

BEN 10: ULTIMATE ALIEN
"The Enemy of My Frenemy"
Episode #1003-045
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TEASER

I/E. HEX'S SANCTUM - LIBRARY - NIGHT

GWEN, wearing her Lucky Girl outfit uses stealth and magic to break into Hex's library. She has little trouble with the defenses, despite a couple of extra defensive wards Hex has added since B10:AF "Time Heals." We get the feeling she has done this many times since then, as she seems to know exactly where the security measures are and how to defeat them.

Gwen slips into the library and begins scanning the shelves. She finds the tome she's looking for, but as soon as she removes it from the shelf, GLOWING SYMBOLS appear around her - She's triggered a trap! A SPHERE of ENERGY appears around her. She tries to pierce the sphere with her magic, but it only makes the sphere contract around her, forcing her into a crouch.

Hex enters, gloating that his magical mousetrap seems to have caught a curious cat. Did she really think she could keep sneaking into his inner sanctum without him noticing? He advises her against using her magic, as it will only make the sphere smaller, and being crushed to death is a particularly nasty way to go. He, on the other hand, will make her death quick and relatively painless. His hands GLOW as he begins building up a mighty MANA BLAST...

ACT ONE

INT. HEX'S SANCTUM - LIBRARY - CONTINUOUS

Hex revs up to deliver the coup de gr  e, but Gwen tells him she was only trying to help Charmcaster. Hex drops his hands and the ENERGY DISSIPATES. Hex demands to know where she is. Gwen briefly explains that Charmcaster went with them to Legerdomain in pursuit of Aggregor, but she stayed behind to fight against Addwaitya. Gwen promised she'd find a way to return to Legerdomain and rescue her.

Hex is visibly shaken. He turns, DISMISSING THE TRAP with a wave of his hand. He tells Gwen not to bother. If she went back to Legerdomain, then his niece is already dead.

Gwen protests - Aggregor took the Alpha Rune, leaving Addwaitya nearly powerless - but Hex tells her to look inside the book she removed from the shelf. Gwen opens the book, and before her very eyes, the TEXT OF THE BOOK CHANGES. Hex tells her that the true name of Legerdomain has changed, and keeps on changing every few seconds, making it impossible to return. A spell like that would require power beyond comprehension. When Aggregor was defeated, the Alpha Rune must have returned to Addwaitya. He was invincible before, but now... such power staggers the imagination.

Gwen proposes that he come with them. No matter how strong Addwaitya is, if they combine their powers, maybe they can still defeat him. Hex tells her that his brother gave his life so that Hex and Charmcaster could escape that accursed dimension. He'll mourn his niece, but he's not about to go on a suicide mission. If Charmcaster isn't dead yet, she soon will be... and so will Gwen, if she tries to save her.

Gwen asks him to at least help her get to Legerdomain, but Hex tells her that no sorcerer alive can get to Legerdomain now. It's impossible! She can take the book; She can take whatever she wants! Just leave him in peace. He slumps into his throne.

After a moment's pause, Gwen takes the book and leaves.

INT. GWEN'S HOUSE - DAY

KEVIN is laughing uncontrollably, then notices no one else is laughing. Gwen explains that she's serious: They're going to return to Legerdomain and rescue Charmcaster. Kevin points out that aside from trying to kill Gwen on numerous occasions, Charmcaster chose to stay behind and fight that magic turtle-guy. Gwen counters that they should help her. After all, Addwaitya is an evil, oppressive dictator. BEN is totally up for it, with his usual overconfidence. Toppling evil overlords is what he does! He figures they'll be back in time for lunch. Kevin flatly refuses, but Gwen gives him "that look," and he caves. With a sigh, he goes to fire up the Rustbucket III.

INT. DOOR TO ANYWHERE - LATER

Kevin and Ben watch as Gwen prepares a mystic triangle on the ground in front of the door, with candles, a couple of spellbooks (including the one from Hex's library), and her

laptop. Kevin is still grousing: "So now the big turtle is so powerful that Hex is scared of him? This just gets better and better."

Ben asks what's up with the computer, and Gwen explains that she's trying to combine magic and technology. She's written a spell that will use a predictive decryption algorithm on the computer to figure out the true name of Legerdomain before it changes... if she can sync it up to the changing name properly. Ben is impressed: "So you're like a magic hacker? Is my cousin cool or what?"

Gwen fires up the spell. The first attempt comes up late - the name changes before she can finish - but the second literally works like a charm. The DOORWAY OPENS, and our heroes go through...

EXT. LEGERDOMAIN - FLOATING ISLANDS - CONTINUOUS

...and fall several feet, to the surface of a small, floating rock. It's the same sort of Steve Ditko / Roger Dean asteroid field they arrived at the first time, but a bit more chaotic. These "floating islands" are drifting around, colliding into one another, sometimes destructively. Ben remarks that it looks different from before. Gwen points out that in a realm of magic, things are bound to change quickly. Kevin says that some things haven't changed, and directs their attention to a flock of SCRUTINS descending on them!

Ben recalls that it's impossible to fly here - for him, anyway - but on this tiny chunk of rock, they're sitting ducks. Gwen fires a MANA-BLAST at the scrutins... but the blast is way more powerful than she intended! She stumbles backwards, out of control, and the BEAM OF PINK ENERGY OBLITERATES several rocky islands. The scrutins are startled momentarily, and scatter. Kevin asks what the heck that was, and Gwen surmises that there's even more ambient mana here than before, so much that it's difficult to control.

After their moment of confusion, the scattered scrutins resume their approach. Kevin grabs a hardened steel bearing from his mojo bag and "METALS-UP" both fists. Ben asks if Gwen can magically tether them so they don't get separated... without, say, crushing them. Gwen does so, projecting a TENDRIL OF PINK ENERGY around both Ben and Kevin. Ben tells them to hang on, 'cause this could be a bumpy ride. He slams the Ultimatrix and TRANSFORMS into BLUESTREAK.

Bluestreak takes off across the asteroid field, leaping with

unbelievable speed and agility from rock to rock. With Gwen and Kevin in tow - and not at all comfortable - Bluestreak leads the scrutins on a chase through the drifting, spinning rocks reminiscent of the asteroid field chase in *The Empire Strikes Back*. The scrutins fire their eye-beams, but they can't keep up with the bounding alien. Several of them slam into rocks or get crushed between them.

A couple of the scrutins manage to get within a claw's reach of Kevin, but he manages to KO them with his steel fists... all the while complaining to Ben about the rough ride.

Bluestreak says he's doing the best he can; With the crazy physics here, it's like the whole universe spins every time he jumps.

Gwen spots a large plateau nearby and points it out to Bluestreak. He makes for the larger mass, but the last step is a doozy, and he barely manages to get a claw on the edge of the plateau. Bluestreak scrambles for a foothold, but the weight of the others is dragging him over the edge... and in this precarious position, they're sitting ducks for the scrutins!

Dangling below, Kevin sees a small cavern in the base of the plateau and tries to swing over to it, but as soon as he gets close he's grabbed by a ROCK MONSTER! The monster flings them all into the cave, where they land in a heap. They brace themselves for the monster's attack, but the rock monster tells them - in English! - to shield their eyes. The creature recites a two-word incantation in an unfamiliar tongue, and a BLINDING FLASH results. The scrutins, being mostly eye, are completely blinded, and begin flapping about clumsily, smacking into rocks and each other. They retreat, to the best of their abilities.

Of course, Ben, Gwen, and Kevin were far too stunned to heed the warning, so they're slightly blinded, too. Bluestreak TRANSFORMS back into Ben, but it doesn't help much. He still sees spots. The rock monster tells them they're safe for the moment, but they'd better keep moving. Once the scrutins recover, they will no doubt return. He collects his gear - a monster-sized backpack and hiking staff - and leads them up a sloping passage at the back of the cave.

EXT. LEGERDOMAIN - CAVE MOUTH - MOMENTS LATER

They emerge from the cave system and onto the surface of the large, grassy plateau. Weird trees dot the landscape, and huge, stony arches connect to other floating islands above and below.

The rock monster introduces himself as Ignaceous, a simple scribe before his people were enslaved by Addwaitya. He joined the resistance, fighting to free his people. And yes, he can speak. Seventeen languages, in fact. He deduces that Ben, Gwen, and Kevin aren't from Legerdomain, although to his eyes, Gwen practically radiates raw magical power.

The trio explain that they're looking for their friend, a young woman who was fighting against Addwaitya. Ignaceous doesn't recognize the name, but as far as he knows, he's all that remains of the freedom fighters. A few months ago, Addwaitya disappeared, and Legerdomain was thrown into chaos, with many factions fighting for power. Ignaceous fled the bloodshed and went into hiding, living here on the outskirts of the realm. Now it would seem that Addwaitya has returned, even more ruthless than before. If this "Charmcaster" still lives, she is doubtless a slave of Addwaitya.

Ben tells him that they intend to kick Addwaitya's shell and free the inhabitants of Legerdomain. Ignaceous chuckles at Ben's cockiness, but he tells them that they may have trouble finding Addwaitya. The old palace crumbled into ruins when Addwaitya disappeared. He must have a new stronghold, but where it is, no one can say. Gwen reaches out with her mind, her eyes GLOWING PINK, and says that she can sense Addwaitya. She recognizes his aura from their last encounter, and she's sure she can find him.

Ignaceous tells them that Legerdomain is a dangerous place. Even with their considerable powers, three outworlders wouldn't stand a chance travelling alone. Ignaceous is skeptical of their chances of success, but he agrees to be their guide, at least until they find Addwaitya's stronghold.

BRIEF MONTAGE

The party travels across the bizarre landscape, passing strange landforms, flora, and fauna. Ben studies a WEIRD LOOKING PLANT, and Ignaceous pulls him back before it can chomp on his head.

EXT. LEGERDOMAIN - ROCKY PROMINENCE - LATER

The group travels up a trail that winds around a jagged, rocky peak. Gwen is sure they're very close to Addwaitya, but there doesn't seem to be any fortress up here, or even a shack, for that matter.

They round a corner and there they find a small ancient ruin - just a few pillars and one wall, really. Addwaitya is there... but he's MAGICALLY BOUND, spread-eagle, inside a STONE RING with runes around its perimeter (The arrangement is reminiscent of the symbol in the window of Hex's sanctum). What's more, his mana is being sucked into a GEM on a small pillar before him, leaving him barely alive. Whoever's in charge around here, it sure isn't Addwaitya!

ACT TWO

Gwen examines the gemstone, but Ignaceous warns her away. The stone is an energy conduit, transmitting mana to whoever imprisoned Addwaitya here. It isn't dangerous in itself, but if they disturb it, someone might notice that the flow of energy has stopped. Gwen says that they can't just leave him here like this, but Ignaceous replies that considering the things Addwaitya has done, the punishment seems mild.

This still doesn't sit right with Gwen, and Ben points out that if they're going up against whoever did this, taking away their power source would be a good thing. They consider how to safely break the connection, but Kevin simply grabs the gem and chuckles it off into the abyss. Problem solved.

They set about freeing Addwaitya from the magical chains that bind him to the circle, but Ignaceous warns them that Addwaitya is dangerous and cunning, even in his weakened state. Ben isn't worried - the guy's barely conscious - but Ignaceous insists that Gwen perform a binding spell to keep him from using his powers on them. PINK ENERGY surrounds Addwaitya's hands, locking them together.

They try to ask Addwaitya who did this, but he's pretty much non compos mentis. He just raves absently about the "usurper" and "thief" who took his powers and his throne. He swears vengeance upon this mysterious conqueror. Ben figures that the enemy of their enemy is their friend - at the very least, he can lead them to the enemy's lair - but Kevin sarcastically reminds him that teaming up with bad guys hasn't worked out so well for them in the past. Ben starts naming counterexamples, starting with Kevin. Kevin insists that he's not a bad guy, he's... complex. They continue their banter: Darkstar? Betrayed them and tried to kill them. Dr. Animo? Tried to kill them immediately.

BRIEF MONTAGE

As the group travel along more strange paths, the mad

Addwaitya leading the way, almost Gollum-like. Ben and Kevin continue: Vilgax? They saved his planet, and he's still trying to kill them!

EXT. LEGERDOMAIN - LAKE - LATER

The party walks along the edge of a lake, fed by a waterfall that cascades from floating island to floating island. After checking with Ignaceous that the liquid is water, they stop for a moment to drink and rest before continuing. (The Vreedle brothers? They're not even totally evil... but they did blow up that space station...)

Ben surmises that they must be getting close by now, and asks Gwen if she can sense Charmcaster. Gwen thinks she can... well, maybe... but she really doesn't know.

Addwaitya kneels to drink from the pool, checking to make sure that his actions are unobserved. He mutters a spell under his breath, and Gwen's BINDING SPELL is BROKEN. Then he places his hands in the water and begins casting another spell. The GLOW of Addwaitya's mana SPREADS across the water and up the waterfall...

Kevin ABSORBS some stone from the edge of the pool and forms his hand into a cup (or uses his powers to make a cup, if he can do that - kinda like when he welds?). He takes a big, refreshing swig, but does a spit-take as a giant tentacle yanks him out of frame! Addwaitya has turned the waterfall into a freaky lobster / squid / tubeworm WATER ELEMENTAL, dangling by its tail from the island above!

Ben, Gwen, Kevin, and Ignaceous battle the water monster, while Addwaitya makes good his escape. They don't really need to destroy the monster, but there's only four of them and at least a dozen tentacles, and it keeps grabbing one or another of them.

(Ben should use Eatle here, but I'm not sure how yet. Big Chill would be the obvious choice, so I suppose this is this episode's Ultimatrix malfunction?)

Once our heroes escape the water elemental, it DISSIPATES without a trace... but the damage has been done. Addwaitya has escaped, and Ignaceous has been seriously injured, sacrificing himself to save the others. Addwaitya isn't really a problem, since they know that he's hell-bent on revenge: Gwen can still sense him and follow him to the conqueror. Ignaceous, however, cannot continue, and although

he says he'll be fine, the others aren't so sure. Nonetheless, he insists that they leave him, and go fulfill the dream of freedom for his people.

EXT. LEGERDOMAIN - CITADEL RUINS - LATER

As they ascend the path towards another large plateau, Gwen tells Ben and Kevin that she thinks Addwaitya is just ahead of them... And so is something else: A massive pool of mana, tainted with something else she doesn't quite recognize. Ben is sure there's something familiar about the area, although it's all changed around somehow. Kevin thinks he's nuts: This whole place is just a random mishmash as far as he can tell.

They stealthily peer over the rim of the plateau, revealing a LOW VALLEY ringed with ROCKY CRAGS.

At the center of the valley is what's left of Addwaitya's COLLAPSED CITADEL, with the RUINED GATE nearby. All that is dwarfed, however, by a truly massive MYSTICAL MACHINE: The device is at least 20 stories tall, bizarrely asymmetrical, and the whole thing fairly CRACKLES with ARCANE ENERGIES.

Around its base is a huge wheel being slowly turned by countless enslaved ROCK MONSTERS, while above that are a half dozen counter-rotating spires with uneven ringed or U-shaped antennae - again, reminiscent of Hex and Charmcaster's mystical symbols - interspersed with spherical chambers that GLOW with mana. A stream of pure energy shoots up out of the center of the device, into a swirling vortex of mana above.

Addwaitya is there, standing before the Citadel, shouting at the "usurper and thief" to come forth and face him. A truly huge PALLORFANG lumbers out of the ruins, outfitted rather like a war elephant, and on its back, wearing the Alpha Rune, stands... CHARMCASTER!

Addwaitya once again swears his vengeance and begins casting. MANA begins to SWIRL about him, but before he can even finish his spell, Charmcaster gestures with her staff (Hex's former staff?) and Addwaitya FLOATS helplessly into the air.

Charmcaster says she had planned to milk the geezer's power for a while longer, but if he's going to be a jerk about it, she might as well drain his lifeforce here and now. Addwaitya contorts and twitches briefly, then goes rag-doll limp as his soul VISIBLY leaves his body and is sucked into the machine. Charmcaster ends her spell, dropping the "empty" former overlord in the dust like a banana peel.

Crouched behind a rock outcropping, our heroes are horrified by Charmcaster's actions. Worse yet, Charmcaster abruptly

addresses Gwen by name, telling her she may as well come on down; Nothing can stop Charmcaster from draining the lifeforce from every living thing in Legerdomain!

ACT THREE

EXT. LEGERDOMAIN - CITADEL RUINS - MOMENTS LATER

Gwen, Ben and Kevin confront Charmcaster. Gwen wants to know why she's doing this. Charmcaster says she thought Gwen understood. The same reason she's done everything: To bring her father back. Gwen is shocked; Everybody knows that's forbidden, the darkest of dark magic. Charmcaster tells her rules were made to be broken... and now that "little Miss Made o' Magic" is here, it's time to do some breaking.

Gwen and Charmcaster begin a magical duel, but both are far more powerful here than we've ever seen them before. Gwen tells Ben and Kevin to shut down the machine any way they can.

However, this is easier said than done, as they are set upon by a great many rock monsters. Ben TURNS INTO EATLE and clears a path through the rock monsters, knocking them aside like tenpins. This allows Kevin to ABSORB a metallic section of the machine and armor up for battle. Kevin successfully attacks the rock monsters with his usual assortment of blades and blunt instruments, but struggles when attacked by Charmcaster's "bull" pallorfang. ("Aw, man! I hate these things!")

Eatle tries his best to devour part of the machine, but the enchanted materials prove resistant - not to mention that the thing is huge. He decides to try another tactic: He TRANSFORMS into CHROMASTONE and climbs to the top of the machine (Or might he use Bluestreak to climb, then Chromastone when he reaches the top?). Chromastone tries to ABSORB the power, to stop it from pouring into the energy pool, but the sheer amount of power is overwhelming. Chromastone struggles to contain it, but CRACKS begin appearing in his body, with energy STREAMING out of the fissures. At last, he SHATTERS, TRANSFORMING back into Ben. Ben falls to the ground, and his lifeforce leaves his body, to be sucked into the machine.

Gwen is horrified. Charmcaster takes advantage of the distraction to level a devastating blast at her... but Kevin leaps in between them, taking the brunt of the attack. He falls as well, and his lifeforce flows into the machine.

Gwen snaps. She's lost her boyfriend and her cousin, and she

gives in to the power, going full-on Anodite. Her Anodite form here is absolutely freakin' huge and scary... Which is just what Charmcaster was waiting for. With a word, she drains Anodite Gwen's life force just as she did Addwaitya's. Gwen's human form falls limply to the ground.

And then it's over. Our heroes have lost.

Charmcaster says she has a very important call to make. With an incantation, she opens a crack in the very fabric of reality - a crack that exactly matches the shape of the crack in the Seal of Dagon. Light and energy streams out of the crack, but whatever is on the other side is decidedly sinister; Charmcaster isn't phoning heaven.

An eerie, terrifying voice fills the air (Dagon) and asks why she has called. Charmcaster asks a simple boon: That her father be restored to life. The voice asks what she offers in return. She replies six hundred thousand souls, every living thing in this dimension. The voice agrees to the terms, and bids her make payment.

Charmcaster begins another incantation, and all over Legerdomain, we see creatures collapsing, their SOULS flying towards the great machine: The scrutins, pallorfangs in the wilds, Ignaceous by the lake, and last of all, the very rock monsters that turn the great wheel. All of their life energy flows into the vortex above the machine. With a wave of her hand, the contents of the vortex swirl into the crack in the sky. Then with a clap of thunder, it is gone. All is still for a moment. Charmcaster breathes heavily with the effort.

A STAIRWAY MATERIALIZES in the air, and a figure descends. It is CHARMCASTER'S FATHER, returned to life.

Charmcaster runs to her father and embraces him. It is a tearful reunion, and her father is incredibly happy to see her... but how is this possible? Through tears of joy, Charmcaster tells of everything she's done to bring her father back, including avenging his death and sacrificing every living thing in Legerdomain.

Her father is horrified. How could she even think of doing something so evil? This isn't what he wanted her to become. He gave his life hoping that away from the tyranny of Addwaitya, she'd grow up to be a force for good in the universe. Instead, she's become a monster far worse than Addwaitya ever was. There's no way he can stay, knowing the price of his resurrection. He turns and ascends the stairs, disappearing forever.

As Charmcaster crumples to the ground, sobbing, the voice from beyond fills the air again. There is no bargain, so the price must be returned. The life energy streams out of the crack, returning to the bodies from whence it came. Ben, Kevin, and Gwen are likewise restored. Kevin turns to Ben and asks "Did we get... I mean, were we just...?"

Gwen says yes, they were, but she's more concerned about Charmcaster, who stands nearby, still in shock. Gwen asks if she's okay, and what she'll do now. Charmcaster doesn't really have an answer. She quietly says she doesn't know... she just doesn't know. Then she TELEPORTS away.

INT. RUSTBUCKET III - LATER

Kevin is flying the ship home from the Door to Anywhere. Ben tries to lighten the mood a little, making a joke about having a new experience, but Gwen is deep in thought. She can't imagine what Charmcaster must be going through. Kevin points out that he can't feel too sorry for someone who killed an entire dimension. Still, Gwen says, when you've lived your whole life chasing after one goal, and that goal is taken away from you... it must leave a terrible void. And what might fill that void?

END OF EPISODE