

"Absolute Power: Part 1"  
696-019

# **Ben 10: Ultimate Alien**

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BEN 10: ULTIMATE ALIEN  
Episode 19  
"Absolute Power, Part 1"  
Written by Charlotte Fullerton  
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## TEASER

FADE IN.

EXT. CORNFIELD - NIGHT

ALAN ALBRIGHT runs through the tall CORNSTALKS, glancing over his shoulder worried.

1 ALAN  
<panting running>

He crouches down on the ground, pulls out his PLUMBERS' BADGE, and talks into it.

2 ALAN (CONT'D)  
Think I lost him...

Suddenly, a semi-transparent ULTIMATE KEVIN rises up menacingly out of the ground, making use of Big Chill's power of intangibility.

3 ULTIMATE KEVIN  
Think again. <inhale, exhale>

Kevin takes a deep breath and blows ICY WIND towards Alan. Alan stands his ground and transforms in a WHOOSH into HEATBLAST II. Kevin's frozen blast hits Heatblast, turning into steam.

4 ALAN AS HEATBLAST  
Kevin, don't! <effort> It's me!  
Alan!

On Kevin, distorted by the rising steam

Kevin raises his arms grandly, channeling Swampfire's power within him to control the plant life around him! The cornstalks do Kevin's silent bidding, all SNAKING their way toward Heatblast at once, fully enveloping him head to toe, threatening to extinguish him!

A beat. Then the stalks erupt into FLAMING DEBRIS as Heatblast bursts free of his cocoon!

6 ALAN AS HEATBLAST  
<breaking free effort>

But this spreads a ring of fire to the corn field around him!

Heatblast quickly carves out the chunk of Earth under his feet and rises up out of the blazing cornfield, leaving Kevin penned in by the ring of flames. He calls down to Kevin.

7 ALAN AS HEATBLAST (CONT'D)  
What did I ever do to you?

Kevin GLOWS with NRG's atomic power, and eerily strides unharmed through the flames.

8 KEVIN  
You have something I need.

Kevin shoots out a devastating energy blast from his EYES--the way NRG does from the eye slit in his helmet--up at the hovering Heatblast, tearing through the rock he is hovering on.

Heatblast falls, but only for a moment, his plummet quickly arcing into a controlled SWOOP as he gains control and flies, blasting back at Kevin with beams of fire from his fists.

9 ALAN AS HEATBLAST  
<efforts>

Kevin, with NRG's abilities, is unharmed by the fire but buffeted to his knees by the sheer force of the blasts.

10 KEVIN  
<impacts>

11 ALAN AS HEATBLAST  
I'm made of fire. I don't have  
anything else on me.

Kevin stands, channeling Waterhazard's power and shoots firehose-force blasts of WATER from his hands up at Heatblast, knocking him backwards and EXTINGUISHING him in the air!

12 KEVIN  
<attack effort>

13 ALAN AS HEATBLAST  
<impacts x2>

Alan hits the ground painfully in his human form.

14

ALAN

<groans> Whatever you're looking  
for, I swear I don't have it.

Kevin leaps into the air, using Jetray's power of flight and speed, and is instantly hovering over Alan!

15

KEVIN

It's mine!

Down but not out, Alan REIGNITES into Heatblast, and weakly fires a blast of flame from one fist up at Kevin.

16

ALAN AS HEATBLAST

<ATTACK EFFORT>

Still hovering above, Kevin now uses Terraspin's ability to create a hurricane-force blast of wind from his chest cavity, extinguishing Heatblast's flames once again.

17

KEVIN

All mine!

Alan reignites as Heatblast, but now Kevin glows once again with NRG's power and grabs the weakened Heatblast by the shoulders, completely unharmed by the fire. Heatblast's flames start to flicker and die out, SIPHONED out of him, as Kevin's glowing energy becomes more and more brilliant.

Alan, depleted of his Heatblast energy, collapses as his human form, unconscious.

18

ALAN

<keep alive>

In a WOOSH, Kevin hovering above Alan is covered in Heatblast's flames!

19

KEVIN

More.

FADE OUT.

END OF TEASER

ACT ONE

FADE IN.

EXT. CORNFIELD - NIGHT (CONTINUOUS)

Kevin, imbued with Heatblast's newly stolen power, looms over unconscious human Alan.

20                   ALAN  
<keep alive>

21                   KEVIN  
Goodbye, Alan. <attack effort interrupted>

Kevin raises a flaming fist over his head, ready to finish Alan.

But as he brings his hand down, Kevin's strike is blocked by the sudden appearance of the metal-encased arm of NRG!

22                   NRG  
Enough, Kevin!

23                   KEVIN  
Let me go, Tennyson!

24                   NRG  
Um, no?

NRG hauls off and blasts Kevin with an energy beam from his visor at point blank range, knocking Kevin through the air clear to the other side of the cornfield!

25                   KEVIN  
<impacts x2>

NRG starts to check to see if Alan is okay.

26                   NRG  
Alan? Can you hear me?

27                   ALAN  
<keep alive>

Behind NRG, the field of cornstalks, controlled by an unseen force, ominously part into a long corridor, revealing Kevin standing at the other end.

28 KEVIN  
(salivating)  
I want your power.

29 NRG  
Yeah? Come and get it.

Kevin charges at NRG!

30 KEVIN  
<attack effort>

NRG melts a divot into the ground in front of him, causing Kevin to just miss him. But Kevin is quickly on his feet and running hungrily towards NRG.

30a KEVIN (CONT'D)  
<impact and keep alive>

\*  
\*

31 KEVIN (CONT'D)  
<bigger attack effort, then dodge effort>

NRG fires his eye beam at Kevin, who dodges this attack by dropping to the ground in a puddle ala Goop!

Then Kevin coalesces back up as himself right beside NRG, grabbing him in a bear hug.

32 KEVIN (CONT'D)  
I'm gonna crack you like an egg.  
<squeezing effort>

33 NRG  
Let... go of me!

NRG GLOWS red hot and Kevin lets him go in surprise.

34 KEVIN  
<pained CRY>

But Kevin absorbs some of the energy field as its propelling him, lands, and stands up grinning.

35 KEVIN (CONT'D)  
Shouldn't have let you go, you were doing me a favor. Give me more.

NRG storms towards Kevin, prepared to finish him right now.

36 NRG  
I'll give you more than you can handle.

Brainstorm's electrical power crackles from the top of Kevin's head.

37

KEVIN

Only one of us is walking away from this Tennyson, and it's not going to be--

But rather than firing his attack at NRG, Kevin aims for the fallen Alan!

38

KEVIN (CONT'D)

--Alan!

Kevin's electrical blast rips through the air towards Alan who still lies motionless on the ground where he fell! NRG hurls himself into the line of fire, using his protective suit to shield Alan from Kevin's assault.

39

NRG

<effort>

Kevin uses the distraction to escape. He leaps into the air and tears away into the sky at super sonic speed, ala Jetray.

40

KEVIN

(calls back)

Your time is coming, Tennyson.

NRG moves to give chase, but reacts to Alan stirring.

41

ALAN

<moan>

NRG hits the OMNITRIX SYMBOL on his chest and powers down into BEN.

42

BEN

You're going to be okay.

Alan sits up, solemn.

43

ALAN

No. I'm not. None of us are. I got off easy. You should have seen what he did to the others!

\*

44

BEN

(wide-eyed alarm)

Pierce? Helen?

Alan nods his head yes.

45

ALAN

And Manny, and some guy named Dr. Vicktor.

Ben reacts to the name he hasn't heard since the original show.

46

ALAN (CONT'D)

I didn't understand what Kevin wanted from us. Until now.

Ben nods grimly.

47

BEN

Your energy. And he's never going to stop. Unless I stop him. For good.

EXT. GWEN'S HOUSE - NIGHT

Establishing Gwen's home.

48

GWEN (V.O.)

No. I won't help you.

INT. GWEN'S LIVING ROOM - CONTINUOUS

Reveal GWEN is arguing with Ben.

49

BEN

If you won't use your powers to track him down, I'll just go find him myself.

50

GWEN

But it's Kevin!

51

BEN

Wake up and smell the end of the world, Gwen! He's out of control.

52

GWEN

He's our friend.

53

BEN

Was our friend.

54

GWEN

We'll figure out some way to save him.

55

BEN

He's too far gone. Either we save  
Kevin or we save the world.

Ben turns to storm purposefully out of the house. But Gwen steps between him and the door. Her hands ignite with round circles of MANNA energy.

56

GWEN

I won't let you hurt him.

\*

57

BEN

(serious)

Out of my way.

Ben tries to push his way past her. But Gwen won't budge. She's dead serious. So is Ben.

58

GWEN

He's come out of this kind of thing before. Remember what he was like when he was little?

59

BEN

Do you? He's worse now than he ever was. And you know it.

Ben pushes past her and heads out the front door.

EXT. GWEN'S HOUSE - NIGHT (CONTINUOUS)

As Ben takes a step into the front yard, from the doorway Gwen generates a PINK ENERGY BUBBLE completely around him, immobilizing Ben in place.

60

GWEN

<effort, then> There has to be something we can do.

61

BEN

He's beyond our help. We have to think about the safety of everyone else.

\*

62

GWEN

I'm not letting you out.

63

BEN

Yes, you are.

Inside Gwen's energy bubble prison, Ben dials the ULTIMATRIX and transforms into CHROMASTONE!

64

CHROMASTONE  
Chromastone!

Chromastone touches the pink energy bubble encasing him, dematerializing it. Then continues Ben's purposeful march across the lawn.

Gwen fires a pink beam from her hands at Chromastone!

65

GWEN  
I won't let you do this.

Chromastone whirls on her and absorbs the pink blast into his hand, then fires it back with his other hand. Chromastone redirects Gwen's energy blast right back at her!

66

GWEN (CONT'D)  
Ahh!

Surprised, Gwen dives for cover, tucks and rolls, and comes up swinging. She attacks Chromastone right back with one pink energy disk after another!

67

GWEN (CONT'D)  
<attack efforts>

But Chromastone was made to stop just these kind of attacks. He BLOCKS and ABSORBS every pink energy disk she throws at him. Then pauses for a beat to let the collected energy coalesce inside of him, and shoots it all back out at Gwen in a single powerful RAINBOW beam!

68

CHROMASTONE  
<blast effort>

Gwen quickly generates a curved SHIELD in the air in front of her, that takes the impact of the blast and cracks but does not break.

69

GWEN  
<effort>

70

CHROMASTONE  
Go back inside, Gwen. No way you can beat Chromastone with your kind of powers.

Chromastone turns his back on her to leave.

71

GWEN  
Think so?

Gwen whips out her SMALL SPELLBOOK and recites.

72 GWEN (CONT'D)  
(reading)  
*Facio gravis!*

Chromastone's FEET stick to the ground, too heavy for him to lift them. He struggles to try to walk, but can't budge and drops to his knees, pinned to the ground.

73 CHROMASTONE  
<efforts>

74 GWEN  
Now you'll stay here.

75 CHROMASTONE  
(straining)  
Yeah? And what do you think Kevin's  
doing while you're wasting my time?

Chromastone twists his top half back around toward Gwen and fires his beam at her from his hand.

But Gwen counters by reciting another spell from her book.

76 GWEN  
(reading)  
*Tabesco caix!*

Chromastone's beam MELTS away before it reaches Gwen... and so does CHROMASTONE!

77 CHROMASTONE  
Ah!

Before he melts completely away, Chromastone hits the Omnitrix symbol on his chest and transforms into TERRASPIN!

78 TERRASPIN  
Terraspin!

Terraspin produces hurricane force winds that FLAP the PAGES of Gwen's spellbook, interrupting her spellcasting, and sending Gwen flying up backwards, PINNING her against the second story of the house!

79 GWEN  
<falling cry, then impact>

80 TERRASPIN  
(exasperated)  
If you think for one second that  
Kevin wouldn't drain you dry...

81

GWEN

Some friend you are! You won't even  
try to help him! What if it was  
you?

82

TERRASPIN

I'm not going to argue with you  
 anymore, Gwen.

83

GWEN

(reading)

*Tardus motus!*

Terraspin's blades are suddenly whirling in SLOW MOTION. Even the SOUND goes in <slow motion>. Everything in the scene is in slow motion. Except Gwen. Free from being pinned to the side of the house because Terraspin's wind has slowed down, she generates a series of PINK ENERGY PLANES and walks down towards Terraspin.

84

GWEN (CONT'D)

&lt;efforts&gt;

Terraspin, still in SLOW-MOTION, reaches for his Ultimatrix symbol and transforms into NRG again!

85

NRG

(slow-motion)

N...R...G!

NRG slowly puts his hands down on the front walk and causes the PAVEMENT to BOIL and flow like LAVA! Slow or fast, that stuff's just as dangerous!

Gwen remains standing on a plane a few feet off the ground, letting the boiling pavement flow beneath her.

86

GWEN

I don't want to have to hurt you,  
 Ben.

(reading)

*Erumpo!*

The lava-like pavement NRG created ERUPTS up from the walkway like volcanic spray! Both Gwen and NRG are completely obscured by the red hot blast!

When it dies down, reveal Gwen floating safely inside a PINK ENERGY BUBBLE. But NRG is no where to be seen!

87

GWEN (CONT'D)

Ben?

A tiny, unseen VOICE calls out from the darkness directly in front of her:

88                   NANOMECH (V.O.)  
Nanomech!

NANOMECH grows to a still small but visible size.

89                   NANOMECH  
<raspberries> I dodged between the  
lava droplets.

90                   GWEN  
(reading)  
*Cloudo Doris!*

\*

The SPELLBOOK leaps out of Gwen's hands and SMASHES CLOSED on Nanomech, magically trapping him inside like a pressed leaf.

91                   NANOMECH  
<impact>

Gwen gloats at unseen Ben, trapped inside her spellbook.

92                   GWEN  
Game over, cousin. Check and mate.

Gwen's spellbook begins to GLOW with the signature Ben 10 GREEN, as inside, unseen Ben activates the Ultimatrix.

The spellbook is forced open, as out from between its pages grows WAYBIG!

93                   GWEN (CONT'D)  
(in awe)  
Waybig.

Waybig himself DOESN'T SAY ANYTHING. He just stands there towering over Gwen. He CROSSES HIS HANDS into a "T" and blasts her with his special energy attack (it's the old Ultraman gag)!

94                   GWEN (CONT'D)  
<effort> Ahhh...Ooof...

Gwen quickly puts up a PINK ENERGY SHIELD, but it is easily SHATTERED to SHARDS by Waybig's blast.

Gwen is all but unconscious at the bottom of a crater dug by Waybig's attack.

95                   GWEN (CONT'D)  
<keep alive>

Waybig Reverts to BEN, who stands over his fallen, helpless cousin.

96

BEN

You know why you lost? Because you care about not hurting me. And that's exactly why you can't do what it takes to deal with Kevin.

Weakened Gwen watches helplessly as Ben walks away, leaving her there.

97

GWEN

<keep alive>

FADE OUT.

END OF ACT ONE

## ACT TWO

FADE IN.

EXT. WAREHOUSE AT THE DOCKS - NIGHT

Several FOREVER KNIGHTS scatter out of the warehouse, beat up and terrified of the violence we hear still taking place inside. We hear offscreen: <CRASHES> <CLATTERING> <SLAMS>

98 FOREVER KNIGHTS  
Ah! / Don't hurt us! / What do you  
want?

98a FOREVER KNIGHTS (CONT'D)  
<misc. Impacts and cries>

INT. WAREHOUSE AT THE DOCKS - CONTINUOUS

But it's not Kevin who's attacking them--it's Ben!

Ben as LODESTAR is tearing up the place, kicking butt and taking names, trying to get some information, any information, on Kevin's whereabouts. Lodestar uses his magnetic powers against the armor-clad Forever Knights to lift them up off their feet, clank them together, and even stick them to the ceiling, whatever it'll take to make them talk.

99 FOREVER KNIGHTS  
<impacts>

A Forever Knight who is trying to run away suddenly stops short, caught by Lodestar's magnetism and is lifted into the air and floated over to where he is face-to-face with the incensed Lodestar for interrogation.

100 LODESTAR  
Kevin Levin. Where do I find him?

< BANG > Lodestar punctuates his accusations by slamming the Forever Knights into crates, walls, and into each other.

101 FOREVER KNIGHTS  
<impacts, groans>

102 LODESTAR  
I said, where is he?!

<SMASH>

103

FOREVER KNIGHTS

Ahhh!

EXT. WAREHOUSE AT THE DOCKS - NIGHT (CONTINUOUS)

The &lt;CLANGS&gt; and &lt;CRUNCHES&gt; continue.

104

FOREVER KNIGHTS (O.S.)

&lt;groans, wails&gt;

INT. GALVAN SICK BAY - NIGHT (CONTINUOUS)

Close on Gwen, she's talking to someone off-screen.

104 A

GWEN

...I'm sorry to bother you while  
you're still recovering, Grandpa.

104 B

MAX (O.S.)

I'm always glad to see you Gwen.

Wide to reveal Grandpa Max floats, nude, but strategically covered by BUBBLES in a transparent, vertical tank, like the one Vilgax was in most of the first season of the Original series. GALVAN TECHS are scurrying about, tending to control panels.

104 C

MAX (CONT'D)

Anyway, I don't have a lot to do in  
this re-gen tube but float and  
heal.

105

GWEN

We can't let Ben destroy Kevin.  
We've got to find a way to cure  
him.

Grandpa Max replies without missing a beat, all business.

106

GRANDPA MAX

Ben is right.

107

GWEN

I know! He... Wait. What?

108

GRANDPA MAX

You're a Plumber, Gwen. A lot of  
people are depending on you. You've  
got to put your feelings aside and  
do what's right.

109 GWEN  
This is Kevin we're talking about!

110 GRANDPA MAX  
If you can't be a professional,  
then just stay out of the way and  
let Ben do what needs to be done.

111 GWEN  
But Grandpa--!

112 GRANDPA MAX  
I can't help you, Gwen.

113 GWEN  
Then I'll find someone who can.

**DISSOLVE TO:**

EXT. CITY ALLEY - NIGHT

## DARKSTAR'S POV

But we think it's Kevin's.

114 DARKSTAR (O.S.)  
<breathe>

A SCRAGGLY DOG is scavenging in this ALLEY, sniffing in TRASH CANS and gnawing at pieces of garbage strewn around on the ground that may or may not actually be food.

115 SCRAGGLY DOG <SFX>  
<sniffing, gnawing>

Suddenly, a BLACK ENERGY BEAM hits the dog, being fired by an off-screen source!

116 SCRAGGLY DOG <SFX> (CONT'D)  
<startled yelp>

The black beam begins to DRAIN the dog of its life force! The scraggly dog starts to become grotesquely WITHERED looking.

But just as suddenly, a PINK ENERGY SHIELD appears in the path of the black beam, blocking it, releasing the dog from its grip. The dog collapses.

Reveal Gwen, who steps in and PETS the freed but frightened doggie, while addressing its still off-screen assailant.

118

GWEN

Look at you. I never thought I'd  
see you like this...

END POV

Reveal that she is not talking to Kevin. She is talking to a character wearing a long, HOODED, BLACK CLOAK. And a familiar IRON MASK. It's DARKSTAR!

119

GWEN (CONT'D)

Michael.

Darkstar has hit bottom since we last saw him when he lost the DOMINUS LIBRIUM. This is his life now. And his sarcasm is masking his humiliation.

120

DARKSTAR

Lovely Gwen. You're not catching me  
at my best. Perhaps if you'd  
bothered to call first before  
dropping by...

\*

121

GWEN

It took a lot of going through  
police reports to find your hunting  
area. Hard to believe you've been  
reduced to draining energy out of  
dogs in back alleys.

122

DARKSTAR

We all do what we must to survive.  
Where's Tenneson?

123

GWEN

He's busy.

124

DARKSTAR

And Levin?

125

GWEN

Busier. Enough with the chitchat.

Gwen pulls out her SPELLBOOK. It glows with an ethereal PINK ENERGY in her hands.

Darkstar reacts like a shark to the smell of blood. He takes a ravenously hungry step towards her.

126

DARKSTAR

Your manna. It's as intoxicating as ever, lovely Gwen.

Darkstar can't help himself. He blasts BLACK ENERGY BEAMS from his hands at Gwen in an attempt to drain some of her life force!

127

DARKSTAR (CONT'D)

<attack effort> Give it to me!

But Gwen easily shuts him down with a more powerful PINK BLAST of her own that sends him sprawling into some TRASH CANS.

128

GWEN

<efforts>

129

DARKSTAR

<impacts>

Lying in a heap, Darkstar's iron mask has fallen off, revealing how pathetic and weak he's become, a hideous shell of his former powerful self. He then puts up his forearms in front of his exposed wrinkled face in a futile gesture to shield himself from further blasts.

130

DARKSTAR (CONT'D)

You think I'm defeated? I-I can still--

Gwen now looms over Darkstar, holding her pink-glowing spellbook.

131

GWEN

I'm not here to fight you, Michael.  
I'm here to help you.

Gwen reads from her spellbook. Her eyes glow with PINK ENERGY.

132

GWEN (CONT'D)

(reading)

*Restituo navitas!*

Darkstar cries out in apparent agony as he is bathed in the blinding PINK light that spills out of the book!

133

DARKSTAR

Ahhh!

Gwen continues to chant.

134

GWEN

(reciting)

*Vis penetra intus!*

Darkstar holds his hands over his face as he is lifted up by the spell's energy, and rotated dramatically in the air within the alleyway, glowing, in seeming pain.

135

DARKSTAR

Nooo!

Gwen's incantation concludes.

136

GWEN

(reciting)

*Vigoratus per vita!*

Gwen closes the book and Helmetless Darkstar is dropped to the ground as the magical energy that was suspending him dissipates.

DARKSTAR

Ooof..

Darkstar takes his hands away from his face now and throws his head back, revealing that he is no longer the pathetic withered form he was when Gwen's spell began. She has restored Darkstar to his former handsome self: MICHAEL MORNINGSTAR!

Michael strides down the alley towards Gwen. He can't help but pause to admire his REFLECTION in a partially boarded-up window. He grins, amazingly pleased at the long-lost handsome visage he sees. Then his expression drops as he suspiciously turns to address Gwen.

137

MICHAEL MORNINGSTAR

Why would you do this for me?

138

GWEN

Because I need your help....

Off Michael's intrigued expression we...

FADE OUT.

END OF ACT TWO

## ACT THREE

FADE IN.

INT. MINING CAVE - NIGHT

Ben's own rampage to find Kevin continues. Now as HUMONGOUSAUR Ben is beating up VULKANUS!

139 HUMONGOUSAUR  
<roar>

Humongousaur grabs Vulkanus by the shoulders and heaves him across the chamber. Vulkanus' minions, assorted PICKAXE ALIENS, scatter out of the way.

140 VULKANUS  
<impacts, then> Why do you keep  
following me around?

Humongousaur stomps over to Vulkanus and grabs him again, staring him in the eye. Ben is grasping at straws here.

141 HUMONGOUSAUR  
You've done business with Kevin  
before!

142 VULKANUS  
Sure. You know I have.

Vulkanus produces a SHARD of familiar CRYSTAL from his suit.

143 VULKANOUS  
He really puts himself into his  
work. If you know what I mean. And  
I think you do.

## 144 HUMONGOUSAUR Where is he?!

Humongousaur grabs Vulkanus by the leg and SWINGS him back and forth like a RAG DOLL, smashing his LARGE MECHANICAL SUIT with every impact!

145 VULKANUS  
(swung back and forth)  
Whoa-hey-ow-ah!  
(then)  
Watch it, I'm still paying for  
this!

146

HUMONGOUSAUR  
Answer me! <attack roar>

Humongousaur squeezes Vulkanus in his mighty grip, crushing the metal ARMS of his suit!

147

VULKANUS  
Aw, not the arms. They're the hardest parts to replace! They're always on back-order!

148

HUMONGOUSAUR  
I'm not playing games, Vulkanus.  
Where is Kevin?!

149

VULKANUS  
Even if I knew, I wouldn't tell you. You didn't say please.  
(smugly)  
Toodle-oo!

Vulkanus' HEAD--which is in actuality pretty much his entire body--EJECTS out of the suit and sails through the air away from Humongousaur who continues to hold the metal suit.

But Humongousaur GROWS, reaches up, and snatches the ejecting Vulkanus-head out of the air in his fist!

149a

VULKANUS (CONT'D)  
<hurk>

150

VULKANUS (CONT'D)  
(meekly)  
Oo.

Humongousaur leans in, staring at the helpless Vulkanus.

151

VULKANUS (CONT'D)  
Nobody likes a bully, you know.

152

HUMONGOUSAUR  
Stop holding out on me, Vulkanus.  
Spill!

Humongousaur SHAKES Vulkanus in his big hand. Little Vulkanus' cheeks swell up like he's going hurl from being tossed around so much.

153

VULKANUS  
Mmf! If you keep it up, I'm gonna spill something alright. <urp>

Suddenly, a PINK ENERGY BEAM tears through the cavern and WRAPS around Humongousaur like a lasso, pinning his arms to his sides.

154 HUMONGOUSAUR  
<growls, then> Gwen?

Gwen steps in, her hand glowing with a ball of pink energy poised to let loose at Humongousaur.

155 GWEN  
Let him go, Ben!

Gwen yanks the energy lasso, making roped Humongousaur drop the Little Vulkanus head. It lands upside down on the ground.

156 VULKANUS  
(impact, then)  
You tell him, sister!

157 HUMONGOUSAUR  
<roar of effort>

Humongousaur SNAPS free of the energy lasso and turns on Gwen, taking a swipe at her.

157a HUMONGOUSAUR (CONT'D)  
<Swiping effort>

Gwen quickly creates FIVE PINK ENERGY PLANES around and on top of Humongousaur, boxing him in.

158 GWEN  
Just listen for a second, will you?

159 HUMONGOUSAUR  
<struggles, then single punch effort>

Humongousaur struggles against the inside of his energy shield box, then looks down and punches the uncovered ground beneath him, causing it to rupture, and the CREVICE he creates SNAKES across the floor and right towards the little upsidedown Vulkanus head!

Little Vulkanus rights himself and tries to flee, but it's too late. The crevice is now directly under him. He topples into it.

160 VULKANUS  
<falling> Ahhh...

Humongousaur crouches then extends his arms and legs, bursting out of his pink energy box.

161

HUMONGOUSAUR

<burst effort, then> Out of my way,  
 Gwen. I'm going to find Kevin, no  
 matter what it takes!

Humongousaur storms towards Gwen and the cave opening behind her. But stops in shock to see Michael Morningstar step into the cavern behind Gwen!

162

MICHAEL MORNINGSTAR

You'll never find him. But I can.

163

HUMONGOUSAUR

What are you doing here here? \*

Humongoussaur takes a swing at Michael! But a pink energy shield appears right in front of Michael's face and takes the blow.

163a

HUMONGOUSAUR (CONT'D)

<swinging efforts>

Michael bows low, dripping with sarcasm.

164

MICHAEL MORNINGSTAR

Why, I'm merely offering you my assistance with your Osmosian dilemma. Isn't that right, lovely Gwen?

165

GWEN

Don't push it, Michael.

Humongousaur powers down into Ben, who is furious with Gwen!

166

BEN

You brought Darkstar into this? And he's going to act like he's our friend again, right?

Michael shrugs. Ben's not wrong.

167

GWEN

He's the only one who can help Kevin.

168

BEN

(scoffs)

Sure \*

169

MICHAEL MORNINGSTAR

But I can help, because you don't understand Kevin, and I do.

170 BEN  
You're making even less sense than usual.

171 GWEN  
Sh. Give him a chance.

Michael paces and pontificates grandly.

172 MICHAEL MORNINGSTAR  
I can help you, Tennyson, because I  
can predict Kevin's next move.  
Kevin and I are the same.

173 BEN  
Uh-huh. You're both evil.

174 MICHAEL MORNINGSTAR  
We both have an insatiable craving  
for energy.

175 BEN  
And you're evil.

176 GWEN  
Kevin's not evil. Somewhere deep  
down he's still our friend.

177 MICHAEL MORNINGSTAR  
No lovely Gwen. He's not your  
friend anymore. He just looks like  
him. He's an empty shell, knowing  
only a hunger that must be fed.  
That craving is his weakness.

178 GWEN  
Michael has a plan to cure Kevin.

179 BEN  
I already don't like it.

DISSOLVE TO:

FLASHBACK

Footage pulled from "TRADE OFF," the ALIEN FORCE episode we  
last saw Darkstar in. As we rewatch the DOMINUS LIBRIUM being  
destroyed, Michael's voice narrates.

180

MICHAEL MORNINGSTAR (V.O.)  
 When the Dominus Librium was  
 destroyed, I managed to save a  
 piece of it.

DISSOLVE BACK  
 TO:

INT. MINING CAVE, ALIEN PLANET - NIGHT (CONTINUOUS)

Now Ben sees where this is going...

181

BEN  
 The energy-absorption thingy you  
 used to cure Kevin before?

Michael reveals the broken PIECE still in his possession.

182

MICHAEL MORNINGSTAR  
 Precisely.

183

BEN  
 (elated)  
 Great!

184

MICHAEL MORNINGSTAR  
 Unfortunately, it no longer works.

185

BEN  
 (deflated)  
 Great.

186

MICHAEL MORNINGSTAR  
 But with a large enough power  
 source, we may still be able to tap  
 into its inherent abilities.

Ben blows his stack.

187

BEN  
 You're kidding me, right? Gwen's  
 already wasted enough time trying  
 to find a cure for Kevin. It's too  
 late for that. Every moment he's on  
 the loose, is a moment too long.

Ben turns angrily toward Gwen.

188

BEN (CONT'D)  
 Now for the last time, are you  
 going to help me find Kevin?!  
 'Cause if not, whatever else he  
 does, it's on your head!

\*

INT. ABANDONED ARCADE, NEW YORK CITY - NIGHT

Reveal Kevin, hiding out in the OLD ARCADE in New York from the original BEN 10 series where we first met him 6 years ago! The arcade is all rundown and abandoned now. Kevin paces obsessively, rhythmically tapping his fingertips at his temples.

189 KEVIN  
<incoherent muttering>

190 GWEN (V.O.)  
Kevin?

Twitchy Kevin spins on a dime opens his mouth and, sprays webbing, ala Ultimate Spidermonkey, in the direction of the intruder!

\*

The webbing hits Gwen's PINK ENERGY SHIELD and stops, the shield fades away, revealing Gwen standing there unprotected facing Kevin. She doesn't flinch though.

It's Kevin who is twitchy.

192 KEVIN  
Bad idea, Gwen.

193 GWEN  
What is?

194 KEVIN  
Tracking me here.

195 GWEN  
I had to. Ben's after you.

196 KEVIN  
You brought him here?!

Kevin boils up with rage, glowing red hot like NRG ready to blow! Gwen takes a cautious step back, never taking her eyes off Kevin.

197 GWEN  
No. I came so we could talk. You and me.

At this, Kevin seems to soften a bit.

198 KEVIN  
Yeah?

Encouraged, Gwen takes a cautious step towards him.

199

GWEN

Yeah. Ben is going to do whatever it takes to stop you. Do you understand? Whatever it takes. But I've come up with a way to help you.

Kevin seems to be listening to her. Gwen takes another few hopeful steps toward Kevin.

200

GWEN (CONT'D)

If you just trust me and let me...

She takes another few hopeful steps towards him. Kevin seems to be quietly considering her offer.

201

GWEN (CONT'D)

(gently)

I really think I can cure you.

She takes a final few steps towards him. They are facing each other now. She reaches out to lovingly touch his face.

Suddenly, Kevin's eyes BLAZE with a dazzling maniacal energy, and he explodes in a rage, reaching out with both hands as if to throttle her, but then instead balling his fists up back close to his chest to keep his energy-siphoning touch away from her. He's torn. But barely. He's losing his battle with self-restraint.

201a

KEVIN

<furious attack sounds>

202

KEVIN (CONT'D)

You shouldn't have come here.

Kevin is scarcely containing his Osmosian desire for energy absorption now. He strides toward Gwen staring her down. Gwen backs away from him deftly, without averting her eyes. There's no mistaking the danger. Kevin is a powder keg about to go off.

203

KEVIN (CONT'D)

Don't you realize I've been trying to stay away from you?! <effort>

Kevin, shoves an old UPRIGHT VIDEOGAME CONSOLE roughly aside and keeps coming at Gwen who continues to back away.

204

GWEN

Why?

205

KEVIN

Because I knew what I'd do to you  
if I had the chance.

Gwen has backed herself into a wall, there's nowhere to go.

Kevin rips out one of the SUPPORT BEAMS in the room and takes \*  
a SWING at Gwen with it!

207

KEVIN (CONT'D)

&lt;2 efforts&gt;

\*

Gwen retaliates with a powerful PINK ENERGY BLAST from her  
fists that knocks the support beam out of his grasp.

208

GWEN

&lt;effort&gt;

209

KEVIN

&lt;impact&gt;

210

GWEN

Kevin, don't!

211

KEVIN

&lt;running attack effort&gt;

Kevin runs at Gwen, shooting BLASTS OF FIRE from both hands  
at her!

Gwen crosses one hand in front of the other, over and over  
again, generating a repeating array of staggered PINK ENERGY  
PLATES that block each of Kevin's blasts in succession but  
are each destroyed in the process.

212

GWEN

&lt;efforts&gt;

Kevin continues to run toward Gwen firing heat blasts, then  
in a WHOOSH is covered in fire himself like Heatblast!

213

KEVIN

&lt;running attack efforts&gt;

Gwen, continuing to generate pink shields with one hand,  
takes out her SPELLBOOK with the other.

214

GWEN

<efforts, then>  
(reading)  
*Incdenia absum!*

Kevin's FLAMING HANDS are immediately EXTINGUISHED.

215                   GWEN (CONT'D)  
 Don't make me hurt you, Kevin!

216                   KEVIN  
 (scoffs)  
 Give it your best shot. <attack  
 effort>

Kevin's throws seeds like Swampfire's! They grow into vines around Gwen and begin to squeeze her like a couple of boa constrictors! Gwen is forced to drop her spellbook.

217                   GWEN  
 Ah! <efforts>

Despite being crushed in the vines' grip, Gwen stares intently down at the fallen spellbook, causing it to GLOW with PINK ENERGY and RISE into the air, until it is floating at eye level with her! Gwen struggles to get enough breath to read this spell out loud.

218                   GWEN (CONT'D)  
 (gasping)  
*Silicis miles suscitatio!* \*

Suddenly, some of Charmcaster's ROCK MONSTERS tear their way up through the floor, in a ring around Kevin!

219                   ROCK MONSTERS  
 <attack moans>

Every way Kevin looks, a Rock Monster is there!

220                   KEVIN  
 You summoned Charmcaster's pet  
 monsters? I gotta say I'm  
 impressed.

The Rock Monsters converge on Kevin, the magenta energy GLYPHS patterns on their bodies glowing.

One Rock Monster frees Gwen from the vines.

221                   GWEN  
 <efforts, gasps for air>  
 (then tearfully)  
 I'm so sorry I had to do this to  
 you.

She averts her eyes, not wanting to watch the Rock Monsters destroy Kevin at her bidding.

222                   KEVIN  
 Ahhh!

But she sees that Kevin is screaming, not in agony, but because he is reaching out and SIPHONING the magenta life force from each of the Rock Monsters as it tries to attack him! At Kevin's Osmosian touch, one by one, the GLYPHS covering their bodies stop glowing, and the monsters' rock forms cease their movement, freezing mid-motion like statues, then crumbling to debris.

Kevin glows, imbued with their stolen energy.

223 KEVIN (CONT'D)

(smirks)

Thanks, Gwen. And I didn't get you anything.

Now Kevin fires PINK ENERGY BLASTS just like hers at Gwen!

223a KEVIN (CONT'D)

<attack effort>

224 GWEN

<gasps horrified>

Gwen backs away, creating manna shields to protect her from Kevin's manna blasts, and alternately firing manna blasts back at Kevin, who just strides through her attacks.

224a GWEN (CONT'D)

<attack effort>

Kevin opens his mouth and fires a sonic echo Echo like Beam at Gwen that shatters her shield and sends her flying through the air into a video game, smashing it.

225 GWEN (CONT'D)

Ahhh... <impact>

Weakened, Gwen tries to rise from the rubble of the smashed game.

227 GWEN (CONT'D)

<effort>

But Evil Kevin is already standing right there!

228 KEVIN

(eerily calm)

Hello, lovely Gwen.

229 GWEN

Ahhh!

Kevin grabs Gwen and begins to absorb Gwen's life force for his own! ...

230

GWEN (CONT'D)  
<pained CRY>

FADE TO BLACK.

END OF PART ONE