

BEN 10: ULTIMATE ALIEN
#1003-033
"Simian Says"
by Charlotte Fullerton
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TEASER

FADE IN:

EXT. PRIMUS - DAY

It's a beautiful, utopian scene in the multihued forests of PRIMUS. BIRD-LIKE THINGS fly overhead, BUTTERFLY-LIKE THINGS flutter through the trees, and LITTLE SCURRYING THINGS run along vines. (PRODUCTION NOTE: Use existing BGs and models from B10AF Ep. 14 "Primus")

EUNICE (the living UNITRIX from B10UA Ep. 21 "The Transmigration of Eunice") approaches the bank of the glowing green CODON STREAM that flows through the forest. In one hand, she holds an iPad-like DATA PANEL, and in the other, a small cylindrical PROBE. Kneeling, she dips the tip of the probe into the codon stream and studies the panel intently.

ON THE PANEL - Various ALIEN SILHOUETTES flicker rapidly in one corner, while green columns of DNA information scroll down alongside. The silhouettes stop on an ARACHNACHIMP (Spidermonkey) silhouette, and sections of its DNA data FLASH RED.

Eunice stands, puzzled and concerned.

1 EUNICE
That's unsettling.

She drags her finger across the pad's screen, and an image of AZMUTH appears.

2 AZMUTH
(impatiently snappish)
What is it?

3 EUNICE
I'm very sorry to bother you,
Azmuth-

4 AZMUTH
And yet, here you are.

5 EUNICE
Yes... well, it's the Arachnachimp
DNA stored in the codon stream.
(MORE)

EUNICE (CONT'D)
 I've detected some sort of
 degradation in the genetic pattern-

6

AZMUTH
 Eunice, I put you on Primus
 precisely so I wouldn't have to
 deal with these mundane
 trivialities. Send some Voliticus
 Biopsis out for a fresh sample and
 stop pestering me!

Azmuth's image abruptly WINKS OUT.

7

EUNICE
 (mocking)
 "Stop pestering me!"

Eunice taps a command on the panel.

Above her, several of the mechanical mosquito-like VOLITICUS BIOPSIS creatures ENTER FRAME. She taps the panel again, and they fly off, VANISHING in a FLASH OF LIGHT - a warp gate.

Eunice silently watches them go.

DISSOLVE TO:

EXT. PRIMUS - DUSK

The SUN hangs low in the darkening sky now, and TWO MOONS appear on the horizon. Eunice finishes taking another reading in another part of the codon stream. She checks her panel and shakes her head.

8

EUNICE
 The Voliticus Boipsis should have
 been back by now. I'd better tell
 Azmuth-

She starts to call him, but stops herself.

9

EUNICE (CONT'D)
 No. I guess these "mundane
 trivialities" are my job.

TRANSITION TO:

EXT. SPACE - ARANHASCIMMIA ORBIT - LATER

Near the Spidermonkey homeworld (Aranhascimmia), EUNICE'S SHIP APPEARS, dropping out of warp, and descends towards the planet in a smooth arc.

INT. EUNICE'S SHIP - CONTINUOUS

Eunice is at the controls, guiding the ship in for a landing. ON A DISPLAY SCREEN is a wireframe image of the planet, next to a rotating image of an Arachnachimp.

10 COMPUTER
 (Eunice's Unitrix voice)
 Now approaching planet
 Aranhascimmia.

*
 *
 *
 *

<BA-DOOM!> The ship is ROCKED by an impact!

EXT. EUNICE'S SHIP - OVER ARANHASCIMMIA - CONTINUOUS

HEAVY BLASTER FIRE surrounds the ship, each burst making a deep <THRUMM!> The ship is struck squarely, triggering an EXPLOSION! It slams into the DENSE TROPICAL CANOPY that covers the planet, trailing smoke and debris, evn as it comes to a full stop in the trees.

*
 *
 *

INT. EUNICE'S SHIP - CONTINUOUS

The ship lists to one side, the interior badly damaged. The controls are SPARKING and the cabin filling with SMOKE.

Dazed, Eunice struggles out of her seat and heads for the EXIT hatch.

11 EUNICE
 Unnh... <cough>

But before she can open it, there comes a REPEATED POUNDING from the other side. The door starts to BUCKLE INWARD. Eunice backs away in horror-

-as the door is BASHED IN, and TWISTED FIGURES begin pouring through the doorway, visible only as SILHOUETTES through the haze.

As the things get closer, WE SEE that they are hideously mutated DNALIEN ARACHNACHIMPS!

*

12 EUNICE (CONT'D)
 <horrified shriek>

FADE OUT.

END OF TEASER

ACT ONE

EXT. MR. SMOOTHY'S - EVENING

Ben and Kevin's CARS are both parked under the MR. SMOOTHY'S SIGN. BEN is sitting on the hood of his car, reclining against the windshield, while KEVIN and GWEN do the same on Kevin's ride. All three are sipping SMOOTHIES, looking more relaxed than we've ever seen them. Crickets are <CHIRPING>.

Gwen is tracing the handle of the big dipper with an outstretched finger.

14 KEVIN
Eh. Closer to Denebola.

CLOSE ON BEN

Ben slurps absently, almost dreamily.

15 BEN
<slurp> Hey, do you guys realize
it's been two days since anyone
tried to kill me, arrest me, or ask
me for an autograph?

Abruptly, SIMIAN (Arachnachimp con artist from B10AF Ep. 19 "Birds of a Feather") drops INTO FRAME, hanging upside-down from a WEB-LINE attached from his TAIL to the Mr. Smoothy's sign.

16 SIMIAN
Then let me apologize in advance
for my timing.

17 BEN
<startled reaction>

WIDER, TO INCLUDE ALL

Ben, Gwen, and Kevin are shocked out of their reverie. All at once, Ben and Kevin slide to the ground, and Gwen leaps to her feet atop Kevin's car's hood. Kevin touches the fender of his car and ARMORS UP, Gwen's hands GLOW with MAGENTA MANA ENERGY SPHERES, and Ben stands poised to slam his hand down on the ULTIMATRIX on his wrist.

18 KEVIN
Well, well, if it isn't the con
artist formerly known as prince!

19 GWEN

Simian?!

20 SIMIAN

Wait! I can certainly understand your ire-

21 BEN

You lied to us, Simian. Used us.
And sold us out to the Highbreed!

22 SIMIAN

And I'm sorry... but things have changed. And I now have no choice but to humbly beg for your help, oh great Ben Tennyson, hero to all worlds.

*

Kevin leans against his car, crossing his arms.

23 KEVIN

Oh, this is gonna be good.

CLOSE ON SIMIAN

24 SIMIAN

The Highbreed weren't exactly pleased when you caught on to my little deception before.

+

25 GWEN

You mean when you tried to trick us into taking out the Plumbers' communications system, so Earth would be defenseless against the alien invasion?

* * * * *

26 SIMIAN

Yeah, that's the one.

DISSOLVE TO:

MONTAGE

INT. HIGHBREED SHIP CORRIDOR

Several DNALIENS rush past a side corridor as RED LIGHTS FLASH and ALARMS SOUND. A beat later, Simian emerges from the corridor, carrying a XENOCITE CAPSULE (reference: B10AF seasons 1-2), and dashes off the opposite direction.

27

SIMIAN (V.O.)

I was able to distract them long enough to escape - taking along a few valuables to compensate me for my troubles.

*
*EXT. SPACE - OUTSIDE THE HIGHBREED SHIP

The Highbreed ship EXPLODES in the BG as a small craft (SIMIAN'S SHIP) speeds towards camera, revealing Simian visible at the controls.

DISSOLVE TO:

INT. MIZARU'S PALACE

The palatial estate of Arachnachimp crime boss, MIZARU, the Sidney Greenstreet of Arachnachimps, who sits on a throne-like chair, surrounded by a half-dozen ARACHNACHIMP ATTENDANTS.

Simian approaches the throne, placing the Xenocite capsule on a small table in front of Mizaru.

28

SIMIAN (V.O.)

I sold a... certain item to a powerful client named Mizaru, a collector of unusual animals.

Honestly, I was only trying to make a fair profit. I had no idea this would happen.

*

Mizaru examines the capsule, then motions, and an attendant hands Simian a hi-tech BRIEFCASE full of ALIEN GEMS. Simian takes the case, inspects the cash inside, then turns to go, just as the Xenocite capsule POPS OPEN... and the XENOCITE (reference: B10AF seasons 1-2) EXPLODES out, latching onto the mob boss' FACE! Several attendants rush to his aid, but the now-DNALIEN MIZARU fights them off, spitting gobs of DNALIEN RESIN (reference: B10AF seasons 1-2).

*

Simian books it out of there it with the briefcase of cash as chaos erupts in the background.

DISSOLVE TO:

BACK TO SCENE

EXT. MR. SMOOTHY'S - EVENING

Ben, Gwen, and Kevin stand between the two cars, listening to Simian's tale, with varying degrees of interest and irritation.

29 BEN
Are telling me you willingly
brought a Xenocite to your
homeworld and turned it loose on
some crime boss?

30 SIMIAN
I didn't turn it loose! He did! And
now the DNAliens are spreading all
over. In a few days, there won't be
a single unaffected Arachnachimp
left on the planet. I-I need your
help.

31 KEVIN
Not buying it. Nobody's that
stupid.

32 BEN
Maybe. But can we really take that
chance? A whole planet full of
innocent arachnachimps, turned into
mutant monsters?

33 GWEN
It won't hurt to check it out. If
he's telling the truth, we need to
do something about it.

34 KEVIN
And if it's just another con?

35 GWEN
Then he's all yours.

EXT. SPACE - LATER

The RUSTBUCKET III follows SIMIAN'S SHIP towards Aranhascimmia.

INT. RUSTBUCKET III - CONTINUOUS

Kevin sits at the controls, Gwen rides shotgun, while Ben is busy in the back.

36 GWEN
There's some E.M. interference up
ahead. Don't lose sight of Simian's
ship.

37

KEVIN

Don't worry. I've got all our weapons locked on him in case he tries anything.

38

GWEN

That's not really what I meant. But good.

*

Ben approaches from the back, carrying two DNA-REPAIR GUNS (from B10AF ep. 25-26 "War of the Worlds").

39

BEN

Look what I found! The genetic repair guns we used to cure the DNAliens back on Earth. Good thing we held onto these bad boys.

*

*

*

40

GWEN

I just hope we have enough ammo to cure a whole planet.

*

*

*

41

SIMIAN (O.S.)

(radio filter)

We should go in cloaked. The DNAliens have already taken over the planetary defense grid.

*

*

*

EXT. SPACE - ARANHASCIMMIA ORBIT

Both ships begin an arc towards the planet, but SHIMMER OUT OF SIGHT as their CLOAKING shields are engaged.

*

DISSOLVE TO:

EXT. ARANHASCIMMIA - TREE TOP CANOPY - A LITTLE WHILE LATER

Between the canopy above and the ground far below, Aranhascimmia is covered in a network of WALKWAYS and SUSPENDED BRIDGES that connect the GIGANTIC TREES.

Paradoxically, the tropical foliage is covered in a light dusting of SNOW!

Ben, Gwen, and Kevin emerge into the PERPETUAL TWILIGHT below the leafy canopy. Ben and Gwen each carry a DNA-repair gun on a sling strap, while Kevin has several in a BACKPACK.

42

BEN

It sure gets dark fast around here.

*

Simian joins them.

43 SIMIAN
The forest is always dark below the canopy.

Kevin is rubbing his arms briskly.

44 KEVIN
Not much heat either, huh?

45 SIMIAN
That's not normal. It certainly
never snows here.

46 GWEN
Probably weather machines. The
DNAliens like it cold.

47 SIMIAN
Mizaru's palace is this way.

Simian starts down the walkway, and the others follow - until Ben's ULTIMATRIX starts **<PINGING>**.

48 BEN
Hold up. The Ultimatrix is detecting a signal.

49 KEVIN
DNAliens?

50 BEN
I don't think s-

Ben seems almost too happy.

52 BEN
Unitrix? Eunice is here??

Kevin approaches Simian with a touch of menace.

53 KEVIN
Alright, monkey boy. Spill.

Simian is defiant.

54 SIMIAN
I don't know, and if it doesn't have anything to do with saving this planet? I don't care.

55

56

BEN

That's where we differ. Before we
do anything else, we're going to
find Eunice.

*
*
*
*

Ben holds up the Ultimatrix like a divining rod.

57

ULTIMATRIX

(repeats)

Matrix core detected in range.
Version code: Unitrix.

58

BEN

This way.

Ben heads off. All follow.

*

DISSOLVE TO:

*

EXT. ARANHASCIMMIA - TREE TOP CANOPY - LATER

Ben, Gwen, Simian, and Kevin walk through a DIFFERENT AREA of the canopy. The walkway they're on slopes downward to a wider suspended area where THREE PATHS converge. Ben looks puzzled.

59

ULTIMATRIX

You have arrived at the Matrix
core: version code: Unitrix. Ending
route guidance system.

*

60

BEN

I don't get it. It says she's right
here!

*

Simian approaches Ben.

61

SIMIAN

Directions are different in the
trees. You're thinking in two dimen-
LOOK OUT!

*

*

Simian grabs Ben and dives aside just in time to avoid a gout of DNALien RESIN from above!

62

BEN

<impact>

*

*

WIDE ON SCENE

DNALIEN ARACHNACHIMPS are closing in on them from all three pathways!

63 DNALIENS
 <attacks, growls, threats> *

64 GWEN
 There's something you don't see
 every day. *

65 BEN
 Unless you're us. *

66 KEVIN
 Still doesn't prove Simian's on the
 up and up. Gotta be a trap.

Kevin pulls TWO DNA-REPAIR GUNS out of his BACKPACK and opens fire, full-on Rambo-style.

Gwen lays down an arc of fire back the other direction, holding her DNA-REPAIR GUN at waist-level with both hands, looking about as bad-ass as anyone in a cardigan can.

The beams from the guns lance into the oncoming DNALien Arachnachimps... and have NO EFFECT whatsoever! They may as well be flashlights. The DNALiens Arachnachimps spit RESIN back.

67 BEN
 The genetic repair guns aren't working! *

68 KEVIN
 Thank you, Captain Obvious. *

Gwen throws the useless gun aside and begins throwing MAGENTA MANA ENERGY DISCS into the throng of DNALien Arachnachimps.

69 GWEN
 <efforts> *

70 DNALIENS
 <impacts> *

A couple of them are knocked off of the walkway by the impacts, but the rest simply leap clear, grabbing onto vines and scampering up the trees.

Kevin drops one gun and puts his hand on the side of the other.

71 SIMIAN
 Forget it, Levin, those things are
 useless. *

72

KEVIN
For shooting, maybe...*
*

Kevin ARMORS UP, turning RED like the barrel of the DNA-repair gun. He forms his FISTS into HAMMERS and plows into the DNALien Arachnachimp horde.

73

KEVIN (CONT'D)
<attack efforts>

Simian fires bursts of WEBBING OS, while Ben commands the Ultimatrix.

74

BEN
Ultimatrix! Revert DNAliens to Arachnichimps!

75

ULTIMATRIX
Insufficient power for this operation.

76

BEN
What? Uh... Repair genetic damage to Arachnichimps!

77

ULTIMATRIX
Insufficient power for this operation.

78

SIMIAN
They're not taking me without a fight!*
*

79

GWEN
No where to run, huh?*
*

80

SIMIAN
Sometimes a chimp gets cornered.
What can you do?*
*
*

Simian leaps upwards, grabbing a vine. He leaps from vine to vine, delivering vicious spin-kicks to some swinging DNALien Arachnachimps, but the mutants are as agile as he is.

*

81

SIMIAN (CONT'D)
<attack efforts>*
*

82

BEN
Man, I miss my old Omnitrix. Got enough power for this?*
*

Ben slaps the Ultimatrix and TRANSFORMS into TERRASPIN!

*

83 TERRASPIN Terraspin!

Terraspin uses his SHELL to shield himself from the gobs of resin, then backhands the advancing DNAlien Arachnachimps as they close on him, knocking them off of the platform.

84 TERRASPIN (CONT'D)
<efforts>

85 DNALIENS
<impacts>

Terraspin rises into the air, retracting his head and spinning his flippers like FAN BLADES, generating a gale-force WIND that BLOWS the DNALien Arachnachimps off one of the pathways and knocks them away far into the distance.

86 DNALIENS (CONT'D)
<falling cries>

With one battlefield clear, Terraspin turns his attention to the DNAlien Arachnachimps attacking Gwen. She is BLASTING away with MAGENTA ENERGY beams from her hands at the onslaught of DNAlien Arachnachimps, and quickly creates part of an ENERGY BUBBLE above her like an umbrella to shield herself from the globs of RESIN being hawked at her.

87 GWEN
<efforts>

Terraspin starts revving his propellers... but the Ultimatrix suddenly starts CYCLING through it's different COLORS.

89 TERRASPIN
Are you kidding? No bars?? Cancel!
Un-reset! I mean... Ultimatrix
abort reset, code 10!

The Ultimatrix glows BLUE, and Terraspin abruptly TRANSFORMS back into Ben!

WIDER ON SCENE

Kevin is being nearly overwhelmed by DNAlien Arachnachimps on the slope our heroes arrived on; Gwen under her MANA ENERGY UMBRELLA is surrounded on another pathway;

and Ben stands defenseless on the third; while Simian is being overcome in the off-path branches... with more DNAlien Arachnachimps closing in from all sides, even climbing down the vines from above.

91 DNALIENS
<stalking cries>

*
*

92 BEN
Stupid Ultimatrix!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. ARANHASCIMMIA - TREETOP CANOPY - CONTINUOUS

Ben, Gwen, Kevin and Simian continue to be under assault from all sides by a horde of DNALien Arachnachimps.

Ben smacks the Ultimatrix over and over.

*

93 BEN

Come on, come on, come on! What interference? From where?

*

*

94 EUNICE (O.S.)
<attack cry>

Ben looks up to see EUNICE! However, she's moving with SUPERHUMAN AGILITY, leaping from vine to vine and delivering punishing aerial roundhouse kicks to several DNALien Arachnachimps.

*

*

95 EUNICE (CONT'D)
<efforts>

*

*

96 BEN
Eunice?

Eunice fires a volley of WEBS from her palms, trapping a half dozen DNALien Arachnachimps, then somersaults onto the platform near Ben.

*

97 EUNICE
Ben! Am I glad to see you!98 BEN
You too. Except that your unimatrix is interfering with the Ultimatrix!
If you're absorbing powers, I can't change.

*

*

*

*

She smiles, Errol Flynn.

*

99 EUNICE
Never change.

*

*

She kisses him on the cheek, then leaps to help Gwen, springing off of a tree branch to launch a devastating attack on one group of DNALien Arachnachimps, landing a FLURRY OF PUNCHES. Gwen drops her MANA ENERGY SHIELD and launches an ENERGY BURST, knocking back the remaining assailants.

*

*

100

EUNICE (CONT'D)

*

(to Gwen)

You get Kevin. I'll grab Ben. We
don't have much time!

101

GWEN

On it!

Eunice races towards Ben.

102

BEN

Wait! Eunice, we- <cry of surprise>

Without even pausing, Eunice grabs Ben and leaps over the
side of the platform!

103

BEN (CONT'D)

*

<falling cry stopping short in
surprise>

*

*

After a moment of free-fall - and sheer terror for Ben - she
reaches out for a vine and swings away on a high arc into the
trees.Kevin is waist-deep in DNAlien Arachnachimps, pounding them
aside with his massive steel HAMMER-HANDS.

104

KEVIN

<attack efforts>

He raises one arm for another mighty blow, but a LASSO OF
MAGENTA ENERGY catches him by the wrist.He looks up to see Gwen floating on a platform of MANA
ENERGY.

105

GWEN

I got you.

106

KEVIN

Trap, trap, trapity-trap. I told
you guys.

*

*

As Gwen uses the LASSO OF MAGENTA ENERGY around his wrist to
pull him up onto the ENERGY PLATFORM beside her, Kevin kicks
away a DNAlien Arachnachimp clinging to his other leg.Gwen starts making a path of SQUARE ENERGY PLATFORMS, like
mid-air stepping stones, and she and Kevin follow Eunice.
Behind them as they progress, each ENERGY PLATFORM DISSOLVES,
preventing the DNAlien Arachnachimps from easily giving
chase. One DNAlien FALLS when the platform he's leaping for
FADES AWAY.

*

*

107

DNALIEN

<surprised falling cry>

*
*

Below, on the converging walkways, the DNALien Arachnachimps scramble to follow them - when suddenly the GIGANTIC TOOTHY MAW of a SHARK-LIKE CREATURE erupts through the platform's surface, splintering the walkways!

108

DNALIENS

<cries of surprise and panic>

*
*

The jaws snap shut on the platform, trapping some unlucky DNALien Arachnachimps inside, then the creature falls back to the forest floor somewhere far below. The remaining DNALiens cling to the dangling remnants of the splintered walkway or scamper away in a panic.

Slung ingloriously over Eunice's shoulder, Ben sees the carnage behind them.

109

BEN

(nonplussed)

What was that?

*
*

Simian swings up beside them, matching their pace.

110

SIMIAN

Root Shark. All the activity up here attracted it. Like almost every predator on this planet, they consider Arachnachimps to be a delicacy. That's why we keep to the treetops.

*
*
*
*
*

On Ben pondering this

DISSOLVE TO:

EXT. ARANHASCIMMIA - TREETOP HIDEAWAY - MOMENTS LATER

Eunice, Ben, and Simian land on a HIGH PLATFORM, not connected by any walkways. Nearby is a large cavern-like HOLLOW in the tree trunk, almost obscured by hanging moss.

111

SIMIAN

How come you fight so much like an Arachnachimp?

*
*

112

EUNICE

Because I am a Unitrix, I can take on the powers of whatever creatures are near me.

*
*
*

113 SIMIAN
Like a living Omnitrix.

114 EUNICE
Precisely.

Simian looks at Eunice for a long moment. Kevin and Gwen arrive.

115 KEVIN
Now he's trying to figure out how
much he could get if he sold you.

Eunice reacts, stepping back from Simian.

116 EUNICE
Follow me.

Eunice leads them all into the hollow.

INT. ARANHAS CINNIA - TREETOP HIDEAWAY - CONTINUOUS

Within the room-sized hollow, a FAMILY OF ARACHNACHIMPS huddle together for warmth. Eunice, Ben, Gwen, Kevin, and Simian enter. The father, HAPLOR, springs to his feet, ready for a fight. Then sees who it is, and relaxes.

117 HAPLOR
Eunice, thank goodness you're back.
(on noticing Ben)
Ben Tennyson? Can it really be you?

119 KEVIN
He is not our friend!

PUSH IN ON EUNICE

120 EUNICE
I came here to investigate
irregularities with the
Arachnachimp DNA in the codon
stream on Primus, but as soon as I
got near the planet, my ship was
blasted out of the sky.

DISSOLVE TO:

EXT. MIZARU'S PALACE - FLASHBACK

Mizaru's palace is carved into the bole of a GIGANTIC TREE, like a wooden version of the ancient city of Petra. There's a large courtyard out in front of the palace proper, constructed like the walkways and platforms we've seen elsewhere on Aranhascimmia. Irregularly-shaped reflecting pools dot the courtyard.

121

EUNICE (V.O.)

I didn't even have time to grab my equipment before I was captured. The DNALien Arachnachimps brought me and what was left of my ship to their leader, Mizaru.

Eunice is being frog-marched towards the entrance of the palace, while a small army of DNALien Arachnachimps drag her ship onto the courtyard platform. DNALien Mizaru - a much larger, more powerful, and slightly bloated "queen" DNALien Arachnachimp in design - gives Eunice the once over.

122

EUNICE (V.O.) (CONT'D)

Mizaru didn't know who I was, but he recognized my ship as Galvin and decided to hold me for ransom.

*

Eunice flattens her hand and touches one of her DNALien Arachnachimp captors. There is a familiar GREEN FLASH, and she springs into action, leaping backward over her captor and catching him in something like a headlock.

123

EUNICE (V.O.) (CONT'D)

I had to get out of there and try to save the rest of the Arachnachimps from pending extinction.

*

The DNALien Arachnachimp flails all four arms, but can't get a grip on her. She walks steadily backwards, using him as a shield, until she gets to the edge of the platform. She then releases him and leaps over the edge.

DISSOLVE TO:

INT. ARANHASCIMMIA - TREETOP HIDEAWAY - CONTINUOUS

Everyone stands as before, listening to Eunice's tale.

124

EUNICE

I've been on the run ever since. I met Haplor a short time later, and I've been helping his family to hide and find food.

(MORE)

EUNICE (CONT'D)
 But we can't hold out forever. They
 may very well already be the last
 of their kind.

Ben shakes his head and holds up the Ultimatrix. It still
 glows BLUE.

125 BEN
 We came to help, but I'm not sure
 how. The DNA-repair guns we brought
 from Earth didn't work.

126 EUNICE
 Those guns were built to restore
human DNA. Naturally, they have no
 effect on Arachnachimps.

127 KEVIN
 Naturally.

Eunice takes Ben's left hand and studies the Ultimatrix.

128 EUNICE
 As for the Ultimatrix: Azmuth gave
 me a one-way, sub-space connection
 to Primus so I can upload DNA
 samples.

Gwen indicates Ben's Ultimatrix.

129 GWEN
 "Parallel signal interference."
 That's why your powers aren't
 working!

Eunice realizes what's wrong.

130 EUNICE
 (chagrined)
 Oh. I'll shut it off.

Eunice closes her eyes for a moment, and Ben's Ultimatrix
 FLASHES GREEN again.

131 ULTIMATRIX
 Link to Primus re-established. All
 functions available..

132 BEN
 That's more like it. Now, I can
 cure the DNAlien Arachnachimps!

Eunice shakes her head.

133

EUNICE

No. The Ultimatrix doesn't have that capability. But the equipment in my ship does.

*

Kevin steps forward.

134

KEVIN

Then what are we waiting for? We go to your ship, zap all the mutant monkeys back to normal, and we're home in time for dinner.

135

EUNICE

I was hoping you'd say that. Come, Haplor. It's time.

Haplor stands bravely, ready for anything, but his WIFE and DAUGHTER still clings to him, tears welling in their eyes.

136

GWEN

Wait, why does he have to go?

137

EUNICE

Because I need an original DNA sample for my equipment to work. Haplor volunteered.

Simian steps towards Haplor.

138

SIMIAN

You stay with your family, Haplor. This mess is partly my fault, anyway.

*

*

*

139

KEVIN

"Partly?"

140

SIMIAN

I'll provide the DNA sample. Let's get going.

*

Simian heads for the door, and the others follow.

DISSOLVE TO:

EXT. MIZARU'S PALACE - LATER

WIDE ESTABLISHING

Mizaru's palace is as we saw it in Eunice's flashback, with her DAMAGED SHIP in the courtyard among the reflecting pools. Several ARMED GUARDS form a perimeter around the ship.

Ben, Gwen, Kevin, Eunice, and Simian hide in the vines and lianas at the edge of the platform.

141

GWEN

I don't like the look of those guards.

142

KEVIN

Hideous mutation will do that to a monkey.

*
*

143

DNALIEN MIZARU (O.S.)

Ben Tennyson!

DNALien Mizaru himself walks into the courtyard, followed by a brace of DNALien Arachnachimp henchmen.

144

DNALIEN MIZARU (CONT'D)

Come forth and face me!

Ben is weirded out.

145

BEN

How does he know I'm here?

146

KEVIN

Relax. He's bluffing. No way he could know.

Mizaru steps aside, and his henchmen bring forward several HOODED captives.

147

DNALIEN MIZARU

I know you are here, Ben Tennyson.
Haplor told us you were coming.

*

The henchmen remove the hoods, REVEALING - the prisoners are Haplor and his family!

148

EUNICE

No!

149

DNALIEN MIZARU

Surrender, all of you, or watch Haplor's family become one with my DNALien army!!

*
*

THREE DNALien Arachnachimp henchmen reach into one of the reflecting POOLS... and pull out writhing XENOCITES! They slowly advance on the family, holding the Xenocites

*
*

Ben steps out heroically onto the platform.

150

BEN

Leave them alone.

*

The DNAlien Arachnachimps holding the Xenocites stop, but do not retreat. The Xenocites in their hands WRITHE and GURGLE.

151

DNALIEN MIZARU

And the others?

Kevin, Gwen, and Eunice step forward.

152

KEVIN

Yeah, yeah, we're here too.

153

GWEN

Now let them go!

*

DNAlien Mizaru gestures, and DNAlien Arachnachimp guards grab our heroes without a fight.

154

DNALIEN MIZARU

What a noble sacrifice! It's a pity that sniveling coward Simian isn't here to witness this: the end of the remainder of our kind. After all, he is the one who made it all possible. He's the one who granted me unlimited power over this entire planet!

*

*

Back in the shadows, Simian turns away, clearly conflicted. He scampers off through the trees.

DNAlien Mizaru nods to his henchmen. They step closer to the Arachnichimp family, holding the Xenocites out menacingly. The Xenocites LEAP onto the family, taking them over almost instantly!

*

155

BEN

We had a deal!

*

156

DNALIEN MIZARU

What possible reason could I have for keeping a bargain with you, Ben Tennyson? I hold all the power. You have nothing.

*

Ben's eyes narrow.

157

BEN

I have this!

*

Ben slams the Ultimatrix and transforms into SWAMPFIRE.

158 SWAMPFIRE
Swampfire!

Swampfire blasts a massive FIREBALL across the platform, scattering the guards and setting a section of the tree ABLAZE!

Gwen blasts her way free of the guards with one big MANA ENERGY BURST,

159 GWEN
<effort>

160 DNALIENS
<impacts>

Gwen seals the flaming platform inside an ENERGY BUBBLE, snuffing it out.

161 GWEN
<effort> Stop it, Ben! You'll burn the whole forest down!

162 SWAMPFIRE
Okay, then. We'll go green.

Swampfire throws a handful of SEEDS towards the henchmen, and thick, ropy VINES erupt from the platform, binding the bad guys.

163 DNALIENS
<struggles>

Kevin struggles against his two guards, but in their mutated forms they hold him securely. Suddenly, they are GRABBED from behind and SLAMMED together, knocking them unconscious.

164 DNALIENS (CONT'D)
<impact, keep-alive>

Reveal Simian standing behind them!

165 KEVIN
Guilty conscience?

166 SIMIAN
Maybe. What's that like?

Simian offers Kevin a firearm dropped by one of the guards. Kevin touches it and uses it to go FULL-METAL.

167 KEVIN
<attack efforts>

More DNAlien Arachnachimps swing in on vines, but Swampfire gives the vines a GROWTH SPURT, hopelessly entangling them.

DNAlien Mizaru gestures toward the guards battling Eunice, and they throw her into one of the reflecting pools!

168

SWAMPFIRE

Eunice!

The water thrashes about as Eunice struggles, but the Xenocites in the pool are on her in an instant. After a moment, the water grows still - and a TWISTED SHAPE rises from the pool.

Reveal - Eunice has become a DNAlien!

(NOTE: Eunice is a human-alien hybrid - like the DNAliens in B10AF seasons 1-2 - NOT an Arachnachimp-DNAlien hybrid like the others in this episode.)

Swampfire looks on, horrified.

169

SWAMPFIRE (CONT'D)

NO!

With an inhuman SCREECH, DNALIEN EUNICE lunges at Swampfire!

170

DNALIEN EUNICE

<inhuman screech>

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

EXT. MIZARU'S PALACE - CONTINUOUS

DNAlien Eunice rushes at Swampfire, who backpedals.

171 SWAMPFIRE
 Eunice, this isn't you! You've got
 to fight it!

DNAlien Eunice swipes at Swampfire with a CLAW, misses, then slashes with the other claw, this time taking a chunk out of his torso!

172 SWAMPFIRE (CONT'D)
 <impact>

Swampfire REGROWS his missing chunk of torso. Then creates a SHIELD of TWISTED VINES between him and DNAlien Eunice, but she vaults over it and delivers a roundhouse kick to the small of his back, sending him sprawling. He lands in a heap just a few yards from EUNICE'S MANGLED SHIP.

173 SWAMPFIRE (CONT'D)
 <impacts>

Swampfire rolls just in time to see DNAlien Eunice pounce. She leaps on him, pinning him to the ground - but he SPROUTS thick vines that hold her back.

174 SWAMPFIRE (CONT'D)
 <struggling efforts>

Simian is fighting valiantly, holding his own, when he is overpowered and seized by several DNAlien Arachnachimp guards.

175 SIMIAN
 <struggles>

*
*

DNAlien Mizaru motions to the guards holding Simian.

176 DNALIEN MIZARU
 Simian! So glad you could join us!.

*

The guards hoist the struggling Simian and carry him towards the nearest pool.

177 SIMIAN
 <struggles>

*
*

Gwen, hurling MANA ENERGY DISCS at advancing DNAlien Arachnachimps, sees this and calls out to Kevin.

178

GWEN

<efforts> Kevin! You've got to save Simian!

*

179

KEVIN

Are you kidding?

*

Kevin is wading through DNAlien Arachnachimps himself, slamming them with a massive SPIKED MACE on one arm, his other arm formed into a SHIELD.

180

GWEN

We need his DNA! He's the only Arachnachimp left! And we already know that Xenocites can't affect you, but can affect me and Ben!

The guards THROW Simian into the pool!

181

SIMIAN

<impact>

*

*

But a split-second later, Kevin pulls him right back out. There's a XENOCITE crawling towards Simian's face, but Kevin SKEWERS it with a RAPIER-ARM.

182

SIMIAN (CONT'D)

<cough, sputter> Thank you.

*

183

KEVIN

Don't. Once we don't need your DNA anymore, you're on your own, dude.

*

DNAlien Eunice still has Swampfire pinned, although he's managed to stave off her attacks with a NETWORK of THICK VONES around her claws. With a tremendous effort, she rips a claw free and draws it back for a killing blow! Swampfire grabs both of her wrists, struggling with all his might.

*

184

SWAMPFIRE

<struggling efforts> This is either genius, or the worst idea I've ever had.

*

*

*

*

SWAMPFIRE REVERSES the hold, ending up holding Eunice DNAlien from behind. He lets her go and activates her Unimatrix and his Ultimatrix AT THE SAME TIME. Both are lost in a BRILLIANT GREEN GLOW. When it fades DNAlien Eunice has TRANSFORMED back into her ORIGINAL form - the FLATTENED CYLINDER of a MATRIX POWER CORE - and Swampfire has transformed back into Ben.

*

*

*

*

*

185 BEN
Eunice.

The Ultimatrix glows RED.

186 ULTIMATRIX
Ultimatrix power depleted. Entering
Recharge mode. *

Ben picks up the UNITRIX. He stares at it for a beat, then
ACTIVATES it. With a FLASH, it turns back into Eunice!
NORMAL, healthy Eunice. *

187 BEN
Genius. *

188 EUNICE
(smiling)
Thank you, Ben. *

Kevin is standing back-to-back with Simian, as XENOCITES
crawl out of the pools towards them! Kevin is POUNDING or
SKEWERING them as they get close, like some deadly game of
Whack-a-Mole. *

189 KEVIN
<efforts> *

A Xenocite launches at Simian's face, and he puts his arms up
to block it - but a MAGENTA ENERGY SHIELD appears which the
Xenocite bounces off harmlessly. Gwen throws up a protective
MANA ENERGY BUBBLE around herself and Simian.

190 GWEN
<effort> Kevin, clear us a path to
the ship!

191 KEVIN
And you say I never take you
anywhere. <efforts>

Kevin plows through attacking DNAlien Arachnachimps and
menacingly pulsating Xenocites, with Gwen and Simian
following behind inside their protective ENERGY BUBBLE.

Seeing that his empire is descending into chaos, DNAlien
Mizaru retreats into his palace. Ben sees him go, just as
Kevin, Gwen, and Simian arrive at Eunice's ship.

192 BEN
I'm going after Mizaru! *

Ben ducks around the other side of the ship and starts after
Mizaru, keeping to the shadows.

Simian, Eunice, and Gwen climb into the ship. Kevin stops.

193 KEVIN
 (to Gwen)
 Get in there. Eunice might need
 your computer smarts to pull this
 off.

194 GWEN
 Okay. But If you need my help-

195 KEVIN
 I'll scream like a little girl.

Gwen ducks into the ship, closing the badly-dented hatch
 behind her.

Kevin stands guard at the hatchway and holds up his hammer
 hand, threatening DNAlien Arachnachimps.

196 KEVIN (CONT'D)
 Step right up, I got plenty for
 everybody.

INT. EUNICE'S SHIP - CONTINUOUS

Eunice flips switches on the ship's power grid while tossing
 patch cables to Gwen who plugs them in. WE HEAR the <THUMPS>
 and <CLANGS> of the battle outside.

197 EUNICE
 You've got yourself a good one
 there.

198 GWEN
 When it comes to life and death
 situations. Still working on the
 day-to-day.

INT. MIZARU'S PALACE, CORRIDORS - SIMULTANEOUS

Ben sneaks through the CORRIDORS, now largely EMPTY as the
 DNAlien Arachnachimps have been called out to the battle in
 the courtyard.

INT. MIZARU'S PALACE, THRONE ROOM - CONTINUOUS

Ben enters the same THRONE ROOM seen in SIMIAN'S FLASHBACK,
 but now the chamber is much DARKER.

199 DNALIEN MIZARU (O.S.)
 You really don't know what you're
 dealing with here, do you, boy?

Ben turns towards the voice, but there's no one there.

200

BEN

I've fought your kind before. Just another Highbreed slave, who doesn't know his masters have been defeated.

*

201

DNALIEN MIZARU (O.S.)

Is that what you think? The Xenocite Simian stole was no mere drone. It was a queen, able to produce hundreds more Xenocites every day!

*

Ben checks the Ultimatrix: It's still RED, charging. He needs to stall some more.

*

*

202

BEN

So that makes you what? Queen Kong?

Ben walks through the room, looking warily around, apparently unaware of the SHIFTING SHADOWS behind him.

203

DNALIEN MIZARU (O.S.)

It makes me more than DNAlien, more than Mizaru. I am the sum total of every Arachnachimp on the planet!

Ben keeps one eye on the shadows and one eye on the Ultimatrix at all times.

204

DNALIEN MIZARU (CONT'D)

I am your doom!

With that, DNAlien Mizaru brings a CLAWED FIST down right on top of Ben - but Ben dodges and rolls at the last moment. Mizaru's fist splinters the wood floor.

When Ben comes up, the Ultimatrix flashes GREEN, and Ben hits it.

In a FLASH, Ben transforms into SPIDERMONKEY!

205

SPIDERMONKEY

Spidermonkey!

DNAlien Mizaru steps out of the shadows, looking considerably LARGER than he did outside.

206

DNALIEN MIZARU

<laugh> That's your plan? One scrawny chimp against the power of this entire world?

He swings at Spidermonkey, but Spidermonkey leaps aside, and DNAlien Mizaru's fist now splinters the wall.

207 SPIDERMONKEY
I wouldn't call it a plan, per se.

Spidermonkey ricochets off of the wall and leaps onto DNAlien Mizaru, landing multiple punches and a kicks and with his many limbs.

208 DNALIEN MIZARU
<impacts, effort> *

Mizaru swings at Spidermonkey again, missing. Spidermonkey leaps and kicks him in the gut.

209 DNALIEN MIZARU (CONT'D)
<gut-punched>

210 SPIDERMONKEY
More of a guideline really.
<effort>

EXT. EUNICE'S SHIP - CONTINUOUS

Outside, Kevin is still fending off the remaining DNAlien Arachnachimp horde.

211 KEVIN
(shouting)
<efforts> Gwen? I'm not crying yet,
but I'm a little teary-eyed... *

INT. EUNICE'S SHIP - CONTINUOUS

Inside the ship, Eunice has Simian WIRED UP to a small box, and the box wired into the ship's power grid.

212 GWEN
(shouting)
Almost done! *

213 EUNICE
I'm scanning in Simian's DNA now!

INT. MIZARU'S PALACE - CONTINUOUS

DNAlien Mizaru grabs a small table and hurls it at Spidermonkey, but Spidermonkey fires a WEB-LINE from his TAIL at the ceiling and hoists himself up and out of the way.

214 DNALIEN MIZARU
 You're no match for me! I control
 the DNALiens through nothing but my
 force of will! *

215 SPIDERMONKEY
 Your mother must be very proud. *

216 DNALIEN MIZARU
 She was one of the first to be
 transformed. *

217 SPIDERMONKEY
 Okay, then. *

Spidermonkey slaps the OMNITRIX SYMBOL on his CHEST and goes
 Ultimate - TRANSFORMING into ULTIMATE SPIDERMONKEY!

218 ULTIMATE SPIDERMONKEY
 Ultimate Spidermonkey!

Now DNALien Mizaru is clearly well-matched now size-wise, but
 he still possesses DNALien strength.

219 DNALIEN MIZARU
 <angry growl, efforts> *

DNALien Mizaru lands two punches to Ultimate Spidermonkey's
 jaw, a left and then a right.

220 ULTIMATE SPIDERMONKEY
 <impacts x2>

DNALien Mizaru winds up for a third swing, but Ultimate
 Spidermonkey CATCHES the mobster's FIST in one hand and
 hoists DNALien Mizaru overhead with the other, throwing him
 on top of the throne, which splinters under the impact!

221 DNALIEN MIZARU
 <efforts, impact>

DNALien Mizaru struggles to regain his footing, but before he
 can, Ultimate Spidermonkey shoots WEBBING out of his MOUTH,
 pinning DNALien Mizaru against the wall and floor. He
 struggles, but he cannot free himself.

222 ULTIMATE SPIDERMONKEY
 I know. Embarrassing. *

Ultimate Spidermonkey CRACKS his knuckles ominously.

INT. EUNICE'S SHIP - CONTINUOUS

Eunice prepares to throw the final switch on the device.

223

EUNICE

Shield your eyes. This could get
messy.

Simian reacts wide-eyed:

224

SIMIAN

Messy? Wait! I changed my mind!

Too late. Eunice throws the switch, and a BRIGHT WHITE SHOCKWAVE passes through the cabin.

EXT. EUNICE'S SHIP - CONTINUOUS

Outside, the SHOCKWAVE washes over the DNALien Arachnachimps, and their MUTATED FEATURES dissolve away, leaving dazed and confused plain old ARACHNACHIMPS everywhere.

Kevin, mid-attack, lowers his weapons as soon as his hulking assailants revert to their wiry regular size.

Haplor and his family, revealed to be back to normal, embrace warmly.

INT. MIZARU'S PALACE - CONTINUOUS

Ultimate Spidermonkey is still standing over DNALien Mizaru when the SHOCKWAVE hits. Like the Arachnachimps outside, Mizaru's MUTATED DNALien FEATURES dissolve away, leaving the original paunchy crime boss.

Ultimate Spidermonkey powers down first into regular SPIDERMONKEY then into Ben

225

BEN

The cure didn't work on you. Wait,
is that your real face? Sorry.

*

Gwen, Kevin, Eunice, and Simian run in.

226

EUNICE

Ben! You're still alive!

227

BEN

I know. Hero, remember?

Kevin pokes at the broken furniture.

228

KEVIN

Looks like you've been doing some
redecorating. Nice.

Simian regards Mizaru, now looking far less impressive slumped in a pile of splintered wood and webbing.

Something catches Simian's eye, and he flips over a broken piece of the throne, to reveal -

There, pulsating weakly, is the original QUEEN XENOCITE Simian had stolen and sold to Mizaru! It's battered, but still very much alive. Simian hears DNALien Mizaru's words in his mind:

229 DNALIEN MIZARU (V.O.)
(SOT re-use, w/reverb)
"... granted me unlimited power
over this entire planet!"

Simian bends down, slowly reaches towards the Xenocite, salivating, tempted by the lure of power... then surprisingly uses a piece of debris to SQUASH it like a bug.

230 SIMIAN
<panting with relief>

231 BEN (O.S.)
Y'know something, Simian?

Simian whirls to see Ben standing behind him.

232 BEN (CONT'D)
You might just turn out to be a
prince after all.

EXT. MIZARU'S PALACE - MOMENTS LATER

The cured Arachnachimps disperse to their homes, leaving the courtyard practically deserted. Ben, Gwen, Kevin, Eunice, and Simian begin the long walk back to the Rustbucket III.

233 MIZARU (O.S.)
Ben Tennyson!

Mizaru, still looking a bit pathetic, bursts out of his palace, shaking his fist in rage!

234 MIZARU (CONT'D)
You have made a dangerous enemy
this day! Mark my words: You have
not heard the last of Mizaru!

No sooner has he finished his threat, than a gigantic set of ROOT SHARK JAWS erupts up through the platform, swallowing him whole! The jaws disappear back down where they came from, and we hear a distant <BURP!>

235

GWEN

Now we've heard the last of Mizaru.

DISSOLVE TO:

EXT. RUSTBUCKET III - ARANHASCIMMIA ORBIT - LATER

The Rustbucket III arcs smoothly away from Aranhascimmia.

INT. RUSTBUCKET III - CONTINUOUS

In the cabin, Kevin and Gwen ride up front, Ben and Eunice are in the back.

236

EUNICE

You're sure you don't mind taking
me back to Primus?

237

KEVIN

Nah. It's only a few hundred light-
years out of our way.

*

238

GWEN

Or not. Azmuth moved it, remember?

*

239

EUNICE

That's okay, I'll drive.

Off Kevin's not-on-my-watch reaction.

240

BEN

Don't mind him. He's just cheesed
because I was right about Simian
and he was wrong.

Kevin swivels in his seat to face Ben.

241

KEVIN

This time, maybe. But I'm telling
you, a leopard doesn't change its
spots. And an Arachnachimp doesn't
change its... blue fur stuff.

242

BEN

I don't know, Kev. Simian could
have taken all that power for
himself, and he turned it down. I
think all this really got through
to him.

*

Gwen suddenly notices something.

243

GWEN

(already knows the answer)
Hey, what happened to the DNA-
repair guns?

*
*

TRANSITION TO:

INT. SHADY BACKROOM - SIMULTANEOUS

The aforementioned DNA-REPAIR GUNS are being pushed across a TABLE in a disreputable establishment of some sort.

WIDER

Reveal - Simian is sitting at the table, across from yet another alien mobster, EMPEROR MILLEOUS (reference: B10AF ep. 13 "X Equals Ben Plus 2"). Milleous accepts the DNA-repair guns and pushes a pile of GEMS over to Simian, who gathers them up and scurries away.

*
*

244

SIMIAN

A pleasure doing business with you.

FADE OUT.

END OF EPISODE