

"Eye of The Beholder"  
(FKA Baz-L Dazzle)  
1003-022

## **Ben 10: Ultimate Alien**

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**BEN 10: ULTIMATE ALIEN**  
Episode #696-022  
"Eye of the Beholder" (formerly "Baz-L Dazzle")  
03/07/10  
Written by Len Uhley

**TEASER**

FADE IN:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

A plain of hardened lava. A distant STAR-SUN twinkles in the dusky sky, but this moon's main source of light is the reflected GLOW from the huge ORANGE PLANET that looms overhead. We hear a WHISTLING WIND, but other sounds as well -- TAPPING AND SCRATCHING of metal against stone.

SETTLE on a run-down OUTDOOR TEMPLE: STONE COLUMNS etched with glyphs surround an ALTAR; its face is angled toward THREE ONE-EYED SENTRY STATUES (the 'eyes' on the other two Statues are missing and their sockets scratched, thanks to...

BAZ-L (see "Pier Pressure"), who stands on the belly of STATUE #3 (the tallest one) comically straining as he uses a TOOL to pry loose its IRIDESCENT EYE. The orb pops out. Baz-L falls and <SPLOTS> on his back in the dirt.

1                   BAZ-L  
<straining, short cry, impact>

Baz-L sits up, brushes himself off -- and burps.

2                   BAZ-L (CONT'D)  
<burp> Oh, dear.

Baz-L stands and picks up the other ORB lying on the altar. He holds the two between the tips of his fingers, pleased.

3                   BAZ-L (CONT'D)  
Ah. This is an unexpected bonus! I  
think I shall call you "Baz-L's  
retirement plan."

Hearing <O.S. GRAVEL CRUNCH>, he turns and reacts, startled. A SHADOW falls across him. He backs up, just as a large hulking figure looms in F.G., FILLING FRAME.

4                   BAZ-L (CONT'D)  
Wait! What are you doing? No!  
<terrified DISTINCTIVE ELECTRONIC  
scream>

CUT TO BLACK.

ACT ONE

FADE IN:

EXT. TENNIS COURT - DAY [RE-USE #696-002, "BEN SQUARED"]

JULIE practices tennis, returning ball after ball. <SMACK!>  
<SWAT!> <POW!>

5                   JULIE  
<EFFORTS>

On the other side of the net, SHIP, who is shaped like a TENNIS BALL LAUNCHER, fires another ball <POONK!> Suddenly, he hears the <DISTINCTIVE ELECTRONIC SCREAM> signal sent by Baz-L. Extruding the remaining balls out the back <PLOPPITY-PLOP>, he reverts to his NORMAL SHAPE and bops around anxiously.

5a                 BAZ-L  
<scream>

6                 SHIP  
Ship? Shipship! Shipshipship!

Julie hops the net and hurries over to him.

7                 JULIE  
What's the matter, Ship?

8                 SHIP  
Shipship!

9                 JULIE  
Baz-L? What about him?

10                SHIP  
Shipshipshipship, shipshipship!

11                JULIE  
He's in trouble? You're going to  
help him? Wait!

WIDE ANGLE as Ship MORPHS into a SPACESHIP (see "Pet Project"), lifts off, tacks about and <ZOOMS> away. As the blow-back subsides, Julie gazes skyward in despair.

12                    JULIE (CONT'D)  
                  Oh, Ship!

CUT TO:

EXT. MUSEUM - DAY - [RE-USE #696-002, "BEN SQUARED"]

A huge MECHANICAL 'FOOT' stomps down, <CRACKING> the sidewalk. Two BATTLE STRIDERS (like *Star Wars*' At-At Walkers with one-man cockpits) <CLANK> around the side of the museum. The FOREVER KNIGHTS piloting them react when they see:

BEN, GWEN and KEVIN confronting them. Ben nods, his point proven from some earlier off-screen debate.

13                    BEN  
                  Told you it was the Forever  
                  Knights.

14                    GWEN  
                  I don't see how these things fit  
                  into the whole King Arthur theme.

15                    BEN  
                  Maybe they're supposed to be  
                  horses.

16                    GWEN  
                  Anyway, I thought they broke up  
                  last year.

A ROCKET SPIRALS past them and <EXPLODES>. Offhand:

17                    KEVIN  
                  Don't think so.

18                    BEN  
                  We'll ask them about it after we  
                  kick their cans.

Gwen and Kevin rush forward PAST CAMERA; HOLD ON Ben as he activates his Ultimatrix and TRANSFORMS INTO HUMUNGOSAUR.

19                    HUMUNGOSAUR  
                  Humungosaur!

Kevin runs his hand along a PARKED TRUCK as he charges, SHEATHING HIMSELF IN STEEL without missing a step.

Strider #1 pivots at the waist, aiming its launchers --

Gwen THROWS SEVERAL ENERGY DISKS --

19a                   GWEN  
<throwing efforts>

IMPACTING the cockpit. They only dent it, but the pilot reflexively shields his face. --

20                   KNIGHTS #1  
<surprised cry>

Gwen makes an ENERGY RAMP. Kevin runs up, cocks a fist and throws a punch that 'kneecaps' Strider #1.

21                   KEVIN  
<effort>

It <WHIRS>, totters --

DOWN SHOT - Kevin gives a look of resignation as Strider #1 keels over on top of him, <CREAKING METAL, WHAM>!

22                   GWEN  
Sorry!

Meanwhile, Humungosaur GROWS--

Strider #2 swivels, trying to track him as --

Humungosaur somersaults overhead, doing a lateral turn in mid-air. He then lands facing forward on the back of Strider #2!

23                   HUMUNGOSAUR  
I know! I'm nimble for a big guy.

IN THE COCKPIT - Knight #2 jams his controls hard.

Strider #2 bucks like a bronco. Humungosaur hangs on for dear life -- until the cowl tears off in his hands! Without having something to hold onto, he goes flying O.S.

24                   HUMUNGOSAUR (CONT'D)  
<startled cry> <oof>

<THUD> Humungosaur rolls to a stop and rattles his head.

25                   HUMUNGOSAUR (CONT'D)  
I never liked the rodeo, anyway.

26                   JULIE (O.S.)  
Ben!?

Humungosaur looks up as Julie runs over. He shrinks down and self-consciously brushes himself off.

27                    HUMUNGOSAUR  
Ah. Julie. How did you find us?

28                    JULIE  
How do you think?

She points O.S. SWISH PAN to a knot of microphone-wielding REPORTERS and CAMERAMEN behind a POLICE BARRICADE.

29                    REPORTERS (OVERLAP)  
Reporting live from the scene of --  
/ Ben Tennyson is talking with a  
bystander -- / A high-tech weapon --

The badly-damaged Strider #2 <STOMPS> forward. Humungosaur prepares to fight, when Kevin slams into it from off frame, sending it tottering off in another direction.

29a                  KEVIN  
<tackling impact>

Ben continues his testy exchange with Julie.

30                    HUMUNGOSAUR  
I'm a little surprised to see you,  
considering.

31                    JULIE  
Considering what?

In the background, Gwen blasts the strider.

32                    HUMUNGOSAUR  
Considering the fact that you broke  
up with me.

33                    JULIE  
I didn't break -- it's not that  
simple!

34                    HUMUNGOSAUR  
You said we shouldn't see each  
other. Sounds simple to me!

35                    JULIE  
I said, considering how little time  
you have for me lately, we might as  
well be broken up.

36                    HUMUNGOSAUR  
That's not my fault! <effort>

As Strider #2 comes at him again, Humungosaur, in a display of misdirected anger, grows to the same size as the walker and Punches it, it folds like the horse Mongo punched in BLAZING SADDLES.

CLOSER - Knight #2 faints.

37 KNIGHTS #2  
<fainting groan>

ON HUMUNGOSAUR - breathing hard, he REVERTS TO HUMAN FORM.

38 BEN (B-TRACK UNDER)  
<breathing hard, slows>

39 JULIE  
Look, I didn't want to ask you for help. But I don't have a choice.

40 BEN  
Help with what?

41 JULIE  
I was playing with Ship, then he got a signal from Baz-L and then he took off like a rocket. L

42 BEN  
So, you're just here -- about Ship.

43 JULIE  
I'm worried about him.

Disappointed, Ben pretends to pick lint off his jacket.

44 BEN  
Well, I wouldn't. He's gone away before. He'll be back.

Julie fumes at his apparent disinterest.

45 JULIE  
Ben, you're not listening! This time is different!

46 BEN  
Sure. Well... Good luck.

Julie fumes and turns walking away. We see Ben soften after her back turns, but before he can change his mind, Gwen and Kevin step over.

47 GWEN  
Forget about Ben. We'll help you.

48 JULIE

Thank you.

Kevin shakes his head at Ben.

49 KEVIN

Smooth move, Romeo. You sure showed her.

50 BEN

Showed her what?

51 KEVIN

You don't know either, huh?

Ben watches him go. He moves to object, but then, hearing <O.S. CLANKING>, he turns. In B.G., TWO MORE STRIDERS round the corner, WEAPONS <WHIRRING> into position.

ON BEN - as he charges up the Ultimatrix for another fight.

52 BEN

<sigh>

As he hits the Ultimatrix and a KIRBYESQUE FLASH FILLS FRAME:

WIPE TO:

EXT. / INT. VARIOUS - DAY / NIGHT (MONTAGE)

Ben's post-battle routine unfolds with MUSIC UNDERSCORE; only now, the thrill of being a celebrity is gone.

53 BEN (V.O.)

So, I let her go. Guess I shouldn't have, but I still had Forever Knights to trash.

OUTSIDE THE MUSEUM, Ben looks impatient as Reporters and Camera Crews shout questions and shoves microphones and cameras at him.

54 BEN (V.O.)

And after that, there's always the press.

WIPE TO:

AROUND THE CORNER - Ben ducks behind the building and slumps, relieved, until SEVERAL FANS accost him, waving autograph books and wearing Fan Club T-shirts. Ben slumps.

55                   BEN (V.O.)  
But, you know, they're ditchable.

WIPE TO:

IN WILL HARANGUE'S STUDIO, WILL HARRANGUE prattles on, accusatory; a MONITOR at rear shows NEWS FOOTAGE of Humungosaur's fight.

56                   BEN (V.O.)  
Kind of. You don't have to do their interviews, but they'll still trash you on their stupid cable shows.

Ben slumps in his chair, defeated, until the VIDEO ZOOMS IN ON JULIE as she runs over to Humungosaur. Ben gazes sadly.

57                   BEN (V.O.)  
I guess there's no way to escape the things that really matter. Like Julie.

WIPE TO:

INT. JIMMY'S BEDROOM - NEXT DAY (RESUME SOUND)

Now we see whose been talking. Ben lies on his back gazing upward as if he is in therapy.

58                   BEN  
She says I don't spend enough time with her. That I take her for granted. But I can't just drop everything whenever I want. I have responsibilities. I'm a famous superhero!

ZOOM OUT; Ben lies on JIMMY'S TRUNDLE BED. Jimmy sits beside him, nodding sagely. He then offers an open BAG OF PEANUTS.

59                   JIMMY  
I see. Peanuts?

60                   BEN  
No.

61                   JIMMY  
You sure?

62                   BEN  
Yes.

Jimmy shrugs and stuffs a HANDFUL OF Peanuts in his mouth.

63                   JIMMY  
(mouth full, chewing)  
Are you and Julie ever gonna be  
friends again?

Ben throws up his hands, exasperated.

64                   BEN  
She won't even talk to me!

65                   JIMMY  
But, do you wanna talk to her?

Ben shrugs, then reluctantly nods 'yes.'

66                   BEN  
Yes.

67                   JIMMY  
Then maybe you should go talk to  
her.

As Ben considers this from-the-mouth-of-babes wisdom:

SMASH CUT TO:

EXT. JIMMY'S APARTMENT BUILDING - DAY

Ben sprints down the steps, then halts and pulls out his PLUMBERS BADGE. It PROJECTS a 3-D SOLAR SYSTEM MAP. We see Kevin and Gwen's HOMING BEACONS pull away from Earth, fast.

With a look of resolve, Ben TRANSFORMS INTO JETRAY --

68                   JETRAY  
Jetray!

-- and then <SWOOSHES> up into the sky. Jimmy steps out the foyer door, watching Jetray go.

69                   JIMMY  
<impressed whistle>

Then Jimmy notices a few NEIGHBORHOOD KIDS in B.G. standing slack-jawed on the sidewalk with their bicycles. Jimmy holds up two fingers, indicating how close they are and announces:

70                   JIMMY (CONT'D)  
Oh yeah. That was Ben Tennyson. Him  
and me, we're like this! Way back.

CUT TO:

EXT. EDGE OF SPACE

Jetray <ZOOMS> up, up and away from Earth. He squints ahead.

71 JETRAY

I'm going to have to jump to  
hyperspace to catch them.  
(frets)  
I can do that.  
(beat)  
In theory.

MOVING WITH JETRAY - he hunkers down and flies faster and faster, punching through dust clouds and whooshing past stars. He's near the speed of light and it's excruciating.

72 JETRAY (CONT'D)

<building effort into pained growl>

FAR SHOT - finally a HYPERSPACE VORTEX SWIRLS INTO EXISTENCE, sucking in Jetray, then closing after him, <VWOMP!>

CUT TO:

INT. RUSTBUCKET III - IN HYPERSPACE - MEANWHILE

Kevin pilots, Gwen rides shotgun. Julie's in a rear seat.

73 JULIE

I appreciate this.

74 GWEN

Don't worry about it. We're glad to  
help.

75 KEVIN

Besides, we are all up to here with  
Ben!

Kevin holds his palm under his chin, demonstrating where "up to here" is.

76 KEVIN (CONT'D)

I mean, if he says 'I saved the  
whole, entire universe' one more  
time, I am gonna go psycho!

77 GWEN

Again?

78 KEVIN

It's just an expression.

79

GWEN

And yet, I still feel the need to  
check.

Julie shakes her head and shrugs.

80

JULIE

Maybe he doesn't know how he comes  
off to other people.

81

KEVIN

Oh he knows. He just doesn't care.

82

GWEN

Don't make excuses for him, Julie.  
You stuck by him, and he didn't do  
the same for you.

Julie averts her gaze and stares out a porthole.

WIPE TO:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

Meanwhile, Baz-L lies on the altar, a PULSATING NEURAL  
IMMOBILIZING BAND across his chest acts like a clamp, holding  
him prisoner. He extends his TENDRILS, trying to take control  
of the band, but gets a severe <ZAP> for his trouble.

83

BAZ-L

<pained yowl>

FOUR CHURLS (high priests from the planet Monawk) shuffle  
over to him. Baz-L clutches his stomach, groaning. The lead  
Churl, STRABISMUS, leans over him.

83a

BAZ-L (CONT'D)

<Pained groans>

84

STRABISMUS

That was set to immobilize.

He fingers a control.

85

STRABISMUS (CONT'D)

Now it's set to DISINTEGRATE. Use  
your powers at your own peril.

86

BAZ-L

Perhaps you could loosen it a bit?  
<burp> I'm warning you -- if I lose  
my lunch, it'll be your fault!

87 STRABISMUS  
Don't toy with me. Tell me, where's  
the other Oculant?

88 BAZ-L  
The what?

89 STRABISMUS  
The sacred eye of the Sentinel!

Strabismus points to the statues; they've replaced #1 and #2's eyes; #3's is still missing.

Baz-L rolls his eyes, disdainful.

90 BAZ-L  
I don't know, you myopic mooncalf!

Strabismus zaps Baz-L with a BEAM from his single eye.

91 BAZ-L (CONT'D)  
Ow! Look, I told you, I thought  
this was just an old ruin!

92 CHURLS  
<scandalized gasps>

93 STRABISMUS  
This is our most revered place of  
worship!

94 BAZ-L  
Yes. Well you don't take very good  
care of it, do you? From the looks  
of it, I assumed you were all  
extinct.

The Churls rear back and nail him with their eye-beams.

SMASH CUT TO:

EXT. MOON OF MONAWK - SOME DISTANCE AWAY - TWILIGHT

Hopping across the plain, Ship startles as he hears:

95 BAZ-L (O.S., DISTANT)  
<extended cry of pain>

96 SHIP  
Shiiip!

Ship morphs into SPACESHIP FORM and <ZOOMS> to the rescue.

CUT TO:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

The Churls reel about as Spaceship Ship <ROARS> over the horizon, headed toward them. They fire their eye-beams. The separate beams hit Ship at various points, but bounce off harmlessly.

BAZ-L - cranes his neck to see what's happening.

97                    BAZ-L  
                          (sotto, relieved)  
Ship -- here?  
                          (to Churls, snide)  
You're in a great deal of trouble,  
you know.

98                    STRABISMUS  
Are we?

99                    BAZ-L  
Those beams won't work on him, yes.  
He's nearly indestructible.

Strabismus stops firing his beam upward to retort:

100                   STRABISMUS  
Again!

The Churls fire, MERGING THEIR BEAMS (à la Ghostbusters).

ON SHIP - IN FLIGHT - The AMPLIFIED BEAM rakes along Ship's fuselage/belly, leaves a long gash.

101                   SHIP  
Shiiiiip!

Ship corkscrews past us overhead, sputtering out of control and TRAILING SMOKE like a damaged World War II bomber. He's headed towards the ground, and a fatal crash.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. MOON OF MONAWK - ROCKY PLAIN - TWILIGHT

<SPUTTERING> as he descends, Ship strains and then reverts from his rigid spaceship form into his normal shape.

102 SHIP  
Ship!

Ship, once more a rubbery blob, bounces along the smooth terrain, finally tumbling to a halt a mile or two beyond the altar.

103 SHIP (CONT'D)  
<impacts>

Injured but determined, Ship peels himself off a rock and starts to crawl back in the direction of the altar.

104 SHIP (CONT'D)  
Shi-ip... Shi-ip...

SHIP'S POV - the temple lies in far B.G. His VISION BLURS.

ON SHIP - he can't go on. In a feeble, forlorn voice:

105 SHIP (CONT'D)  
Ssssship!

A sudden WIND SWIRLS around him. Ship woozily gazes up as:

THE RUSTBUCKET III descends, RETROS BLAZING. The REAR HATCH <WHIRS> open.

Julie runs out, shouting with concern.

106 JULIE  
Ship!

Ship collapses into a PUDDLE. Have they arrived too late?

106a SHIP  
<fainting> Ship.

CUT TO:

INT. RUSTBUCKET III - LATER - TWILIGHT

Ship lies on a COT, unmoving. Julie frets as Gwen bathes him in her hands' HEALING GLOW. Gwen concentrates, eyes shut.

107                   JULIE  
Is he going to --

108                   GWEN  
Shh, I have to concentrate. My  
magic doesn't work well on  
technology...

Julie gestures 'sorry.' Beat. Then we hear <O.S. CHEWING>. Concentration broken, Gwen glares off at...

109                   KEVIN  
<chewing, smacking lips>

Kevin, who sits in F.G., gnawing on a FLEEN CAKE. From across the cabin, Gwen objects. INTERCUT as they banter:

110                   GWEN  
What are you doing?

111                   KEVIN  
Eating.

112                   GWEN  
So I heard.

113                   KEVIN  
It's a Fleen Cake. Want some?

Gwen is still trying to work.

114                   JULIE  
What's a Fleen Cake?

115                   KEVIN  
Just the most delicious dessert in  
the whole galaxy. You wouldn't  
believe how much they cost. And I  
just scored six of 'em last week!

116                   GWEN  
"Scored"?

117                   KEVIN  
Not like that. A guy owed me for a  
thing. --A legal thing.

He breaks off a piece, and offers it to Julie.

118                   JULIE  
I'm not hungry. I'm too worried  
about--

Ship RECONSTITUTES from his puddle form, wobbling like a Jello mold. He slurs:

119 SHIP  
Shiiiiip?

Julie and Gwen double-take at the little symbiot.

120 JULIE  
Gwen, you did it!

Kevin pops the piece of cake he offered to Julie into his mouth.

121 KEVIN  
(mouth full)  
Or, he smelled the cake.

Julie grabs Ship and hugs him.

122 JULIE  
Oh, Ship, I thought you were --  
(shakes away the notion)  
You're okay now, and we can go back  
to Earth and --

Ship oozes from her grasp and bounces on the cot, protesting.

123 SHIP  
Shipship! Shipshipship! Ship!!

Gwen and Kevin step up beside Julie, who looks dismayed.

124 GWEN  
What now?

125 JULIE  
He doesn't want to go back with us.

126 GWEN  
Why?

127 SHIP  
Ship ship ship!

128 JULIE  
He says Baz-L's been captured. He  
wants to rescue him.

129 KEVIN  
In spite of the fact that Baz-L's a  
total weasel?

130 SHIP  
Ship ship ship ship shiiip!

Ship nods urgently. Julie looks resigned.

131 JULIE  
He says, yeah. In spite of that.

CUT TO:

EXT. RUSTBUCKET III - TWILIGHT

The rear hatch of the Rustbucket <WHIRS> open. Ship bounces down the ramp, followed by Julie, Gwen and Kevin. Then:

Overhead, <WOMP> Jetray breaks out of hyperspace and comes in for a landing. Settled, he turns back into Ben and runs up behind the others. No one's happy to see him.

132 BEN  
Already found Ship, huh?

133 JULIE  
Obviously.

134 BEN  
Great! So I guess we can go home now?

135 GWEN / JULIE / KEVIN (IN UNISON)  
No!

136 SHIP  
( 'jackass' )  
Ship!

137 JULIE  
We're going to go help Baz-L.

138 BEN  
But, he's a total weasel!

139 GWEN  
(nose in air)  
We've already gone over that.

With Ship leading the way, Gwen and Julie move O.S. Ben looks to Kevin for an explanation.

140 BEN  
A little help here?

141 KEVIN

It's not my fault you missed the recap.

Kevin shrugs and leaves. Stymied, Ben goes after them.

WIPE TO:

EXT. MOON OF MONAWK - LAVA PLAIN - TWILIGHT

A FAR SHOT - shows our fractured team surrounded by desolation as they trudge back in the direction of the altar.

Ship bounces along, leading the expedition. Julie and Gwen try to keep up, sometimes slipping on the lava rock. Seeing Julie's troubled expression, Gwen tries to put a positive spin on the situation.

142 GWEN

Ship's something, isn't he? --  
<whoops>!

She slips on the lava rock underfoot, then recovers. She creates a PATH of PINK ENERGY for them to walk on.

143 GWEN (CONT'D)

(to herself)

That's better.

(to Julie)

I mean, coming all this way to save Baz-L. You have to admire that kind of loyalty.

(beat, checking)

Don't you?

144 JULIE

I guess. Only, I didn't think Ship would care more about Baz-L than me.

Gwen gives Julie a consoling pat. HOLD as they gingerly move OUT OF FRAME, Gwens Energy Path FADING OUT BEHIND THEM; then Ben and Kevin GAIN INTO SHOT, doing that same tentative skating-on-thin-ice walk. Ben's annoyed.

145 BEN

This is ridiculous -- <whoops>!

He slips, then regains his footing.

146 BEN (CONT'D)

I mean, I flew halfway across the galaxy so Julie could tell me to buzz off again? I don't deserve this! I'm a world-famous hero!

147 KEVIN

You're a world-famous jerk!

Kevin staggers, then rights himself.

148 KEVIN (CONT'D)

<whoa>

Kevin ABSORBS some of the rocky ground to cover his shoes. He picks up one foot, and GROWS CLEATS, then repeats the process for his other foot. e takes a solid step and we hear a satisfying <CRUNCH>

149 KEVIN (CONT'D)

(to himself)

That's better.

(to Ben)

And if you weren't such a jerk,  
maybe she wouldn't have dumped you  
in the first place!

Ben halts, agape.

150 BEN

Oh, and now you're the expert on feelings?

Kevin meets Ben's indignant gaze with one of his own.

151 KEVIN

No, but I am an expert on jerks.

Kevin marches off. Beat.

FAR SHOT - Ben stands alone, left behind on the barren plain.

RESUME CLOSE ON BEN - As he takes a step and starts to retort -- but his feet fly out from under him as if he just stepped on a banana peel. He falls backwards OUT OF FRAME.

152 BEN

(calls)

Y'know, I don't have to take that  
from --

A long beat; then:

153 BEN (O.S.) (CONT'D)  
Whoa! <impact>

Kevin smiles.

WIPE TO:

EXT. MOON OF MONAWK - NEAR SHRINE - TWILIGHT

Ship, Julie, Gwen, Kevin and Ben peek up over a ridge. Ben rubs the back of his head, still hurting from his pratfall. They wince as they hear:

154 BAZ-L (O.S.)  
<yowl of pain>

At the altar, Strabismus is in Spanish Inquisition mode, <ZAPPING> Baz-L with a BEAM every time he complains. Baz-L is still held on the altar by the GLOWING NEURAL BAND.

155 BAZ-L (CONT'D)  
<groan>

156 STRABISMUS  
Show me where you've hidden the  
Oculant!

157 BAZ-L  
I've already told you a dozen  
times, I can't show you what I  
don't have! <belch>

158 STRABISMUS  
Infidel!

Strabismus's EYE FLARES as he <ZAPS> Baz-L again.

159 BAZ-L  
<bigger yowl of pain> Uncalled for!  
Uncalled for!

Behind the ridge, everyone grimaces and whispers.

160 BAZ-L (O.S.) (CONT'D)  
<pained yowl>

161 SHIP  
(pleading, to Julie)  
Ship, shipshipship!

162 JULIE  
I know, Ship. We're going to help  
him!

163                   BEN  
                          (whispering)  
Guys, we're trying to be sneaky.  
Can you hold it--

Ben sees Churls #2, #3 and #4 popping up from hiding places all around them.

164                   BEN (CONT'D)  
Nevermind.

The Churls FIRE their EYE BEAMS in a three-way attack. Our heroes instantly go down hard in the crossfire.

Ben pivots, moving to slap the Ultimatrix, but a BLAST from behind drops him.

165                   BEN (CONT'D)  
<impact grunt>

Kevin touches a LAVA ROCK to protect himself, but before the overlay can cover his chest, another BLAST bowls him over.

166                   KEVIN  
<impact>

Gwen gestures to form a FORCE SHIELD, blocking one Churl's BLAST, but the other Churls' BEAMS nail her. Down she goes.

167                   GWEN  
<effort grunt, cry of pain>

Confused, Ship darts to and fro, unsure of where to turn next. Then he double-takes and cries out:

168                   SHIP  
Ship!?

...when he sees that the Churls have grabbed Julie!

169                   JULIE  
(struggling)  
Let go of me, you, you -- !

Strabismus waddles over. Ship cowers. Like an alien Cardinal Richelieu, he purrs to the frightened symbiot:

170                   STRABISMUS  
Ah, a little one. If Baz-L won't tell me the whereabouts of the Occulant to save himself, perhaps he'll do it to save you.

171 SHIP  
(defiant)  
Ship! Ship! Ship!

172 STRABISMUS  
Perhaps he won't. But I wager, you  
will--

Pan across the fallen heroes, holding on terrified Julie.  
Strabismus grabs Julie's wrist.

173 STRABISMUS (CONT'D)  
--To save the lives of your  
friends.

As Ship quivers in fear for his captive friend:

173a SHIP  
<scared> Ship.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. MOON OF MONAWK - NEAR SHRINE - TWILIGHT - RESUME ACTION

Ben, Gwen and Kevin, splayed in the dirt, slowly come to...

174                   BEN / GWEN / KEVIN  
<recovering groans>

... even as Strabismus, looming over Ship, demands:

175                   STRABISMUS  
I grow impatient. Talk!

Ship bends in one direction, then the other, torn between his loyalty to the O.S. Baz-L and his love for Julie.

176                   SHIP  
(whimpering)  
<Ship Ship>

Strabismus makes a dismissive gesture.

177                   STRABISMUS  
You're not convinced? Very well.  
(to Churls)  
Eradicate the female.

A Churl FIRES an eye blast at Julie. Ship leaps across to Julie and instantly ENVELOPS HER in high-tech ARMOR (see "Vreadle, Vreadle"). The blast knocks her off her feet, but she's unharmed.

178                   JULIE  
<Impact>

Julie climbs to her feet.

179                   SHIP  
Shippffff!

180                   JULIE  
Good boy!

Using her mechamorph-enhanced strength, ARMORED JULIE grabs Churl #2 and <SLAMS> him into Churl #3. Both go flying.

181                   CHURL #2 / CHURL #3  
<impact grunts>

Churl #4 turns, EYE AGLOW as he aims at Armored Julie's back.

Gwen gets up on one elbow and fires a BLAST PAST CAMERA...

182                   GWEN  
Behind you, Julie!

Gwen's ENERGY SHIELD blocks the blast. Gwen follows up with an ENERGY DISK.

183                   GWEN (CONT'D)  
<throwing EFFORT>

...that <ZAPS> Churl #4, knocking him into Strabismus.

184                   CHURL #4  
<startled yowl>

184a                  STRABISMUS  
<impact grunt>

Churls #2 and #3 recover and charge at Armored Julie.

185                   CHURL #2  
<building attack growls>

185a                  CHURL #3  
<building attack growl>

BEN AND KEVIN stand, watching Armored Julie block, kick, punch and flip the Churls. Kevin asides to Ben:

186                   KEVIN  
Your girlfriend's hot.

Ben gives Kevin a dirty look, then calls out to Julie.

187                   BEN  
Need any help?

Julie doesn't respond, continuing to pummel the Churls. Ben, feeling superfluous, calls out:

188                   BEN (CONT'D)  
Okay, then. So, you keep doing --  
that. I'll go, er --  
(gets a bright idea)  
-- help Baz-L!

He dashes off. Kevin starts after Ben, but then Churl #4 tackles him O.S.

189                   KEVIN  
<impact grunt>

CUT TO:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

Baz-L lies on the altar, writhing and clutching his stomach.

190                    BAZ-L  
                  <melodramatic Dr. Smith moans>

Ben runs over and skids to a halt beside the altar.

191                    BEN  
                  Relax. This won't take long.

Ben powers up the Ultimatrix and slaps it. PANIC ZOOM IN as:

A quick DNA-SPLICING TRANSFORMATION SEQUENCE unfolds. There is a BLINDING FLASH and in Ben's place -- stands BRAINSTORM!

191a                   BRAINSTORM  
                  Brainstorm!

192                    BRAINSTORM (CONT'D)  
                  I strongly suggest you keep unnecessary motion to a bare minimum whilst I endeavor to extricate you from this vile contrivance!

Brainstorm levitates and fires a <CRACKLING> STREAM OF MENTAL ENERGY at the neural band pinning Baz-L. He shuts down the flow -- but the GLOWING BAND remains intact, barely singed.

193                    BRAINSTORM (CONT'D)  
                  This will require even more brainpower than I'd anticipated. Fortunately, there's no surfeit of electro-encephalic energy where Brainstorm is concerned!

194                    BAZ-L  
                  Just get on with it!

Brainstorm lets fly with an even BIGGER STREAM OF ENERGY. Baz-L flinches from the RICOCHETING LIGHTNING STORM.

195                    BAZ-L (CONT'D)  
                  <building yowl>

Strabismus staggers into the circle, horrified.

196                    STRABISMUS  
                  (shouting)  
                  Stop, you imbecile!

197 BRAINSTORM

Imbecile? I dare say that I have greater intellectual capacity in my left claw than you have in your entire species!

198 STRABISMUS

I won't warn you again --

Strabismus fires an EYE BEAM. Brainstorm intercepts the beam with his MENTAL ENERGY STREAM -- then increases the intensity, slamming Strabismus backwards.

199 STRABISMUS (CONT'D)

<impact>!

With a satisfied air, Brainstorm faces the altar.

200 BRAINSTORM

Now, where was I? Ah yes: On the verge of succeeding brilliantly!

Brainstorm unleashes the biggest STREAM yet; shouting over the <CRACKLING>:

201 BRAINSTORM (CONT'D)

<big effort>

<BOOM!> An EXPLOSION FILLS FRAME. Then, as SMOKE CLEARS, we see that Brainstorm has pounded the ALTAR INTO RUBBLE. Baz-L lies amidst the debris, limp.

Beat.

The restraining band, reduced to a twisted and scorched ribbon, <PINGS> open. Brainstorm turns back into Ben and dusts his hands.

202 BEN

All done.

Strabismus staggers closer; the other Churls cower behind him, slack-jawed with horror.

203 STRABISMUS

Blasphemer! Don't you realize that by destroying the altar, you've awakened the Sentinels?

Armored Julie, Gwen and Kevin join Ben as he asks:

204 BEN

I've who'd the what, now?

They all turn and look upward. Their jaws drop.

With a GRAVELLY RUMBLE, the STATUES come to life. The Statues with gems, #1 and #2, turn their heads, OCULANTS GLOWING; #3's socket is hollow. It reaches up and gingerly feels around for the missing eye.

The group slowly backs up.

205 BEN (CONT'D)  
Aw, man!

Gwen and Armored Julie dive clear as TWO THICK ENERGY BEAMS BLAST a hole in the ground where they'd been standing.

Statues #1 and #2 stand shooting ENERGY BEAMS (much thicker than those of the Churls) from their Oculants; the third statue is still without his 'eye,' stiffly and comically toddles about in B.G. with arms extended, as if blind.

Rolling to a stop in the dirt, Ben slaps the Ultimatrix. In a FLASH, he changes into SWAMPFIRE.

206 SWAMPFIRE  
Swampfire!

Then quickly into ULTIMATE SWAMPFIRE.

207 ULTIMATE SWAMPFIRE  
Ultimate Swampfire!

Ultimate Swampfire aims a FIRE STREAM up at the Statues. In B.G., Gwen assumes a shooting position and lobs PULSES.

Statue #1 staggers as the FLAMES and PULSES pummel him. Statue #2 steps into F.G., RETURNING FIRE.

On hands and knees, Kevin crawls over to and touches what's left of the shattered altar. Now COVERED IN STONE, he stands and heaves a large CHUNK OF DEBRIS at the O.S. Statues.

208 KEVIN  
<heaving grunt>

Armored Julie steps up beside him, firing REPULSOR BEAMS from the palms of her hands, Iron Man-style, <PEUUPEUUPEUUPEUU!> She pauses and looks at her palms.

209 JULIE  
(surprised)  
Oh, that's cool!

Julie resumes firing.

Ducking to evade the chunks thrown by Kevin and peppered by Gwen and Armored Julie's powers, Statue #2 stumbles into Statue #1; they keel over, <WHA-WHAM!>

Statue #3, staggering in circles, reacts to the resulting [CAMERA SHAKE], turns and hones in on his targets. It <STOMPS> toward the team, arms swinging, hands grasping.

The group gape in fear at the oncoming juggernaut.

210                   BAZ-L  
Well. I don't like the looks of  
this!

Baz-L runs, followed by the others.

Ultimate Swampfire, Kevin, Baz-L, Armored Julie and Gwen duck around and hide behind one of the columns. Gwen puts fingers to lips, urging silence. Everyone nods. The statue is confused, heading off the wrong way. Then, clutching his gut, Baz-L lets go a BIG WET BURP:

211                   BAZ-L (CONT'D)  
<extended loud belch>

Statue #3 cocks its head -- it heard that.

Behind the column, Swampfire gets in Baz-L's face and hisses:

212                   ULTIMATE SWAMPFIRE  
What is your problem?

213                   BAZ-L  
I have a very delicate stomach  
which does not respond well to  
stress or impending doom!

Just then, the column behind which they're hiding lifts upward OUT OF SHOT. They gaze up to see...

Statue #3 towering overhead. It holds the column in one hand before effortlessly tossing it aside.

214                   STATUE #3  
<growl-like rock grinding sfx>

Ultimate Swampfire, Kevin and Gwen strike fighting poses.

215                   BAZ-L  
Oh, dear! <burp>

Armored Julie gives Baz-L a look, then realizes:

216 ARMORED JULIE  
Wait. It doesn't want us --

She steps behind Baz-L, grabs him from behind and gives him a squeeze as if performing the Heimlich Maneuver.

217 BAZ-L  
I beg your par - <big belch>

The missing orb flies out of Baz-L and rolls on the ground.

218 ARMORED JULIE  
It wants that!

Kevin, Ultimate Swampfire and Gwen react as Armored Julie picks up the Oculant and walks it toward Statue #3. Swampfire yammers:

219 ULTIMATE SWAMPFIRE  
Uh, Julie? Hello? Dangerous?

Armored Julie steps up to the 'blind' statue and raises the shimmering, bowling-ball-sized bauble above her head.

220 JULIE  
Here. Take it.

Sensing its proximity, Statue #3 feels around, takes his 'eye' from her outstretched hands... and then jams it back in its socket. <CLICK!> Satisfied, the statue turns.

Ultimate Swampfire and Kevin look impressed; Gwen smiles; Baz-L pouts.

Statues #1 and #2 follow #3 back to the shrine. They resume their original poses, and the light from their GLOWING OCCULANTS FADE as they become inanimate once more.

Ship oozes off of Julie, reverting to normal.

221 JULIE (CONT'D)  
Ship!

222 SHIP  
Shiiip!

Swampfire REVERTS into Ben. Then all of them glare at Baz-L.

223 BEN  
You had it on you all this time?!

224 KEVIN  
More like, 'in you.'

Baz-L is, as usual, unrepentant.

225                    BAZ-L  
Look, do you know what I do for a living? I fly from one pathetic planet to another, taking atmospheric readings. "Oh look, there's a lot of Nitrogen here! A trace of Argon! My favorite." And that's on a good day!

The others glare, irritated.

226                    BAZ-L (O.S.) (CONT'D)  
The hours are long, the work is tedious beyond belief, and by the way, it pays a miserably low salary.

Baz-L shrugs, unrepentant.

227                    BAZ-L (CONT'D)  
Ergo, when I can, I collect a few souvenirs for profit. I call it my retirement plan. So shoot me.

228                    KEVIN  
Okay.

229                    GWEN  
Kevin!

230                    KEVIN  
I might have been kidding...

231                    STRABISMUS (O.S.)  
Ohhh, Great Sentinels of Monawk!

The Churls limp over, arms raised like tent-show preachers:

232                    STRABISMUS (CONT'D)  
Once again, you have triumphed over your enemies! We, your humble servants, give thanks for --

233                    BAZ-L  
Do you mind? We're trying to have a conversation here!

234                    STRABISMUS  
This is a temple!

Gwen grabs Baz-L's arm and drags him away.

235                   GWEN  
Sorry. Sorry.

Julie steps up to Baz-L --

236                   JULIE  
I guess there's only one thing  
left.

Wincing to keep from crying, she abruptly hands Ship to Baz-L. Ship looks from one to the other and back again.

237                   SHIP  
Ship?

238                   GWEN  
Julie! What're you doing?

239                   JULIE  
Don't you get it? Ship came here to  
save Baz-L, no matter what. Ship's  
a part of him.

Even hard-hearted Kevin can't figure this out.

240                   KEVIN  
But, he's your pet.

241                   BEN  
More than that, he's your friend.

Julie shoots Ben a look that says 'wrong topic, buster.'

242                   JULIE  
Sometimes friendships end. And  
maybe that's the way it's supposed  
to be.

243                   BEN  
(sotto, urgently)  
Julie, I'm trying to help you here!

244                   JULIE  
You've already helped plenty.

She turns away, struggling to hold back her tears. Ship cocks his head, confused by the subtext.

245                   SHIP  
Ship?

Determined to turn things around for Ship (and himself), Ben tries a different tactic. Clapping and rubbing his hands:

246 BEN  
Well then, everybody's happy!

Gwen glares.

247 GWEN  
(warning)  
Benjamin Kirby Tennyson...

Ben ignores her and turns to Baz-L.

248 BEN  
We get to go home, and you get to  
sell Ship to the highest bidder.  
(conspiratorial wink)  
That is your plan, isn't it?

Baz-L takes the bait.

249 BAZ-L  
Of course. Any species that's at  
war will pay a fortune for him!

Julie turns back, eyes wet with tears, stunned.

250 JULIE  
But, he's just a --

Baz-L interjects, voice dripping with sarcasm.

251 BAZ-L  
Deadly space weapon? That's right,  
and you're the one who trained him.  
'Look, he's a cannon. Oh, now he's  
a battle cruiser! Good boy, Ship.'

Ship perks up as Ben leans close to address him.

252 BEN  
What'll it be, Ship? Go with Baz-L,  
so he can make a few bucks selling  
you? Or, stay with Julie, who  
really cares ab-- --

Like a shot, Ship <ZIPS> into Julie's arms.

253 SHIP  
('Julie')  
Shi-ip!

Baz-L looks askance as Ship rubs Julie adoringly.

254 BAZ-L

(to Ben)

Rather stacked the deck there,  
didn't you? Fine. I'm leaving,  
before all of this pathetic,  
cloying affection gives me another  
stomach-ache.

Head held high, Baz-L sashays O.S. past Ben. Gwen and Kevin  
casually step up behind Ben -- and then shove him at Julie.

255 BEN

<mild impact>

Ben stumbles over to Julie as she cuddles Ship.

256 BEN (CONT'D)

So, uh, can we talk?

257 JULIE

Actually, I'm kind of talked out.

She turns to go. Ben holds her shoulder to stop her.

258 BEN

Hey, I know I'm a jerk sometimes --

Standing off to one side, Kevin and Gwen interrupt:

259 KEVIN / GWEN (IN UNISON)

Sometimes?

Ben responds to Gwen and Kevin without looking.

260 BEN

I got this.

261 BEN (CONT'D)

But, you're the only person in my  
life --

(looks off at the others)  
Besides them -- who isn't impressed  
by all that other stuff. You know  
the real me, faults and all, and  
that's okay with you. Kinda.

262 JULIE

Kinda. You promise you'll do  
better?

263 BEN

I promise I'll try.

Julie smiles and nods.

264                   JULIE  
Then I'll try, too.

Julie hugs Ben.

FADE OUT.

END OF EPISODE