

BEN 10: ULTIMATE ALIEN

“The Transmigration of Eunice”

Record Draft 03/03/2010

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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

Cut my  
hand  
.

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

Not 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)

Y  
ou 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? Are 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

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

BeN

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

Wider to reveal Kevin, only a few feet away.

KevIN

I'm right  
here  
, Dude  
.

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. Losing 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

Talking. 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

Julie broke up with  
me  
.

GWEN

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

KeVIN

Same difference.

BeN

Two to one, majority rules. Don'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

<swinging effort>

SunDER

You tried that move  
the  
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!

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

SuNDER

<  
2  
impact  
s  
>

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

SunDER

<swinging effort>

UITIMATE 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.

UITIMATE 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  
?  
<effort>

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>  
Ooof!

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

This 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 treating 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 you 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 observation.

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.

Sunder

<swinging effort>

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

(  
2  
impact grunt  
s  
!)

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

<  
2  
impact  
s  
>

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  
ed  
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 swinging his axe at Gwen.

SuNDER

(effort!)

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

GWEN

<effort>

GweN

(impact grunt!)

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

Gwen

<2 impacts>

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 you 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 an  
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.

Gwen

<strain and release>

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  
efforts!) (  
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.

UltiIMATE 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!)

SUNDER

<impacts>

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

(  
2  
impact grunt  
s  
!)

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, back 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.

Sunder

<blocking impact>

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  
/Gwen

<efforts>

UITIMATE 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. Once 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  
Unitrix  
?

Eunice

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

AzMUTH

You are a  
Unitrix  
. One of my early prototype models 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 when I cut my hand opening the space pod...

AzmUTH

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

Kevin

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

Azmuth

A wasted effort. And after going to all the bother of freeing him 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 she's way more human than you are!

AZMUTH

The  
Unitrix  
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  
believe  
you would.

Azmuth looks at Eunice.

AzMUTH

Very well,  
Unitrix  
...  
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



"  
The Transmigration of Eunice  
"

1003-021

Ben 10: Ultimate Alien

By

Eugene Son

Story Editor

Dwayne McDuffie





1st Draft 02/22/2010

2nd Draft 03/01/2010

Final Numbered Draft 03/03/2010

As Recorded 03/03/2010

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.





