

"Absolute Power: Part 2"
696-020

Ben 10: Ultimate Alien

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BEN 10: ULTIMATE ALIEN
#696-020
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Final Draft, 01/04/09

TEASER

Recap. No lines to characters who don't have speaking parts in this episode.

1A BEN
Previously on Ben 10, Ultimate Alien...

ACT I

FADE IN:

INT. ABANDONED ARCADE, NEW YORK CITY - NIGHT

Moments after the conclusion of episode 19. Kevin is still painfully absorbing Gwen's power.

1 GWEN
(straining)
<Pained cry> Kevin, stop! You're hurting me!

2 KEVIN
It won't hurt for long, Gwen.

Kevin redoubles his efforts, drawing more energy from Gwen.

3 GWEN
(Pained CRY)

4 KEVIN
This is your fault. You could've helped me with your magic.

5 GWEN
(Straining)
No, I tried to-

6 KEVIN
You tried. Everybody tried. But here I am, a monster. And if I look the part, why shouldn't I act it?

7 GWEN
I'm here to help you now!

8

KEVIN
(Deadly serious)
Help yourself.

Kevin draws even more energy out of Gwen, she's weakening.
She makes a tough decision.

9

GWEN
Yeah. Okay.

Gwen closes her eyes, seemingly in pain. She opens them, they GLOW WITH PINK ENERGY. She begins to recite a spell.

10

GWEN (CONT'D)
Punctum, contego!

All over the darkened room, the seemingly broken videogames LIGHT UP and COME TO LIFE.

11

KEVIN
What did you do, Witch?

She doesn't answer. The bulky video games begin to move, sliding across the floor towards Kevin.

12

KEVIN (CONT'D)
Attacking me? I knew it!

Kevin throws a powerful punch, smashing two of the games.

13

KEVIN (CONT'D)
(Effort)

Gwen uses the respite to climb to her feet. Meanwhile, Kevin uses an Armodrillo jackhammer punch to smash another machine.

14

GWEN
Kevin, please. Talk to me.

15

KEVIN
(Enraged roar)

Kevin shoots a STREAM OF FIRE from his hand, torching the games around him. They go up in flames, and occasionally EXPLODE.

GWEN protects herself from exploding game console by quickly throwing up an ENERGY SHIELD.

16

GWEN
(effort)

Kevin stalks through the flaming debris towards Gwen.

17 GWEN (CONT'D)
Ab eo ex orior!

18 KEVIN
I'm coming for you, Gwen.

As Kevin reaches for Gwen, she VANISHES in a TELEPORT ENERGY SIGNATURE. Kevin's hands pass through the energy, but Gwen's already gone.

19 KEVIN (CONT'D)
(frustrated effort)

CUT TO:

EXT. ABANDONED ARCADE - NIGHT

The other side of the teleport spell. Exhausted Gwen appears outside. Anxious Ben and a curious, unmarked and UNMASKED Darkstar are waiting for her.

20 BEN
Thought we were going to have to
come in after you.

21 GWEN
Not quite.

22 DARKSTAR
I suggest we prepare ourselves for what's coming next. And quickly.

CUT TO:

EXT./INT. RUSTBUCKET III - NIGHT

Establishing the Rustbucket flying rapidly through the night sky.

Inside, Ben flies, as Gwen tries to recover. Darkstar broods.

23 GWEN
It didn't work, Michael. Kevin's
just as dangerous as ever.

24 BEN
(sarcastically)
Huh. And I thought for sure you'd
be able to just talk him out of his
mindless revenge spree.

25

DARKSTAR

It worked perfectly, lovely Gwen.
Levin has had a taste of your
power. He's going to want more.

26

BEN

Okay, she's the bait. What's the
hook?

CUT TO:

EXT./INT. PARADOX'S LAB - NIGHT

Establishing Professor Paradox's Los Soledad laboratory.

Inside, Gwen and Darkstar enter, followed by Ben.

27

BEN

I still don't get it, what's
supposed to happen when Kevin gets
here?

28

COOPER (O.S.)

I think that's where I come in.

All turn to see COOPER, who is unaccountably tall and muscular, and has a booming deep voice. Ben peers at him a moment, not recognizing him.

29

BEN

Do I know y--

Ben sees the light.

30

BEN (CONT'D)

Cooper?

Cooper shrugs, a bit embarrassed. He's the tallest guy in the room.

31

COOPER

I had a growth spurt.

Gwen looks him over, he's even more embarrassed.

32

GWEN

Yes, you did.

33

COOPER

Hi, Gwen. Always glad to uh, you
know, help out.

34

DARKSTAR

Our twitterpated young genius has agreed to help build a machine that will allow us to use the powers inherent in this.

Darkstar produces the fragment of the Dominus Librium. Ben is far from impressed.

35

BEN

The Dominus Librium again? Still a bad plan.

36

GWEN

If they can get it working, we can use it to cure Kevin, just like last time.

37

BEN

And if it doesn't work?

38

DARKSTAR

You already know the answer, Tennyson. There is but one way to deal with a mad dog.

39

GWEN

But it's not going to come to that. It's going to work.

40

COOPER

(Earnestly)

I'll do everything I can, Gwen.

Close on Cooper, his eyes filled with circuit boards. The Dominus Librium levitates out of Darkstar's hands.

41

DARKSTAR

(Surprised grunt)

All around the room, pieces of machinery levitate into the air and begin assembling themselves around the Dominus Librium. Suspicious Ben turns to Darkstar.

42

BEN

It's obvious why Cooper's helping. You, not so much.

43

DARKSTAR

The same as always, Tennyson. Power.

44

GWEN

I promised him Manna, Ben. If he helps, I'll give him enough to keep him at full strength for a year.

Ben gives Darkstar the stink-eye.

45

BEN

Yeah. Great plan all around.

46

GWEN

It was the only way to save Kevin.

47

BEN

We are way past that, Gwen.

48

GWEN

No, all we have to do is-

49

BEN

There's no "we." Not this time. I'm the one who put Kevin in the position where he had to absorb that energy. It's my fault that he's lost control. And everything he's done since, all those people he's hurt, all those people he's going to hurt, that's my fault too.

50

GWEN

You've got to let me try.

51

BEN

I will, but only because I know you're going to fail.

Ben walks over to the wall and looks at an ancient framed black and white photo of Prof. Paradox. He's got his back to Gwen.

52

BEN (CONT'D)

Paradox already told us how this one was going to end: I'm going to do what needs to be done.

Resolute Ben turns back to face Gwen.

53

BEN (CONT'D)

If you can get Kevin to come here, fine. It's as good a place as any to end this.

Ben calls out to Cooper who is assembling the device. Darkstar has joined in, helping him.

54 BEN (CONT'D)
 How long before that thing's ready?

55 COOPER
 Umm, a couple of hours?

56 BEN
 You think we can delay Kevin
 anywhere near that long?

57 COOPER
 Less?

Ben turns his attention back to Gwen.

58 BEN
 In one hour, you get one shot. Then
 Kevin belongs to me.

CUT TO:

EXT. GWEN'S HOUSE - NIGHT

Establishing Gwen's house. There appears to be a FALLING STAR in the sky, arcing towards us. It's not a falling star though, it's Kevin flying rapidly towards the house.

59 KEVIN
 (shouting)
 Gwen! I know you're in there! I can
 smell your manna everywhere.

Kevin lands, sinks his fingers into the front door and to.

60 KEVIN (CONT'D)
 (small EFFORT)

Standing in the doorway is bad-ass GRANDPA MAX, wearing his Plumber uniform, his arms folded cockily.

61 MAX
 She can't come out right now. Can I
 help you?

62 KEVIN
 Unless you want another trip to the
 hospital, old man, you'll step
 aside.

Max steps outside, arms folded.

63 MAX
 Not before we talk.

64

KEVIN

We got nothing to talk about. Move or die.

65

MAX

Your call.

Max pulls a high-tech ENERGY RIFLE (more like a bazooka, actually). Without another word Max fires three energy pulses point-blank into Kevin's chest, walking calmly forward as he cocks and fires, cocks and fires, cocks and fires.

66

KEVIN

(four impacts)

Each shot drives Kevin back a bit. The last shot put him down on his back. Max stands over him, and cocks the gun one more time.

67

MAX

Sorry it had to end like this, Kid.

Kevin smiles, disconcertingly.

68

KEVIN

Not as sorry as you're about to be.

Max FIRES, but this time the bolt is ABSORBED by Kevin, and Kevin returns the fire as one of Chromastone's RAINBOW BLASTS. Max's weapon EXPLODES in his hands, knocking him to the ground.

69

MAX

(2 Impacts)

Kevin's back on his feet, he tries to stomp the helpless Max, but Max rolls out of the way. Kevin's stomp shatters the concrete of the front walk.

70

KEVIN

(Effort)

71

MAX

(Dodging effort)

Frustrated Kevin reaches for Max, but Max is too fast. Max throws EXPLODING SMOKE PELLETS.

71a

MAX (CONT'D)

<Small throwing effort>

72

KEVIN

(Cough) You think that's gonna save
you?

But Max is already behind him, slapping a small high-tech
MINE onto his back. Max takes a flying leap away from Kevin,
as the mine EXPLODES.

73

KEVIN (CONT'D)

(2 impacts)

The force of the explosion propels Kevin into a lamppost,
toppling it. Kevin stands in the middle of the street.

74

KEVIN (CONT'D)

I've had enough of your tricks.

Max is still sitting on the ground where he dived to avoid
the explosion. He is holding a small remote control device.

75

MAX

Too bad. I'm just getting started.

Max manipulates the control.

ON KEVIN

Puzzled for a moment by Max's comment, until we hear the
sound of a <truck ignition>, and TWO HEADLIGHTS come on
behind him, throwing him into silhouette. Kevin turns
towards the source.

Now he sees it, it's the RUSTBUCKET II. A LASER MOUNT pops up
and TRACKS, taking aim at a target.

ON MAX

Grimly finishing the job.

76

MAX (CONT'D)

Fire.

WIDE

The laser mount fires a coruscating plasma beam (like the
Ghostbusters Proton Packs). It strikes Kevin, pinning him in
it.

77

KEVIN

(pained Cry)

Max flinches from the sight, his face lit by the energy.

ON KEVIN

Glowing with strange alien energies, until the beam dies out. Kevin kneels and spreads one hand palm down on the concrete. Using Armodrillo's power, he vibrates the ground, creating an EARTHQUAKE that ripples across the yard, opening a fissure beneath Max's feet. Max falls in.

78 MAX
(Falling cry, impact)

ON THE FISSURE

Max lies on the bottom, his remote control just out of reach.

79 MAX (CONT'D)
(keep alive)

Kevin reaches into the crevice with one hand, and lifts the helpless Max up into his face.

80 KEVIN
Don't know why I ever looked up to
you. You don't even have any power
to steal.

81 MR. HACKETT (O.S.)
Put him down, Kevin.

New angle reveals an average, human male, in his forties. It's Kevin's stepfather, MR. HACKETT.

82 KEVIN
You don't tell me what to do.

83 MR. HACKETT
I said, put him down. Are you
listening to me, son?

FADE OUT.

END OF ACT I

ACT II

FADE IN:

EXT. GWEN'S HOUSE - MOMENTS LATER

Mr. Hackett, despite being a powerless human, stands up to Kevin.

84 KEVIN
You're not my real father. You
don't tell me what to do.

Nevertheless, Kevin lets Max drop to the grass.

85 MAX
(impact and keep alive)

*

86 MR. HACKETT
You're right, I'm not. But you were
four years old when I married your
mother, and I raised you like my
own.

87 KEVIN
So?

88 MR. HACKETT
So you're going to listen.

89 KEVIN
You got nothing to say to me. You
try and take my real dad's place.
You convince my ma to kick me out
on the street when I was 11 years
old--

90 MR. HACKETT
--We didn't kick you out, Kevin.
You demolished our house.

91

KEVIN

Whatever. If Ma really loved dad,
she would've never remarried.

92

MR. HACKETT

You watch your mouth! Your mother
loved your late father more than
she loved me, and you more than
either one of us.

Mr. Hackett is standing near the open doorway of Gwen's house. Kevin approaches it, and Hackett steps in his path.

93

KEVIN

Step aside, Harvey. I'm here to see
Gwen.

94

MR. HACKETT

So you can drain her powers? Max
told me what you've been doing. I'm
not going to let this happen again.

95

KEVIN

How you gonna stop me, you hiding
my Ma in there?

96

MR. HACKETT

No. I'd never let her see you this
way. She was so proud of what you
were becoming. I won't let you
break her heart again.

Kevin is hurt, then enraged, he raises his GLOWING FIST to attack his helpless Stepfather...

97

KEVIN

(Rising effort)

98

MR. HACKETT

I'm not afraid of you anymore,
Kevin.

99

BEN (O.S.)

I'll take it from here, Mr.
Hackett.

Kevin stops his fist, high in the air, and answers without even looking.

100

KEVIN

Figured, you were around here
somewhere, Tennyson.

Kevin turns around, Ben is behind him.

110 BEN
(several impact, keep alive)

*

111 KEVIN
Always so sure you're gonna win.
What do you got to say for
yourself now?

112 BEN
(very weak)
...Spider ...Monkey.

Weakened Ben TRANSFORMS instantly into SpiderMonkey. Spider Monkey fires webbing right into Kevin's face.

113 KEVIN
(impact)

Kevin BURNS the webbing off of his face with a GLOWING HAND.

114 KEVIN (CONT'D)
Where are you, Tennyson?

We hear a <wooshing> sound, like a branch cutting the air. but a new angle reveals it's not a branch, it's the downed lamppost that Kevin knocked over earlier. Spidermonkey is swinging it, like an oversized baseball bat, right at Kevin.

115 KEVIN (CONT'D)
(impact)

Kevin's driven up into the air, arcing high into the sky. Ben shades his eyes to watch him sail off.

116 SPIDERMONKEY
He drives the ball deep into right field. It's going... going... gone! That's Tennyson's 250th home run this season. At this pace, he's sure to hit 750 of them by the All-Star break.

117 KEVIN (O.S)
(shouting)
Tennyson!

It's Kevin, flying back towards Ben, murder in his eye.

118 SPIDERMONKEY
May have to call that a ground-
rule double.

Kevin is flying like Jetray, and likewise firing Jetray eye-beams. SpiderMonkey dodges. The beams rake the ground, destroying everything they touch.

119 SPIDERMONKEY (CONT'D)
(Efforts)

Kevin divebombs SpiderMonkey, who unexpectedly holds his ground.

120 KEVIN
(Attack cry)

At the last moment, SpiderMonkey fire a web line that hits Kevin in the chest. SpiderMonkey holds the other end of the line in both hands, and twists his waist. The taut line alters Kevin's dive, propelling him across the yard, parallel to the ground.

121 KEVIN (CONT'D)
(cry of surprise, then impact)

Kevin's momentum sends him right into RUSTBUCKET II. He demolishes it, and all is still.

GRANDPA MAX

Has recovered just enough to see his beloved RV destroyed.

122 MAX
Ben!

123 SPIDERMONKEY
Sorry, Grandpa.

IN THE DOORWAY

Gwen is standing there.

124 GWEN
What are you doing?

125 SPIDERMONKEY
I said I was sorry. Anyway, you're supposed to be hiding.

126 GWEN
And you're supposed to be delaying him, not dropping RV's on his head.

127 SPIDERMONKEY
Actually, it was the other way around.

Off of Gwen's glare.

128

SPIDERMONKEY (CONT'D)

I know what the plan was, but since
I already beat him, we don't need
the plan.

All react to Kevin, emerging from the debris of the
RUSTBUCKET.

129

KEVIN

Gwen?

130

SPIDERMONKEY

(to Gwen)

Quick, what was that plan again?

131

KEVIN

You're in my way, Tennyson.

Kevin produces hurricane winds, à la Terraspin. A CYCLONE, whips across the lawn and sweeps up Spidermonkey.

132

SPIDERMONKEY

(Impact)

The CYCLONE rapidly carries SpiderMonkey away.

133

MAX

Ben!

Kevin flies rapidly towards Gwen. She puts up a five foot-thick ENERGY WALL.

134

GWEN

(effort)

135

KEVIN

(2 impacts)

Kevin smashes into the wall, shattering it, but it costs him. He crashes to the grass, disoriented. By the time he's on his feet, Gwen is far away, running into the night sky on a series of ENERGY PLANES.

EXT. CITY STREETS - NIGHT

The cyclone whips through the street, pushing parked cars aside, and causing assorted damage.

A WEB LINE shoots out from the center of the cyclone and snags a lamppost. As the cyclone continues down the street, the line goes taut, and SpiderMonkey is pulled free.

136

SPIDERMONKEY

(Two efforts)

He does a backflip, and lands on top of the street light.

SpiderMonkey REVERTS to Ben, who watches the cyclone heading away for a brief moment. He calls Gwen on his Ultimatrix.

137

BEN

So, how's the plan working?

CUT TO

EXT. HIGHWAY OVERPASS - NIGHT

Gwen is running from flying Kevin across an Overpass.

138

GWEN

Like a charm. Can you call me back?
I'm a little busy...

Gwen turn back to throw ENERGY DISKS at Kevin to slow him down.

139

GWEN (CONT'D)

(efforts)

140

KEVIN

(impacts)

Gwen uses the delay to make a series of ENERGY PLANES to run down onto a fast-moving GAS TANKER that was passing underneath the overpass.

141

GWEN

(several efforts)

*

Once in position on top of the truck, Gwen pulls out her PLUMBER'S BADGE and calls Ben back.

142

GWEN (CONT'D)

Okay, I ditched him for a minute.

ON TOP OF THE LAMPPOST

Ben is talking to Gwen through his Ultimatrix.

143

BEN

You sure this is how you want to
play it?

144

GWEN (O.S.)
It's how you want to play it, too.

ON TOP OF THE SPEEDING TRUCK

Gwen continues her thought.

145

GWEN (CONT'D)
Just let me try. If we fail,
then... Look, we won't fail.
Kevin's a good man. We have to
trust that.

Gwen reacts to the sound of <THE TRUCK'S HORN>.

146

BEN (O.S.)
What's happening?

She doesn't have time to answer. On the road, in front of the speeding truck, Kevin stands calmly.

The TRUCK DRIVER <leans on the horn>, and turns the wheel hard, trying to avoid a collision.

ON THE TRUCK

Skidding, as Kevin stands calmly in position.

147

TRUCK DRIVER
(shouting)
Get out of the road!

148

GWEN
(shouting)
Kevin, don't--

The big rig CRASHES right into Kevin.

And the whole thing EXPLODES.

On the huge FIREBALL as we...

FADE OUT.

END OF ACT TWO

ACT III

FADE IN:

EXT. CITY STREETS - MOMENTS LATER

A very worried Ben is still on top of the lamp post. He's shouting into his Omnitrix.

149 BEN
(panicked)
Gwen? Gwen?

No response. Ben ACTIVATES the Ultimatrix. On the bright green FLASH we...

CUT TO:

EXT. HIGHWAY - NIGHT

On the FIREBALL, dying out. At the center of it is an exhausted Gwen and the driver, both safe inside her ENERGY SPHERE.

As the flames die, Gwen drops her ENERGY BUBBLE, And turns to the truck driver.

150 GWEN
Run.

He does.

Coming through the thick smoke is Kevin.

151 KEVIN
I'm starting to think you're
deliberately avoiding me.

153 KEVIN
I'm getting revenge on anybody who ever did me wrong. And I'm stealing your powers, because I want them.

Kevin smiles mirthlessly.

154 KEVIN (CONT'D)
I'd say I'm pretty clearheaded.

Gwen produces her small BOOK OF SPELLS. It levitates, opening in front of her. As she speaks, the wind whips her hair and her eyes GLOW.

155 GWEN
Tempestas serrectum!

156 KEVIN
Gonna pull a rabbit out of your hat?

Kevin shows Gwen his palms, they are ABLAZE, like Swampfire's.

157 GWEN
Stay back, Kevin...

158 KEVIN
I'm not afraid of you.

159 GWEN
You should be. *Tempestas impetus!*

A huge BOLT OF LIGHTNING strikes down from the clouds above Kevin's head. It hits him hard.

160 KEVIN
(electrocuted cry)

Instead of hurting Kevin, the lightning bolt is absorbed by his body, leaving him surrounded by Chromastone's rainbow aura. As Gwen reacts, stunned...

161 KEVIN (CONT'D)
Thanks for the pick-me-up.

Kevin unleashes the powerful RAINBOW BLAST. Gwen quickly erects an ENERGY SHIELD, but the blast OBLITERATES it, and strikes her blasting her backwards.

161a KEVIN (CONT'D)
<attack effort>

162 GWEN
(Effort, then impact)

Gwen strains to get back on her feet.

163 GWEN (CONT'D)
(week effort)

It's too late, Kevin is there. He reaches towards her.

164 GWEN (CONT'D)
(weak)
I still believe in you, Kevin.

165 BEN (O.S.)
That's where we differ.

BEN'S CAR is parked in the street, the door wide open. Ben is running to the rescue, ACTIVATING his Ultimatrix and TRANSFORMING as he runs into Echo Echo.

166 ECHO ECHO
Echo Echo! (multiple)

Echo Echo DUPLICATES into multiple copies of himself and ATTACKS, dogpiling Kevin.

167 KEVIN
(Impact)

The impact of several Echo Echos slamming into Kevin KNOCKS HIM OVER. The Echo Echos are punching, kicking, biting... attacking in any way they can.

168 ECHO ECHO
(Efforts) (multiple)

It's all to no avail. Kevin rises to his feet, scattering his attackers.

169 KEVIN
Get off me!

170 ECHO ECHO
(Impacts) (multiple)

The Echo Echoes are scrappy, they get right back up on their feet, surrounding Kevin on all sides.

171 ECHO ECHO (CONT'D)
Wall. of. Sound. (multiple)

The Echo Echoes emit a blistering SONIC ATTACK directly at Kevin. He's shaken by the VIBRATIONS, and holds his ears in pain.

172 KEVIN
(Pained cry)

Reeling from the ongoing attack, Kevin begins lashing out blindly. A Chromastone RAINBOW BLAST. A JET OF FLAME from Swampfire. ICY WINDS from Big Chill. ELECTRICAL BLASTS from Brainstorm.

Some of the blasts miss, but others hit their targets. And in each case, the Echo Echo that is struck is DISINTEGRATED.

173 ECHO ECHO
(Several impacts) (multiple) *

The wall of sound is broken, Kevin's finding his footing. He follows up with more energy attacks, picking off the Echo echoes until there is only one left. The last Echo Echo raises his hands, and pleads with Kevin.

174 ECHO ECHO (CONT'D)
Kevin. You wouldn't...

Oh yes, he would. Kevin BLASTS the last Echo Echo with an NRG eyebeam.

175 ECHO ECHO (CONT'D)
(Interrupted scream)

Kevin returned his attention to Gwen.

176 KEVIN
Now, where were we?

Gwen is barely conscious. Kevin reaches out his hands, and begins to ABSORB GWEN'S POWER. Energy begins to flow from her into Kevin's hands.

177 GWEN
(keep alive moan)

Kevin reacts as he is hit by powerful strafing fire from above.

178 KEVIN
(Impacts)

Kevin turns to see what's shooting at him.

IN THE SKY

SHIP, in spacecraft formation, is firing a Kevin with deadly accuracy.

179 SHIP (O.S.)
Ship!

The shots force Kevin away from Gwen.

180 KEVIN
(Impacts)

Ship swoops down, hovering next to Gwen. The hatch OPENS, and JULIE runs out and drags Gwen inside.

181

JULIE

(Efforts)

CUT TO:

INT. SHIP'S COCKPIT - NIGHT

Julie helps Gwen sit down in the copilot seat.

182

GWEN

Cut that a little close.

183

JULIE

Sorry. Ship didn't want to shoot at Kevin.

184

GWEN

I know how he feels.

CUT TO:

EXT. SHIP - NIGHT

Ship puts on the afterburners, and zooms away.

185

SHIP

Ship!!

CUT TO:

INT. SHIP'S COCKPIT - NIGHT

Gwen's got her second wind.

186

GWEN

Slow down, Ship. We don't want Kevin to catch us, but we don't want to lose him either.

187

SHIP

Ship! Ship!

188

GWEN

(to Julie)

I can't believe how hard Ben was fighting. He was really trying to hurt Kevin.

189

JULIE

Kinda looked the other way around,
to me. You're sure he's okay?

Gwen looks over at Julie, she's sincere.

190

GWEN

This is Ben we're talking about.

CUT TO:

EXT. BEN'S CAR - NIGHT

Everything silent for a beat, then a single Echo Echo kicks the trunk of the car open from the inside.

191

ECHO ECHO

Lucky I always keep a spare in the trunk.

He looks up at the night sky, Ship and Kevin are already long gone.

192

ECHO ECHO (CONT'D)

That should be enough of a head start.

Echo Echo ACTIVATES his Ultimatrix. There's a FLASH OF LIGHT, but we cut away before we see the transformation.

CUT TO:

INT. PARADOX'S LAB - NIGHT

Cooper and Darkstar are assembling the big machine. Cooper takes a radio call from Gwen, while still working, telekinetically assembling machinery. He responds to a <BEEP> by LEVITATING a Cell Phone to his ear.

193

COOPER

This is Cooper, go ahead.

194

GWEN (O.S.)

Where almost there, and Kevin's right behind!

195

COOPER

We're not ready, Gwen!

Darkstar snatches the phone out of the air and barks into it.

196

DARKSTAR

We will be. Bring him in.

Darkstar snaps the phone shut.

197

DARKSTAR (CONT'D)

I can finish from here. Just slow
him down.

198

COOPER

How am I supposed to delay Kevin?

199

DARKSTAR

This is an abandoned military base.
Think!

Now Cooper gets it...

ON COOPER'S EYES

As he begins to use his powers. Superimpose an image of the exterior of the los Soledad military base. A GUN TOWER comes to life, revealing a rack of MISSILES.

CUT TO:

EXT. LOS SOLEDAD BASE - NIGHT

Ship is coming in hot, Kevin flying fast right behind. The missiles FIRE, trailing smoke.

Ship zigzags and barrel rolls, avoiding the fusillade of missiles, and zooming past the tower.

The missiles zip by Ship, but strike Kevin repeatedly EXPLODING.

201

KEVIN

(IMPACTS)

Caught by surprise, Kevin is knocked out of the sky. He hits the ground hard.

202

KEVIN (CONT'D)

(Impact)

As Kevin rises to his feet, COOPER'S EYES are SUPERIMPOSED over devices all over the camp. Lasers hum to life. More missile racks RISE. And everything FIRES at Kevin.

203

KEVIN (CONT'D)

(Multiple impacts)

Kevin is buffeted by incoming fire.

Ship lands not too far away, and Gwen walks out the hatch.

204 JULIE
Are you sure about this?

205 GWEN
Not really.

206 SHIP
ship?

207 GWEN
This is the only way to save him.
Go!

Ship flies away.

ON KEVIN

Still under heavy fire. He manages to destroy several of the laser mounts, and also takes out a missile rack. The remaining missile rack fires one last missile.

CUT TO:

INT. PARADOX'S LAB - NIGHT

Cooper loses contact, and turns to Darkstar.

208 COOPER
That's it, I'm out.

CUT TO:

EXT. LOS SOLEDAD BASE - NIGHT

The smoke from the last missile clears. Kevin stands unhurt. Not far away, Gwen stands in front of Paradox's lab

209 KEVIN
What's it going to be this time,
Gwen? You gonna run, or you gonna
fight?

210 COOPER (O.S.)
You stay away from her!

Cooper runs out the front door like a madman, past Gwen and dives at Kevin.

211 COOPER (CONT'D)
(Attack cry)

Cooper slams into Kevin, but doesn't even move him. Kevin grabs him by his shirt collar...

212 COOPER (CONT'D)
(Grunt)

213 KEVIN
Trying to make time with my girl,
huh?

Kevin casually flings Cooper aside like a rag doll, sending him flying dozens of feet through the air.

214 COOPER
(Falling cry and impact) *

215 ULTIMATE ECHO ECHO
I've got you.

Before he crashes into a building, he's caught by the flying ULTIMATE ECHO ECHO.

216 COOPER
Ben?

217 ULTIMATE ECHO ECHO
Yeah, it's me. This is a new one.

As he flies Cooper back to the building, he whispers something to him.

218 ULTIMATE ECHO ECHO (CONT'D)
(inaudible whisper)

Cooper looks confused.

219 ULTIMATE ECHO ECHO (CONT'D)
Do it!

Confused Cooper runs back inside. Kevin addresses Ultimate Echo Echo.

220 KEVIN
You are really starting to bug me.

221 ULTIMATE ECHO ECHO
I'm sorry about that, but I can't let you hurt anyone else.

222

GWEN

Ben, you promised we'd try it my way first.

223

ULTIMATE ECHO ECHO

Yeah. I lied.

Ultimate Echo Echo unleashes an unbelievably powerful SONIC BLAST from his hands. The blast blows Kevin off of his feet, and into a nearby building.

224

KEVIN

(Two impacts)

The force of Kevin's impact at the base of the building causes it to COLLAPSE on him. He's not down for long though, Kevin explodes up out of the debris, it hovers in the air. He's enraged.

224a

KEVIN (CONT'D)

<enraged effort>

225

KEVIN (CONT'D)

I've had it with you, Tennyson!
Always beating me when we were
kids. Everything always going your
way.

Kevin fires DIAMONDHEAD SHARDS down at ultimate Echo Echo, like machine gun fire.

Ultimate Echo Echo FLIES just ahead of the diamond shrapnel. The shrapnel destroys everything it hits. Ultimate Echo Echo fires a sonic beam at the incoming shrapnel. The shrapnel slams against the sonic wave as if it were hitting a solid object.

226

KEVIN (CONT'D)

I get turned into a freak, you get
the cool watch with powers! I have
to hide in the shadows so I don't
scare kids, you become a world-
famous superhero!

227

ULTIMATE ECHO ECHO

I don't even like being famous!
Between you and me, I wish I had my
secret identity back!

228

KEVIN

My heart bleeds for you. Now you
just bleed.

Kevin hits Ultimate Echo Echo with Lodestar's MAGNETIC BEAM.

229

ULTIMATE ECHO ECHO

(Impact)

To ultimate Echo Echo's horror, a TANK begins to slide down the street towards him faster and faster attracted by his now magnetic body.

230

ULTIMATE ECHO ECHO (CONT'D)

I am attractive...

Ultimate Echo Echo throws two of the floating amplifiers from his shoulders. They fly to either side of the tank and unleash a sonic attack that DISINTEGRATES it.

Kevin is impressed.

231

KEVIN

Nice. But I've got all your powers. Sooner or later, you're going to make a mistake. And that will be the last time.

232

ULTIMATE ECHO ECHO

You're right, Kevin. That's why I have to finish this now.

All of Ultimate Echo Echo's amplifier joints fly up and surround Kevin.

233

ULTIMATE ECHO ECHO (CONT'D)

I'll try to make this as quick and painless as I can.

(Shouting)

Sonic doom!

Ultimate Echo Echo's shout is relayed to the amplifiers which in turn project a vibrating sonic sphere around Kevin. Kevin is trapped in a pulsating, semi-transparent sonic globe.

The globe fades away, and Kevin falls to the ground, unconscious.

234

KEVIN

(Impact and keep alive)

*

Ultimate Echo Echo stands over the fallen Kevin. His amplifiers move into position around his fallen friend.

235

ULTIMATE ECHO ECHO

One more should do it.

Gwen runs over to Kevin and kneels next to him. She's inside the sphere. If ultimate Echo Echo does it again, she'll be killed.

236 GWEN
Ben, don't. He's our friend.

237 ULTIMATE ECHO ECHO
He was going to hurt you.

238 GWEN
It's not Kevin, it's the power.
It's not his fault.

239 ULTIMATE ECHO ECHO
Paradox said I was the one who'll
do what has to be done. I gotta.

240 GWEN
Then do it: Protect the innocent.
That's Kevin, too.

A long beat, then Ultimate Echo Echo REVERTS to Ben.

241 BEN
You better be right.

CUT TO:

INT. PARADOX'S LAB - NIGHT

Everyone's inside. Kevin is wired into the huge machine that Darkstar and Cooper made.

242 COOPER
That's it. We're ready to go.

243 GWEN
Are you sure it will work?

244 COOPER
Pretty sure.
(off Gwen's disappointed
look)
I mean, yes.

Cooper activates the machine. Kevin Arrives in an eerie electrical glow.

245 KEVIN
(Pained cry)

Just when it seems like we can't stand it any longer, it's over. Kevin is restored to his normal human form.

246 KEVIN (CONT'D)
(awakening groan)

247

GWEN

Kevin!

Darkstar stagger out from behind a console, he's glowing with golden energy.

248

DARKSTAR

(straining)

Peculiar thing about all that energy Kevin absorbed...

In a FLASH OF GOLDEN LIGHT, Darkstar's costume EXPLODES from his body. He is TRANSFORMED by the energy, he's as we originally saw him, a GLOWING GOLDEN GOD.

250

DARKSTAR (CONT'D)

You pathetic imbeciles! This was my plan from the beginning. The power is mine! Nothing can stop me now!

Ben is surprisingly calm.

251

BEN

Like everybody didn't see that coming.

Ben throws a switch and the Golden Energy LEAVES Darkstar in a FLASH OF LIGHT.

253

DARKSTAR

No!

254

KEVIN

(mocking)

Yes!

255

DARKSTAR

What happened?

256

BEN

All that power you stole? And all the power Kevin stole? It just went back where it belongs.

257

KEVIN

And that's the least of your problems. (Effort)

Kevin punches Darkstar in the jaw, Darkstar goes down.

258

DARKSTAR

(Impact)

Kevin shakes Cooper's hand.

259 KEVIN
Nice work, kid.

260 GWEN
You saved his life!

Gwen gives Cooper a big hug and <kiss> on the cheek.

261 GWEN (CONT'D)
(kiss)

Cooper blushes furiously.

262 COOPER
(reluctantly)
Ben figured out Darkstar's plan and
told me what to do.

Kevin spreads his arms and talks to Gwen.

263 KEVIN
Hey! Since you're kissing people...

Gwen gives Kevin a big kiss on the lips.

264 GWEN
(Kiss)

A smiling Ben asides to a jealous Cooper.

265 BEN
Now that's what I call a happy
ending!

266 COOPER
(Pouting)
I guess.

267 MAX (O.S.)
You don't know the half of it.--

It's Max and Julie (in her SHIP BATTLE ARMOR, her mask
retracts to show her smiling face).

268 MAX (CONT'D)
--We expected Heatblast and the
others to get their powers back.

268A JULIE
But even the energy Aggregor stole
went back where it belongs.

New Angle: RA'AD, ANDREAS, BIVALVAN, GALAPAGUS and P'ANDOR,
are there, all restored to normal.

269

RA'AD

And returned us from Oblivion.
Thank you, Ben Tennyson.

Ben puts an arm around Kevin and Gwen's shoulders. The team is back together.

270

BEN

Wasn't me, this time. It was all of us.

Kevin looks uncomfortable, and it's not just the show of affection.

271

KEVIN

Listen... when I was out of control, I said some things...

272

BEN

(brightly)

No need to apologize, we're both kind of jerks, that's why we get along.

273

GWEN

I'm not a jerk.

274

BEN

Good point.

(to Kevin)

If I were you, I'd apologize.

275

KEVIN

Yeah? Well, if I were you, I wouldn't have been such a wuss.

276

BEN

(offended)

Wuss?

277

KEVIN

If you ever lost it like I did? I would've have taken you down right away.

*
*

278

BEN

And If I had, you wouldn't be here to call me a wuss!

Kevin grins.

279

KEVIN

So it worked out great.

Gwen links her arms in both of theirs and tries to lead them out.

280

GWEN

Who wants to go with me and help
explain to my folks what happened
to their house?

Ben and Kevin look at each other. They don't think so. As
they I found it walk away...

281

KEVIN

Mr. Smoothie?

282

BEN

You buying?

FADE TO BLACK.

THE END