

"Viktor: the Spoils"  
1003-024

# **Ben 10: Ultimate Alien**

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BEN 10: ALIEN FORCE  
"Viktor: The Spoils"  
Final Draft 3/29/10  
Written by Kevin Grevioux

TEASER

FADE IN:

EXT./INT. LABORATORY - NIGHT

Establish the sprawling, gothic, CASTLE ROYAL of ZARKOVIA, a Balkan country seemingly caught in an 1890's time-warp. Lightning STRIKES and we cut inside.

We are in the Steampunk/Frankenstein-styled LABORATORY of PRINCE GYULA, handsome, powerful, sneering, age 25. He is assisted by his ugly, hunchbacked, female lab assistant, FRITZ.

1 FRITZ  
I would never question your wisdom,  
master.

They stand outside of a huge VAULT.

2 PRINCE GYULA  
--but?

3 FRITZ  
The weapon our soldiers found. I  
fear that if we activate it, we  
won't be able to control it.

\*

4 PRINCE GYULA  
Sweet, Fritz. What's behind this  
door is the salvation of my  
kingdom.

5 FRITZ  
You can't turn such terrible power  
against your own people, my Prince!  
Rebels or not--

6

PRINCE GYULA

No, Fritz. The moment they turned  
their backs on the crown, they  
forfeited their citizenship. And my  
mercy.

Prince Gyula walks to the open window in the lab. It looks out onto the beautiful countryside.

7

PRINCE GYULA (CONT'D)

This was a beautiful country, once.  
But years of rebel defiance has  
sullied that beauty. No more.

8

FRITZ

It's still beautiful, my Prince.  
Meet with the rebel leaders.  
Perhaps they would benefit more  
from your wisdom than your wrath.

9

PRINCE GYULA

(angry)

You know what those devils did!  
Whose side are you on?

Fritz realizes she's gone to far, she flinches from the accusation, and lowers her head.

10

FRITZ

Only your side, Prince Gyula. I've  
overstepped my place.

Argon puts his finger under her chin and raises her head until her eyes meet his own.

11

PRINCE GYULA

You are forgiven, my faithful one.  
But ask yourself, should I continue  
to see Zarkovia live in fear when  
it is within my power bring peace?

12

KING XARION (O.S.)

Within whose power?--

Prince Gyula and Fritz turn around, startled as he turns to see a very feeble and sickly OLD MAN standing at the laboratory entrance. This is KING XARION, King of Zarkovia.

13 KING XARION (CONT'D)  
--Surely my eldest son hasn't  
forgotten who rules the great  
nation of Zarkovia?

Fritz bows to the king.

14 FRITZ  
My King!

15 KING XARION  
Rise, Fritz. My anger is reserved  
for my son, a cub who is convinced  
that he is now leader of the pack.

16 PRINCE GYULA  
I work only for your glory, Father.

17 KING XARION  
Did you truly think that anything  
occurs within these walls without  
my knowledge? Show it to me!

18 PRINCE GYULA  
It is magnificent, Father--

Prince Gyula throws the switch. The Vault OPENS, revealing an obscured, powerful, humanoid figure, trapped in a BLOCK OF ICE. Lightning hits the apparatus above and discharges into the block of ice, lighting it from inside. In the flashes of light, we can clearly see that the mysterious figure is DR. VIKTOR!

19 PRINCE GYULA (CONT'D)  
And once we resurrect Dr. Viktor,  
no power on Earth can stand against  
our might!

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

INT. LABORATORY - RESUME

We are in the laboratory once again, right in front of the lifeless body of Dr. Viktor. Prince Gyula is arguing with his father, King Xarion and his lab assistant, Fritz. King Xarion is saddened. Pleading for his son to cease this madness.

20 PRINCE GYULA

Our scientists have identified the corpse as an alien criminal called Dr. Viktor. I propose we restore it to life, under our total control.

21 KING XARION

This is madness, my son. If you unleash this... thing upon the rebels there may not be a kingdom to protect.

22 PRINCE GYULA

All of our enemies will bow down before me --before you.

23 KING XARION

You will be King someday, my son. But before that day comes, you have much to learn.

24 PRINCE GYULA

You speak like a diplomat. If it wasn't for your weakness, mother would still be alive!

Fritz reacts in shock, she can't believe the Prince went there.

\*

24a FRITZ  
<gasp>

\*

\*

25 KING XARION  
How dare you?

Prince Gyula gets control of himself. Regains his composure.

26

PRINCE GYULA

I dare everything! I am young. I am strong. I am the glorious future of Zarkovia. And you--

King Xarion is deeply hurt by the insult. We can see it on his face.

27

PRINCE GYULA (CONT'D)

--You are a feeble old man whose days are numbered even should I choose to spare your life.

King Xarion looks at the impassive face of Dr. Viktor.

28

KING XARION

We shall see.

EXT./INT. RUSTBUCKET III - NIGHT

The ship speeds through the air.

In the cockpit, Kevin is at the controls.

29

GWEN

It's not the end of the world, Kevin.

30

KEVIN

If it was, I wouldn't mind, but missing my one chance to get a refurbished teleporter pod for this?

31

BEN

What do you need a teleporter for?

Kevin ticks off the reasons on his fingers.

32

KEVIN

Let's see. Breaking into bad guys' headquarters... Escaping from bad guys' traps... Uh. Saving money on spaceship fuel...

33

BEN

Okay. Point taken. But Gwen can teleport us with her magic.

34 KEVIN  
It makes her tired.

35 GWEN  
(cranky)  
It does not!

36 KEVIN  
And cranky.

37 GWEN  
You make me cranky.

38 BEN  
Sorry, Kevin. This is important.  
The King himself asked for our  
help.

39 KEVIN  
Wow. The King of Zirconia.

40 BEN  
Zarkovia--

41 GWEN  
--A small, but strategically  
important monarchy. They're in the  
middle of a civil war--

42 KEVIN  
No problem. Ben can take care of  
that over the weekend.

43 BEN  
I learned my lesson last time. This  
time we've got a more focused  
mission.

44 GWEN  
The Crown Prince has a Weapon of  
Mass Destruction, and he's using  
his new power to overthrow the  
King.

45 BEN  
We're going in and taking that  
weapon off the table.

46 KEVIN  
Sounds like a job for the UN, not us.

47 BEN  
Except that the weapon is named Dr. Viktor.

48 KEVIN  
Huh. Think he's still mad at me from last time?

49 BEN  
Oh, yeah. Definitely.

Suddenly, a SENSOR ALARM goes off. Gwen looks at her monitor.

50 GWEN  
Incoming! I make two, no, three surface to air missiles. Closing fast!

Ben stands and heads off screen.

51 BEN  
On it.

EXT. RUSTBUCKET - NIGHT

The hatch SLIDES open. Ben steps out and in mid freefall ACTIVATES his Ultimatrix, transforming into ECHO ECHO..

52 ECHO ECHO  
ECHO ECHO!!  
(asides)  
I was going for Jetray, but whatever.

Echo Echo screams a SONIC BEAM that DETONATES one of the missiles. A second missile misses when the Rustbucket DODGES. A third missile strikes the dodging Rustbucket a glancing shot and EXPLODES.

53 ECHO ECHO (CONT'D)  
Oh, no!

The Second missile is coming around for another strike at the Rustbucket.

Echo Echo TRANSFORMS into ULTIMATE ECHO ECHO, and flies up inbetween the incoming missile and the Rustbucket.

54                   ECHO ECHO (CONT'D)  
                  ULTIMATE ECHO ECHO!

Ultimate Echo Echo unleashes a sonic attack that blows the missile out of the sky.

55                   ULTIMATE ECHO ECHO  
                  Music to my ears.

EXT. ARISTRIP - NIGHT

The ship makes a rough landing. Kevin and Gwen exit the ship.

56                   KEVIN  
                  Any landing you can walk away  
                  from...

57                   GWEN  
                  You say that a lot.

58                   KEVIN  
                  I crash a lot.

Kevin examines the ship, touching it with his open palm.

59                   GWEN  
                  Fixable?

60                   KEVIN  
                  Not as bad as it looks. I--

Ben and Gwen react without turning to the sound of hammers cocking. -- <KLAKK!KLAKK!! HUMMMMM> Kevin absorbs the metal of the ship.

61                   GWEN  
                  I don't think we're alone.

\*  
\*

Kevin and Gwen turn around and they see that they are surrounded by an entire platoon of Zarkovian CYBORG SOLDIERS.

62                   GWEN (CONT'D)  
                  Hi! I'm Gwen.

The Cyborgs are silent.

63 GWEN (CONT'D)  
This is Kevin...

Prince Gyula appears. walking through the midst of the cyborgs.

64 PRINCE GYULA (O.S.)  
Consider yourself prisoners of the Monarchy of Zarkovia! I claim your vehicle as a spoil of war.

Kevin turns his metal fist into an oversized, SPIKED MACE.

65 KEVIN  
Like that's going to happen...

Ultimate Echo Echo flies in and REVERTS to Ben.

66 BEN  
Easy, everybody. I can explain...

Several of the cyborgs turn their robotic blaster arms at Ben.

67 BEN (CONT'D)  
I can explain very quickly...

68 PRINCE GYULA  
You rebels will not find the Zarkovian forces wanting.

69 BEN  
Wait -- We're not rebels. I'm Ben Tennyson. The King asked me to come here.

70 PRINCE GYULA  
Is that a fact? Well, King Xarion's decrees carry rather less authority than they once did.

71 KING XARION (O.S.)  
Is that a fact?

Hobbling through the crowd is the feeble King Xarion.

72 KING XARION (CONT'D)  
Soldiers, stand down!

The cyborgs put down their weapons.

\*

73 PRINCE GYULA  
Father? You're in no condition to  
attend to affairs of state.

74 KING XARION  
Ready to usurp me son? Are you sure  
the military will follow you  
instead of me?

75 PRINCE GYULA  
The balance of power swings towards  
me, old man. It's just a matter of  
time.

The Prince and his cyborg soldiers walk away.

76 PRINCE GYULA (CONT'D)  
And not much of that.

INT. CASTLE ROYALE THRONEROOM - NIGHT

King Gyula, Ben, Kevin and Gwen discuss their problem.

77 BEN  
Your son's the guy trying to take  
over? I thought it was the rebels.

78 KING XARION  
The list of those who would have  
this throne is long, but the prince  
is the only one I fear.

79 KEVIN  
You ask me, that kid needs a  
serious time out.

80 KING XARION  
It's not his fault. After his  
mother passed away, he changed.

81 GWEN  
She passed away last year.

82 KING XARION  
(confirming)  
Gyula blames me for her death.

83

BEN

So what do you want us to do? I  
don't think we're equipped to fight  
an entire war for you.

King Xarion looks at Ben's Ultimatrix.

84

KING XARION

You're more than sufficiently  
equipped for my purpose.

\*

85

BEN

Taking care of Dr. Viktor.

King Xarion still gazes resolutely at Ben's Ultimatrix.

86

KING XARION

Quite so.

INT. LABORATORY CORRIDOR - NIGHT

Prince Gyula and Fritz exit the laboratory and walk down the castle corridor. As they pass, we see Ben, Kevin and Gwen hiding in the shadows unnoticed.

87

BEN

All clear.

Ben, Kevin and Gwen head to the end of the laboratory corridor.

88

GWEN

Wait!

Gwen scoops up some DUST from the windowsill. BLOWS it in the air in front of the Lab door.

89

GWEN (CONT'D)

<blows>

Immediately, a WEB of RED LASERS cover the area.

90

GWEN (CONT'D)

Security grid.

Ben ACTIVATES the Ultimatrix and TRANSFORMS to Big Chill

91

BIG CHILL

Big Chill!

He turns INTANGIBLE and PHASES through the laser grid and the laboratory door.

INT. LABORATORY - NIGHT

Big Chill opens the lab door and Kevin and Gwen walk in. Kevin looks around at the apparatus.

92 KEVIN  
Cool tech.

93 BIG CHILL  
Don't miss the forest for the trees.

Big Chill pulls the lever that OPENS the VAULT DOOR, revealing Dr. Viktor's frozen body.

94 GWEN  
Dr. Viktor.

95 BIG CHILL  
Or what's left of him.

96 KEVIN  
I wonder what did this to him.

Gwen and Big Chill look askance at Kevin, who is all innocence.

97 KEVIN (CONT'D)  
When I dumped him in the Null Void,  
he was still alive. Seriously!

THE LIGHTS COME ON and several cyborgs pour into the room.

98 CYBORG #1  
INTRUDER ALERT!!

99 GWEN  
Just once I'd like to sneak in and out of someplace without a fight.

99A KEVIN  
If we had a teleporter pod--

99B BIG CHILL  
Oh, give it a rest, will you?

Ben, Kevin and Gwen are on the defensive as the cyborgs swarm the lab. Gwen immediately starts throwing energy disks at the Cyborgs.

100                   GWEN  
  <efforts>

As Kevin ARMORS UP with stone from the floor, one of the cyborgs BLASTS strikes him.

101                   KEVIN  
  <impact>

He goes sprawling into the computer terminals that control Dr. Viktor's body. An ARC OF ELECTRICITY lances indiscriminately around the room. Kevin looks at the damage he's done.

102                   KEVIN (CONT'D)  
  I'm not paying for that!

Big Chill blows super-cold winds at several of the cyborgs, freezing them solid. Before he can celebrate, a wild ELECTRICAL ARC STRIKES him.

102a                  BIG CHILL  
  <Exhale>

\*  
\*

103                  BIG CHILL (CONT'D)  
  <pained CRY>

\*

Big Chill is knocked into a couple of cyborgs. Bowls them over.

103a                  BIG CHILL (CONT'D)  
  <oof>

\*  
\*

104                  BIG CHILL (CONT'D)  
  <recovery moans>

Kevin wades through several Cyborgs, clubbing them with his oversized, stone fists.

105                  KEVIN  
  <efforts>

Gwen is blasting away at Cyborgs, while protecting herself from incoming fire with ENERGY SHIELDS.

106                  GWEN  
  <efforts>

The ARC LIGHTNING seems to all be attracted to the BLOCK OF ICE, MELTING into eerie mist around Dr. Viktor.

Gwen states the obvious:

107                   GWEN (CONT'D)  
Guys? Dr. Viktor is MELTING.

108                   BIG CHILL  
Not if I can help it. <blows>

Big Chill attempts to re-freeze the ice surrounding Dr. Viktor, the arc lightning is thawing it as fast as he can freeze it, though.

109                   KEVIN  
Gwen, take out the zombie's head pieces. They look like remote control units.

110                   GWEN  
I'm not even going to ask how you know that.

111                   KEVIN  
I think that's best.

On Dr. Viktor. Inside the block of ice, his eyes SNAP OPEN. Red orbs of death.

112                   BIG CHILL  
Uh-oh --

BA-KOOM! Dr. Viktor breaks out of his icy tomb with a mighty flex of his synthetic muscles.

FADE OUT.

END OF ACT ONE

ACT TWOFADE IN:INT. LABORATORY - MOMENTS LATER

Dr. Viktor has broken free of the block of ice. Poised for battle. Ready to wreck havoc.

113 KEVIN  
I thought he was dead.

114 BIG CHILL  
Doesn't really seem to be making a difference.

Reveal Prince Gyula, holding a REMOTE CONTROL DEVICE.

115 PRINCE GYULA  
He's an empty shell, existing only to do my will.

He presses a control.

116 PRINCE GYULA (CONT'D)  
Destroy them!

117 BIG CHILL  
How did I know he was going to say that?

Dr. Viktor dispatches Kevin with a brutal and vicious BACKHAND that knocks him across the room.

118 KEVIN  
<2 impacts>

Gwen checks him out, he's unconscious. Angered, she creates several ENERGY TENDRILS. They energetically snake towards Dr. Viktor.

118a KEVIN (CONT'D)  
<faint>

\*  
\*

119 GWEN  
<effort>

Dr. Viktor wades through Gwen's power onslaught. He gives a thunderous concussive CLAP in her direction, LIGHTNING comes from the clap, shattering Gwen's hastily erected ENERGY SHIELD, knocking her back, and slamming her into the wall. She slides down the wall unconscious.

120 GWEN (CONT'D)  
<impacts, then KEEP ALIVE>

Big Chill ACTIVATES his ULTIMATRIX, TRANSFORMING into ULTIMATE BIG CHILL.

## 121 ULTIMATE BIG CHILL Ultimate Big Chill!

Ultimate Big Chill launches an attack all over the lab with a torrent of fire that freezes everything it touches. The Cyborgs are down. He turns to Dr. Viktor, and Prince Gyula, who cowers behind him.

122 ULTIMATE BIG CHILL (CONT'D)  
Your turn...

## Ultimate Big Chill BREATHES FIRE at Dr. Viktor...

123 PRINCE GYULA  
No. No!

In desperation, Prince Gyula presses the button on the remote.

Dr. Viktor does another THUNDERCLAP, producing powerful, wildly arcing lightning from between his hands. The lightning fries Ultimate Big Chill in mid air.

124 ULTIMATE BIG CHILL  
<Eletrocuted CRY>

Ultimate Big Chill drops to the ground, unconscious, and REVERTS to BEN.

124a ULTIMATE BIG CHILL (CONT'D)  
<impact><faint>

124a ULTIMATE BIG CHILL (CONT'D)  
<keep alive>

\* \* \*

INT. DUNGEON - LATER

Ben, Kevin and Gwen are in the Zarkovian DUNGEON hung, on X-CROSSES with their arms and legs spread apart. They are still unconscious. King Xarion looks up in disapproval. Prince Gyula is flanked by the silent, red-eyed Dr. Viktor.

125                   KING XARION  
You had no right, Gyula.

126                   PRINCE GYULA  
I had every right. I control the  
creature, and therefore, your  
kingdom.

Prince Gyula presses activates his remote. Dr. Viktor walks up on his father threateningly.

127                   KING XARION  
Son, what are you doing?

128                   PRINCE GYULA  
What I should've done long ago.  
Take my rightful place as regent of  
Zarkovia.

Prince Gyula's shadow falls ominously across King Xarion.

INT. LABORATORY - LATER

Ben, Kevin and Gwen are in the dungeon. Gwen slowly wakes up.

129                   GWEN  
<Uhhhh> Guys?

Gwen looks around. Sees that Ben and Kevin are still unconscious.

130                   GWEN (CONT'D)  
Okay, guess it's up to me.

131                   KING XARION (O.S.)  
(weakly)  
Perhaps... I can help?

She looks down to see King Xarion, CROWNLESS and shackled to the floor.

132                   GWEN  
King Xarion? The Prince--?

133 KING XARION  
Usurped my throne, and left me here  
to rot in my own dungeon.

134 GWEN  
Not going to happen. Let me get you  
out of those shackles.

Gwen sends an energy beam from her hand to Xarion's chain,  
SHATTERING it.

135 GWEN (CONT'D)  
<Effort>

136 KING XARION  
Thank you, my dear.

137 GWEN  
That's about all I can muster with  
these power inhibitors. But now  
that you're free, you can get us  
loose, and--

King Xarion's aspect has changed, he's gone evil on us.

138 KING XARION  
Now that I'm free, and Tennyson is  
helpless, I can complete the plan  
I've had ever since I saw that  
creature.

Xarion hits a switch on the wall, Ben's shackles slide open,  
and he falls limply to the ground like a doll.

139 BEN  
<keep alive>

Xarion grabs the unconscious Ben by the collar, and painfully  
drags him towards the cell door.

140 GWEN  
I don't understand, what are you  
doing?

141 KING XARION  
Some of the military remains loyal  
to the King.

The Cell Door OPENS and a CYBORG without a control device  
enters.

142 FREE CYBORG  
The coast is clear, my Liege.

143 KING XARION  
Take him to the laboratory.

144 GWEN  
Wait! You can't leave us here!

King Xarion pauses at the doorway.

145 KING XARION  
Once you hear what I've done,  
you'll thank me for leaving you  
here.

King Xarion slams the cell door. The noise awakens Kevin.

146 KEVIN  
What'd I miss?

INT. LABORATORY - LATER

The lights and the machinery in the laboratory are on.

On either side of Ben is an EXAMINATION TABLE. One table is empty. Dr. Viktor lies on the 2nd table. Unconscious, wearing a METALLIC head band, and hooked up to Ben.

King Xarion is putting the finishing touches on mechanical adjustments he makes to Ben's head band.

147 KING XARION  
"Feeble" am I? My time has passed,  
has it?

King Xarion places a METALLIC HEADBAND on Ben's head. He then begins to TAP on the Ultimatrix.

Ben TRANSFORMS to rapid succession into CHROMASTONE, WILDMUTT, GOOP. Finally, King Xarion stops at AMPHIBIAN.

148 KING XARION (CONT'D)  
Ahh... This is the one.

King Xarion places another METALLIC HEADBAND on his head as well.

149 KING XARION (CONT'D)  
 Soon, the people will once again  
 fear the power of the king!

King Xarion presses the button on the main console.

The whole room lights up as the lab is immersed in bolts of blue lightening lancing back and forth between Amphibian, Dr. Viktor and King Xarion.

Just then, Prince Gyula, NOW WEARING THE CROWN and Fritz enter the lab. Prince Gyula is FURIOUS.

150 PRINCE GYULA  
 What are you doing??

151 KING XARION  
 Stay back! The timing is critical!

Prince Gyula RIPS the electrical cords from Dr. Viktor.

152 PRINCE GYULA  
 <effort> You think you can take  
 control of my monster? Pathetic old  
 man!

\*

As Gyula sees to Dr. Viktor, King Xarion passes out and slumps to the floor.

152a KING XARION  
 <pained> <fainting groan>

\*

\*

153 FRITZ  
 My Prince, your father!

Fritz tries to tend to King Xarion, but it is too late.

154 FRITZ (CONT'D)  
 He -- He's gone.

Prince Gyula has no compassion at this point, he turns away from Dr. Viktor and towards Fritz.

155 PRINCE GYULA  
 A formality. The King I knew, the  
 man of strength, the warrior, has  
 been gone for years.

156 FRITZ  
 That's a HORRIBLE thing to say.

Prince Gyula walks over to the body of King Xarion.

157 PRINCE GYULA

Can you hear me, from the fiery  
abyss in which you hopefully now  
reside? It is Prince Gyula Xarion  
who finally takes his place as the  
one true king of Zarkovia. And  
there is no one to stand in my way.

\*

Prince Gyula and Fritz turn as they hear a DEEP thunderous  
voice booming from behind them.

158 KING VIKTOR (O.S.)

No one, my son?--

It's Dr. Viktor, who reaches over and plucks the crown from  
Prince Gyula and places it on his own head. Now he is KING  
VIKTOR.

159 KING VIKTOR (CONT'D)

-- I wouldn't say that.

END OF ACT TWO

## ACT THREE

FADE IN:

INT. LABORATORY - MOMENTS LATER

Prince Gyula and Fritz can scarcely believe their eyes.

160                   FRITZ  
 The King... Somehow he's inside  
 that creature!

161                   PRINCE GYULA  
 Impossible.

162                   KING VIKTOR  
 To the contrary.

King Viktor BACKHANDS the Prince.

163                   PRINCE GYULA  
 <impact>

164                   KING VIKTOR  
 Nothing's impossible for King  
 Viktor the First!

King Viktor lifts the prince to his face as if he were a toy.

165                   KING VIKTOR (CONT'D)  
 Not bad for a "feeble old man whose  
 time has passed," wouldn't you say?

165a                  PRINCE GYULA  
 <straining groan>

\*  
\*

166                   FRITZ  
 Please, you're hurting him.

167                   KING VIKTOR  
 I know.  
 (to Prince)  
 You thought I was weak, that I'd  
 gone soft on the rebels, but I was  
 biding my time, until I could take  
 over this body, as was my plan from  
 the beginning.

The Prince struggles to be free, but his efforts are futile.

168 PRINCE GYULA  
<Struggles>

169 KING VIKTOR  
Now I have the power to rule this  
land with an iron fist. But before  
I begin making the rebels suffer,  
one, final act of mercy.

Dr. Viktor releases Prince Gyula. He falls to the ground  
LIMP. Dazed.

170 PRINCE GYULA  
<impact>

171 KING VIKTOR  
You may live, so that you can know  
the truth, you were never a match  
for your Father.

172 FRITZ  
Gyula!

Fritz rushes to his side. Tends to him.

173 KING VIKTOR  
Yes. Give him what comfort you can.  
When next we meet, he will be  
charged with treason against the  
crown

Dr. Viktor walks out of the room. Fritz looks over at  
unconscious Ben. She has an idea.

INT. DUNGEON - LATER

Back in the dungeon. Gwen struggles to make an energy  
tendril, but it fizzles out.

174 GWEN  
<effort>

Kevin is just waking up.

175 KEVIN  
~~Man, seems like I'm sleeping  
through this whole mission.~~

\*  
\*  
\*

176 GWEN  
Ben's gone.

Kevin strains against his bonds.

177 KEVIN  
<effort> I can't absorb anything.

178 GWEN  
I know. Power inhibitors.

Kevin's just catching up.

179 KEVIN  
Wait. Did you say Ben ditched us?

180 GWEN  
Not exactly. The King and his goons  
dragged him out of here. I think  
Xarion's just as bad as his son.

181 BEN (O.S.)  
Good instinct.

Ben and Fritz enter the dungeon. Kevin double takes.

182 KEVIN  
Dude -- Did you steal the Prince's  
girlfriend? I didn't know you had  
it in you!

183 BEN  
I don't.

184 FRITZ  
And I'm not the Prince's  
girlfriend.

185 KEVIN  
Totally misread the vibe. My bad.

Gwen looks at her bonds then at Ben.

186 GWEN  
Ben?

Ben ACTIVATES Ultimatrix and transforms into GOOP.

187 GOOP  
Goop!

Goop SPITS acid at their shackles, they dissolve.

188 GOOP (CONT'D)  
<spits twice>

189 FRITZ  
We have to hurry. You are the only  
hope of protecting the rebels from  
the wrath of the King.

190 GOOP  
(explaining)  
He put his brain in Dr. Viktor's  
body.

191 KEVIN  
Sure. Why not.

192 GOOP  
Calls himself "King Viktor."

Goop reverts into Ben. Ben's professorial and cocky as he  
explains.

193 BEN  
He used AmpFibian's telepathic  
powers to transfer his brainwaves  
from one body to another.

194 FRITZ  
<clears throat>

Busted.

195 BEN  
That's ah, Fritz's theory.

196 KEVIN  
(To Fritz)  
You got a theory where he is now?

EXT. COUNTRYSIDE - REBEL TERRITORY - SAME

A large rebel TANK is obliterated by LIGHTNING.

Suddenly, a second tanks is SMASHED as a hulking figure leaps  
on to it. It's King Viktor. He pummels the tank to scrap  
metal.

196a KING VIKTOR  
<leaping effort>

\*  
\*

197 KING VIKTOR (CONT'D)  
<impact>

\*

Another tank FIRES at Dr. Viktor.

Dr. Viktor CATCHES the shell. Throws it back and destroying the final tank.

The rebel forces scatter in fear.

198 REBEL SOLDIER #1  
Run!

199 KING VIKTOR  
There's nowhere to run, Rebel!  
Today, you and your kind will pay  
the ultimate price for your  
treason.

Suddenly, King Viktor is struck in the back by a powerful heat blast.

200 KING VIKTOR (CONT'D)  
<Impact> Another tank? Bring a  
hundred.

King Viktor turns around. We see HEATBLAST coming in HOT.

201 HEATBLAST  
I'm fresh out of tanks, your  
heinie. But I am bringing the heat!

202 KING VIKTOR  
Tennyson? I should have finished  
you while you were helpless. A  
simple enough mistake to correct.

Heatblast unleashes a barrage of hot plasma blasts, incendiary lances that strike King Viktor.

203 KING VIKTOR (CONT'D)  
<impacts>

204 KEVIN  
Hey, Tennyson, save some for me!

Kevin becomes spiked-laden again. He runs in and lands a big shot on King Viktor, driving him through the air into some tank wreckage.

205 KEVIN (CONT'D)  
<effort>

206 KING VIKTOR  
<2 impacts>

Gwen uses her powers and attacks with ENERGY disks.

207 GWEN  
<efforts>

208 KING VIKTOR  
<impacts>

But King Viktor hits the ground with his fists. The resulting impact causes a quake that knocks everyone off their feet. Gwen is knocked unconscious.

209 GWEN  
<impact, then keep alive>

210 KEVIN  
Gwen!

Kevin goes over to help Gwen. While his back is turned, Kevin is blindsided by a lightning bolt from King Viktor.

211 KEVIN (CONT'D)  
<impact, then Keep Alive>

212 KING VIKTOR  
You're running out of allies,  
Tennyson.

213 HEATBLAST  
I don't need any help to take you down.

Heatblast concentrates until his fists glow white hot, trailing fire when he throws punches.

214 HEATBLAST (CONT'D)  
<attack>

Heatblast lands a flaming fist right on King Viktor's chin.

215 KING VIKTOR  
<impact>

An overhand right snaps Dr. Viktor's head. A left, and Viktor's head snaps in the other direction.

216 HEATBLAST  
 <2 efforts>

217 KING VIKTOR  
 <2 impacts>

Heatblast throws another right. Sends King Viktor flying back into a tank.

217a HEATBLAST \*  
 <2 punching efforts> \*

217b KING VIKTOR \*  
 <Impacts> \*

218 HEATBLAST \*  
 Had enough?

King Viktor rises and lifts a demolished tank over his head, he's ready to throw it.

219 KING VIKTOR  
 I've barely begun! <effort>

Heatblast FIRES a stream of fire at the tank that King Viktors pressing overhead. The Tank GLOWS, then MELTS, trapping him in the MOLTEN GOO.

219a HEATBLAST \*  
 Hold that pose \*

Gwen is sitting up now, she sees what's happening, and pitches in.

220 GWEN  
 Turbo!

Gwen conjures up a CYCLONE that cools the molten metal, trapping King Viktor in solid metal.

221 KING VIKTOR  
 No! No! <efforts>

Kevin grins as he approaches.

222 KEVIN  
 This is for shooting me in the back.

He cocks his fist, holds his punch for a moment.

223 KEVIN (CONT'D)  
And for making me miss out on a  
sweet pre-owned teleporter pod.

224 HEATBLAST  
Will you punch him already?

Kevin punches King Viktor, knocking him out. He's held erect  
by the metal that binds him.

225 KING VIKTOR  
<impact>

Kevin shrugs, explaining to his partners.

226 KEVIN  
I was working up to it!

Gwens concerned with something off-screen.

227 GWEN  
Uh, guys?

It's Prince Gyula, flanked by as many cyborgs as we can  
afford.

228 PRINCE GYULA  
Thank you for your assistance, I'll  
take over from here.

229 HEATBLAST  
I don't think so, Junior.

230 PRINCE GYULA  
You would challenge me?

231 GWEN  
No. We're done here.

232 HEATBLAST  
We can take these guys, there's  
only...  
(looks them over)  
Too many of them. Oh.

233 GWEN  
Not the point. If King Viktor's a  
bad guy, who are we here to help?

234 HEATBLAST  
I dunno. The Rebels?

235 KEVIN  
~~She's got a point.~~ How do we know  
they're any better than anyone else  
~~here?~~

\*  
\*

Heatblast reverts to Ben.

236 BEN  
Fine. We take King Viktor to the  
Null Void, and never set foot here  
again.

He looks at frowning Gwen and Kevin.

237 BEN (CONT'D)  
What! We can't do that either?

238 KEVIN  
Plumbers can only arrest aliens.

239 BEN  
C'mon! Dr. Viktor's an alien!

240 GWEN  
But King Viktor is the rightful  
monarch of Zarkovia. We don't have  
any legal authority.

241 BEN  
(to Prince Gyula)  
What are you going to do with him?

242 PRINCE GYULA  
Hang him, then set my cyborgs loose  
to do their work. In a month, there  
will be no rebel resistance.

243 BEN  
Yeah. Not super comfortable with  
that.

Ben grabs the Prince's arm and TWISTS it.

244 PRINCE GYULA  
<pained cry>

The prince drops the remote and Ben catches it in mid-air.

245 PRINCE GYULA (CONT'D)  
Give that back!  
(to cyborgs)  
Destroy him!

The Cyborgs begin FIRING at Ben, but Gwen's already put up an ENERGY SHIELD.

246 BEN  
(to Gwen)  
Thanks!

247 GWEN  
Hadn't really thought it through,  
had you.

248 BEN  
I prefer to say I trusted in your initiative.

249 PRINCE GYULA  
Cease fire, you dolts!

The Cyborgs stop firing.

250 PRINCE GYULA (CONT'D)  
What do you intend to do with that?

251 BEN  
Even up the odds.

Ben twists a control. The Cyborg's control light's WINK OUT.

252 CYBORG #2  
(dazed)  
What--what happened?

253 BEN  
(brightly)  
I shut off the Prince's mind control device. Since I don't understand local politics, I thought I'd leave it up to you to pick sides.

Ben drops the remote on the ground and smashes it with his foot.

254 BEN (CONT'D)  
*Take off the control thingies. Pass it on.*

Wide on all the cyborgs, taking off their control devices. Gwen drops the energy shield. The Cyborgs begin wandering off.

255 KEVIN  
(to Prince)  
Good luck with the uprising.

256 KING VIKTOR (O.S.)  
Tennyson!

Ben and company look back at King Viktor.

257 BEN  
Present!

258 KING VIKTOR  
Mock me while you can, but you've made a terrible enemy this day. I will be free, and I will regain my throne.

259 GWEN  
He probably will. The competition's looking a little weak.

260 KING VIKTOR  
You've embarrassed me, Tennyson. And I'm coming after you, an enemy as powerful as you. An enemy who will never rest until--

261 BEN  
Never thought I'd say it, but this guy makes me nostalgic for the old Dr. Viktor.  
(to Kevin)  
Think you can get the Rustbucket airborn?

262 GWEN  
If he can't, I will.

263 KEVIN  
If we had a teleporter pod, it wouldn't be a problem.

264                    BEN  
Let's get out of here...

FADE OUT.

THE EN