

BEN 10: ULTIMATE ALIEN #1000-026

“Revenge of the Swarm”

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Final Draft, 4/24/10

TEASER

FADE IN:

INT. ben's bedroom - niGHT

Ben is tossing and turning, unable to sleep.

Ben

(
frustrated
sighs, etc.)

He turns onto his side and sees:

THE WINDOW: A small shadow briefly darkens the curtain.

Ben blinks once or twice, then, curious, he gets up and goes to the window. He opens the curtains and looks out but all he sees is the usual night-time view. He closes the curtains and gets back into bed.

CLOSER: He closes his eyes, and:

Ben

(
breathing
becomes steady)

After a beat:

Valadis
(o.S.)

Did you think you could get rid of us that easily?

Ben's eyes pop open and he sits bolt upright. VICTOR
VALADIS
, in trench coat and fedora, is now standing at the foot of Ben's bed.

BEN

(breathing hard)

Valadis
? What do you want?

VALADIS

This isn't about the microchips or even the Queen and her hive. We understand why you did that to us.

BEN

Then what--

ValadIS

(stand, angry)

We're here because of what you wanted to do to
Elena

.

BEN

I don't understand--

VALADIS

Don't lie to me, Ben. A father can tell.

Tendrils now emerge from
Valadis'

trenchcoat
and snake toward Ben.

Eyes widening, Ben taps the
Omintrix
and
and
transforms into
Humongousaur
:

huMONGOUSAUR

Humongosaur
!

The camera pulls back very rapidly to reveal that Humongosaur is only four inches tall
, and standing on Ben's bed! Humongosaur realizes what's happened.

HUMONGOUSAUR

Uh oh.

Valadis'
tendrils snake toward the tiny
Humongosaur
. He dodges them as best as it can, then dives under the covers.

Humungousaur

<Dodging sounds>

Valadis
can see a little lump running around under Ben's blankets; one of his tendrils yanks back the covers;
HUMONGOUSAUR is exposed with nowhere to go.

The tendrils move toward him from every direction.

HUMONGOUSAUR

Valadis
, please! I never wanted to hurt Elena.

CLOSE ON
VALADIS
(HUMONGOUSAUR'S POV)

VALADIS

We didn't say you wanted to
hurt
her.

Valadis'
tendrils now whip toward CAMERA.

HUMONGOUSAUR

(cry of fear)

Suddenly
Valadis
and his tendrils just FADE AWAY.

ON BEN: He's normal-sized, under the covers, eyes closed, tossing and turning.

BEN

(mumbling)

No... no..

Suddenly his eyes pop open and he sits up. He look around. No tendrils, no
Valadis
. Everything's normal. It was all just a nightmare.

BeN

<Gasp> <breathing...>

BeN

(
sigh
of relief)

He lies back down and closes his eyes.

BEN

(
breathing
becomes steady)

As he falls back asleep, CAMERA PANS away from him, to his window... where we can clearly see the shadow of a man in a fedora...

Fade oUT.

End teaser

ACT ONE

FADE IN:

INT. BEN'S BEDROOM - NIGHT

The light is on (so we can't see any shadows that might be on the curtain), and Ben is not here. When we hear an <OFF-SCREEN TOILET FLUSH>, we know why. A moment later, Ben enters the room. He goes to turn off the light, but freezes as he reaches for it. He thinks for a moment, then suddenly whirls around, goes to the curtains and yanks them open...

...

only

to come face-to-face with Victor

Valadis

on the other side of the glass. And this time, it's no dream. Ben take an involuntary step back from the window, then ACTIVATES the Ultimatrix, and TRANSFORMS into CANNONBOLT:

CANNONBOLT

Cannonbolt!

Cannonbolt immediately dives through the window at
Valadis

, demolishing the window, and the wall around it.

EXT. Outside ben's window - cONTINUOUS

Cannonbolt lands on top of
Valadis
, but
Valadis
instantly retaliates by whipping tendrils all around him, like Kudzu vines.

cannonbolt

<struggles>

Cannonbolt ACTIVATES the Ultimatrix and becomes
Goop
...

Goop

Goop!

Valadis'
tendrils go right through him!

CLOSER: Goop quickly oozes away, hiding around a corner of the house as
Valadis
gets back up to his feet and looks around to see where Goop went. But there's nothing to see.

FOREVER KNIGHT #
1Frustrated

,
Valadis
turns into a
cloud of
nanites
and
swirls
down a
street drain
.

ON GOOP: Oozing out of his hiding place in time to catch a glimpse of
Valadis
disappearing.

Goop looks down at the drain, then transforms back into Ben, who soon notices something on the
ground. It's very small, and we can't see what it is... yet. Whatever it is, Ben puts it in his pocket.

DiSSOLVE TO:

ext. mr.
Smoothy's
- morninG

CLOSE on Ben, leaning against the hood of his car. Kevin's car is parked right next to Ben's. Kevin
and Gwen are listening to Ben's story, already in progress..

BeN

... I must have seen his shadow on the curtain, and that's what made me dream about him.

REVERSE: Gwen and Kevin are listening skeptically.

Kevin

You ask me, the whole thing was a dream.

GWEN

I liked the part where
Humongosaur
was really small. I was reading about how dreams reveal what we're really afraid of.

BEN

It was
not
a dream! Well, the part about being little was, but--

Kevin

Keep telling yourself that
, Bud.

Gwen

Ben, Victor
Valadis
was cured a long time ago--

KEVIN

And those alien microchips that were controlling him, all got flushed when you killed the Queen and her hive.

BEN

Yeah? Then what's this?

Ben reaches into his pocket and pulls out the tiny thing he found last night. He holds it up.

It's an
alien microchip (
as seen in "Alien Swarm"). Kevin's and Gwen's jaws both drop.

CUT TO:

Ext. Victor
valadis'
lab - daY

Start TIGHT on the door-sign that identifies this as
'Valadis
Laboratories.' PAN TO Ben, Gwen and Kevin, outside the door, each looking very determined.

BeN

Ready?

GWEN

Ready.

Kevin touches a metal fixture and turns steely.

KEVIN

Ready.

Ben TRANSFORMS into TERRASPIN.

TerRASPIN

Terraspin!

(to Kevin)

So am I.

Terraspin charges the door, smashing it.

INT. VICTOR
VALADIS'
LAB - CONTINUOUS

Terraspin, Kevin and Gwen crash in. The place is empty, except for an old JANITOR with a broom.

Janitor

(
big
gasp)

The Janitor backs away from them, holding up the broom to defend himself. Kevin approaches him.

KEVIN

Where's
Valadis
?

JANITOR

(Russian accent)

Who are you?

Gwen now steps closer to the Janitor.

Gwen

We're just looking for
Valadis
. We don't want to hurt you.

KEVIN

Speak for yourself, Gwen.

Kevin slices the wooden
broomhandle
in half with a single chop of the edge of his steel-coated hand.

KEVIN

... Now where is he?

Janitor looks at
whats
left of his weapon and lets it drop from his hands.

JANITOR

(blurting)

Six-two-five-five Pleasant Hills Road.

KEVIN

What's that?

teRRASPIN

A cemetery.

Gwen

You mean he's...?

JANITOR

(confirming)

Was big shock. One minute fine, next minute... gone.

GWEN

Did you know him very well?

JANITOR

Few years. I help him with experiments. Nice man.

(beat)

Can't believe I never see him again.

KEVIN

Hold it,
Igor
. Doesn't it seem a little...
coincidental
that
Valadis
would suddenly drop dead right after everything that happened?

JANITOR

Anyone
can die... any time. Even you, smart guy.

CUT TO:

Ext. VICTOR
VALADIS'
LAB - momENTS LATER

Ben, Kevin and Gwen are coming out of the lab, heading to Kevin's car.

KEVIN

There's something about that janitor I don't like.

BEN

Yeah, he stood up to you.

KEVIN

Something else...

Gwen

Either of you know how to get to the cemetery?

BEN

Later. We've got another stop to make first.

Gwen and Kevin look at him expectantly.

CUT TO:

EXT. Plumbers ACADEMY - NIGHT

The
Rustbucket
III is in the foreground flying towards the Space Station.

int. Plumbers ACADEMY laboratory - NIGHT

It's one big room, a bit like a giant high school lab; the scene begins with a small explosion on a lab bench.

When the smoke clears, we see the TEACHER, a middle-aged, Milquetoast alien in a bow tie, with two plumber students. Trailing the teacher are Ben, Gwen and Kevin.

Teacher

(reacting to explosion)

Yes, well. A pinch less neutronium

oxide
next time, and don't forget: your research papers are due tomorrow morning, bright and early.

The Teacher moves off through the room, and Ben, Gwen and Kevin follow. The Teacher glances back to address them.

TeachER

Where was I? Oh yes, Elena. One of our best students. She would have made an excellent Plumber some day.

BEN

Did she say why she was leaving?

Before the Teacher can answer, he's distracted by two Cadets sparring on a mat. One throws a mighty punch at the other but misses by a mile.

AlieNs

<Fight Walla>

TEACHER

Lead with the left,
Drax
, the left.

Drax
, the cadet who missed, nods. As the Teacher leads Ben, Gwen and Kevin away,
Drax
and the other kid go back to sparring... and this time when
Drax
rears back to swing, the other kid kicks
Drax's
leg out from under him.

TEACHER

Elena was shattered by her father's death, as you might imagine. She couldn't concentrate on school.

GWEN

Maybe she'll be back when she gets over it.

TEACHER

I don't think so. When her father passed, she went back to Earth and took over his research on the alien microchips. No one alive knows more about them than she does.

BEN

That's just what I'm counting on...

Kevin gives him a look. Ben doesn't notice.

BEN

...
it's
why I'm trying to find her.

The Teacher has now reached his desk. He opens a drawer, pulls out a PLUMBER BADGE and taps on the face, it <PING>.

TEACHER

I just sent her new address to your Badges.

BEN

Th
anks I
--

Before Ben can finish the word, the Teacher notices something off screen and shouts:

TEACHER

Not the chlorine, the
fluor
ine!

The Teacher hurries off screen, leaving Ben staring at the address, and flanked by Kevin and Gwen.

KEVIN

(mocking)

'It's why I'm trying to find her.'

BEN

It
is
why.

KEVIN

Admit it, you just want to see her again.

BEN

Hey, Elena and I, we're just friends, that's all.

Smash CUT TO:

Ext. Elena's lab - night

CLOSE as Elena opens the door from the inside and sees:

Elena

Ben Tennyson!

She lights up with a big smile and hugs Ben.

NEW ANGLE: While Elena is hugging him, Ben glances over at Kevin and Gwen, who are nearby.

KEVIN

(smirking; under his breath:)

‘Just friends.’

Elena didn’t hear him.

ELENA

(to Ben)

Come in, let me show you around.

Ben goes inside, Gwen and Kevin following.

CUT TO:

Int. Elena’S LAB - day - laTER

It's a big place, with lots of high tech equipment. Elena is giving Ben and the others a tour.

EIENA

Most of this came from my father's lab, the rest I built myself.

BeN

(looking around)

Incredible. Really incredible.

ELENA

My dad set the bar pretty high.

GWEN

Elena? Are you sure you should be doing this?

ELENA

What, studying the alien microchips? How can I
not
be?

GWEN

You know how dangerous they are. They can reproduce themselves, take over living bodies--

ELENA

And they can also solve half the problems of the human race.

CLOSE ON ELENA: CAMERA moving ever-closer to her as:

ELENA

They can make bridges, roads, even whole cities! And all anyone would have to do is think of something they want, and the chips would make it!

ON KEVIN: He's thinking about this. At first, there's a smile on his face, but then he abruptly shakes his head.

KEVIN

Not worth the risk.

WIDER

ELENA

There's no risk. Watch.

She guides the group to a sterile compartment. The chips are inside. Elena switches on a pair of WALDOES (mechanical hands that are inside the compartment), then uses one to pick up a chip. She uses the other mechanical hand to open the compartment's door, then she moves the chip toward the open door.

GwEN

Wait! Don't--

Just as Gwen says that, the chip reaches the doorway... and it's zapped to a cinder. Elena shuts the door and turns back to the group with a satisfied smile.

ELENA

Forcefield
. My
failsafe
device. None of the chips can ever leave that compartment.

KEVIN

Yeah? How do you explain this?

He pulls out the microchip that Ben gave him. Elena's smile fades.

CUT TO:

Int. ELENA'S LAB - day - LATER

A MICROSCOPIC VIEW of the chip.

ELENA

It's not one of mine.

WIDE: Ben and the others are standing around Elena, who is at her microscope.

GWEN

It
has to be
! Where else could it have come from?

BEN

That's what we have to find out.

(to Elena)

And we need you to help us, Elena. You know more about these things than anyone else in the world now
.

ELENA

Ben, I'd like to help, but what I'm doing here, it's just too important.

(brightening)

Maybe... maybe
you
could help
me
! This could change the whole world, you know.

Kevin takes the alien chip from under the microscope.

KEVIN

These
could change the world too, but not in a good way.

Gwen

Ben's got to help us find out where they came from. He doesn't have time to be a lab rat. Right, Ben?

No answer. Ben's staring at Elena.

gwen

Ben?

BEN

Oh, right. Right.

Kevin and Gwen are already walking out. Ben gives Elena a lingering glance, then exits with the others.

CLOSE ON ELENA: Her smile turns to a frown as they exit.

CUT TO:

Int. burger shack - nighT

Kevin and Gwen are sitting across from each other, eating dinner. Kevin seems to be concentrating on his food. Gwen's not.

GWEN

(after a beat)

It's just too dangerous.

KEVIN

I wouldn't go that far. Disappointing, maybe.

GWEN

Elena and those microchips she's working on?

KEVIN

Oh them.
Yeah.
They
are
dangerous. Definitely.

GWEN

What were
you
talking about?

KEVIN

Elena and Ben.

GWEN

What about them?

KEVIN

They're interested in each other, anybody can see that. But she's going to be a problem.

GWEN

Oh?

CLOSE ON KEVIN

KEVIN

Elena's the type who makes guys think she cares about them, but once they start to care about her,
poof
, she's gone. I've seen the type before. Lots of times.

ON GWEN: She gives him a cold look.

ON KEVIN: He has a burger halfway to his mouth when he realizes Gwen is glaring at him.

KEVIN

I mean I've
heard
about them. From friends.

Cut to:

Ext. Burger shack - window

We're just outside, looking in. The window frames Gwen and Kevin, but we can no longer hear them. Gwen is now speaking animatedly (MOS), and as she continues to harangue Kevin, we can see Valadus watching them. He turns into a cloud of Nanites and begins to head towards the window...

Fade out.

End act one

ACT TWO

FADE IN:

INT. BEN'S LIVING ROOM - NIGHT

Ben's doing his homework, fidgeting, unable to concentrate. Suddenly there's a KNOCK at the front door. Ben starts, then hurries to the door and opens it.

NEW ANGLE: It's JULIE. She looks shy, tentative.

BEN

Hey, Julie!

JULIE

I was just passing by, but if you're busy or something--

BEN

Doing homework, if you believe it. Come on in.

JULIE

You look kind of upset.

BEN

It's this problem I'm working on.

JULIE

Calculus?

BEN

I wish. Then I could just con you into doing it for me.

(beat)

It's like the answer's right in front of me, but I can't see it.

JULIE

What
is
the problem exactly? A case?

BEN

Yeah. Microchips. I'll show you.

WIDE: Ben reaches into his pocket... but there's nothing there. He looks worried.

JULIE

What's the matter?

BEN

Kevin has it.

Ben grabs a coat, then, realizing something, he stops and turns back to Julie.

BEN

You know, it feels like I'm always running off somewhere, doesn't it?

Julie looks down at the floor.

JuLIE

It's starting to.

BEN

Can we get together tomorrow night? For sure?

Julie looks up and smiles.

JULIE

I'd like that.

Ext. BurGER SHACK - nIGHT

Hell has broken loose here; tendrils from
Valadis
are holding Kevin and Gwen, who are doing their best to break the grip.

Kevin

<struggling>

GweN

<struggling>

NEW ANGLE: Ben's approaching the chaos, eyes widening, jaw dropping. He reaches for the
Ultimatrix
and transforms to
WATERHAZARD:

waterhazard

Waterhazard
!

Waterhazard

waterblasts
his way in through the window and leaps through, tackling
Valadis

from behind
.

INT. BURGER SHACK - CONTINUOUS

Valadis
is knocked forward, slamming into a wall face-first.

Valadis

(2 impact)

Stunned, his tendrils drop Kevin and Gwen.

Kevin

<oof>

GweN

<oof>

CLOSE ON

VALADIS:

He recovers quickly and whips around. But when he sees

Waterhazard

, he turns into

A CLOUD OF

NANITES

and slithers rapidly through the restaurant and out of the window.

Waterhazard

follows, BURSTING THROUGH the window and surrounding wall.

EXT. BURGER SHACK - CONTINUOUS

When

Waterhazard

comes out, there's no sign of

Valadis

. As he looks around, Kevin and Gwen are there.

GWEN

He was willing to fight us, but not you, Ben. It doesn't make sense.

KeVIN

Something else doesn't make sense, either...

CUT TO:

EXT. cemetery - night

Some grave markers stand in the foreground as Ben, Kevin and Gwen approach. Kevin touches a headstone and armors up in stone. He morphs one hand into a shovel.

KEVIN

If any of your aliens are good at digging, now would be the time.

BeN

I'm still not convinced this is such a
great
idea.

KEVIN

How else are we going to prove
Valadis
isn't dead?

ON GWEN: She looks down at the grave, then closes her eyes for a moment. When she opens them,
they GLOW PINK for a moment. As they return to normal:

GWEN

There
is
someone down there...

(beat)

...
and
it's Victor
Valadis
.

ELENA (o.s.)

I could have told you that.

NEW ANGLE: Everyone starts as Elena steps out from behind a tall grave marker.

BEN

Elena? I thought you didn't want to help.

ELENA

Changed my mind.

gwen

But your research was so important.

ELENA

Friends are important, too.

She looks right at Ben.

CUT TO:

ext. mr.
Smoothy's
- NIGHT

Ben, Gwen, Kevin and Elena have are drinking
smoothies
at one of the tables.

GWEN

... What
I'm
wondering is, why these new chips would take the form of your father,
Elena
.

Elena can only shrug and shake her head.

EIENA

Habit? They know it from when they attacked us before.

BEN

But what do they want? Last time, they tried to take over everyone and everything. But this time--

KEVIN

I
know what they want. They want to kill me.

GWEN

And me.

ben

But not me.

Elena

How so?

Ben

It ran from me twice.

ELENA

Maybe it was afraid of all those aliens you have on your wrist.

gwen

Then why wouldn't it have been afraid of
me
? Or Kevin? We're not exactly powerless, you know.

ELENA

(shrugging)

I'm a scientist, not a detective--

KEVIN

(standing)

Well

I'm

going to do some detective work. If those guys on TV can do it, so can I.

(to Ben)

Coming?

Ben

Can't. I'm supposed to see Julie later.

(considers it for a beat)

Although we probably need to find a restaurant that doesn't have a hole in it.

CLOSE ON ELENA: She turns to look at Ben as:

KEVIN (o.S.)

Suit yourself. We're

outta

here.

ON GWEN: She turns to assess Elena's reaction.

CUT TO:

Ext. VICTOR
VALADIS'
LAB - niGHT

As Kevin and Gwen approach the entrance:

GWEN

Did you see the face Elena made when Ben mentioned Julie?

KEVIN

That's just the way girls are. You gotta take advantage, play one against the other.

Gwen stops in her tracks. Kevin turns back, realizing he's said too much.

KEVIN

At least... that's what my friends say.

GWEN

Which friends?

KEVIN

The ones I don't see any more?

Gwen looks at him for a beat, then continues toward the lab.

GWEN

What are we doing back here
anyway
?

As he knocks on the door:

KEVIN

I noticed something about the janitor.

The Janitor now opens the door.

JaNITOR

What you want?

KEVIN

I want to know who you really are.

GWEN

Kevin?!

KEVIN

He
knows what I'm talking about.

(to Janitor)

Don't you?

JANITOR

I do not! You crazy!

KEVIN

Oh yeah? Then what about...
this
!

With a flourish, Kevin yanks off the Janitor's wig. Startled, the Janitor takes a step back, stumbles over his pail and hits the floor hard.

JANITOR

Ahhhh
! (impact grunt, unconscious groan)

Kevin is still holding the wig. Gwen is staring at the unconscious man, her jaw agape.

KEVIN

I spotted it last time we were here. When he wakes up, everything's going to be a whole lot clearer.

GWEN

You're sure about that?

KEVIN

Absolutely. I saw something like this on TV once.

Gwen

Tell
me it didn't involve a cartoon dog...

CUT TO:

Ext. BurGER SHACK - nIGHT

Boards now cover the broken wall, but it's still open for business. Julie approaches the front door; there are kids milling around outside; she quickly scans them, looking for Ben.

JULIE'S POV: THE CORNER OF THE BUILDING. Just as CAMERA PANS over to it, someone rounds this corner, disappearing behind the building. Julie's glimpse of this figure is too fleeting to permit identification, but even so...

BACK TO JULIE: She thinks she knows who it is:

JuLIE

Ben?

Ben?

I got your message to meet me here... Ben?

THE CORNER OF THE BUILDING: Julie rounds this corner, disappearing from view.

Julie (o.S.)

(Screams)

Fade oUT.

End act two

ACT THREE

FADE IN:

Ext. BurGER SHACK - nIGHT - momENTS LATER

Ben pulls up in his car, exits, and sees the kids waiting outside.

BEN

Hey. Anybody seen Julie?

A boy points toward the corner.

Boy

She just went around back.

Ben

Thanks!

Ben smiles and goes around the corner.

EXT. The back of the building - cONTINUOUS

There's nothing here except some trash cans. His back to camera, Ben looks around.

BeN

Julie? Julie!

Cut TO:

INT. ELENA'S LAB - NIGHT

Elena is at the sterile compartment, manipulating the
WALDOs
when she hears LOUD, PERSISTENT KNOCKING at her door.

She hurries to the door and opens it. It's:

EIENA

(delighted)

Ben!

Ben ignores Elena's smile, barges in and begins to scan the place. Elena's smile quickly fades.

ELENA

What's the matter?

Ben is BACK TO CAMERA (and to Elena); he pulls something out of his pocket.

BEN

I found another chip.

He holds it out to Elena.

CUT TO:

Int. ELENA'S LAB - moments LATER

A MICROSCOPIC view of the chip; it's the same thing we saw earlier.

ELENA (o.s.)

This isn't one of mine, either.

Ben (o.s.)

Prove it.

WIDE: Elena looks up from her microscope, stunned.

ELENA

Ben?

Ben leans in close, intense.

BEN

I want to compare it to one of yours.

ELENA

Mine are all in the--

BEN

(accusing))

They're the same, aren't they?
Aren't they
!

Elena looks away.

ELENA

Yes.

Ben reaches out and angrily turns her face back to his.

BEN

You've learned to control the chips. And you've been trying to get rid of anyone who stood between you and me. That's why they tried to kill Gwen and Kevin, but wouldn't fight me.

CLOSE ON ELENA: Wide-eyed, stunned.

ELENA

I
did
maybe lie a little about the chips. But none of that other stuff is true. A few of them got away before I
put in the
forcefield
. I... I didn't think they would do any harm.

BEN

You didn't think--

ELENA

I'm sorry!

(beat, softer)

I was selfish. I didn't want to stop my work to go look for them. You know how much this means to
me...
and
to the world.

Ben is still looking at her skeptically. She stands.

ELENA

We'll go right now. With what I've learned these last few months, it shouldn't take long to find them
and deactivate them.

(beat)

Okay?

After a beat, Ben nods. Elena moves off and starts gathering equipment. HOLD ON Ben for a beat,
then PAN AWAY from him. END PAN on the door to a small storage room.

INT. STORAGE ROOM - NIGHT - SAME TIME

It's a high-tech vault. Julie is bound and gagged by force fields.

JuLIE

(
muffled
cry)

CUT TO:

Int. ViCTOR
VALADIS'
LAB - niGHT - same time

CLOSE ON the Janitor, still on the floor, eyes closed. Kevin now reaches in and taps his cheek.

KEVIN

Come on,
Igor
. Up and at 'em.

JANITOR

(groggy groan, then:)

Why you do that to me?

KEVIN

You did it to yourself. Who are you?

JANITOR

I am janitor, idiot boy!

Kevin holds the man's wig in front of him.

KEVIN

Then how do you explain
this
?

The janitor grabs the wig and puts it back on.

JANITOR

For hiding! When hair start to fall out! That's how I explain!

The janitor cranes in to take a closer look at Kevin's hairline.

JANITOR

Maybe you need one someday, too.

Kevin reflexively touches his hairline.

GWEN

Kevin? I think an
apology
might be in order.

KEVIN

No way. This guy's gotta know
something
.

He yanks the janitor to his feet.

GWEN

Why? Because that's how it works on TV?

JANITOR

I don't know nothing! All I do is clean up Victor's lab, then help crazy daughter move equipment.

Gwen is suddenly very interested.

GWEN

Wait a minute, why do you think Elena's crazy?

JANITOR

Way she talk. Saying 'we' or 'us' when it just her. Who she think she is, Queen of England?

GWEN

(realizing)

No, not the Queen of England. The
Nanite
Queen.

KEVIN

I thought the Queen was dead.

GWEN

Long live the Queen.

CUT TO:

Int. ELENA'S LAB - niGHT

Elena is putting some equipment into an aluminum suitcase. Ben watches; he seems a bit chastened.

BEN

Guess I got a little paranoid. For a minute there, I even thought Julie...

Elena stops packing.

ELENA

What about Julie?

BEN

Nothing. She must have changed her mind about wanting to see me again, that's all.

Elena goes back to what she was doing.

INT. STORAGE ROOM - same TIME

CLOSE on Julie, still force field bound and struggling. PAN DOWN her body, to her legs, which she is now wriggling. One of her bonds begins to loosen.

Julie

<muffled
sounds>

INT. ELENA'S LAB - same TIME

Elena now closes the metal suitcase. She looks happy.

ELENA

I'm so glad we're going to be together now.

BEN

Working
together, Elena.

ELENA

It won't always be work.

She kisses him.

He's starting to like it... until he hears OFF-SCREEN THUMPING.

BEN

You hear that?

ELENA

Don't--

She tries to hold him back, but Ben breaks free and CAMERA FOLLOWS HIM as he goes toward the storage room. But before he can get there:

ELENA (o.s.)

(raspy, metallic)

We said,
don't
!

Ben stops in his tracks and whirls around.

BEN'S POV: Elena MORPHS one of her hands into a HIGH TECH GUN.

Ben is stunned.

BEN

It
was
you...

ELENA

Us, Ben, us! Some of the chips hid in me, so that the ones inside my father could be sacrificed. We built the false Queen to mislead you.

Ben

And I bought it.

(to Elena)

BEN

Elena, they've been controlling you
ever since.
You've got to fight them!

ELENA

They're not controlling me, they
are
me! And

I am them

. They give me what I want; they fulfill my deepest desires. Even the ones I don't know I have.

She's now very close to Ben.

ELENA

(softly)

We could fulfill
your
deepest desires, too.

A beat, and then, with a sweep of her arm, Elena sends a swirl of chips that form BEN'S CAR.

ELENA

You like your car? Wouldn't you like a few more?

Its engine ROARS.

ELENA

Or something else.
Anything
else. We can give it to you, Ben.

CLOSE ON BEN: He considers that... until he hears MORE POUNDING. He turns away from Elena and starts toward the storage room again.

Elena

Don't.

Elena scowls, and with another sweep of her arm, the car MORPHS into A CLOUD OF NANITES, which flows across the floor and splits into two identical versions of Victor Valadis, blocking Ben's way. Ben glances back at Elena.

BEN

Make them go away, Elena.

ELENA

I can't! The chips want what I want, and
I can't stop wanting
!

More O.S. POUNDING. Ben TRANSFORMS into ARMODRILLO.

Armodrillo

Armodrillo!

Armodrillo crashes into the two
Valadises
, knocking them aside, and Armodrillo then proceeds to the door of the storage room and tears it off of
its hinges, revealing JULIE. But before he can untie the struggling Julie, the two
Valadises
each split, forming four... all of whom leap onto Armodrillo from behind.

Armodrillo

(
impact
grunt)

Armodrillo
Vibrates
his hand, the Earthquake punch drives all four of the
Valadises
off him and into the air.

NEW ANGLE: On the lab's main door as Kevin suddenly kicks it open. But before he and Gwen can
take so much as another step, one of the
Valadises

crashes down
at their feet.

KEVIN

(to Gwen)

What did I tell you? From now on, you can call me Sherlock Levin.

Gwen's about to respond when this
Valadis
, as well as the other three, all descend on her and Kevin at once.

Gwen blocks tendrils with her shield.

GWEN

(
effort
)

Kevin swipes at another
Valadis
, his blows passing through him like
Sandman
.

KEVIN

(
efforts
)

ON
Armodrillo
: He finishes untying Julie, then turns to see what's happening to Gwen and Kevin. Kevin is being
overwhelmed by tendrils.

Armodrillo rushes to them, but when he tries to pull Kevin loose of the tendrils, the tendrils grab him
as if they were a single hand and fling him across the lab. He lands hard.

Armodrillo

(
impact
grunt)

As soon as he recovers, he heads back toward Elena, and:

Armodrillo

You have to stop them!

ELENA

We can't!

Armodrillo

Then I'll have to stop
you
!

Armodrillo starts toward Elena, she MORPHS into a ten-foot version of the
NANITE
QUEEN from "Alien Swarm."

ELENA/queen

You know we like you, Ben. But not
that
much.

Elena/Queen raises her fists, and together they quickly form the twin barrels of a high-tech
akk-akk-like
gun... which begins to blast a fusillade of chips at Armodrillo.

Armodrillo

(
impact
grunts)

He covers his face with his arms; the chips just bounce off him at first, but as Elena/Queen bears down
and the
fusillade
grows heavier, Armodrillo is forced further and further back.

Armodrillo

(
impact
grunts)

Elena/Queen grows more determined; the two barrels now merge into a single orifice, from which
blasts a thick cloud of chips... which
splat
against Armodrillo, then flow up and form a bubble over his head

Armodrillo

(muffled)

Can't... breathe... Ugh...

He falls. Julie now leaps on him, trying to peel off the microchips with her bare hands... to no avail.
She turns to Elena:

JuLIE

(panicked)

Ben!
Is
this
what you want?

ELENA/Queen

It... must be.

JULIE

No! Whatever's left of Elena
couldn't
want this.

ELENA/Queen

Julie, we
can't

stop.

JULIE

Then you never really cared about Ben.

ELENA/Queen

We did! ...

I
did!

JULIE

Then

I
sn't there some part of you left -- the real you -- that still cares enough to stop this?

Elena/Queen looks off at Armodrillo, who is still suffocating. Horrified, she backs away, and within a few steps, she finds herself beside the sterile compartment. A beat as she looks at it, and then she opens the compartment's door.

ArMODRILLO

<Gasping>

Julie realizes what Elena/Queen is about to do.

JuLIE

Elena, don't!

Elena/Queen ignores her. She steps into the forcefield. For a brief moment, her entire body becomes a mosaic of microchips... and then they are all zapped by the forcefield.

The chips that were smothering Armodrillo now fall off him, lifeless, while the ones that formed the Valadises
and were strangling Gwen and Kevin, morph into harmless piles of chips.

Ben transforms back to normal and slowly approaches the door to the sterile compartment, where a few fried microchips are now scattered on the floor.

Ben

Oh, no...

Julie puts her arm around Ben to comfort him, and as she does this, Gwen and Kevin come up on either side of them to look.

Julie

That wasn't Elena. The
Nanites
got her a long time ago.

Ben

You're wrong. There was enough of my friend left to save my life. Goodbye, Elena.

DISSOLVE TO:

Int. ELENA'S LAB - day

WIDE: The lab is now deserted and most of its equipment is gone. The Janitor is sweeping up.

CLOSER: As he passes a small, cracked mirror on the wall, the Janitor stops to adjust his wig. While he's doing this, CAMERA PANS AWAY from him, then ZOOMS to a corner of the lab, where a couple of seemingly scorched microchips lay on the floor. But now, they both begin to SPARKLE and move toward each other.

Fade out.

THE END

"Revenge of the Storm"

1003-026

Ben 10: Ultimate Alien

By

Stan Berkowitz

Story Editor

Dwayne McDuffie

Forever knight #1
Knight leader
Gwen
kevin
Ben
Jt
Cash
Oliver
Motormouth
Robot
JT and CASH
Terraspin
Syphon
Mel
Forever knight #2
Four arms
Red 1
ReD 2
Red 3
Red 4
Red 5
SpiderMONKEY
Kid
President
Alien
Ultimate spidermonkey
FoREVER KNIGHTs
Armodrillo
Ben/gwen/kevin
Jt/cash
Forever knight #1/cash
Psyphon
Kevo=in
Fourarms
Knight leader and forever knight #2
Aggregor
Gwen / Kevin
Ben / Gwen
Humongousaur
Swampfire
Sentinal
Ben / KEvin
SeNTINEL
Cannonbolt
Ultimate Cannonbolt
The Sentinel
Gwen / SENTINEL / CANNONBOLT
Azmuth
Ben/kevin
Goop
Valadis\
El
Julie
Elena
ELENA/
Humungousaur

AlieNs

(V.O.)
(O.S.)
(O.C.)
(CONT'D)
(SUBTITLE)

INT
EXT
I/E
CAMERA POV - EXT
INT/EXT

A QUARRY
QUARRY
BURGER PLACE
THE CRASH SITE
CLOSE ON
A ROAD - NIGHT
LAKE
A NON-DESCRIPT INTERIOR BACKGROUND
A PILE OF RUBBLE
CAMERA POV THE NON-DESCRIPT BACKGROUND
CAMERA POV - EXT.- A WAREHOUSE
CAMERA POV
AN APARTMENT BUILDING
APARTMENT HOUSE CORRIDOR
APARTMENT HOUSE
APARTMENT HOUSE - NIGHT
MEL'S APARTMENT
THE ABANDONED CARNIVAL
SUPPLY WAREHOUSE
THE WAREHOUSE
BEN AND KEVIN
END ACT TWO
CARNIVAL SUPPLY STORAGE FACILITY
GWEN AND KEVIN
A BEDROOM
THE WHITE HOUSE
AN ALIEN COMMAND CENTER
CARNIVAL - NIGHT
MIRROR MAZE
THE STORAGE FACILITY
RUST BUCKET
MECHOCUBE
MECHOCUBE LANDING BAY
2ND CUBEROOM
VARIOUS ROOMS
CUBEROOM (ICE ROOM)
CUBE ROOM
CUBE ROOM (MONTAGE)
CUBEROOMS (MELTING)

SPACE
RUSTBUCKET III
RUSTBUCKET III COCKPIT
PERPLEXAHEDRON
3RD CUBEROOM

DAY
NIGHT
AFTERNOON
MORNING
EVENING
LATER
MOMENTS LATER
CONTINUOUS
THE NEXT DAY
DAY (FLASHBACK)
A MONITOR SCREEN
THE GLARE OF HEADLIGHTS
THE NON DESCRIPT BACKGROUND
APARTMENT DOOR
A FIRE ESCAPE
A KID AT HIS COMPUTER
SYPHON
ULT SPIDERMONKEY AND SYPHON
MEANWHILE
PRESENT
SPACE

CUT TO:
FADE IN:
FADE OUT.
FADE TO:
DISSOLVE TO:
BACK TO:
MATCH CUT TO:
JUMP CUT TO:
FADE TO BLACK.
Slam cut to:
Wipe to:

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