTAGON
A Plumbers Academy strikes one as a somewhat improbable place to find an intergalactic reprobate such as yourself.

Argit hurries over, gesturing for quiet.

150 ARGIT
Keep it down will ya? You guys ain't exactly model citizens.

Missing his sarcasm, Rhomboid nods.

151

RHOMBOID

Are too! Octagon and me are
what'cha call Probational Cadets!

152

OCTAGON

We're attempting to what you might
call improve ourselves, and make
our daddy proud. So he doesn't have
us whacked.

153

RHOMBOID

Again.

154

OCTAGON

Unfortunately, our particular kind
of intelligence isn't of the sort
that correlates to test scores.

155

RHOMBOID

We're flunkin' out.

Argit draws them close.

156

ARGIT

Today's your lucky day, Vreedles.
Your dad sent me here to fix your
test scores.

The brothers slap Argit on the back.

157

OCTAGON

That changes the complexion of our
dilemma considerably.

*

158

RHOMBOID

(Shouts happily)
We ain't gonna flunk no more!

ACROSS THE ROOM - The Cadets seen earlier look off at them.

BACK AT VREEDLES' TABLE - Argit ducks behind the brothers.

159

ARGIT

Hold it down, willya?

The boys nod and put fingers to lips. Argit whispers.

160

ARGIT (CONT'D)

Now. If anybody asks, you ain't
seen me, and you don't know me.

161

OCTAGON

Ain't seen ya.

162 RHOMBOID

Don't know ya.

163 ARGIT

Exactly. Just play dumb.

(beat)

Scratch that. Be yourselves.

Argit slips o.s. The Vreedles resume inhaling their lunches.

164 VREEDLES

<obnoxious eating sounds>

CUT TO:

INT. PLUMBERS' ACADEMY - CORRIDOR - A MINUTE LATER

Argit sneaks along the corridor.

165 ARGIT

Gotta be here somewhere.

He uses his badge to open and shut one door <HISS-FOMP>, then another <HISS-FOMP>, then a third <HISS-FOMP>.

166 ARGIT (CONT'D)

Nope.

(beat)

Wrong.

(at third door)

Pardon me, sir. Is this where they keep the cadets' test scores?

167 TECHNICIAN (V.O.)

Why yes it is.

168 ARGIT

Oh, good.

Argit shoots QUILLS into the room.

169 TECHNICIAN (O.S.)

<darted impact> <keep alive>

We hear an <O.S. THUD>. Argit strides inside.

CUT TO:

INT. PLUMBERS' ACADEMY - RECORDS ROOM - CONTINUOUS

A TECHNICIAN slumps at a CONSOLE, QUILLS sticking out of him. Argit pushes him aside <O.S. THUD>, sits and gestures over the MOTION-ACTIVATED CONTROLS (à la *Minority Report*).

UP ANGLE ON ARGIT - as he squints at the data before him.

170

ARGIT

Wow. They even spelled their own
names wrong.

CUT TO:

INT. PLUMBERS' ACADEMY - TACTICAL CENTER - MEANWHILE

TWO ENGINEERS monitor the Station's tactical displays.

171

ENGINEER #1

Long range sensors are picking up
something coming in fast.

Engineer #2 opens a hailing frequency, <BLEE-OOT!>

172

ENGINEER #2

Unknown spacecraft please identify.
(beat, more urgent)
Unknown spacecraft please identify.

The Engineers trade worried looks, then squint at a screen.

173

ENGINEER #1

What kind of ship is that?

174

ENGINEER #2

It's not a ship.

ON SCREEN - Ultimate Kevin bullets toward the station.

SMASH CUT TO:

INT. PLUMBERS' ACADEMY - MESS HALL - SIMULTANEOUSLY

<BLARING ALARMS> fill the room. PAN as the Cadets abandon
their meals and dash out of the room -- all except for the
Vreedles. They look around at the abandoned food and grin.

175

OCTAGON

We seem to have fallen into good
fortune, grub-wise.

175 alt

OCTAGON (ALT) (CONT'D)

Ehh, more for us.

As they reach over to steal the leftovers...

*
*

CUT TO:

INT. PLUMBERS' ACADEMY - MAGISTER'S OFFICE - SAME TIME

Gwen, Ben and the Magister react to the <ALARMS>.

ON GWEN - touching her fingers to her temples. Her eyes GLOW briefly. She senses:

176 GWEN
It's Kevin.

Magister Coronach produces a PULSE RIFLE (something from stock). He primes it <CHACK-CHACK, HUM>. Then he turns and gives Ben a look.

177 CORONACH
This is your mess, Tennyson. I hope you've got a plan to clean it up.

WIDER - Coronach strides out of the office, weapon in hand. Gwen follows. Alone for a beat, Ben replies:

178 BEN
Me too.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. PLUMBERS' ACADEMY - RECORDS ROOM - MEANWHILE

Argit taps his chin, eyeing his work on the Vreedles' grades.

179

ARGIT

A 100% on their essays? Nobody'd believe that. How about a... 92!

Just as he 'adjusts' their scores with a pinching gesture... the <ALARMS SOUND>. He spasms out of his chair.

180

ARGIT (CONT'D)

Ngh-ngh!

CUT TO:

INT. PLUMBERS' ACADEMY - CORRIDOR - CONTINUOUS

The hatch <HISSES> open. Argit steps out with hands raised.

181

ARGIT (CONT'D)

Okay, ya got me, but I can expl --

A couple of the Cadets seen earlier rush by, paying him no heed. Left alone, Argit lowers his hands and sing-songs:

182

ARGIT (CONT'D)

I mean, I could, if I had to.

He tiptoes away from where the Cadets were headed.

CUT TO:

INT. PLUMBERS' ACADEMY - CENTRAL POD - CONTINUOUS

Cadets face an AIRLOCK, blasters ready. Coronach is in F.G.

183

CORONACH

Hold fire till I give the order.
You got that?

Then Kevin rises out of the floor behind them à la Big Chill.

184

KEVIN

Yeah, but I'm bad at following
orders.

The startled Cadets turn. Kevin brushes them back with Swampfire-style streams of fire.

CORONACH - strides forward, firing his rifle, <Z-BAM, Z-BAM!>

185 CORONACH
Get off my station.

Kevin stretches an arm, Goop-style, and throttles Coronach.

186 KEVIN
Not a problem. Soon as I get Argit.

187 BEN (O.S.)
This isn't about Argit.--

UP ANGLE ON BEN - as he steps INTO SHOT, grimly determined.

188 BEN (CONT'D)
This is about you and me.

MEDIUM ON KEVIN - as he turns in Ben's direction.

189 KEVIN
Don't flatter yourself. Your turn'll come.

190 CORONACH
Hey, felon. Don't look away from me.--

*

Coronach fires his blaster at Kevin.

191 CORONACH (CONT'D)
-I was talking to you!

The blasts bounce off. Angered, Kevin Waterhazard-style firehose blasts Coronach OUT OF SHOT --

192 CORONACH (CONT'D)
<2 impacts>

- but Gwen catches him in a FORCE FIELD.

193 GWEN
<exertion grunt> I've got you.

BEN AND KEVIN - circle like boxers in a ring; Ben calls off:

194 BEN
You were right, Magister. I thought your Cadets would soften up Kevin for me. But this is my fight. So I'm going to finish it.

Ben raises his arm and <SLAPS> the Ultimatrix, triggering:

BEN'S TRANSFORMATION SEQUENCE - MUSIC BUILDS as Ben's DNA merges with its alien counterpart and with a final FLASH:

WIDE SHOT - Ben stands revealed as:

195 HUMUNGOSAUR
Humungosaur!

Only then, there's another FLASH O.S. SWISH PAN TO...

KEVIN - who looks pretty impressive himself.

196 KEVIN
Not impressed.

HUMUNGOSAUR - <SLAPS> his Ultimatrix again to turn into:

197 ULTIMATE HUMUNGOSAUR
Ultimate Humungosaur!
(snarls)
How do you like me now?

KEVIN AND ULTIMATE HUMUNGOSAUR - charge at one another.

198 KEVIN
<building battle growl>

199 ULTIMATE HUMUNGOSAUR
<building battle growl>

But just before they collide:

SMASH CUT TO:

INT. PLUMBERS' ACADEMY - CORRIDOR - SIMULTANEOUSLY

[CAMERA SHAKE] Argit stumbles as Kevin and Ben's brawl off in the CENTRAL POD <RATTLES> the station.

200 ARGIT
That can't be good.

CLOSER - Argit activates a wall-mounted VIEW SCREEN. It shows the fracas between Ben and Kevin.

201 ULTIMATE HUMUNGOSAUR / KEVIN
<alternating huge impact grunts>

RESUME ARGIT - He recoils and flees down the hallway.

202 ARGIT
Gak! He's here! Kevin's here!

CUT TO:

INT. PLUMBERS' ACADEMY - MESS HALL - SECONDS LATER

The Vreedles sit alone, eating greedily. [CAMERA SHAKES] and <O.S. THUDS> CONTINUE THROUGHOUT SCENE. They're oblivious.

THE O.S. DOOR - <HISSES> open. Argit dashes over to the Vreedles' table. They look up, lazily chewing like cows.

203 ARGIT
Octagon! Rhomboid!

204 RHOMBOID
Pardon e moi? Do we know you?

*

205 OCTAGON
No, siree, we ain't never had the pleasure of meeting that particular individual.

206 ARGIT
What? Of course you kn--

Rhomboid winks at him.

207 RHOMBOID
(very proud)
We're what you call playing dumb!

208 ARGIT
Oh, for...! New rules. You do know me.

209 RHOMBOID
Well then -- howdy!

210 OCTAGON
So, what's goin' on?

211 ARGIT
Kevin's here on the station! You gotta help me!

212 RHOMBOID
That's 'You gotta help me, Provisional Cadets.'

213 ARGIT
Whatever! What kind of weapons do you have?

Octagon taps his shoulder holster.

214

RHOMBOID

Magister Coronach gave us these
here blasters.

215

ARGIT

Kevin won't even feel those! Got
anything else?

216

OCTAGON

We did bring some of our own stuff.

Octagon dumps the contents of a large, long DUFFEL on the table: an impressive collection of stock alien rifles, rocket launchers, grenades and the like.

217

ARGIT

That could work.

CUT TO:

INT. PLUMBERS' ACADEMY - CENTRAL POD - CONTINUOUS

Gwen levitates the last of the Cadets to safety and turns.

218

GWEN

Everyone stay back. Ben will handle

--

At an <O.S. SMACK>, Gwen turns and looks aghast.

218a

ULTIMATE HUMUNGOSAUR

Oofff...

WIDE - Kevin stands with dukes up. Ultimate Humungosaur sways and then keels over, <WHAM!> He reverts to human form.

219

BEN

Ow.

Kevin looms over the inchoate Ben, fist in palm.

220

KEVIN

For old times' sake, I'll make this
quick.

ZOOM INTO GWEN - her expresses turns from shock to fury.

221

GWEN

Don't you dare!

Arms thrust forward, Gwen throws a fusillade of ENERGY DISKS at Kevin.

222 GWEN (CONT'D)
<efforts>

Kevin reacts as the first few <EXPLODE> against him.

223 KEVIN
<impacts>

Kevin was rocked, but is unharmed.

224 KEVIN (CONT'D)
(mocking)
You too? I thought you cared about
me.

Livid at Gwen's betrayal, Kevin fires back with a NRG-like BLAST that SHATTERS Gwen's hastily-erected energy shield. Gwen is blown backward, hits a wall and drops to the floor.

225 GWEN
<2 impact grunts, keep-alive groan>

Kevin takes a step in Gwen's direction, but then, RACK FOCUS as Argit leaps into the pod in B.G. In manic Daffy Duck mode, he points at Kevin's back and screams:

226 ARGIT
Get him, get him, get him!

An blinking ORB bounces past him <TINK TINK TINK>; Argit double-takes.

LOW ANGLE - the BLINKING ORB rolls to a stop a few feet from Kevin. He looks off in Argit's direction and glowers.

AT DOORWAY - The Vreedles lean in behind Argit.

227 ARGIT (CONT'D)
What is that?

228 OCTAGON
(proudly)
That is what you call a nuclear
fusion grenade.

229 RHOMBOID
Oughta blow up Kevin real good.

Argit eyes them, despairing at their stupidity.

230 ARGIT
Not to mention this whole space
station and everyone in it!

231

OCTAGON

I had not fully considered that fact.

ANGLE PAST GRENADE ON BEN - lying on the floor at rear. Groggy, he spies the <BEEPING> device in F.G. He rises up on one elbow, turns the dial on the Ultimatrix and <SLAPS> it.

WIDER - In a FLASH, the prostrate Ben is replaced by ECHO ECHO, standing in an action pose.

232

ECHO ECHO

Echo Echo!

He splits in three, and all<SCREAM>, enveloping the grenade in a SONIC BUBBLE.

233

ECHO ECHO (MULTIPLE) (CONT'D)

Not going to hold for long!

*

*

He <SLAPS> the Ultimatrix again and transforms into:

234

ULTIMATE ECHO ECHO

Ultimate Echo Echo!

CUT TO:

EXT. SPACE - CONTINUOUS

CYCLONIC WAVES OF SOUND propel Ultimate Echo Echo away. He glances back at the receding Space Station.

PAN WITH ULTIMATE ECHO ECHO - really hauling, RIPPLING SPACE.

REVERSE - just as Ultimate Echo Echo releases the grenade and * starts to peel off, it DETONATES. SHOCK WAVES FILL FRAME.

CUT TO:

INT. PLUMBERS' ACADEMY - CENTRAL POD - CONTINUOUS

Kevin holds Argit by the collar; Argit's eyes bulge.

236

ARGIT

Kev, cut me some slack, will ya?
Remember all the good times we had?

237

KEVIN

No. but I'm going to remember this.

*

IN A SERIES OF QUICK CUTS - Fueled by mad fury, Kevin lays into Argit (not played for laughs, but no blood, please).

238 KEVIN (CONT'D)
<series of growling effort grunts>

Kevin <SLAMS> Argit into a bulkhead and another and another.

239 ARGIT
<impacts>

Kevin Slams Argit into a Bulkhead, demolishing it.

240 KEVIN
<angry effort>

Kevin shoves the console aside and stands over Argit. (By now, Argit is O.S.)

241 ARGIT
No more... please...

AGAINST A WALL - Gwen regains consciousness. She focuses on: *

KEVIN - Argit dangles limply in his grasp. Kevin closes his fist and rears back to land one final killing blow, when:

242 GWEN (O.S.)
Kevin!

Kevin turns. ANGLE TO INCLUDE GWEN, rising to her feet.

243 GWEN (CONT'D)
That's enough!

KEVIN - touches his fingers to Argit's neck.

244 KEVIN
You're right.

Kevin lets go; Argit drops, <THUD>. Gwen is appalled. *

245 GWEN
How could you? Kevin, he was your friend!

246 KEVIN
Yeah, he was.

247 GWEN
Give yourself up, Kevin, don't make me--

Kevin throws a punch at Gwen!

248 KEVIN
<effort>

Gwen projects a FORCE SHIELD, but the blow is so powerful, it cracks the shield and sends her tumbling backwards.

249 GWEN
<startled impact grunt>

UP ANGLE PAST GWEN - crumbled in a corner. Kevin lurches over and glares down at her, fists clenching and unclenching.

250 KEVIN
The only reason you're alive is
because of what you used to mean to
me.

WIDE - Kevin turns, lifts off and using his Big Chill powers, sails through the wall like a ghost, and off into space.

GWEN - lies motionless, then stirs and looks across the room.

251 GWEN
<groan>

HER POV - Argit lies in a heap on the floor. Not moving.

ON GWEN - she shakes her head. Then it hits her:

252 GWEN (CONT'D)
Ben. What happened to Ben?

REVERSE - Coronach approaches, supporting Ultimate Echo Echo.

253 CORONACH
He just came back through the air-lock. Pretty banged up, though.

Ultimate Echo Echo REVERTS to Ben.

254 BEN
I'll live.

255 CORONACH
More than Argit can say.

WIDE - Ben limps over to Argit and looks down at him. He shakes his head... then jabs Argit with his toe.

256 BEN
You can get up now.

TWO SHOT - Coronach and Gwen are taken aback.

257 CORONACH
He 's dead, Son.

十

BEN - lifts Argit by the scruff; he droops like a rag doll.

258 BEN
No, he's playing dead. Come on,
Argit, show's over.

Ben <RATTLE-RATTLES> him. Beat. Argit opens one eye.

259 ARGIT
Is he gone yet?

Ben drops Argit, <O.S. THUD> and shakes his head in disgust.

259a ARGIT (CONT'D)
Ooofff.

DOWN ANGLE - Argit looks up at Ben, annoyed.

260 ARGIT (CONT'D)
Hey, if I hadn't shut off my pulse,
he would've kept hitting me.

261 GWEN
Shut off your pulse?

262 BEN
How do you think a species that
obnoxious managed to survive so
long?

MEDIUM - Gwen crosses over to Ben who gives her an 'told you so' look as Argit gets to his feet and wipes himself off.

263 ARGIT
Humph. If you'll excuse me...

Coronach steps up behind Argit and clamps a paw on his shoulder.

264 CORONACH
We have some unfinished business.

265 ARGIT
Such as?

266 CORONACH
You assaulted two of my cadets. Not
to mention the 14 active warrants
for your arrest -- or did you
forget?

267 ARGIT
Actually, I sorta did.

268 CORONACH
(glances O.S.)
Lock him up.

Two O.S. Cadets grab him by the arms. Argit double-takes;
ZOOM OUT TO REVEAL that cadets are Octagon and Rhomboid.

269 ARGIT
You aren't serious!

270 OCTAGON
Oh, yes we is....
(considers it)
Or are.

271 RHOMBOID
Now that we is genuine Cadets!

272 OCTAGON
Or are.

273 ARGIT
(sotto mutter)
I am having a very bad day.

The Vreedles drag Argit O.S. Then Ben looks off and sees:

GWEN - standing at a porthole, gazing into space. Ben crosses over to her. After a beat:

274 BEN
What happened with Kevin?

It's too hurtful to recount the details. It's easier to say:

275 GWEN
He got away.

She turns, trying to reassure herself more than anything.

276 GWEN (CONT'D)
But maybe it's not too late. Maybe we can still help him.

CLOSE ON BEN - more resigned than angry, he meets her gaze.

277 BEN
And maybe we can't.

EXT. PLUMBERS' ACADEMY - SPACE STATION - CONTINUOUS

We see Ben and Gwen framed by the porthole. As they stand facing one another and a future fraught with peril, ZOOM OUT FAST, pulling back from the Station, quickly rendering it a tiny glistening speck in the vast black void.

FADE OUT.

END OF EPISODE