

## BEN 10: ULTIMATE ALIEN

“The Transmigration of  
Eunice  
”

Second  
Draft (2-  
2  
7  
-10)

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## TEASER

Ext. desert flats - day

Ben's and Kevin's cars race side-by-side across the desert flats - driving towards mountains in the far off distance. The two cars kick up a dust trail behind them.

BEN and KEVIN  
communicate through Ben's  
Ultimatrix  
and Kevin's PLUMBER BADGE

they race.

Ben

Save yourself some  
embarrassment  
, Kevin. Concede my speed!

KeVIN

Are you kidding me, Tennyson? I'm still in second gear.

Kevin  
SHIFTS UP, and his  
car surges ahead.

Int. Kevin's car - contINUOUS

A smiley Kevin drives - an unamused GWEN sits shotgun.

GwEN

You guys act like a couple of 10  
year  
-  
olds

.

Kevin

Ten  
year  
-  
olds  
can't drive.

Ben

(filtered)

Neither can  
you  
, Grandma!

KeVIN

(to Ben on the radio)

Want to make this interesting? Last one to the campsite has to do the cooking.

Ben

You're on! I want pancakes.

Gwen

Is this really necessary?

Kevin

Yes.

Unless you want to skip camping and, I don't know, go do something fun instead.

GweN

You know Ben can't go anywhere without being swamped by fans. If we're going to have a vacation, this is it.

KeVIN

I can think of  
plenty  
of  
fun places we could've gone.  
..

GweN

Keeping in mind that we're not ditching Ben.

KEVIN

Oh. Then in that case, no.

Kevin looks in the rear view mirror. Ben's gaining on him.

Kevin

Not  
gonna  
happen, Tennyson.

Ext. DeseRT FLATS - contINUOUS

Ben's car gains and tries to pass Kevin's car, but Kevin's car surges - the two race side-by-side again.

In the skies above them, an unidentified OBJECT comes hurtling towards Earth - leaving a trail of fire behind it.

Ben looks over towards Kevin, when he notices the light coming above them.

BeN

Incoming!

Kevin

I see it!

Ben's and Kevin's cars split off to avoid being crushed by the object, as it <CRASHES> into the desert floor.

The object is a SPACESHIP - relatively undamaged with a simplistic design. The crash has left a long trench behind it in the ground.

Ben, Kevin, and Gwen approach the ship on foot.

BeN

Looks like an  
escape pod.

EXT  
. Space ship - contINUOUS

In the center of the  
wreckage  
is a  
LIFE POD  
- resembling a  
sealed coffin  
. It's about six feet long and two feet wide - the top of the pod has a window of frosted glass.

GweN

I think something's in there  
.

Gwen touches the top, then instantly recoils and grabs her hand.

GweN

(  
ow  
!)

BeN

You okay?

GwEN

C  
ut my  
finger  
.

Kevin kneels down to get a closer look at the box.

Ben

What do you make of it?

KeVIN

I don't recognize the design.  
Careful,  
whatever's inside might be disoriented, and  
  
dangerous  
.

Suddenly  
brilliant  
green light  
flashes through the frosted top.

The top of the pod slides OPEN - smoke pours out into the chamber.

The smoke subsides  
a bit  
, revealing a beautiful HUMAN GIRL inside.  
Eunice  
, 16, appears to be sleeping.  
Ben looks at her in awe.

Ben

Or  
beautiful  
..  
.

Off of  
Eunice  
's face...

END OF TEASER

ACT ONE

Ext. forest campsite - daY



Eunice  
sits next to a campfire - staring at the flames. She wears Ben's jacket.

Ben, Gwen, and Kevin sit on the other side of the fire.

Gwen

You don't remember anything?

Eunice

Nothing before I woke up  
and  
met  
the three of you.

Gwen's EYES GLOW, and Eunice briefly  
glows PINK  
in tandem.

Gwen

I don't sense any injuries.

Kevin

Yeah, she looks pretty healthy to me too.

Gwen elbows Kevin and gives him a dirty look.

KeVIN

<

ow!  
>  
What?

Ben

I'm glad you're okay.

Eunice  
looks up from the flames at them and smiles, then brushes her hair with her hands.

Ben smiles back.

bEN

Do you maybe remember your name?

She frowns, thinking.

Eunice

Uni  
...  
Eunice  
?

A  
squirrel

comes  
up to nuzzle by  
Eunice  
's feet - a bird lands on her shoulder.  
A mouse approaches. Eunice  
smiles and pets the animals.

Eunice

Hi there, little guys.

Kevin

Maybe we should call her “the vermin  
whisperer  
.”

Ben scowls at Kevin, then smiles at Eunice.

Ben

“  
Eunice.  
” Hello.

KeVIN

We should cut this trip  
short  
and head back. Turn  
her  
over to the Plumbers.

The others react to Kevin -  
Eunice  
looks startled. Ben and Gwen don’t appear pleased.

GwEN

You’ll do anything to avoid camping, won’t you?

KeVIN

Yes. But as it turns out, I  
got  
a good reason. She's an alien. We should get her to someone who can help  
her  
.

Eunice

Is it okay if I stay with you for a while?

Ben

(overlapping Kevin)

Of course you can!

Kevin

(overlapping Ben)

Sorry, you have to go.

They look at each other, then at Gwen.

Kevin

Tie-breaker?

Gwen shrugs.

gwen

If she wants to stay, who are we to say no?

Ben turns to Eunice, smiling.

ben

Maybe  
we can help  
you  
get  
your  
memory back.

Gwen

I've got some extra clothes you can borrow.

Gwen takes Eunice by the hand and they exit. Ben looks off, smiling stupidly. Kevin breaks his reverie  
by <  
snapping his fingers  
> next to his head.

Kevin

You're  
drooling  
, dude.

Cut to:

Ext. Forest - daY

Kevin and Gwen walk through the forest - he carries fishing poles and equipment.

KeVIN

This  
is going to  
be  
fun  
!

GwEN

A minute ago you were trying to get out of camping  
and now it's going to be  
fun?  
A  
re you working some  
kind of  
angle?

KeVIN

(too innocent)

Gwen!  
I know it's important to you that  
we all  
spend some quality time together. I want what you want.

Gwen  
isn'  
t  
buying it. She  
walks past Kevin.

GweN

If you're working some angle, so help me, I'm going to hurt you.

KEVIN

(  
evil  
chuckle)

Kevin follows after Gwen. Ben and  
Eunice  
follow behind them.

BEN

So how do you do that thing with the animals?

Eunice

I don't know.  
I don't know  
anything  
.  
This must all  
seem so strange to you,

BeN

You'd be surprised.

Eunice

I'm sorry for tagging along. I hope I'm not intruding.

BEN

You're not. You're fun to  
be  
around.

Eunice

<  
laugh  
s>  
I am? I'm fun even though I don't have a memory  
?

BeN

It'll come back  
.  
Don't force it.  
Anyway, y  
ou're more fun than Kevin.

Wider to reveal Kevin, only a few feet away.

KevIN

I  
'm right  
here  
.



Eunice  
/ ben

<  
laughter!  
>

Ext. River - dAY

Ben and Kevin wade into the river, looking for the perfect spot to cast their reels.

Gwen and  
Eunice  
sit on the edge of the river - they both have cast their fishing rods into the water.

Eunice

What do we do

next  
?

GwEN

We wait.  
I brought some stuff to make batter, if we're lucky we're having a fish fry tonight.

Eunice

We're going to  
capture fish and  
eat

them  
?  
I can't do that  
.

GWEN

Oh,  
um  
.  
..  
I've got stuff for salad.

EuNICE

I'm sorry.

Gwen

It's fine. It's  
good  
. You remember that you're a vegetarian...

Ben and Kevin continue to wade into deeper and rockier water, as they cast their reels.

Eunice

What are they doing?

GweN

Showing off.

Ben and Kevin try to steady themselves on the slippery rocks. Kevin starts to lose his balance.

KEVIN

<  
losing  
his balance  
, then  
impact  
>

Kevin falls over and hits the water - taking out Ben in the process. The two <SPLASH>.

BeN

<  
impact  
>

The two get out of the water - sopping wet.

Eunice  
/ gwen

<  
laughter  
>

Ben sees them laughing, smiles, and waves.

Eunice  
waves back - Gwen notices  
Eunice  
's wave.

Ext. fOREST CAMPSITE -  
niGHT

The four have finished eating around the campfire - Gwen sits with Kevin, Ben sits with  
Eunice  
. The empty cans remaining from dinner are stacked near them.

Ben

Then Grandpa Max said to Gwen, "That's why I ride side-saddle!"

Eunice

<laughing>

GWEN

That's not how it happened  
!

Ben

(conceding)

It's funnier the way I told it.

KeVIN

And you come out of it looking better.

BEN

Do I? How about that?

Gwen turns her attention to  
Eunice, who is staring off into space  
.

GWEN

You're quiet. Remembering something?

Eunice

No  
, just thinking  
.  
L  
osing my memory  
makes me  
focus on the here and now

, I guess  
. The animals. The trees. The people. All the beautiful things in the world around me.

Ben hangs on her every word - then stands up and reaches out his hand to help  
Eunice  
to her feet.

GwEN

Where're  
you going?

BeN

I  
'm  
going to take  
Eunice  
to see the view of the ravine.

GWEN

(through gritted teeth)

May I have a word with you? In private.

Gwen and Ben step aside, leaving Kevin and  
Eunice  
at the campfire.

Squirrels come up to  
Eunice  
. Kevin frowns at them.

KeVIN

Squirrels.  
Nothin'  
but tree rats.

Kevin gets up and joins Gwen and Ben.

Ext. ForEST campsite - contINUOUS

Ben, Gwen, and Kevin conference away from the campfire.

GWEN

What do you think you're doing?

BeN

T  
alking. I'm not allowed to  
talk  
to her?

KeVIN

Forget it, Tennyson. She's  
way  
too good-looking for you.

GweN

Not the point. What about Julie?

BeN

She was only a  
little  
too good-looking for me.

Kevin

Just barely in your range. But okay.

Gwen

That's not what I meant, and you both know it.

Ben

Juli  
e  
broke up with  
me  
.

GWEN

No. She said you might as well be broken up.

KeVIN

Same difference  
.

BeN

Two to one  
, m  
ajority rules



. D  
on't wait up.

Ben leaves - Gwen looks unhappy.

Ext. ForEST trail -  
night

Ben leads  
Eunice  
through a forest trail.

Eunice

You're lucky to have your Grandpa. I  
don't even know if  
I have family. I wonder if  
anyone's  
looking for me.

BEN

Of course  
people are looking  
. They miss you. I'd miss you.

Eunice

You're not very good at flirting  
.

BEN

How would you know? You have total memory loss.

Eunice

True, but I wasn't born yesterday.

BEN

Sorry. Won't happen again.

Eunice

I said it was awful. I didn't say stop.

Ben and  
Eunice  
come to a stop in a clearing beneath a rocky hill. The landscape is dotted with large rocks.

BeN

I might be lost.  
Stay here. I'm going to  
climb higher  
,  
see if I can spot  
the ravine  
.

Ben climbs up the rocky hill, leaving  
Eunice  
.  
Eunice  
hears something and walks off the path.

Something in the darkness is stalking her. But we can't see what. Bushes shaking, <  
low Growls

>, a flash of teeth, but never a clear look.

She comes around a large boulder and comes face-to-face with an enormous GRIZZLY BEAR. The angry bear <SNARLS> and rises up on its hind legs - startling Eunice and draping a huge shadow over her.

Ext. hill - continuous

Ben  
is at  
the top of the hill - which is dotted with large rocks.

Ben

(calling out)

Okay,  
Eunice  
!  
We're a little West of where I thought we were--

Ben looks down and sees the bear looming over  
Eunice

.

BEN

Eunice  
!

Ben  
transforms  
into ARMORDILLO.

Armordillo

Armordillo!

Armordillo  
burrows into the ground

traveling through it as if it were water as  
he races towards  
Eunice  
.

ArMORDILLO

Hang on! I'm  
coming  
!

He stops short, startled by what he sees.

ArMORDILLO

Wait - what?

Ext. Forest trail - continuous

Eunice

is in no trouble. Standing next to the large boulder, she pets the grizzly bear, calming it down. As she does, there is a FLASH of GREEN LIGHT, where her hand touches the bear.

Armordillo reaches the bottom of the hill, then  
reverts  
back into Ben. He approaches  
Eunice  
incredulously, as  
Eunice  
nudges the bear and sends it on its way.

Ben

How did you do that?

Eunice

I didn't do anything. I just knew it wasn't going to hurt me.  
It's weird, isn't it?

Ben

You didn't think it was  
weird  
when I turned into a ten-foot tall alien?

EUNICE

I figured you'd explain it to me later.

BEN

Fair enough

.

C'mon  
. The ravine

is  
up  
this way.

Ben leads the way  
, inching around a Boulder in the path  
. Before  
Eunice  
joins him, she easily and effortlessly  
**SHOVES**  
the boulder out of the way.

Eunice

Wait for me.

Ext. DeSERT FLATS -  
night

A mysterious figure  
we don't get a clear look at,  
arrives at the spaceship crash site - approaching the ship.

The figure  
TEARS OPEN the ship with his bare hands, searching for something.

Sunder

<  
exertion effort!  
>

Int. Space SHIP - contINUOUS

Reveal that the figure is SUNDER. Sunder enters the interior of the ship and finds the empty space pod.

Sunder

Empty.

Ext. DeserT FLATS - conTINUOUS

Sunder steps outside, holding his handheld scanner.

Sunder

I can find it  
with my scanner...

Sunder puts the scanner back on his belt.

Sunder

But  
it looks like  
I won't need  
to

.

Sunder's eyes follow tire tracks in the desert sand - leading from the spaceship up towards the mountains.

END ACT ONE

ACT TWO

Ext. forest -  
night

Ben and  
Eunice  
walk through the woods.



beN

It's not far now.

(beat,  
chagrined  
)

I know I said that  
before  
...

Eunice

is  
kneeling by a patch of blue wildflowers.

Eunice

Have you ever seen anything more beautiful?

She picks a flower and holds it up, as a RABBIT comes  
up to her.

BeN

How do you do  
that  
?

Eunice

I don't know. The animals just-

BEN

Not  
just  
that.  
Everything?  
How do you make  
it all  
seem so... natural  
?

Eunice  
holds  
the rabbit  
in her  
arms  
.

Eunice

Want to pet him?

Ben frowns, putting his hand out tentatively.

BeN

Does it bite?

Eunice

(teasing)

No. I'm pretty sure that bear you were going to fight for me does, though.

Ben

That's different!

EuNICE

If you want to be scared of the  
bunny  
, I won't judge.

BEN

(laugh!)

Ben sits down with  
Eunice  
among the flowers, then reaches out to pet the  
rabbit in her lap  
.

Ben's hand touches  
Eunice  
's.

After a moment, the two  
look at  
each other  
, their  
heads inching closer as if about to share a kiss.  
The moment is  
interrupted  
by an  
ENERGY BLAST.

Reveal Sunder stepping off his glider. Sunder carries a new double-bladed light-saber axe. Ben gets  
Eunice  
behind him.

BeN

Sunder!

SUNDER

Tennyson.  
If I'd known it was you,  
there wouldn't have been a warning

shot

.

BeN

Guess that's where you made your first mistake.

Ben  
transforms  
into SPIDERMONKEY.

SPIDERMONKEY

Spidermonkey!

Spidermonkey leaps into the air, firing a ball of web at Sunder.

Sunder  
swings

his  
ENERGY  
AXE  
- obliterating the webbing in mid-air.

SunDER

You tried that move on me last time. Or have you forgotten?

SPIDERMONKEY

I didn't forget. I was setting you up for  
this!

Spidermonkey transforms into ULTIMATE SPIDERMONKEY.

Ultimate spidermonkey

Ultimate Spidermonkey! (

roar  
!)

Sunder leaps back, as Ultimate Spidermonkey <RIPS> a tree out of the ground and swings it at Sunder, knocking him through the air.

SuNDER

<impact>

Sunder  
finds his balance  
, then counter attacks with his axe  
. Ultimate Spidermonkey takes a second swing with the tree trunk, but Sunder  
SLIC  
ES it  
in half.

ULTIMATE SPIDERMONKEY

<effort>

SunDER

Never did  
get even with you  
for sending me to the Null Void.

Ultimate spidermonkey

Get even?! You cut my  
hand  
off!

Sunder

Stop whining. You got it back.

Sunder fires  
an

energy

blast  
from his axe -  
destroying the ground at  
Ultimate Spidermonkey's  
feet

.  
He straddles the crater with his tentacles.

ULTIMATE SPIDERMONKEY

We already settled this. The  
Ultimatrix  
is mine!

Sunder goes on the offensive, swinging with his axe and causing Ultimate Spidermonkey to backpedal.

SunDER

You think this is about the  
watch  
?

Sunder raises his axe and brings it down towards Ultimate Spidermonkey - but misses him  
.

ULTIMATE SPIDERMONKEY

If you're not after the  
Ultimatrix  
, then what  
...?

Ultimate Spidermonkey makes eye contact with  
Eunice  
.

UITIMATE SPIDERMONKEY

Eunice

.

Ultimate Spidermonkey attacks Sunder, rising up and using his many legs to stomp him.

UITIMATE SPIDERMONKEY

<efforts>

Sunder grabs one of Ultimate Spidermonkey's legs and throws him aside.

SuNDER

<effort>

UITIMATE SPIDERMONKEY

<falling, then impact>

Sunder  
regains his footing, and stalks  
towards  
Eunice

.

SunDER

You're coming with me. Now.

Eunice

Stay away!

A frightened  
Eunice  
looks at the ground - finding  
her  
rabbit nearby. She reaches down and  
touches  
the rabbit.  
There is a FLASH OF GREEN LIGHT.

Sunder reaches to grab  
Eunice  
. With stunning speed absorbed from the rabbit,  
Eunice

leaps  
and bounds

dozens of feet into the air  
and away - escaping into the forest.

ULTIMATE SPIDERMONKEY

Hey, Hatchet-head!

Ultimate Spidermonkey jumps Sunder from behind - knocking him  
down  
.

SuNDER

<impact>

As Ultimate Spidermonkey opens his mouth to fire a blast of webbing, Sunder rolls over and fires an  
ENERGY BLAST from his axe into Ultimate Spidermonkey's mouth.

ULTIMATE SPIDERMONKEY



<pained  
cry>

The point-blank attack staggers Ultimate Spidermonkey, sending him crashing to the ground.  
Ultimate Spidermonkey opens his mouth, SMOKE pours out!

ULTIMATE SPIDERMONKEY

Hot!  
Hot! Hot!

The Ultimatrix TIMES OUT.  
Ultimate Spidermonkey  
reverts  
back into Ben.

Ben

Oh,  
that's  
inconvenient.

Sunder gets up  
as his Glider flies back to him. He  
leaps aboard, and flies into the forest after  
Eunice  
.

SundER

Stay out of this, Tennyson. You don't understand what you're dealing with.

An exhausted Ben  
watches  
as Sunder flies away.

Ext. forest CAMPSITE -  
night

Kevin struggles with his tent, trying to hammer the tent stakes into the ground  
with his HAMMER FIST  
. Gwen watches.

KeVIN

(grumbling!)

GWEN

Offer still stands.

KeVIN

Answer is still no.  
The  
guy  
puts up the tent.

Gwen

Speaking of things that take too long, where are Ben and Eunice?

Kevin continues putting up the tent.

Kevin

Probably  
watching the stars  
.  
Girls like that, right?  
What's the problem?

GweN

T  
his weekend  
was supposed  
to be the three of us. Not the three of us plus Ben's new girlfriend.

KeVIN

Ease up  
.  
It's hard enough for her without  
all the  
pressure  
from you  
.

GWEN

Pressure?

KEVIN

You're  
treat  
ing  
her like  
a

fifth

wheel. Wasn't that long ago  
I  
was the one trying to fit in with you and your cousin. So be nice.

Gwen stares at him for a long moment, puzzled.

Kevin

What?

GWEN

Sometimes y  
ou make sense.

KEVIN

Your influence.

Kevin looks at the crooked tent  
he's  
mis-assembled  
and frowns.

Kevin

You want to show me how to do this?

Ben comes running back to the campsite.

BeN

Where's

Eunice  
?

KeVIN

Man. You can  
not  
keep a girlfriend.

BEN

(ignoring the joke, agitated)

Sunder attacked us in the forest. We got separated.

GweN

She's wearing my extra clothes.  
I can track  
her.

Gwen uses her powers to track Eunice - her eyes  
glow  
.

Ext. Mountain face -  
night

Ben, Gwen, and Kevin  
walk up the  
side of the mountain  
on a series of Gwen's ENERGY PLATFORMS.

Gwen

This way. Although I can't imagine how she got  
way  
up here.

BeN

Oh.  
She can absorb animal powers.  
She was jumping like twenty feet high.

KeVIN

Okay. Too much we don't understand. We find her, and  
make her talk.

GWEN

What happened to "be nice to her"?

KeVIN

Sunder  
only goes after  
rare and precious objects. He wouldn't be here unless  
Eunice  
has something he wants.

Ext. MounTAIN TOP LEDGE - contINUOUS

A plateau near the mountain top peak - the air is cold and the terrain is all rock. Ben, Gwen, and Kevin make their way

onto  
the ledge  
via one of Gwen's ENERGY PLATFORMS.

Eunice  
sits on the ground, huddled over. Ben, Gwen, and Kevin approach her.  
Eunice

smiles weakly and wipes tears from her eyes.

Ben

Come here often?

Eunice

You  
've all  
been so  
nice  
to me, and now I've brought you into this.

KeVIN

What  
is  
"this"?  
What does Sunder want from you.

Eunice

I  
honestly don't know  
. I've been trying to remember, but  
I can't.

Ben

Maybe something from your ship?

Kevin

Could be. When we found you, I'm pretty sure you weren't carrying anything.



Gwen

(warning)

Kevin.

Kevin

Just an obsession.

Eunice  
stands  
.

Eunice

I want to know who I am. I'm scared and I don't know if I should be.

SuNDER (o.S.)

I can help with that  
.

Sunder flies up onto the plateau - riding his glider.

SuNDER

You should  
definitely  
be scared.

Sunder swings his axe - firing  
an  
energy blast. Ben, Gwen, Kevin, and  
Eunice  
dive to the ground to avoid it.

Ben/gwen/kevin

<DODGING IMPACTS>

Ben transforms into  
NRG  
.

NRG

NRG  
!

NRG  
fires a  
RADIOACTIVE BLAST  
.

Sunder spins and banks his glider,  
avoiding  
the  
blast  
.

Sunder fires an energy blast from his axe. The energy blast hits  
NRG  
- knocking him backwards.

NRG

(  
impact  
grunt!)

Gwen hurls energy discs at Sunder.

GweN

(  
throwing  
effort!)

Sunder parries and deflects the discs away with his energy axe.

SunDER

(  
swinging  
efforts!)

Kevin touches and absorbs the rocks,  
forming oversized ROCK FISTS, as he  
leaps at Sunder.

KeVIN

<efforts>

Kevin lands a few punches at Sunder, before Sunder spins his axe - then surprises Kevin by firing an energy net from the bottom of the axe.

KeVIN

<impact>

The net covers Kevin and pins him to the ground.

NRG

Where do you think  
you're  
going?

NRG

grabs the passing  
Sunder  
, yanking him off of his  
glider - causing the glider to spin wildly.

SuNDER

<jerked>

Sunder pulls out a glowing handheld device - then attaches it to  
NRG  
's chest.

The device FLASHES and fires an elastic webbing - instantly entangling  
NRG  
in a sticky goo.

Sunder

Hoist by your own petard.

Nrg

<struggles>  
If I knew what a “petard” was, I’d probably think that was funny.

Gwen charges Sunder, hurling more energy discs.

GweN

(  
throwing  
effort!)

The first disk hits  
Sunder  
and EXPLODES.

SuNDER

<impact>

Sunder's GLIDER returns, Sunder hops on, avoiding several more of Gwen's disks. Sunder charges

swing  
ing  
his axe at Gwen.

SuNDER

(  
effort  
!)

Gwen raises an energy shield, but the axe SHATTERS it.

GweN

(  
impact  
grunt!)

Sunder's glider FIRES an energy net at Gwen - hitting her and pinning her down.

GWEN

<struggles>

NOT FAR AWAY

Eunice

scrambles away to the edge of the plateau, looking down at the sheer cliff drop  
, wondering if her powers can survive this drop. Not a chance.

SunDER (o.S.)

You want to know who you are.

Sunder approaches her slowly on foot - holding his hands up to show he's unarmed.

SunDER

I can tell you. I can even take you home.

Eunice

steps away from the cliff edge.

Eunice

You can?

NRG

reverts

into Ben, struggling to get loose from the webbing.

Ben

Eunice

!

Stay away from  
him!

Sunder faces

Eunice

.

SunDER

Don't y

ou want to know who  
you are  
?  
Or rather,  
what  
?

Sunder suddenly takes his hand and plunges his hand  
grabs

Eunice's head and pulls up her hair, revealing green,  
printed

circuits  
at the base of her skull.

Ben, Gwen, and Kevin react in horror.

Sunder twists his hand - turning  
Eunice  
OFF.  
Eunice  
disappears in a FLASH OF  
GREEN  
LIGHT and  
the original series  
<OMNITRIX SOUND EFFECT>.  
In her place is  
a  
crude version of the Omnitrix power core  
(except with no hourglass plumber symbol).  
Sunder picks it up.  
Ben is stunned.

BeN

Eunice  
?

Off the  
Eunice  
/power core in Sunder's hand...

END ACT TWO

### ACT THREE

Ext. mountain top ledge -  
night

Re-establish. Ben, Gwen, and Kevin are stunned.

gwen

He turned  
Eunice  
into a  
n Omnitrix  
core?

Sunder clutches the  
Eunice



power core in his hand, picks up his energy axe, and then leaps up on his glider.

BeN

What did you do?

SuNDER

My job  
. Now if you'll excuse me, I have a delivery to make.

Sunder flies away on his glider.

BeN (o.S.)

Sunder!

Ben transforms into CANNONBOLT.

Cannonbolt

Cannonbolt!

Transforming into Cannonbolt bursts the webbing off of him.

Gwen creates an energy bubble around herself, then expands it - destroying the energy netting around her. Kevin bashes his way free from his netting.

Cannonbolt, Gwen, and Kevin get to the edge of the cliff. Sunder is barely visible in the distance.

CanNONBOLT

Catch up when you can.

In mid-roll,  
Cannonbolt transforms into ULTIMATE CANNONBOLT.

Ultimate cannonbolt

Ultimate Cannonbolt!

Ext. MounTAIN - contINUOUS

Ultimate Cannonbolt rolls down the mountain at breakneck speed - bouncing and <SMASHING> through rocks and other obstacles in his path.

Ext. Forest - cONTINUOUS

Small animals run out of the way as Ultimate Cannonbolt races through the forest - LEVELING everything in his path, SNAPPING trees like matchsticks, and leaving a swath of destruction behind him.

A wider view shows Sunder flying in the sky - Ultimate Cannonbolt has almost caught up to him.

Ext. Skies - contINUOUS

As he flies, Sunder admires the Eunice power core in his hand, when he hears <RUMBLING> below him. He looks down just as Ultimate Cannonbolt comes shooting up at him like a cannonball.

They collide in mid-air.

ULTIMATE CANNONBOLT

(  
impact  
grunt!)

SunDER

(  
impact  
grunt!)

Sunder and Ultimate Cannonbolt plummet to the ground.

Ext. Lake - contINUOUS

A small pond adjacent to a muddy wetlands. Sunder and Ultimate Cannonbolt <SPLASH> down in the lake, then disappear under the surface.

A moment later, they both come up fighting.  
Ultimate Cannonbolt has unrolled himself.

Sunder throws punches at Ultimate Cannonbolt, then tries to grab hold. Ultimate Cannonbolt rolls up again, then manages to roll over Sunder. The force of his spinning shoots Sunder out from under him.

SunDER

(  
fighting  
effort  
s  
!)(  
off-balance

hurk  
!)

Ext. wetlands - conTINUOUS

The wetlands are dotted with thick patches of tall grasses. The parcels of mud are of various depths - one step might be solid, the next step up to your ankle, the next step up to your neck.

Sunder is thrown into the muddy wetlands. He quickly gets to his feet, with his face splattered with mud.

SuNDER

<impact>

Ultimate Cannonbolt rolls at Sunder, who manages to leap frog over Ultimate Cannonbolt.

SundER

(  
jumping  
effort!)

Ultimate Cannonbolt bounces through the tall grasses - rustling up the hidden wildlife and sending  
a  
flock of birds flying in all directions.

As Ultimate Cannonbolt turns to come racing back towards Sunder, Sunder pulls out a miniscule high-tech hand cannon.

SUNDER

Like it? I picked it up on  
Galvan  
Prime!

The hand cannon <FIRES> a massive energy distortion blast - hitting Ultimate Cannonbolt  
hard,  
and disorienting him.

UltIMATE CANNONBOLT

<Impact>

Ultimate Cannonbolt tries to roll straight, but can't do it. He unrolls himself, falling to one knee and trying to regain his bearings.

UltIMATE canNONBOLT

What did you do?  
Dizzy....

Sunder attacks with his axe, swinging again and again. Ultimate Cannonbolt tries to back-pedal, but is at a disadvantage.

SunDER

(  
swinging  
efforts!)

Ultimate Cannonbolt trips and falls on his back - landing in the mud. Sunder stands above him with his axe raised.

UltiMATE CANNONBOLT

<impact>

SuNDER

You  
really  
thought you could beat  
me  
?

UITIMATE CANNONBOLT

Well,  
yes  
!

SuNDER

Last mistake you'll ever make.

kevin  
(o.S.)

He'll make  
plenty  
more mistakes!

Gwen and Kevin have arrived.

Kevin

(sheepish)

That didn't come out right.

Gwen

No. It didn't.  
<effort>

Gwen  
fires  
an  
energy whip  
at Sunder, yanking the axe from his hands and tossing it aside.

SunDER

<reacts>

Kevin digs down into the mud with both hands and pulls out two rocks - he  
absorbs

the rocks into his fists, then tangles with Sunder. He tags Sunder with a series of punches.

Kevin

(  
punching  
efforts!)

Ultimate Cannonbolt shakes off the cobwebs, then rolls up again to pick up speed.

Sunder tags Kevin with a punch, knocking him away.

Kevin

<impact>

But before Sunder can move, Ultimate Cannonbolt comes up and barrels into him - RAMMING into him.

Sunder

(  
impact  
grunt!)

The impact sends Sunder into the mud - and separates him from the core.

Sunder quickly wipes the mud from his face, then dives for the power core. But before he can grab it, Gwen uses her powers to knock the power core away.

GWEN (o.s.)

Kevin!

The power core bounces to Kevin, who picks it up.

Gwen goes toe-to-toe with Sunder - slamming him with energy-assisted punches.



GweN

<efforts>

What are you doing?

Kevin holds the power core, turning it over and trying to tinker with it.

KeVIN

I'm looking for a  
switch  
on this thing.

ulTIMATE CANNONBOLT

If it  
looks  
like  
an  
Omnitrix...

Kevin grins and  
SMACKS the power core.

There's a  
GREEN  
FLASH of light. The power core is replaced by  
Eunice  
, b  
ack  
in her original alien form. She stands and stares at her hands - looking stunned.

EuNICE

What... am I?

While still fighting Gwen, Sunder sees what's happening. Sunder blocks one of Gwen's attacks,  
pushes her out of the way, then runs straight for  
Eunice

.

Gwen

<impact>

SunDER

You belong to me!

Eunice  
sees him coming. Her body language changes from shock to anger.

Eunice

I don't belong to  
anybody  
!

Eunice  
kneels down and touches a nearby snake,  
THERE IS A GREEN FLASH  
.

Eunice

Tell me what's happening!

Sunder tries to attack  
Eunice  
, but  
Eunice  
grapples with Sunder. Using the snake powers, she manages to slip out of his grasp, reverse the grab,  
and then takes Sunder down to the ground.

Eunice

(

fighting  
efforts!)

SundER

(  
impact  
grunt!)

Eunice

Who am I!?!  
Where do I come from? Where are my parents?!

In the mud,  
Eunice  
has Sunder in a wrestling-type lock from behind. Despite the hold, Sunder tries to reach for something  
off his belt.

SUNDER

(  
struggling  
!) You have no  
parents  
! You're a  
thing. A  
  
machine  
!

Eunice

Liar!

Ultimate Cannonbolt, Kevin, and Gwen dive at Sunder  
,  
  
piling on  
.

KeVIN

<efforts>

UTIMATE CANNONBOLT

Hold  
him  
!

The five of them struggle in the mud - at a virtual standstill.

All

<struggles  
>

With his signature  
teleportation  
FLASH,  
AZMUTH appears on the edge of the wetlands, shaking his head at the sight of all of them covered in  
mud.

AzMUTH

Wallowing in the mud. Why am I not surprised?

Ultimate Cannonbolt  
reverts  
back into Ben. Ben, Gwen, Kevin,  
Eunice  
, and Sunder get to their feet, as Azmuth approaches.

BEN

Azmuth?  
What are  
you  
doing here?

Azmuth looks at Ben and Sunder.

AzMUTH

Attending to trivialities that should have been  
easily  
handled by my proxy.

SuNDER

I'm sorry,  
Sir.  
I just needed more time.

AzMUTH

As if you're a match for Tennyson.

Ben

(to Sunder)

Don't take it personally,  
I  
am  
pretty tough.

AzMUTH

You're a buffoon  
.

O  
nce again involving yourself in matters that are none of your concern!

Bn  
puts a protective arm around Eunice's shoulders.

BeN

Eunice  
is  
my concern.

Azmuth looks at  
Eunice  
.

AzmUTH

Eunice  
? Is that what you've been calling  
the

Un  
i  
trix  
?

Eunice

Unatrix  
?  
Is that my name? You  
know who I am  
?

AzMUTH

You are a  
Unitrix  
.

One of my  
early  
prototype

model  
s  
of the Omnitrix.

Gwen

(ahead of everyone)

Uni  
as in “one,” instead of  
omni  
, meaning “all.”

AzMUTH

Indeed. Originally I planned to create a separate device to store the DNA of each species.

GWEN

So w  
hen I cut my hand opening the space pod.  
..

AzmUTH

--It sampled your DNA, randomized it, and created “Eunice.”

Kevin

So, b  
asically, you lost your  
doohicky  
, and hired Sunder to find it.

Azmuth

A wasted effort. A  
nd a  
fter going to all the bother of freeing hi  
m  
from the Null Void.

eunicE

(  
frightened  
)

What  
happens to  
me  
now?

AzMUTH

You go back into storage.

Eunice  
is terrified.

Eunice

No.  
Please  
...

Ben

You can't  
just store a  
human  
being



!

AzMUTH

She's not human. She's a construct. No more alive than  
any of your transformations.  
She's not real.

The words sting  
Eunice  
. Tears well in her eyes.

BEN

Who are you to say  
that  
?  
My transformations are real, and s  
he's  
way  
m  
ore human than you  
are  
!

AZMUTH

The  
Un  
i  
trix  
is dangerous.  
I can't let her roam around unsupervised. I'm sorry Ben.

BEN

I  
'll fight you, Azmuth.

Pause  
, then a smile.

AzmUTH

I  
belive  
you would.

Azmuth looks at  
Eunice  
.

AzMUTH

Very well,  
Un  
i  
trix  
...  
Eunice  
. Come with me. We'll find you someplace safe to live  
. I can always use more help tending  
Primus  
...

Azmuth and Sunder walk away.  
Eunice  
goes to join them.

Ben, Gwen, and Kevin watch them leave.

Eunice  
stops and turns around.

Eunice

Thank you for letting me go camping with you.

gWEN

Anytime.

KEVIN

You did me a favor. If you hadn't shown up, there  
was talk

about making  
S'mores

.

Eunice  
walks back to Ben. She takes his hand,  
and  
puts something in it.

Eunice

Goodbye, Ben.

Ben

Goodbye.

Eunice  
steps back to stand next to Azmuth and Sunder - the three fade away  
in Azmuth's Energy signature.

Sunder

(fading)

Do I still get paid?

Gwen and Kevin look at Ben, who keeps his hand closed.

GweN

What did she give you?

Ben opens his hand - inside is a blue wildflower.

Ben

Something beautiful.

Ben, Gwen, and Kevin walk away - as birds take flight over the wetlands.

THE END

SPIDERMONKEY

Spidermonkey

YUNA

Yuna's



Ben  
Kevin  
Yuna  
Sunder  
Gwen  
Azmuth  
Ultimate spidermonkey  
SPIDERMONKEY  
Ultimate cannonbolt  
Armordillo  
DIAMONDHEAD  
Cannonbolt  
yuna / gwen  
YUNA / ben  
Eunice  
Nrr  
Nrg  
All  
Ben/gwen/kevin

(V.O.)  
(O.S.)  
(O.C.)  
(SUBTITLE)

INT

EXT  
I/E  
INT./EXT

desert flats  
forest campsite  
forest  
mountain top ledge  
KEVIN'S CAR  
SPACE SHIP  
RIVER  
HILL  
MOUNTAIN FACE  
SKIES  
LAKE  
WETLANDS

DAY  
NIGHT  
AFTERNOON  
MORNING  
EVENING  
LATER  
MOMENTS LATER  
CONTINUOUS  
THE NEXT DAY  
LATER THAT NIGHT

CUT TO:  
FADE IN:  
FADE OUT.  
FADE TO:  
DISSOLVE TO:  
BACK TO:  
MATCH CUT TO:  
JUMP CUT TO:  
FADE TO BLACK.











































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