

"Vengeance of Vilgax"

Part 2

689-002

Ben 10: Alien Force

By

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2 GWEN
Kevin?

No, it's a silent CHROMASTONE. Gwen's glad to see him.

2a CHROMASTONE *
01:01:40:16 **TONY** *
<effort> *

3 GWEN
Ben!

Chromastone says nothing. But another pile of Debris rises. It's not Kevin, it's SPIDERMONKEY. A confused Gwen looks back and forth at Ben's two transformations.

3a SPIDERMONKEY *
01:01:46:17 **TONY** *
<effort> *
*

4 GWEN
Or, Ben...? What's going...

Both transformations suddenly turn and run off into the night. Gwen shouts after them.

5 GWEN
Ben! Come back! Both of you!

5a SPIDERMONKEY *
01:01:45:19 **TONY** *
(monkey sounds) *

6 BEN (O.S.)
What are you talking about?--

Then, amazingly, Ben rises from yet another pile of debris and taps his own chest for emphasis.

7 BEN
--I'm right here!

Ben looks over just in time to see GOOP slither away. He looks at the Omnitrix in confusion.

8 BEN
And over there. Okay. What's going
on here?

9 GWEN
That's what I was going to say.

10 KEVIN
(MOANS)

Ben and Gwen rush over to dig him out.

11 BEN
Kevin, you okay under there? Oh!

When they finally uncover him, Ben and Gwen react to KEVIN'S
NEW FORM.

12 GWEN
(small Gasp)

13 KEVIN
01:02:23:23 *
What? Half the garage fell on me,
of course I look a little--

As Kevin speaks, Gwen picks up a shard of reflective rubble
and shows it to Kevin.

KEVIN'S POV

He sees his reflection in the "mirror."

14 KEVIN
01:02:23:23 *
--banged up...

Kevin touches his face with his hand, then swats the compact
out of Gwen's hand.

15 KEVIN
No!

16 GWEN
(GRUNT)

Kevin rises to his feet, looking at his mutated body in
dismay.

17 KEVIN
01:02:34:06 *
(panicked)
I'm a monster again!

Gwen tries to put a hand on his shoulder to comfort him. He shrugs it off.

18 GWEN
Calm down, Kevin!

He does, a bit.

19 GWEN
Just try and change back to normal.

20 KEVIN
01:02:41:20 *
Right, just concentrate...

Kevin grimaces and balls his fists, trying to return to normal.

21 KEVIN
01:02:45:06 *
(STRAINS)

Nothing.

22 KEVIN
01:02:50:00 (too loud) *
It's not working, it must be
feedback from the watch, like the
last time...

23 GWEN
But Ben knows a lot more about the
Omnitrix now, maybe he can do
something, right Ben?
(beat)
Ben?

Gwen turns to Ben, who is looking at his watch in frustration, he's missed the whole exchange.

24 BEN
Huh? Gwen, look at this.

Close as Ben shows her the Omnitrix dial. He flips through the menu and we see many of his choices normally but there are QUESTION MARKS in the spaces for Chromastone, Goop, Spider Monkey and Way Big.

25 BEN
It must have been the explosion.
I'm missing Chromastone...Goop...
Spider Monkey... and Way Big. How'd
he manage to sneak away?

*

All react as the Omnitrix lights up again, projecting a color hologram above the kids that dwarfs them, as it looks disdainfully down on them. It's Azmuth, even more pissed off than before.

26 AZMUTH
Ben Tennyson! I warned you of the
consequences of tampering with the
Omnitrix.

27 BEN
I was just trying--

28 AZMUTH
--To defy my instructions. Well,
you have succeeded. The escaped
genoarchetypes--

29 BEN
The what?

30 AZMUTH
**Tony, fix breath before "Their
powers"***
Your transformations. They will
perish if they aren't restored to
the omni-matrix within 24 hours and
if they do, their powers will be
lost to you forever.

*

*

*

*

31 BEN
How do I put them back?

32 AZMUTH
When you are close, set the
Omnitrix to capture mode, it will
do the rest.

33 GWEN
The yellow setting.

A somber Azimuth scowls at a guilty Ben.

34 AZMUTH
You have disappointed me, Ben
Tennyson. I shall not help you
again.

Azimuth's hologram VANISHES. Ben looks at his Omnitrix for a long beat.

35 BEN
You call that help?

Ben's back to business, he turns to Gwen.

36 BEN
Can you track my transformations by
their manna?

Gwen's eyes glow briefly, then return to normal.

37 GWEN
No, they're all the same as you.

38 KEVIN
Not a problem. They all have an
Omnitrix thingy.

Kevin holds up his badge.

39 KEVIN
We can track 'em with our badges.

EXT. KEVIN'S CAR - NIGHT

Much later, establishing them on the road. We can hear the <PINGING> of the Badges tracking device.

INT. KEVIN'S CAR - NIGHT

Kevin's driving. Gwen's shotgun, consulting the holographic tracking map projected from her badge.

Ben's in the back seat. They've been at it a while, nobody's talking. Ben tries to make conversation.

40 BEN
Hey, Kevin? Why don't you change back to normal? You've been ugly for like, 40 miles.

41 KEVIN
 (quietly)
I can't.

42 BEN
What?

43 KEVIN
 (shouting)
I can't!

44 GWEN
Ben! Weren't you listening back at the garage?

45 BEN
Uh, no! Busy! Omnitrix on the fritz.

Ben holds up the Omnitrix to illustrate.

46 KEVIN
Let me bring you up to speed, hero. Thanks to you, I can't turn back. I'm a monster.

47 BEN
 (genuine)
I'm sorry, Kevin. I didn't know, I was just kidding around...

48 GWEN
Stop saying that. You're not a monster.

Gwen takes one of his hands in both of hers.

49 GWEN
Use your powers. Absorb my skin.

50 KEVIN
 01:04:58:00 (off screen) *
 I'm trying. It doesn't work!
 (resigned)
 I'm trapped like this forever.

On Ben, anguished, he doesn't know what to say. Gwen's BADGE, abandoned on the seat between her and Kevin, is still tracking. It makes a definitive <TONE>. Ben is relieved to be able to change the subject.

51 BEN
 We've found Chromastone.

EXT. AMUSEMENT PARK - NIGHT

It's the pier where Ben and Julie had their first date. It's closed for the night. Chromastone is tearing away at one of the attractions.

52 CHROMASTONE
 <GROWLS>

52a CHROMASTONE *
 TONY *
 01:05:17:05 *
 <roar> *

Kevin, Ben and Gwen are watching from nearby.

53 BEN
 Not quite the smooth talker he used to be.

54 GWEN
 Without your guiding intelligence--

55 BEN
 (brightly)
 Thank you!

56 GWEN
 --Such as it is, Chromastone's nothing but instinct.

57 KEVIN
 What now?

Ben tries to coax Chromastone over like a dog.

58 BEN
Um, here Chromastone... (KISSING
sounds). Good Chromastone.

59 KEVIN
Oh yeah, there's your guiding
intelligence in action.

Kevin runs towards Chromastone.

60 KEVIN
(shouting)
Hey, Rocky! Over here!

61 CHROMASTONE
<EFFORT>

Chromastone attacks with Rainbow blasts, sending Kevin flying
into another ride. His falling body DEMOLISHES it.

62 KEVIN
TOny - OMIT impact *
(IMPACT, FALLING CRY, then IMPACT.)

Kevin rises from the debris, ready to fight.

63 KEVIN
Have it your way, I was looking for
a good fight, and this is all the
excuse--

Kevin balls his fist and it enlarges, turning into a gigantic
METAL BALL WITH CRYSTAL SPIKES protruding from it. He looks
at it and smiles malevolently.

64 KEVIN
Oh. You are in so much trouble.

Kevin nails Chromastone with a shot from his Metal Ball hand.

65 CHROMASTONE
(IMPACT)

Chromastone and Kevin trade big punches.

66 KEVIN
(EFFORTS and IMPACTS)

67 CHROMASTONE
(EFFORTS and IMPACTS)

Chromastone begins blasting Kevin with a RAINBOW BEAM.

68 GWEN
(EFFORT)

Gwen throws up an ENERGY SHIELD to protect Kevin, but it shatters under Chromastone's attack.

BEN

Is quickly flipping through the Omnitrix menu, he stops on Humongousaur.

69 BEN
Tony - clean up
This is a job for Humongousaur!

*

He activates the Omnitrix and is TRANSFORMED into UPCHUCK.

70 UPCHUCK
(SIGH) Or upchuck. Upchuck is
good...

Upchuck absorbs, swallows really, the rainbow blast and barfs it up.

71 UPCHUCK
TONY - coverage
(VOMITS)

*

Chromastone absorbs it and fires back. Upchuck absorbs and barfs it back.

72 UPCHUCK
Tony - coverage
(VOMITS)

*

Et Cetera. Kevin and Gwen look back and forth, as if they were at a tennis match.

73 GWEN
Maybe I can break the tie.

Gwen tries firing some energy disks.

*

but Chromastone absorbs them and fires more powerfully at Upchuck.

75 UPCHUCK
Hey! That's not helping!

Kevin clocks Chromastone from behind with an oversized fist.

76 CHROMASTONE
(IMPACT)

Chromastone's out cold.

77 KEVIN
Does that help?

Upchuck's Omnitrix symbol GLOWS YELLOW and emits a yellow searchlight that absorbs Chromastone.

78 UPCHUCK
Yeah. It does.

INT. KEVIN'S CAR - NIGHT

They're back on the road, tracking the next blip.

79 KEVIN
We've been at this for hours. We should stop and rest.

80 BEN
No time. If you're sleepy, I can drive.

81 KEVIN
(not even considering it)
Seriously, though.

82 GWEN
Ben, you're going to need your full powers to take on Vilgax.

We can see that Gwen's got her badge hooked up to her laptop.

83 KEVIN
What are you doing with that old laptop?

84 GWEN
I hooked it up to my badge and now I've got extranet access. Vilgax has beaten the greatest heroes of ten worlds.

85 BEN
I'm not worried. I beat him when I was just a kid.

86 GWEN
You should be worried, those heroes he beat, now he has all their powers too.

Gwen's Words wipe the smirk off of Ben's face. He is silent for a beat. Kevin turns the knife.

87 KEVIN
Not to mention that your Omnitrix is busted.

Ben cracks.

88 BEN
You broke it!

89 KEVIN
(angrily)
You broke it, and turned me into this!

Ben peers at Kevin.

90 BEN
Kind of an improvement, if you ask me.

Before it can go any further, the car HITS something.

91 BEN/GWEN/KEVIN
(IMPACT)

92 GWEN
What did we hit?

Kevin puts tem in reverse and guns it, but the car doesn't move.

93 KEVIN
I don't know. We're stuck!

94 SPIDER MONKEY
(ominous chattering)

EXT. SPIDERMONKEY'S WEB - NIGHT

From outside, we can see the problem. Kevin's Car has driven into a GIGANTIC SPIDER WEB. Crawling down the web towards the car is SPIDERMONKEY, who has never seemed so ominous before.

95 BEN
Good news! We found Spidermonkey!

Spidermonkey RIPS the car door off. A web flies in, wraps up Gwen and pulls her out!

96 GWEN
(CRY of fear)

97 KEVIN
Gwen!

Gwen's wrapped up in a web cocoon. Ben and Kevin foolishly leap out of the car after her.

Now their feet are stuck to the web. They struggle, but are helpless as Spidermonkey approaches, lowering himself slowly on a silken thread.

98 BEN/KEVIN/GWEN
(futile EFFORTS)

GWEN
TONY
<STRUGGLE>

*
*
*

FADE TO BLACK

END OF ACT ONE

ACT FOUR

FADE IN:

EXT.SPIDERMONKEY'S WEB - MOMENTS LATER

Kevin is concerned as Spidermonkey approaches, lowering himself on a silken thread.

99 KEVIN
He's going to lay eggs in Gwen's head, and when they hatch, they'll eat her brain!

100 BEN
That's ridiculous.

101 KEVIN
What? You've laid eggs before.

Ben Transforms into BRAINSTORM.

102 BRAINSTORM
Brainstorm!

103 GWEN
01:09:18:11
Tony - Gwen falling call?
<falling cry and catch>

*
*
*
*
*

Brainstorm uses his claws to cut Gwen's thread, she falls on the web near Kevin.

Kevin makes one hand into a pair of simple SHEERS and cuts Gwen free of her cocoon.

104 GWEN
Thanks! Didn't know you could do that.

Kevin smiles.

105 KEVIN
Just made it up.

Brainstorm brandishes his claws as Spidermonkey approaches.

106 BRAINSTORM
Greetings, my simian friend. It's
time for you to do the right thing.

Spidermonkey responds by splatting Brainstorm in the face
with webbing.

107 BRAINSTORM
Amusing.

Brainstorm pulls the web off of his face as he continues.

108 BRAINSTORM
Now I'm afraid I must insist you
position your posterior firmly back
inside of the Omnitrix.

SPLAT! Brainstorm gets another face full of web.

109 BRAINSTORM
You realize, of course, that I'm
interpreting your inappropriately
aggressive response as an act of
war.

110 SPIDER MONKEY
**Tony - coverage&&
(chattering)

*
*

110a SPIDERMONKEY
Tony
<chatter> <Shoots web> <chatter>
<shoots web>

*
*
*
*

Spidermonkey attacks with a furious barrage of webs, he
tangling Brainstorm up hopelessly.

111 BRAINSTORM
See here now! I demand that you
release me, tout de suite!

Spidermonkey shows Brainstorm his teeth, threateningly.

112 SPIDER MONKEY
(GROWLS)

113 KEVIN
I'd do what he says. Or do you just
need someone to translate?

It's Kevin, free now, as is Gwen. Both are standing on one of
her energy planes.

114 GWEN
(exasperated)
Ben, he's right next to you. Just
absorb him. *

115 BRAINSTORM
Oh.

With a yellow glow, Brainstorm ABSORBS Spidermonkey into the
Omnitrix.

SPIDERMONKEY *
01:12:20:03 **Tony - coverage** *
<scream> *

116 GWEN
I mean really...

EXT. KEVIN'S CAR - DAWN

Establishing that they're on the road.

INT. KEVIN'S CAR - DAWN

They're tracking blip #3. Ben fiddles with the watch, peering
at it and flipping through the menu

117 KEVIN
Is it working?

118 BEN
Pretty much. Once we've got all my
transformations back, I'm sure
everything'll be fine.

119 GWEN
Aren't you forgetting something?

120 BEN
No. I don't think so.

Kevin and Gwen look at each other in disbelief.

121 GWEN
Remember you were going to do something in about...

She looks at her watch.

122 GWEN
Five hours?

Blank look from Ben.

123 KEVIN
Vilgax, dude!

Now Ben remembers.

124 BEN
Right. Fight to the death with Vilgax. No problem.

125 GWEN
Ben, you've got to get focused or--

Kevin's badge CHIRPS.

126 KEVIN
Got one. We're right on top of it.

127 BEN
Try not to hit it with your car this time.

EXT. SEWERS - DAY

They're standing around a manhole cover. Gwen looks askance at it.

128 GWEN
Are you sure Goop's down there?

129 BEN
It's a sewer, of course there's
goop down there.

130 GWEN
So not in the mood.

Kevin makes a hand into a crowbar and pops open the manhole cover. Gwen makes a circular plane and lowers them down like an elevator. They disappear from sight and we hear, echoing from below:

131 BEN (O.S.)
Whew! Smells like a sewer in here.

132 GWEN (O.S.)
I'm not kidding, Ben. No more sewer
jokes.

133 BEN (O.S.)
Smells like a plan to me... Ow!"

INT. INTERIOR SEWER - DAY

It's still pitch black down here, though. Gwen lights the way, frowning as they slosh their way through knee-deep sludge. It's pretty scary.

134 BEN
Wonder if there are any alligators
down here?

135 KEVIN
(concerned)
Alligators?

136 BEN
I heard that people get baby
alligators as pets, then flush them
down the toilet. They get gigantic
in the sewers.

*
*
*

137 KEVIN
Maybe I should go up top and guard
the exit.

138 BEN
Ha! Big, tough Kevin is scared of Alligators.

139 GWEN
There aren't any alligators in the sewers. That's just an urban myth.

140 KEVIN
Yeah, we're supposed to be an urban myth, too. Anyway, you're scared of spiders.

*
*

Gwen is concerned, she snaps into a martial arts fighting stance.

141 GWEN
Are there spiders down here?

142 BEN
Hold up. Look what I found, Goop's Anti-gravity projector.

Ben pulls Goop's little UFO-shaped gravity field projector out of the water.

143 KEVIN
So, where's the rest of him?

*

True. Goop shoots up out of the water and surrounds Ben in a globe of green goop.

145 GOOP
(ATTACK GROWL)

Ben can't move to hit the Omnitrix, and he can't breathe!

146 GWEN
Hang on, Ben! We're coming!

GWEN and KEVIN move towards Ben but, Goop attacks with pseudopods.

147 GOOP
(ATTACK GROWL)

Gwen and Kevin are knocked back forcefully.

148 KEVIN/GWEN
(IMPACTS)

148a GWEN
01:12:08:17 **Tony**
<Impact>

*
*
*

Gwen hits her head and is knocked out, she falls face first in the water.

*

150 KEVIN
Gwen!

Kevin goes to pull her out of the water, Goop uses new pseudopods to collapse the ceiling on them both. The debris strands them behind a wall of concrete.

Ben, still trapped in Goop's mass, finally reaches the Omnitrix and TRANSFORMS into SWAMPFIRE.

Swampfire lights his hands and Goop begins to boil!

151 GOOP
(CRY of pain)

Goop slithers off of Swampfire, retreating like a slinky made of slime.

152 SWAMPFIRE
Swampfire!

Swampfire shoots flameballs at Goop, just missing again and again.

GWEN AND KEVIN

are on the other side of the collapsed debris, peeking through. Gwen is favoring her head where she struck it.

153 GWEN
Ben! Don't shoot fireballs! This tunnel is full of methane!

Swampfire is lighting up another fireball as he turns his head towards the sound of Gwen's voice.

154 SWAMPFIRE
Full of what?

EXT. SEWERS - DAY

On the street above. The ground erupts with a huge EXPLOSION. All is silent for a beat, then Goop seeps up through the cracks in the pavement and reforms, his UFO flitting into posi

*

bursts through the shattered concrete and Swampfire quickly REFORMS from it.

156 SWAMPFIRE
(explaining)
Lots of fertilizer down there.

157 GWEN (O.S.)
I asked you not to do anymore of those jokes.

Gwen and Kevin emerge, safe within an energy globe.

158 SWAMPFIRE
Sorry.

159 KEVIN
Are you sorry you blew us up?

160 SWAMPFIRE
Her, maybe. You, not so mu-

Swampfire's head explodes into a pile of muck. Goop has rammed him with the UFO, which turns and zips through him again and again. Swampfire grows a new head.

161 SWAMPFIRE
Hey, cut that out!

Swampfire is being whittled down to a pile of mulch. He grows new arms and hands, then grabs the UFO out of the sky.

162 SWAMPFIRE
Gotcha!

*

He points the bottom of the UFO at Goop, catching him in its gravity field. After sloshing Goop around a bit to get the hang of it.

163 GOOP
(Whoa!)

Swampfire recaptures him in the Omnitrix.

164 GOOP
(falling CRY)

EXT. KEVIN'S CAR - DAY

Kevin's driving much too fast.

165 BEN
Can you go any faster?

INT. KEVIN'S CAR - DAY

The kids are tracking Waybig.

166 KEVIN
And stay on the ground? No.

167 GWEN
We've only got an hour before you have to fight Vilgax.

168 KEVIN
And we're maybe forty minutes away from Waybig's position. I'm not a math major, but--

169 BEN
Yeah. Here's what we're going to--

Ben is interrupted by the BADGES <SIGNALING>. Gwen taps hers to open a channel.

170 GWEN
Go ahead, Grandpa.

171 MAX (V.O.)
It's almost showtime, Ben.--

EXT. A STAND OF TREES - DAY

Max is gearing up while talking to Ben, putting on his Plumber's outfit and checking a truly staggering array of alien weapons.

172 MAX
--And I've been thinking, Vilgax is Plumber business. Good as you are, you're still just a kid. I'll take him on.

INT. KEVIN'S CAR - DAY

Ben is finally serious.

173 BEN
This is my fight, Grandpa. Vilgax challenged me, and I'm the one with the Omnitrix.

174 KEVIN
At least, most of it.

175 MAX (V.O.)
You've got less than an hour, Ben.

176 BEN
I'll be there. And I'll win. Love you Grandpa.

Ben toggles off the badge.

177 GWEN
How can you beat Vilgax without Waybig? He's your most powerful transformation.

178 KEVIN
That's how you beat him last time, right?

179 BEN
And that's how I'll beat him this time, too. I'll just stall him.

180 KEVIN
Until?

181 BEN
Until....

EXT - MUNICIPAL PARK - DAY

A clearing that almost looks like an Arena. Psyphon TELEPORTS in.

184 PSYPHON
People of Earth, today's contest is being broadcast simultaneously on all information channels. Be forewarned, the Conqueror's Challenge is a courtesy.

EXT. EARTH - DAY

The Earth is surrounded by a fleet of powerful battleships.

185 PSYPHON (V.O.)
Vilgax's fleet is currently in orbit around this planet. Should your champion fail to show, Vilgax will declare victory and obliterate the Earth, as is his legal right.

EXT - MUNICIPAL PARK - DAY

On cue, JETRAY comes in for a landing.

186 JETRAY
Tony - we are aware of lip flap missing
And if Vilgax chickens out, I win, right? Will you have to work for me after? Because I really hate mowing the lawn.

*
*

*
*

187 PSYPHON
After the battle, I will personally
remove the Omnitrix and present it
to Vilgax, speaking of whom..

*

Vilgax beams in, towering over Jetray.

188 VILGAX
Ben 10, I've come to kill you, and
conquer your world. Is now a bad
time?

FADE TO BLACK

END OF ACT TWO

ACT THREE

FADE IN:

EXT - MUNICIPAL PARK - DAY

Jetray and Vilgax stare each other down.

189 VILGAX
Are you ready to die, Ben?

Ostentatiously unconcerned Jetray looks at his bare wrist as if he were wearing a watch.

190 JETRAY
Can we skip the threats and get to the fight part? There's a Sumo Slammers marathon at eight, and I forgot to set the DVR.

Jetray flies straight up, avoiding Vilgax's punch.

192 JETRAY
I'll take that as a "yes."

Jetray flies, dive bombing Vilgax with energy beams. They destroy the ground, uprooting a tree, etc as he finds target, but Vilgax blocks them with his ENERGY SHIELD.

193 VILGAX
Your energy beams are no match for the shield of Seagle!

Vilgax blasts Jetray with a beam from the gem on his glove. *

Vilgax flies into the air to give Jetray a mid air beating.

195 VILGAX
01:16:39:12 **Tony**
(swing and punch) *

196 JETRAY
01:16:41:04 **Tony**
(IMPACT) *

They grapple in mid-air. Vilgax is getting the best of this, landing punches as they tumble end over end through the air.

197 VILGAX
(multiple EFFORTS)

198 JETRAY
(multiple IMPACTS)

Jetray and Vilgax tumble towards the ground, smashing into and demolishing a huge, concrete fountain at the center of a pool.

199 JETRAY/VILGAX
(IMPACT)

Vilgax is on top. He's astride Jetray, who is on his back in the water. Vilgax is punching him as will.

200 JETRAY
(three pained IMPACTS)

Vilgax irises, leaving dazed Jetray reeling on his back. Vilgax raises a foot to stomp on him when...

Ben TRANSFORMS into BIG CHILL.

201 BIG CHILL
Big Chill!

Vilgax's foot passes through Big Chill's intangible body. Big chill touches the water, freezing Vilgax's feet in the ice. Vilgax struggles to get free.

202 VILGAX
(EFFORTS)

203 BIG CHILL
Nothing like a refreshing dip on a hot summer day.

Big Chill floats up and FREEZES Vilgax into a block of ice.

204 BIG CHILL
And Vilgax, you are that dip.

Inside the ice, Vilgax's Eyes glow and produce an energy beam that shatters the ice.

205 VILGAX
I will be free!

206 BIG CHILL
Guess so!

Big Chill attacks again divebombing Vilgax. Vilgax swings, his fist going through Big Chills intangible body.

207 VILGAX
(EFFORT)

Vilgax looks at his fist, it's frozen in ice.

208 VILGAX
**Tony - retake for additional lip
flap at end**
My hand!

*
*

209 BIG CHILL
You know what they say, cold hands--

Vilgax clenches his fist and the ice shatters.

210 BIG CHILL
You gotta let me finish my quips,
Vilgax, it's sort of a rule.

211 VILGAX
Keep joking, child.

Vilgax presses a control on his glove, it crackles with energy.

212 VILGAX
It will make my victory all the
sweeter!

Vilgax reaches out and grabs him with his glowing GAUNTLET.

213 BIG CHILL
Hey! You can't touch me when I'm
intangible!

214 VILGAX
No?

The energy sizzles out of the glove, electrifying Big Chill painfully.

215 BIG CHILL
(CRY of pain) (Faint)

Vilgax lets Big Chill go and he drops to the ground,
helpless.

216 VILGAX
My mistake.

217 BIG CHILL
(MOANS)

218 BIG CHILL
(pained)
Why don't you pick on somebody your
own size? Or better yet...

Big Chill changes to HUMONGOUSAUR.

219 HUMONGOUSAUR
Humungousaur!

Humungousaur GROWS to a bit larger than Vilgax and punches
him.

Humungousaur follows up with a bear hug.

Vilgax breaks free.

Vilgax punches Humungousaur, launching him through the air.

Humungousaur flies through several trees), a port-a-potty and
a big memorial statue, demolishing them all.

Humungousaur is trying to pull himself together, but he's out
of time, Vilgax has pressed the gigantic base of the
demolished statue over his head, he's going to smash it down
on helpless Humungousaur.

226 VILGAX
Yield, and your demise will be
mercifully brief.

227 KEVIN (O.S.)
Don't listen to him, Ben!

*
*
*
*
*
*

Vilgax turns in time to see Kevin and Gwen, riding on a gigantic Waybig's shoulders. Gwen's made an ENERGY HARNESS, Kevin is pulling the "reins."

228 GWEN
Yeah! There's something bigger than Humongousaur!

229 VILGAX
Do not interfere with this contest!

230 KEVIN
Who's interfering?

Vilgax turns back to Humongousaur just in time to see him SHRINK down to nothing.

231 VILGAX
Where did you go?

CLOSE ON THE GRASS

Humongousaur finishes SHRINKING, He's smaller than the blades of grass around him.

*

Humongousaur activates his Omnitrix and Waybig is sucked inside.

233 BEN
And now, Vilgax is going to get a taste of Waybig!

*

Humongousaur GROWS to regular size, activates the Omnitrix and TRANSFORMS into Chromastone.

234 CHROMASTONE
Chromastone? Aw, man!

Chromastone fires a rainbow blast at the statue base Vilgax is still holding over his head, demolishing it.

235 VILGAX
(IMPACT)

Vilgax rises from the debris, he's angry, but ice-cold.

236 CHROMASTONE
What're you going to do now, tough
guy?

Vilgax reaches over his shoulder and pulls a sword, he thumbs
a control and the sword burns with fire.

237 VILGAX
I'm glad you asked.

Vilgax stalks forward. Chromastone fires a rainbow beam.

238 CHROMASTONE
(EFFORT) <3 swings>

*

Vilgax cuts the beam with a swipe of his sword.

239 VILGAX
(EFFORT)

Chromastone switches to a continuous beam. Vilgax stalks
forward, holding his sword out front with two hands and
splitting Chromastone's beam with the blade.

240 VILGAX
(sustained EFFORT)

Vilgax is too close, Chromastone stops firing. Vilgax swings
his sword and smites Chromastone.

241 VILGAX
(big EFFORT)

242 CHROMASTONE
(pained CRY)

Chromastone SHATTERS into a hundred pieces.

GWEN

buries her face in Kevin's chest.

243 GWEN
No.

MAX - IN A NEARBY STAND OF TREES

Hangs his head.

244 MAX
Ben.

VILGAX

Is exhausted, but he raises his sword in victory!

245 VILGAX
Tony - clean up "F" in fetch
(shouts)
I am victorious!
(to Psyphon)
Fetch me my prize.

*

Psyphon sifts around in the Chromastone debris and fishes out the Omnitrix (in disk form).

246 PSYPHON
I have it, Master. The Omnitrix -
this entire world- belongs to you!

Suddenly, the Omnitrix LIGHTS UP!.

247 PSYPHON
(STARTLED GASP)

Startled Psyphon DROPS the Omnitrix and Chromastone's broken crystal remains seem to be attracted to it, like metal filings to a magnet. The pile of crystals glows with Omnitrix energy and transforms into DIAMONDHEAD.

248 DIAMONDHEAD
Diamondhead!

Diamondhead SMILES, balling his fists.

249 DIAMONDHEAD
You're in trouble, Vilgax. I've had
a lot of practice with this one.

Diamondhead leaps into action, firing crystal shards at Vilgax at machine gun speed.

250 VILGAX
(IMPACTS)

Vilgax's energy shield SHATTERS under the pressure, and Vilgax is driven back by the impacts.

251 VILGAX
(GRUNT of pain)

Vilgax fires his wrist beam at Diamondhead, Diamondhead gestures at the ground and a CRYSTAL WALL grows, blocking the beam.

252 VILGAX
(EFFORT) (SECOND BIGGER EFFORT)

Vilgax redoubles his effort, using the beam to smash through the crystal wall. But Diamondhead is gone.

253 VILGAX
Where...?

254 DIAMONDHEAD (O.S.)
Psst! Over here.

Vilgax turns his head just in time to get a point blank face full of crystal shards.

255 VILGAX
(IMPACTS)

They drive him back. Partially blinded, he swings his flaming sword around blindly, batting away the incoming shards.

256 VILGAX
(EFFORTS)

257 DIAMONDHEAD
Hold that pose.

Diamondhead concentrates, creating a HUGE Crystal battering ram that arcs up into the air, then down, SMASHING Vilgax into the ground. The Battering Ram SHATTERS but Vilgax is down.

258 VILGAX
01:21:00:14 **TONY**
(IMPACTS)

*
*

Diamondhead grins down at helpless Vilgax.

259 DIAMONDHEAD
Say the word..

260 VILGAX
(weak EFFORT)

Vilgax tries to rise, but cannot. His armor is shattered, his weapons disabled.

261 VILGAX
I... yield.

262 DIAMONDHEAD
That's right. You do.

FADE TO BLACK.

END OF ACT THREE

TAG

FADE IN:

EXT - MUNICIPAL PARK - DAY

Diamondhead, Gwen, Kevin and Max are standing over the fallen Vilgax. Psyphon is attending to him. Diamondhead REVERTS back into Ben.

263 MAX
By the rules of the Galactic Code as ratified by the Casey-Kelley accords, you have lost this contest. You must leave this world and never attack it again. Do you acknowledge?

264 VILGAX
I do. But know this, Ben Tennyson, I will have my vengeance upon you.

265 BEN
Sure thing. Get outta here.

Vilgax and Psyphon teleport away.

266 BEN
We were on TV all over the world,
so much for my secret.

267 MAX
I used Plumber-tech to block the
transmission about halfway through.
Nobody saw Ben Tennyson.

268 GWEN
What happened to Chromastone?

Ben holds up the Omnitrix.

269 BEN
Who knows? This thing is broken.

Ben puts his hand out.

270 BEN
But the team's still working,
right?

Gwen puts her hand on top of Ben's.

271 GWEN
Right.

Ben looks over at Kevin, hopefully.

272 BEN
Kevin?

272a GWEN
Kevin?

Kevin hesitates, then puts his hand on top of Gwen's.

273 KEVIN
I was gonna.

FADE OUT.

THE END