

"In Charm's way"

689-009

Ben 10: Alien Force

By

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1st Draft 12/29/2008

2nd Draft 01/02/2009

(revised) Final Numbered Draft 01/06/2009

As Recorded 01/07/2008

BEN 10: ALIEN FORCE
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Second Draft

TEASER

EXT. BEACH - DAY

A pleasant day at the beach. Panning shot of families having a good time, having picnics, building a sand castle, etc. Several kids are tossing around a beachball. We HEAR <shouts of laughter> and <general merrymaking>. We TRACK WITH the beachball as it arcs and then thumps off the head of

a KIDS
 <playing walla>

KEVIN

Seated on the beach, wearing swim trunks and a t-shirt. He looks normal. He <GRUNTS> from the impact, picks up the beachball as a KID (from "Singlehanded") approaches.

b KEVIN
 Oooofff...

1 KID
 Hey! Can we have our ball back?

A loud POP as the beachball DEFLATES in Kevin's grasp. He tosses the deflated remains of the beachball to the kid.

2 KEVIN
 Sure, kid. Here y'go.

PULL BACK TO REVEAL BEN, in swim trunks, and a bathing suit-clad GWEN, dozing (apparently) with a book covering her face, all of them on towels. Ben is sipping a Mr. Smoothy.

3 BEN
 Nice, Kevin. What next? Kicking
 puppies?

4 KEVIN
 This little outing was your idea.
 So just lie there and work on your
 Ben tan.

5 BEN
 Okay, I'll tan and you lighten up.

6 KEVIN
No one's the boss of me, Tennyson.
Remember that..

Gwen lifts the book and says sweetly...

7 GWEN
Please lighten up, Kevin?

8 KEVIN
(instantly)
Okay, Gwen.

Ben looks from Gwen to Kevin and <SNICKERS>.

9 BEN
<SNICKERS>

10 KEVIN
(challengingly)
What? What are you thinking?

11 BEN
I'm not thinking anything.

12 GWEN
I can vouch for that. Hey, anybody
want to get me a bottle of water?

Kevin and Ben exchange looks. Neither wants to go.

13 BEN
Rock, paper, scissors?

They pump three times and put out their hands, Kevin with paper, Ben with scissors.

14 KEVIN
Paper!

15 BEN (OVERLAPPING)
Scissors!

And suddenly there are <SCREAMS> as from out of the water looms a ROCK MONSTER. People are running.

15a BEACH-GOERS
<screams>

Gwen, Kevin and Ben react with grim surprise.

16 GWEN
 Rock.

FADE OUT.

END TEASER

17

18 ACT ONE

EXT. BEACH - DAY - CLOSE ON - A SAND CASTLE

GWEN

unleashes an ENERGY SHIELD that encircles the monster. The monster WALKS THROUGH it, as if it were made of water.

19 GWEN
 That's new.

The monster charges. Gwen hurls bolts that SPATTER off of the monster.

20 GWEN (CONT'D)
 <efforts>

One of the bolts strikes

KEVIN

SHORTING OUT his ID mask, revealing his monstrous form.

21 KEVIN
 Great.

22 GWEN
 Sorry!

Ben activates the Omnitrix and is transformed into GOOP.

23 GOOP
 Goop?!? I wanted Waybig!

GWEN

Continuing to have no luck slowing down the monster. And just before the Rock Monster gets to her, Kevin pounds the Rock monster with his hands shaped into mallets. The Rock Monster grabs Kevin, upends him and slams him headfirst into the sand, holding him there as Kevin struggles.

24 KEVIN
Ooof...<Muffled STRUGGLES>

And suddenly Goop leaps through the air and envelops the Rock Monster, which releases its grip on Kevin. The Rock Monster writhes, sizzling. It starts to dissolve.

25 GOOP
Gwen, check it out! Acid rock!

26 GWEN
Ben! Get clear, now!

27 GOOP
C'mon, Gwen, you worry too much--

Goop's voice trails off as he SEES...

A BLUE MYSTIC VORTEX

Has appeared in the air just to the right. It's drawing the both of them closer, closer...

28 GOOP (CONT'D)
(suddenly concerned)
--or...just enough...

And Goop leaps clear, hitting the water and sinking under it. The Omnitrix powers down and Ben emerges from the water.

THE ROCK MONSTER

is yanked into the Vortex, which then vanishes in on itself.

29 BEN
Magic vortex? Nice work, Gwen!

30 GWEN
Wasn't me.

GWEN

Helps Kevin haul his head out of the sand. He <COUGHS> violently. HE SEES the KID from earlier standing near.

31 KEVIN
<COUGHS> What are you looking at?

32 KID
It's okay! I totally get why you
busted my beach ball. You're a
superhero who's really a monster!
Guys like you are always mean!

33 KEVIN
Why, you--!

34 GWEN
It's okay, Kevin. It's okay.

35 KEVIN
No, it's not.

Ben has come up behind Gwen, who is talking to Kevin.

36 GWEN
(to Kevin)
I don't know how to help you.

37 KEVIN
Why is that a surprise? You don't
know how to do much of anything.

38 GWEN
What did you say?

39 KEVIN
I didn't ask you for any help. I'm
going to go fix my ID mask.

CHARMCASTER - CONTINUOUS

Looking on through a BLUE MYSTIC PORTAL, she's watching Ben
and Gwen as in the previous scene.

CHARMCASTER

Smiles, she can work with this. There are two more Rock
Monsters behind Charmcaster. She talks to them, but they
don't react.

40 CHARMCASTER
Well, well, my pets. Gwen Tennyson
has a boyfriend...but he's not
happy.

She watches angry Kevin stalk away from Gwen and Ben.

41 CHARMCASTER (CONT'D)
 Hmmmm. Perhaps sending you to
 destroy her was too simple a
 revenge. After all, she stole my
 spellbook. The least I can do is
 steal something important to her.

CUT TO:

EXT. BURGER SHACK - NIGHT

Later. Kevin is sitting at a table working on an ID MASK with
 a small tool, his dinner neglected on a tray to the side of
 his workspace.

PULL BACK TO REVEAL

That we're watching this through one of Charmcaster's Blue
 mystic portals.

42 CHARMCASTER
 There he is....

Kevin fiddles with the mask some more. Whatever he does
 works, it crackles with energy. He puts the mask back on,
 TRANSFORMING into his human form.

CHARMCASTER

Still watching, smiles. Concentrating, she TRANSFORMS from
 her new, elfin appearance into a teen-aged version of her
 ORIGINAL DESIGN. Satisfied, she picks up a ROCK and
 TRANSFORMS it into a tennis ball, then mischievously tosses
 it THROUGH the portal.

EXT. BURGER SHACK

Kevin, now in human form, picks up his ignored burger and a
 tennis ball bounces off his head, causing him to drop the
 burger.

43 KEVIN
 Ow! Figures. Did someone paint a
 target on my head or--?

He picks up the ball and looks up to SEE

CAROLINE

That's Charmcaster, in her original design, she's very attractive.

44 CAROLINE
I am so sorry! It just slipped out
of my hand! I'm such a goof!

45 KEVIN
No, it's...okay.

He hands her the ball.

46 CAROLINE
I'm Caroline. Let me buy you
another burger.

47 KEVIN
Kevin. And don't worry about it. I
wasn't that hungry.

He walks off. Her eyes narrow.

KEVIN

Is about to get into his car, parked in the lot.

48 CAROLINE (O.S.)
Small block V8. Three hundred
horsepower. And...what?

She walks INTO FRAME, running her hand over the hood.

49 CAROLINE (CONT'D)
Nitrous Tank for afterburners?

50 KEVIN
Liquid Oxygen. I like to go fast.
You into cars?

51 CAROLINE
I could be in yours, if you ask me
nice.

She smiles...charmingly. Kevin cocks an eyebrow.

EXT. A STREET - DAY

Kevin's car cruising along, whipping around a corner.
Caroline in the passenger seat, Kevin driving. It pulls up to
an intersection, stopping at a red light.

52 CAROLINE
It corners like a dream. Is there anything this car *can't* do?

53 KEVIN
It's not submersible. But I'm working on it.

54 CAROLINE
Oookay.

A YOUNG BOY

Playing a hand-held video game, not paying attention to the world around him, walks across the street against the light, and doesn't notice a truck bearing down on him. The trucker <HONKS>, brakes <SQUEALNG>. The boy looks up, freezes, eyes wide. He's toast. And suddenly he's LIFTED UP on a wave of blue magical energy and deposited on the far side of the street, out of harm's way, as the truck rolls past.

KEVIN

Looking in shock as we PULL BACK TO REVEAL Caroline, leaning half out of the car, her hand GLOWING BLUE. Obviously she was the source. The glow subsides.

55 CAROLINE (CONT'D)
We should talk.

56 KEVIN
Y'think?

THE BEACH - NIGHT

Kevin and Caroline are walking along the shoreline.

57 CAROLINE
I've been doing magic all my life. Always had a knack for it.

She takes one of his hands into both of hers.

58 CAROLINE (CONT'D)
Kevin, promise you won't tell anyone. If people knew the real me, it would scare them.

59 KEVIN
I can relate.

60 CAROLINE
You sure can.

She reaches up and pulls off his ID Mask transforming him into his monstrous form.

61 KEVIN
How did you--?

62 CAROLINE
I know things.

She puts a hand to his face.

63 CAROLINE (CONT'D)
Like I know the real you, it's not some mask. It's not even this. What's inside you is what matters.

She leans forward to kiss him and he pulls away.

64 KEVIN
Look, I'm kinda seeing someone.

65 CAROLINE
She'll never know.

66 KEVIN
I would. And she would, too. You think you can do magic? She's made of magic.

Caroline reacts with surprise, taking this in.

67 CAROLINE
Made of magic?

Kevin turns, facing away from her, and then she says...

68 CAROLINE (CONT'D)
If she's so powerful, how come she hasn't found a way to change you back?

He looks surprised, having no answer, and suddenly Caroline APPEARS directly in front of him.

69 CAROLINE (CONT'D)
Maybe she figures as long as you're a monster no other girl will be interested. If I were your girlfriend, I'd be working day and night to cure you.

70 KEVIN
So how I look is important.

71 CAROLINE
Not to me.

And now she does kiss him, and his eyes GLAZE OVER, glowing blue. He is ensorcelled. They part and she smiles evilly.

EXT. GWEN'S HOUSE - NIGHT

Gwen and Ben are seated at curbside. Ben is drinking yet another Mr. Smoothy.

72 GWEN
This is ridiculous, I should never have listened to you. I should be helping Kevin cope with what's happened to him.

73 BEN
Cope, shmope.

74 GWEN
(sarcastic)
Wow. Can't argue that logic.

75 BEN
Hey, at least he's got no limits on going hero. I have to depend on the Omnitrix, which does what I want maybe half the time, plus it keeps timing out. Kevin should stop whining about how tough he has it.

76 GWEN
He's not whining, Ben. He just has a lot on his mind.

THE BEACH - NIGHT - CLOSE ON - KEVIN

Staring straight ahead, wide-eyed. Caroline's appearance SHIFTS back into our new Charmcaster design. One of her Stone Creatures walks into frame behind her.

77 CHARMCASTER
Your mind is a blank.

78 KEVIN
Totally.

79 CHARMCASTER
You will bring Gwen Tennyson to the
Planetarium at midnight.

Charmcaster looks out at the water and the moon, talking to her creature.

80 CHARMCASTER (CONT'D)
Taking her boyfriend was just the
warm up. There, I will use the full
power of concentrated moonlight,
siphoned through a mystical field,
to steal her very essence. By the
time I'm done, there'll be nothing
left of her.

Kevin has joined her.

81 KEVIN
She probably won't show up when I
tell her that.

82 CHARMCASTER
Don't tell her, you simpleton!

83 KEVIN
Hey, gimme a break, my mind's a
blank.

84 CHARMCASTER
(exasperated)
Just bring her. Talk her into it.
Make an excuse. Force her if you
have to. Here.

She <SNAPS> her fingers and an AMULET appears in her hand.
She drapes it around his neck.

85 CHARMCASTER (CONT'D)
Here. It will protect you from her
magic.

86 KEVIN
And if Ben tries to stop me?

87 CHARMCASTER
Destroy him.

88 KEVIN
(casually)
'Kay.

He walks away and she smiles.

FADE OUT.

END ACT ONE

ACT TWO

EXT. GWEN'S HOUSE - NIGHT - BEN & GWEN

Ben noisily finishes his drink, slurping his straw.

89 BEN
Trust me, Gwen. Give him some time
on his own and he'll feel better.

90 GWEN
Maybe you're right. I'll see you
tomorrow.

She starts heading in.

91 BEN
Aw, c'mon! It's early yet!

92 GWEN
I have to hit the books every
night.

93 BEN
Does it have to be every every
night--?

94 GWEN
Hey, Kevin!

Kevin is approaching them, not employing the mask.

95 GWEN (CONT'D)
Couldn't fix the ID mask?

96 KEVIN
I don't need it.

97 BEN
There y'go! That's the right idea!

Kevin walks up to her. He speaks in a flat, detached manner that Gwen is noticing and that Ben is oblivious to.

98 KEVIN
Gwen, you should come with me.

99 GWEN
What? Why?

100 KEVIN
We could...go out to a stock car
race.

101 GWEN
I don't like racing.

102 BEN
I do! Can I ride shotgun for a
change?

He mimes steering the wheel.

103 BEN (CONT'D)
Man, I bet I could be a race
driver. Vrooom!

104 GWEN
Have a good time.

She starts to turn away and Kevin grabs her firmly by the
wrist.

105 GWEN (CONT'D)
Kevin!

106 KEVIN
I meant to say...we should...go on
patrol. You and me.

107 GWEN
Since when do we--?

108 BEN
Awesome! We could drive around, and
look for crimes to stop. Bank
robberies, train robberies...
Robberies.
(beat)
We should totally go on patrol!

109 GWEN
Kevin, let go of my arm!

110 KEVIN
You need to come with me now. We're
going to the Planetarium.

111 GWEN
What's wrong with you?

112 BEN
 The planetarium? I love the
 planetarium! Laser shows! Rock
 music like our Grandparents listen
 to. Let's go!

Kevin picks him up and with one hand flings him across the street. Ben CRASHES HEADFIRST into a garbage can at curbside across the street.

113 BEN (CONT'D)
 (flying CRY, then IMPACT)

KEVIN

Slings a startled Gwen over his shoulder.

114 GWEN
 (GRUNT) Kevin, put me down!

115 KEVIN
 We're going to the Planetarium.
 Have to be there by midnight.

He starts walking with her.

116 GWEN
 Kevin! I don't want to hurt you!

117 BEN (O.S.)
 That makes one of us.

BEN

Coming up from behind the garbage can, with a banana peel, melon rind or similar garbage on his head and shoulders.

118 BEN (CONT'D)
 Time for...Humongousaur!

He activates the Omnitrix and transforms into...

119 DIAMONDHEAD
 Diamondhead!?
 (beat)
 Fine. I can work with this.

Diamondhead swings his arm back and lets fly rapid-fire with diamond javelins each about six feet long.

KEVIN

127 DIAMONDHEAD
(IMPACTS)

Kevin slams him too hard, knocking him to his back.

128 KEVIN/DIAMONDHEAD
(IMPACT)

Gwen throws bolts of energy against Kevin from behind, but none have any effect.

129 GWEN
(EFFORTS)

Kevin moves in for the kill but Diamondhead drives a foot up, planting it in Kevin's gut.

130 DIAMONDHEAD
Not so fast.

And a diamond coating radiates from Diamondhead's foot, enveloping Kevin's lower half, immobilizing him. Kevin struggles, trying to break free of the diamond coating. Gwen has drawn near and attempts to encircle Kevin's torso with energy bands but they melt as they touch him. SHE SEES--

130a KEVIN
<Struggles>

131 GWEN
Where'd that come from?

GWEN'S POV

Kevin's amulet glowing.

KEVIN

Breaks free, shattering the diamond covering holding him in place.

132 KEVIN
(STRAIN then RELEASE)

Diamondhead is ready to fire more diamond.

133 DIAMONDHEAD
Plenty more where

Ben reacts as the Omnitrix powers down and he reverts to Ben.

134 BEN
Can't you give a guy a little
warning?

Kevin grabs Ben, yanking him toward him.

135 BEN (CONT'D)
(Urk)

136 GWEN
Ben! Get that charm he's wearing
around his neck!

Ben grabs the visible loop of cord around Kevin's neck and yanks. The amulet flies free and lands at Gwen's feet. She STOMPS on it, shattering it. She stretches out a hand and a bolt of ENERGY slams into Kevin's face and chest, sending him flying.

137 KEVIN
(IMPACT, FLYING YELL and a second
IMPACT)

Kevin hits a tree, braces himself against it, and Gwen surrounds him with an energy band, immobilizing him. But he now looks and sounds bewildered, his voice back to normal.

138 KEVIN (CONT'D)
Uhm...someone wanna fill me in on
why I'm pinned to a tree?

DISSOLVE TO:

MOMENTS LATER

The three of them are facing each other, Kevin rubbing the back of his head.

139 BEN
Her name was Caroline?

140 KEVIN
Yeah. Silver-haired girl. Had
magical powers.

141 GWEN
Charmcaster. It has to be.

142 BEN
We haven't seen her since we were
kids. And she's obviously looking
for some payback.
(MORE)

BEN (CONT'D)
(curious)
Is she cute?

143 GWEN
Ben!

144 KEVIN
More than cute. Hot.

145 GWEN
Kevin!

146 KEVIN
I remember we were talking--

147 GWEN
About what?

148 KEVIN
(defensively)
Stuff. You know. It's all kind of
blurry after she kissed me.

149 GWEN
(annoyed)
She *kissed* you?

150 KEVIN
Yeah. I didn't mean to tell you
that part.

151 GWEN
Really.

She turns on her heel and heads off. Kevin and Ben exchange looks.

152 BEN
That was a dumb thing to say.

153 KEVIN
Can't really argue with you there.

KEVIN'S CAR

Parked a short distance away. Gwen is sitting in the front passenger seat, arms folded, looking resolutely ahead. Kevin and Ben come up on either side, looking in.

154 GWEN
She wanted me at the planetarium at
midnight.

- 155 KEVIN
 Yeah? So?
- 156 GWEN
 So let's be there.
- 157 BEN
 It's gotta be a trap.
- 158 GWEN
 Bring it on.

EXT. PLANETARIUM - NIGHT

As Kevin's car pulls up.

- 159 KEVIN (V.O.)
 It's not like *I* was kissing her.
 Much. It was, like, eighty percent
 her kissing me.
- 160 GWEN (V.O.)
 You really need to be quiet now.

INT. THE PLANETARIUM DOME

Charmcaster is standing dead center. Her hand open, a small crystal globe is hovering above it, and Gwen's determined face is depicted in it.

- 161 CHARMCASTER
 One minute to midnight. Perfect
 timing. Let's give them a rocky
 reception.

EXT. THE PLANETARIUM - MOMENTS LATER

As two ROCK MONSTERS advance on our heroes, Gwen throws an energy bolt that dissipates harmlessly against them.

- 162 GWEN
 She's got them charmed against me.
 My power is the substance of magic.
 She's ready for anything I've got.

Gwen, creating energy shields, rises above the rock monsters, avoiding them. One of the rock monsters tries to reach for her and suddenly one of Kevin's distended, oversized fists slams into the Rock Monster, staggering it.

BEN

Sees the other monster coming right at him. He readies the Omnitrix...but it's glowing red, not powered up.

INT. THE PLANETARIUM DOME

Darkness, illuminated only by the fake stars in the dome. Gwen enters, glowing, looks around.

164 CHARMCASTER (V.O.)
Gwen Tennyson. I've been waiting
five years to say this...

Charmcaster appears at the far side of the Planetarium, her hands glowing.

165 CHARMCASTER (CONT'D)
I love what you've done with your
hair.

Gwen unleashes an energy stream and Charmcaster meets it head to head. The bolts crackle in the middle and Gwen slowly advances.

166 GWEN
(EFFORTS)

167 CHARMCASTER
(EFFORTS)

168 GWEN
You're losing, Charmcaster...

Charmcaster looks alarmed as Gwen's spell is drawing closer. Gwen gets to the middle of the Planetarium, and suddenly beams of light illuminate from the stars, forming a hexagonal constellation. The light streaks down, crisscrossing around her like a laser beam field.

169 CHARMCASTER
Overconfident much? You figured
with no runes on the floor, no
access to moonlight, I couldn't
possibly trap you.

The top of the dome irises open and a shaft of moonlight beams through, enveloping Gwen--and IMMOBILIZING HER.

170 CHARMCASTER (CONT'D)
Well, you were wrong. And the fun's
only just beginning.
(MORE)

CHARMCASTER (CONT'D)

FADE OUT.

END ACT TWO

172 ACT THREE

EXT. THE PLANETARIUM - NIGHT

A Rock monster is pursuing Ben, who is repeatedly hitting the Omnitrix and getting nothing.

173 BEN
Kevin! Omnitrix on the fritz...

KEVIN

Struggling in the grasp of a Rock Monster.

174 KEVIN
I'm kinda busy!

BEN

Is now facing the Rock Monster.

175 BEN
Hey! Here I am, making it easy.

The Monster swings a huge fist at him and Ben LEAPS to one side, REVEALING a fire hydrant. The Monster connects, busting the hydrant and a jet of water explodes from it, slamming into the Monster and knocking it back. Ben looks pleased with himself and suddenly HE SEES--

THE PLANETARIUM DOME

Is crackling with blue energy.

176 BEN (CONT'D)
Oh, *that* doesn't look good.

INT. PLANETARIUM DOME

Gwen is writhing, crying out, as WE SEE her very ESSENCE being drawn out of her and into Charmcaster.

177 CHARMCASTER
Kevin wasn't kidding! You're filled with manna!

178 GWEN
(SCREAMS)

AS Gwen writhes, her MANNA particularizes and rises into the moonbeam.

179 CHARMCASTER
 It's so unfair! I worked my butt
 off for my power, and you were born
 made of magic! Well, I can control
 magic, which means I can control
 you! And what nature gives, I can
 take away!

With one final blinding flash of light, Gwen collapses. The energy floating in the moonlight surges into Charmcaster. She laughs and VANISHES.

179a GWEN
 <faints>

EXT. PLANETARIUM - NIGHT

Charmcaster APPEARS in a burst of light.

180 CHARMCASTER
 Leave them, you useless piles of
 rock. They no longer matter.

The two Rock Monsters move to Charmcaster's side.

181 KEVIN
 Where's Gwen!?

Kevin and Ben charge at Charmcaster and she casually bats them aside with a magical blast.

182 KEVIN/BEN
 (IMPACTS)

183 CHARMCASTER
 She's all yours. You're perfect for
 each other: All of you powerless to
 stop me. (laughs)

She LAUGHS, gestures, and she and the two Rock Monsters vanish.

INT. PLANETARIUM

Gwen is hauling herself to her feet.

184 GWEN
 (MOANS) Stupid. Stupid, stupid,
 stupid.

Ben and Kevin are coming up behind her.

185 BEN
Are you okay?

186 GWEN
She stole all my power. How do you
think I am?

187 BEN
Uh, weak?

Gwen ignores him, continuing her thought.

188 GWEN
I deserved this. I was too angry.

189 KEVIN
I can see how she would make you--

190 GWEN
I was angry with you!

191 KEVIN
Wait, me?

192 GWEN
No! Okay, yes, a little! I mean,
why were you even hanging out with
her?

193 KEVIN
Because I thought she liked me!

194 GWEN
And I don't?!

195 KEVIN
If you like me so much, how come
you haven't bothered to find a way
to change me back!

196 BEN
(warning)
Dude...!

197 KEVIN
After all, as long as I'm a
monster, no other girl would want
me! Right?

198 GWEN
(hurt and trying not to
show it)
(MORE)

GWEN (CONT'D)

We are not having this conversation. We're going after Charmcaster. I have a plan.

199 KEVIN
Hold up. How do we know--?

200 BEN
Kevin, let's go.

201 KEVIN
I don't think so. Not this time.

CUT TO:

EXT. ROOFTOP - NIGHT

Kevin is sitting on the edge of the roof, feet dangling off the edge. CHARMCASTER APPEARS in a flash of mystic energy. Kevin raises his hands.

202 KEVIN
See? No tricks, just like I said.

203 CHARMCASTER
You can't trick me, Kevin. I can see everything you do. Now what do you want?

204 KEVIN
Okay. I totally get that you were just using me to get at Gwen. But the stuff you said...it made sense. So I was hoping we could, y'know--

205 CHARMCASTER
(incredulous)
You're asking me out? I don't date the good guys.

206 KEVIN
I'm not a good guy, I just helped Ben so I could hang out with his cousin. But if she doesn't really like me, what's the point? Even with the tiny bit of power she has left--

207 CHARMCASTER
 (suspicious)
 Wait--she has power left? I thought
 I drained her dry!

208 KEVIN
 It's not enough to matter.

209 CHARMCASTER
 Any power she has left belongs to
 me.

CUT TO:

MR. SMOOTHY - NIGHT

Ben and Gwen are there, Ben drinking a Mr. Smoothy. A PARKED TRUCK is in the background.

210 GWEN
 How can you keep all those Mr.
 Smoothies down?

211 BEN
 Years of practice.

212 CHARMCASTER (O.S.)
 Enjoy it, Ben.

CHARMCASTER, KEVIN, TWO ROCK MONSTERS

Descending from overhead via her blue power.

213 CHARMCASTER (CONT'D)
 It's your last.

She lands and her eyes GLOW blue.

CHARMCASTER'S POV - GWEN

Seen as an outline, like thermal imaging.

214 CHARMCASTER
 Wait...she doesn't have any power
 left!

BACK TO SCENE

As she whirls to face Kevin, who grins lopsidedly.

215 KEVIN
Oh, yeah. I was lying.

216 CHARMCASTER
Well I'm telling the truth: I'm
going to destroy you all! *Actum!*

She gestures and blue energy brings THE TRUCK TO LIFE. The truck hurtles forward, slamming into Kevin.

217 KEVIN
<IMPACT>

BEN AND GWEN

Reacting with alarm.

218 BEN
Kevin!

219 CHARMCASTER
And that's not all! *Actum! Eradico!*

Her energy hits the Mr. Smoothy sign and the Mr. Smoothy figure steps out of the picture as a 3-D giant Cup!

Ben twists the Omnitrix, but before he can activate it, a sudden, repeated THUDDING, like a T-Rex heading their way, catches their attention. Ben's eyes widen. It's--

MR. SMOOTHY

The giant one off the sign, having come to life, stomping toward them and firing huge streams of smoothie out of its straw.

BEN

Grins like a madman. He twists the Omnitrix again.

220 BEN
Please...for once..

He slams the Omnitrix and TRANSFORMS INTO...UPCHUCK.

221 UPCHUCK
Upchuck! I called it!

And Upchuck leaps toward the Mr. Smoothy, leaving Gwen standing there. She looks left and right and SEES the two Rock Monsters, charging toward her full speed from either direction. She waits until the last moment and then backflips out of the way. They smash into each other.

MR. SMOOTHY

Fires a jet of Smoothy at Upchuck out its straw.

222 UPCHUCK (CONT'D)
This is the fight I was born for!

Upchuck, his mouth wide open, swallows the liquid. He lands atop Mr. Smoothy, grabs the straw, and starts drinking.

223 UPCHUCK (CONT'D)
(SLURPING)

KEVIN

Trying to slow the truck, digging his feet into the street, digging up tracks in the street. He's being shoved toward a building; it'll be a nasty impact if he hits.

GWEN

Effortlessly avoiding the lumbering rock monsters with her agility.

UPCHUCK

Drinking the Mr. Smoothy. Mr. Smoothy is on his stomach, pounding the street, struggling. In a twisted way, it's pretty horrific.

224 MR. SMOOTHY
Stop! Please! I'm half empty!

225 UPCHUCK
Bad attitude! You're half full!

GWEN

Bounds past Charmcaster, who watches with disgust. She whirls to face the Rock Monsters, who stop in their tracks.

226 CHARMCASTER
You two are useless!

Gwen has landed in a crouch.

227 GWEN
You're the one who's useless,
Charmcaster! Can't even take on one
powerless girl! Come on! Hand to
hand! No powers! Just us! Or are
you afraid?

228 CHARMCASTER
 Oh, right. And now I get all angry
 and slug it out with you, and you
 knock me cold with your karate. So
 how about instead I just shut you
 up...forever!

She gestures, unleashing a bolt of blue energy, enveloping
 Gwen.

229 GWEN
Reverto meus ops mihi!

Charmcaster, bewildered, staggers. The BLUE ENERGY transforms
 into PINK, and starts drawing the power out of Charmcaster.

230 CHARMCASTER
 That spell--! How--?

231 GWEN
 I still have your old spellbook!

232 CHARMCASTER
 No! You can't take the power back!
 It's impossible! I crushed you!

233 GWEN
 Your problem is that magic is the
 only thing you're all about. But
 for me, magic is only one aspect of
 who I am. My real power--the person
 I am--that you could never crush.

The link dissolves between the two of them.

234 CHARMCASTER
 Get her, you useless piles of rock!

The monsters advance and Gwen whips up the same vortex that
 Charmcaster created earlier.

235 GWEN
 You're also not the only one who
 can conjure up dimensional
 vortexes!

The power of the vortex churns. One of the monsters is
 immediately hauled in. Charmcaster likewise is, and she grabs
 onto the second Rock Monster, who has in turn grabbed onto a
 lamp post to anchor himself.

236 CHARMCASTER
 Help me! Help me, you brainless
 boob! Don't let go, you useless
 lump!

The Rock Monster <GROWLS> and deliberately releases its hold on the lamp post. The Rock Monster and Charmcaster are both yanked in.

237 CHARMCASTER (CONT'D)
 You did that on purpossssssss--!

And then they're gone, the vortex closing.

GWEN

Is staring at the air where the vortex has just vanished. Kevin steps INTO FRAME.

238 KEVIN
 Good timing. That truck was really
 giving me problems. It was kind of
 humiliating.

And suddenly WE HEAR a massive <BLAAUUUGH> sound. Gwen leaps to one side as a massive fountain of undigested Mr. Smoothy lands on Kevin, burying him.

238a UPCHUCK
 <BLAAUUUGH>

239 KEVIN
 Obviously just a warm up for *this*
 humiliation.

We hear the <SLURPING SOUND> of a straw sucking the last of a drink from the bottom of a cup.

UPCHUCK

Standing next to the now empty and unmoving Mr. Smoothy. He <BELCHES> , wipes his mouth, and then the Omnitrix TIMES OUT as he transforms back into a chagrined Ben.

239a UPCHUCK
 <Belch>

240 BEN
 Sorry.

DISSOLVE TO:

EXT. THE BEACH - NIGHT

Kevin emerges from the surf. Ben is seated on the sand.

241 KEVIN
 Good idea, Tennyson.

242 BEN
 It's the fastest way to get cleaned
 off.
 (beat, explaining)
 I'm involved in a lot of spills.

243 KEVIN
 Where's Gwen?

244 BEN
 Went home. You hurt her pretty bad.

245 KEVIN
 I hurt her? I'm the one who looks
 like this! And she hasn't done a
 thing about it!

246 BEN
 You are a giant, rock-faced jerk.

247 KEVIN
 Yeah, whatever.

248 BEN
 Not whatever. She's spending every
 spare moment going through every
 magic book she can find to try and
 help you! She's been doing it since
 the accident.

249 KEVIN
 She...? She never told me.

250 BEN
 Should she have had to?

Kevin looks mortified as we...

FADE TO BLACK.

251