

(Name of Project)

by
(Name of First Writer)

(Based on, If Any)

Revisions by
(Names of Subsequent Writers,
in Order of Work Performed)

Current Revisions by
(Current Writer, date)

Name (of company, if applicable)
Address
Phone Number

BEN 10: ALIEN FORCE
"Vendetta"
Written by Len Wein
Third Draft, 03/23/09

*

TEASER

EXT. A NULL VOID PRISON - TO ESTABLISH

*

A High-tech facility, but recognizable as a prison. It has a guard tower, a high wall, an open yard, but the sky is the pschadellic mish mash of the Null Void.

*
*
*

INT. PRISON - NIGHT

*

On a high-tech, metal sliding door. It begins to GLOW with heat from inside, then EXPLODES towards the camera. When the smoke clears, we see:

*
*
*

RAGNAROK

*

Th prosoner. He's big, powerful, wide shoulders and oversized hands. He has an odd SHAPED SLIT in the center of his forehead, is it a tatoo or a scar? When this guy kicks butt, he doesn't even bother taking names. Think a bigger, meaner, nastier version of Kirby's BLASTAAR.

*
*
*
*
*

Ragnarok catches his breath, ripping a thick metal shackle off of his wrist just as the Prison <ALARM> sounds.

*
*

ROBOT GUARDS swarm down the hall towards him.

*

ROBOT GUARD

*

Halt! Return to your cell! Halt!

*

Ragnarok raises his fist, ala Spaceghost and FIRES a powerful CONCUSSIVE BLAST. The Robot Guards are turned to scrap. He runs down the corridor, past their charred remains.

*
*
*

EXT. PRISON YARD - NIGHT

*

<ALARMS WAIL> The exterior wall SHATTERS. It's Ragnarok, running hard, but caught in the big spotlight from the guard tower. More Robot Guards engage him, he blasts them as he moves towards the wall.

*
*
*
*

Laserfire rains down from the guard tower. Ragnarok aims carefully and with a single shot shatters the Laser nest and the big spotlight. He keeps running....

*
*
*

RAGNAROK

<panting>

...And reaches the wall, he LEAPS, grabbing the top, and vaults over it, ignoring the glowing Laser-Wire that loops across. He's standing on top.

EXT. PRISON - NIGHT

And we see what he sees, the Null Void, all around him. He's focusing on one thing, though.

THE PORTAL

A swirling, glowing vortex, surrounded by Null Guardians, who circle it, silently.

Ragnarok leaps from the wall like the Hulk in an old comic book, landing on a passing asteroid. He leaps towards the next one, but this time the Nul Guardians see him and fly towards him, firing ENERGY from their mouths.

AN ENERGY BOLT

Strikes the Asteroid that Ragnarok was leaping towards, shattering it. Ragnarok smashes into the debris painfully,

RAGNAROK

<impact>

Ragnarok fires blasts at the Nell Guardians, hitting one. It's driven back by the impact

NULL GUARDIAN

<CRY>

Ragnarok sees his chance, with the other two Guardian's closing, he leaps for the Vortex. One Guardian, Mouth open as if to swallow him is RIGHT BEHIND HIM. But Ragnarok makes it into the vortex and VANISHES. The pursuing Null Guardians pull up, avoiding the Vortex. The scream their rage.

NULL GUARDIANS

<Screeches>

Ragnarok has escaped!

FADE OUT.

END OF TEASER

ACT ONEEXT. CITY WATERFRONT - AFTERNOON - TO ESTABLISH

PUSH IN on a large old FREIGHTER, until we are over the HATCH of one of the ship's holds.

Suddenly, a FOREVER KNIGHT comes <BURSTING UP> through the hatch of the hold as if something huge has flung him into the air (which, of course, something has).

FOREVER KNIGHT
<grunt of impact>

PUSH IN through the hole in the hatch to find:

RATH

Inside the freighter hold, swinging another Forever Knight by the ankle, <SCATTERING> most of the rest of the Knights.

RATH
(loving this)
You tin cans wanna tangle with
Rath? C'mon! Let's do it! There's
enuf'a me for the lot'a ya! C'mon!

FAVORING THE FOREVER KNIGHT LEADER - He looks at Rath wreaking havoc with his men, frightened.

KNIGHT LEADER
Wait. New plan.

The Knight Leader turns tail, and run, gesturing for the other Knights to follow.

KNIGHT LEADER (CONT'D)
Run away! Run away!

WITH SEVERAL OF THE KNIGHTS - they run away from Rath, only to find their path blocked by KEVIN, who transforms his elemental hands into large SLEDGEHAMMERS.

KEVIN
Bad idea.

Several other Knights turn to run in the opposite direction -- only to find their way blocked by GWEN, her hands GLOWING with violet energy.

GWEN
Lady or the tiger, boys. Your
choice. Okay, not really.

*
*

Gwen <BLASTS> the Knights before they can move.

WIPE TO:

INT. FREIGHTER HOLD - MOMENTS LATER

Rath is using his great strength to BEND long iron rods around the defeated Knights, tying them together.

RATH
Wanna try for two falls outta
three? *

KNIGHT LEADER
<defeated groan>

ON RATH - as he TRANSFORMS back into BEN.

BEN
Be that way. See if I care. *

WIDER - to include Gwen and Kevin.

BEN
The Forever Knights are working in
broad daylight now? *

GWEN
They're definitely getting bolder. *

KEVIN
But they're not getting any
smarter. *

WIPE TO:

EXT. THE WATERFRONT - MOMENTS LATER

Ben, Gwen, and Kevin stand by Kevin's car, as Kevin applies his ID MASK so he can look normal.

KEVIN
C'mon, hop in. I'll drop you guys
off at home.

BEN
Can we stop by Mr. Smoothy's on the
way? *

Kevin gets behind the wheel of his car, as Gwen gets into the passenger seat, and Ben hops into the back seat behind her.

KEVIN

Not today. I've gotta get home. *

BEN

Wow. To be honest, I'm surprised you've actually even got a home.

GWEN *

Nice. *

WIDER - as the car drives away.

KEVIN

I don't actually stay there, but my mom needed a place. *

GWEN *

So that garage your friend "lets you use"... *

KEVIN *

(confirming) *

It's at my mom's place. What, you think I live in a tent in the woods? *

BEN

Either there, or in some cool underground cave. *

CUT TO: *

EXT. KEVIN'S HOME - SOON AFTER

Kevin's car pulls up to the curb, and Kevin hops out, looking at his watch.

KEVIN

Hey, whaddaya know? I'm actually on time for a-- *

CLOSE ON KEVIN - looking directly INTO CAMERA, suddenly horrified.

KEVIN (CONT'D)

(sotto)

--no.

KEVIN'S POV - ON THE HOUSE

It's a modest two bedroom, well-kept, except that it is currently a shambles. It looks like a cyclone has hit it, windows broken, holes in the wall. *

KEVIN

NO!

WITH KEVIN - he rushes into the house, pulling off his ID MASK as he goes.

KEVIN

Mom?

INT. KEVIN'S HOME - CONTINUOUS

The mess is even worse in here if that's possible, bookcases overturned, furniture ruined, real devastation.

Kevin TRANSFORMS his hands, one into a SHOVEL and the other into a large PITCHFORK, and starts <THROWING ASIDE> the rubble, looking for his mother. Kevin uprights an overturned BOOKCASE; no trace of Mom. *

KEVIN

Mom, where are you?

He pierces the overturns DINING ROOM TABLE and flings it aside: still no Mom.

KEVIN

Mom? Please...

MOM (O.S.)

Kevin.

Kevin turns toward the voice, to see: *

KEVIN'S MOM

She stands there with SHOPPING BAGS in both arms, surveying the damage.

As Mom puts the grocery bags down on the damaged KITCHEN COUNTER, Kevin rushes up to embrace her. *

MOM

I was out shopping. *

KEVIN

What happened here? *

Mom looks around, and slowly starts cleaning up debris.

MOM

It...it looks like we were robbed.

*

Kevin starts helping his mom set things right.

KEVIN

The TV's still here, and your jewelry box. Looks more like the place was searched.

*

*

*

WITH KEVIN - he picks up a SILVER-FRAMED PHOTO from the mess and PAUSES, looking at it with some affection.

MOM

Searched?

*

KEVIN' POV - ON THE PHOTO

It's a photo of a young Kevin, maybe three, standing with his FATHER, who has his arm around the boy's shoulders. But there is a spidery crack in the glass, originating at his father's face, obscuring it from view. Kevin runs his fingertips gently over the photo.

KEVIN

Aw, look what they did...

*

NEW ANGLE - Mom's hand ENTERS FRAME, laid gently on Kevin's shoulder. She turns Kevin to face her.

MOM

Honey, there's something I should have told you a long time ago...

*

*

WIPE TO:

EXT. BEN'S HOME - LATER - TO ESTABLISH

We <HEAR VOICES> from inside as we PUSH IN.

BEN

Hey Gwen, if a sailboat drops a 355 foot anchor line and drifts until the line is tight--

*

*

*

INT. BEN'S HOME - CONTINUOUS

Gwen's on the couch, doing homework from a different book, as Ben, in shirtsleeves, works on his Trig homework.

*

*

BEN

--and the anchor line makes an angle of 80° with the water line, how deep is the water?

*

*

*

*

GWEN
Just curious?

*
*

BEN
You know me, I like to think about things.

*
*
*

GWEN
If I give you the answers, you'll never learn anything.

*

BEN
Hey, I thought no child was supposed to be left behind.

KEVIN (O.S.)
If you don't pass trig, I'm pretty sure that's not true.

*
*

BEN AND GWEN TURN - to see a grim Kevin in the doorway.

GWEN
I thought you had dinner plans. What's up?

*

KEVIN
Need some information.

*

BEN
Forget it. She won't even give me one lousy answer.

*
*

CLOSE ON KEVIN - as serious as we've ever seen him.

KEVIN
Not a joke, Tennyson. What can either of you tell me about an alien creep called Ragnarok?

*

WIDER - to include Ben and Gwen. They're both confused.

BEN
Never heard of him. What are you working on?

*
*
*

KEVIN
None of your business. I need to find the guy is all.

*
*

GWEN
We'll help.

*

WIDER - Kevin heads out the door, waving aside Ben's offer.

KEVIN

I didn't ask for help, I asked for
information. If you don't have any,
stay out of this.

*
*
*

Ben and Gwen react as Kevin walks off <SLAMMING> THE DOOR. A
beat, then:

*
*

GWEN

Right. Like that's gonna happen.

*

BEN

I'll get my jacket.

*
*

CUT TO:

EXT. MAX'S NEW RV RUSTBUCKET - EVENING - TO ESTABLISH

As we PUSH IN, we hear:

MAX (O.S.)

Ben. Gwen. Well, this is a pleasant
surprise.

INT. MAX'S RV - CONTINUOUS

Ben and Gwen are inside talking to GRANDPA MAX, who **pulling**
out a frying pan as he speaks.

*
*

MAX

You kids interested in one of my
famous **wombat** omelettes?

*
*

CLOSE ON BEN - getting serious.

GWEN

Maybe later.

*
*

BEN

Grandpa, have you ever heard of
someone called Ragnarok?

Off-camera, Max <DROPS THE FRYING PAN>.

REVERSE ANGLE - Max ignores the fallen pan, and stares
directly at Ben and Gwen.

MAX

(dead serious)
Where did you hear that name?

BEN

From Kevin. He's out looking for
the guy.

GWEN

We're trying to help. *

FAVORING MAX - his shoulders slump, sadly accepting.

MAX

Then he must have found out. *

BEN

Found out what? *

PUSH IN on Max's grim face as we: *

MAX

It started years ago,-- *

DISSOLVE TO:

EXT. OUTER SPACE - YEARS AGO

A sleek SPACESHIP belonging to the plumbers races through
space, as laser beams <ZAP> by on all sides, fired from
somewhere behind them.

MAX (V.O.)

--while I was still an active
Plumber... *

LUCAS (O.C.)

Max, he's getting closer.

INT. SPACESHIP - CONTINUOUS

Where we find a somewhat younger Max, in his plumber's
uniform, sitting at the controls of the ship, beside a guy
who looks much like an older Kevin, he wears gloves on both
hands. This is LUCAS LEVIN, Kevin's father. He's also wearing
a Plumber's uniform and seems to be having a good time,
despite the danger. *

MAX (V.O.)

I had a young partner in those
days, an energetic, likable fella. *

MAX

Ship won't go any faster, Lucas. *

LUCAS

Have you tried flapping your arms?

EXT. OUTER SPACE - CONTINUOUS

The plumber ship ZIPS across screen, followed a beat later by a NASTY-LOOKING SPACESHIP many times its size, heavily-armed and firing banks of LASERS at the fleeing plumber ship.

MAX

He really wants back what you took from him.

INT. PLUMBER SHIP - CONTINUOUS

FAVORING LUCAS - working the ship's other set on controls.

LUCAS

What else was I supposed to do? The guy steals the energy from stars for a living and sells it to the highest bidder, remember? I wasn't about to let him suck our sun dry and kill six billion people.

*
*

CLOSE ON LUCAS - grinning happily.

MAX

So you stole the key that activates his energy-vortex. I know, I'm the one who bailed your butt out of there.

*
*
*
*
*

MAX

Thanks, by the way. Now drive faster.

*
*

Suddenly, the ship is <BLASTED> from behind. [CAMERA SHAKE]. Both men are almost thrown out of their seats.

MAX/LUCAS

<impact>

*
*

Max checks the MONITOR SCREENS.

MAX

Blast took out our engine coupling. Shield's are down. We're dead in space.

*
*

NEW ANGLE - as Ragnarok TELEPORTS into the ship behind them, materializing on the deck.

RAGNAROK

Where'd you hide my key?

*

WIDER - Max and Lucas dive for cover, draw blasters and <OPEN FIRE> at Ragnarok, but their blasts bounce off. *

LUCAS
That's a whole lot of useless. *

Ragnarok fires back from his hands. They're pinned down. *

MAX
I'm going to try for the Null Void Projector. *

WITH MAX - he reaches for the ship's WEAPONS ARRAY, trying to grab the NULL-VOID PROJECTOR we first saw in "Max Out", but Ragnarok's fire prevents him from reaching it. Lucas keeps shooting until <click-click-click> *

LUCAS
I'm empty. *

Lucas takes off his glove. Max looks at him in alarm. *

MAX
Lucas, don't! You know what could happen if you use your powers. *

Lucas looks at Ragnarok, who is cautiously stalking. *

LUCAS
I know what will happen if I don't. *

Lucas grabs a power conduit that has been exposed by stray gunfire. Electricity surges into him, and he blasts it out of his other hand as an PLASMA ARC that knocks Ragnarok back. *

RAGNAROK
(pained CRY) *

Ragnarok is caught in the arc. The room's lights flicker and the Arc dies. Lucas frowns. *

LUCAS
This is not my day. *

Ragnarok has recovered. He sweeps away Max and Lucas' cover, revealing them. Ragnarok points his threatening, energy leaking fist at Lucas. *

RAGNAROK
Enough games. Where is my key?

LUCAS
Tried checking under the couch?

CLOSER - on Ragnarok and Lucas. *

RAGNAROK
How noble. Willing to sacrifice
yourself for your principles.

Ragnarok turns and points his loaded **fist** at Max instead. *

RAGNAROK
But will you be quite so cavalier
with the life of your partner?

LUCAS
No!

MAX
Don't worry about me, Lucas. If the
choice is me or the Solar System,
it's no choice at all.

FAVORING RAGNAROK - his **fist** glows more brightly. We hear it
<HUM> with energy. *

RAGNAROK
Last chance. My key or your friend.
Which will it be?

ON LUCAS - looking defiant.

LUCAS
You'll get nothing from me.

RAGNAROK aims his hand at Max.

RAGNAROK
Your friend it is then.

Ragnarok fires a withering <ENERGY BLAST> from his hand.

LUCAS
NOOOOOO!

WIDER - Lucas throws himself in front of Max, taking the
blast full in the chest. The impact <SLAMS> him back against
the bulkhead.

MAX
Lucas! *

Taking advantage of the momentary confusion, Max dives,
tucking and rolling, and grabs the null-void projector as he
comes back to his feet.

MAX
You'll pay for that, monster!

Max and Ragnarok <FIRE> at one another simultaneously.

FAVORING RAGNAROK - as the projector's beam ENVELOPS him, and sucks him into the Null Void.

RAGNAROK
<fading scream of protest>

WITH MAX - Dropping the weapon, he rushes to Lucas and kneels beside him, cradling his head. Lucas hasn't got long.

LUCAS
Ragnarok?

MAX
In the Null Void, where he belongs.
You just rest easy. You're gonna be okay.

FAVORING LUCAS - smiling a brave smile, he puts a weak hand on Max's arm.

LUCAS
(weakly)
We both know that's not true, pal.
Still, it's not a bad way to go,
saving the world.

MAX
Lucas, no! Stay with me. *

LUCAS
I'll always be with you, Max. You
tell my wife and son I love them.

ON LUCAS'S HAND - as it falls away and goes limp.

LONG SHOT - as Max gently lowers Lucas's head to the floor.

MAX
I will, old friend. You have my
word. I promise they'll be proud. *

DISSOLVE TO:

INT. MAX'S RV RUSTBUCKET - THE PRESENT

Max finishes telling the story to an astonished Ben and Gwen.

MAX (CONT'D)

We tried to find Ragnarok's ship,
but it disappeared when he was
sucked into the Null Void.

*
*
*

BEN

But why does Kevin want with him?

*

CLOSE ON MAX - looking grim.

*

MAX

My partner's name was Lucas Levin.
Ragnarok is the monster who
murdered Kevin's father.

*

REVERSE ANGLE - on the kids looking equally grim, as we:

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. STORAGE RENTAL UNITS - NIGHT

PUSH IN as we HEAR the <SOUNDS OF DESTRUCTION> coming from somewhere deep among the units, until we finally find:

LUCAS LEVIN'S STORAGE UNIT

The corrugated metal door has been almost casually torn off and thrown aside. Various objects, an old TV SET, a pair of SKIS, a BASKETBALL, come flying out of the unit, as if someone is throwing them aside.

INSIDE THE UNIT, we find Ragnarok, rummaging through Lucas's stored belongings, still searching for that key.

RAGNAROK

Where is it, plumber? Where did you hide it?

KEVIN (O.S.)

What difference does it make? You'll never get to use it.

Ragnarok turns to find:

KEVIN

Standing defiantly behind him, no longer wearing his ID MASK.

RAGNAROK

You're an Osmosium, yes? Who are you?

FAVORING KEVIN - as he TRANSFORMS his fists into oversized SPIKED MACES.

KEVIN

My name is Kevin Ethan Levin. You killed my father. Prepare to die.

Ragnarok smiles maliciously.

RAGNAROK

So the plumber spawned before I eliminated him, eh? Then you can tell me where to find my key.

ON KEVIN - getting angrier.

KEVIN

Not even if I knew, murderer!
<ATTACK>

*
*

Then, <ROARING> in rage, Kevin hurls himself at Ragnarok.

Ragnarok moves swiftly, avoiding Kevin's blows, which
<SHATTER> other objects in the unit instead.

Kevin swings again, but this time Ragnarok <FIRES A BLAST>
from one finger that knocks Kevin back.

KEVIN

<grunt of impact!>

RAGNAROK

The key. Now!

FAVORING KEVIN - as he recovers, still angry.

KEVIN

Never happen.

*

Ragnarok <FIRES> at the **downed and helpless** Kevin.

*

WIDER - One of Gwen's ENERGY SHIELDS is beamed in from OS,
protecting Kevin as the blast hits it and ricochets.

WITH KEVIN - watching Ben and Gwen racing into scene, Gwen
maintaining her shields.

GWEN

We tracked you with your Plumber's
badge.

*
*

KEVIN

I told you to stay out of this.

BEN

Since when have we ever listened to
you?

*
*

FAVORING BEN - he twists the dial of his Omnitrix, until the
image of LODESTAR appears. Then Ben <SLAPS> the Omnitrix **and**
is TRANSFORMED into LODESTAR, **who** faces off against Ragnarok
defiantly.

*
*

LODESTAR

Lodestar!

FAVORING RAGNAROK - who appears to recognize him.

RAGNAROK

A Biotsavartian? **Interesting.**

*

WITH LODESTAR - as he uses his magnetic ray power to pick up the fallen STORAGE UNIT DOOR and <SLAM> Ragnarok with it.

RAGNAROK
<grunt of impact!>

FAVORING RAGNAROK - Getting to his feet, angry, as he <FIRES> an energy blast at Lodestar.

FAVORING LODESTAR - who fires his own energies back at Ragnarok, the two energy blasts meeting in the middle.

LODESTAR
My magnetic personality makes me more than a match for you.

RAGNAROK
(straining)
We shall see.

For a BEAT, Lodestar seems to be holding his own against Ragnarok, the two of them evenly matched, then--

Kevin SLAMS into a startled Lodestar, knocking him aside.

KEVIN
No! *

LODESTAR
<IMPACT> *

GWEN
Kevin, what are you doing? *

KEVIN
He's mine. *

NEW ANGLE - Ragnarok recovers, and fires another BLAST at Gwen, Kevin, and Lodestar. Gwen throws up a SHIELD that barely stops the blast. *

GWEN
<groan of effort>

LODESTAR uses his magnetic beams to throw a barrage of metal items at Ragnarok. *

FAVORING RAGNAROK - he <BLASTS> several of the items, but others get through, <PUMMELING> him.

RAGNAROK
(grunting as he's hit)
This is obviously a waste of time.
The key isn't here.

CLOSE ON RAGNAROK - he pushes a BUTTON on his costume.

RAGNAROK
But I will find it.

WIDER - as a frustrated Kevin lunges for him,

KEVIN
<diving effort>

*
*

Ragnarok TELEPORTS away, and Kevin passes through the now-empty spot where Ragnarok had been a moment before.

KEVIN
Gone.

Kevin turns on Gwen and Ben, as Ben TRANSFORMS back to normal.

*

KEVIN
This is all your fault. You let him
get away. I told you not to butt in.

Gwen puts a comforting hand on angry Kevin's shoulder.

GWEN
We're your friends, Kevin. We're
not letting you go through this
alone.

*
*

FAVORING BEN - chiming in.

BEN
We're gonna help you capture this
creep if it's the last thing we do.

CLOSE ON KEVIN - there's something dark behind his eyes.

KEVIN
Right. Capture.

*

WIDER - to include Ben and Gwen

BEN
So, this key he's looking for. Do
you know where it is?

*

KEVIN
Not a clue.

FAVORING GWEN - as she gets an idea.

GWEN

Are you sure? Maybe you just don't
know you know.

WIDER - to include Kevin.

KEVIN

What do you mean? *

GWEN

If the information is buried deep
in your subconscious, maybe I can
help you find it.

KEVIN

You serious?

NEW ANGLE - Gwen puts her hands on either side of Kevin's
face. He flinches, but tries not to show it.

GWEN

Serious as Ben's Trig final. This
won't hurt, I promise. *

Gwen's hands GLOW VIOLET. Suddenly, Kevin's eyes snap wide.
They're glowing violet now too. Gwen's eyes also turn violet.

GWEN

That's it, Kevin. I can feel our
connection.

Suddenly, Gwen pulls her hands free of Kevin's face, as if
his skin is suddenly too hot to hold.

GWEN

<gasps>

Kevin touches Gwen's shoulder with concern.

KEVIN

Gwen, you okay?

ANGLE ON GWEN - she smiles up at Kevin.

GWEN

Couldn't be better. I know where
the key is. *

WIPE TO:

INT. KEVIN'S HOME - SOON AFTER

The place is still a shambles. Ben, Gwen, and Kevin are
rummaging through the wreckage, looking for something.

KEVIN
You sure about this?

GWEN
Trust me, Kevin. I'm--

WITH GWEN - as she finds the silver-framed photo Kevin had been looking at earlier.

GWEN
This is it.

WIDER - Kevin and Ben join her.

BEN
Hate to break it to you, Gwen, but that's just a picture.

Kevin takes the framed photo from Gwen's hand.

KEVIN
Of me and my dad. It's one of the few reminders I have of him.

RAGNAROK (O.S.)
At last.

NEW ANGLE - the kids turn toward the sound, and are promptly <BLASTED> off their feet.

KEVIN/GWEN/BEN
<grunts of impact!>

UP ANGLE - Ragnarok enters, and picks up the fallen picture.

KEVIN
No. Don't touch that.

Ragnarok ignores Kevin, pulls out the photo, tosses it aside, then holds up the frame so he can study it.

CLOSE ON RAGNAROK - after a BEAT, he grabs the frame by its diagonally opposite corners and <TWISTS> it. The frame folds like a Chinese puzzle, until the silver object looks like an exotic ALIEN KEY with a Y-SHAPED HEAD that will fit exactly into the slot in Ragnarok's forehead.

RAGNAROK
Ingenious, **your father**.

*

FAVORING KEVIN - he transforms his hands into CLUBS and moves threateningly towards Ragnarok.

KEVIN
Give *it* back!

*

WIDER - Ragnarok glances at Kevin, disdainfully.

RAGNAROK
We've already played this game,
whelp. You know how it ends.

ON BEN - as he adjusts the Omnitrix.

BEN
Then let's try it with a new
player.

Ben <SLAPS> the Omnitrix, and transforms into DIAMONDHEAD.

DIAMONDHEAD
Diamondhead!

Ragnarok <OPENS FIRE> on Diamondhead with a hand blast.

RAGNAROK
You're truly *beginning* to annoy me.

*

Diamondhead ABSORBS the energy of Ragnarok's blast and
<FIRES> it right back at him.

DIAMONDHEAD
*No extra charge, it's part of the
service.*

*

*

Ragnarok is staggered by the blast of his own energy.

RAGNAROK
<grunt of impact!>

Now Diamondhead charges at Ragnarok, <FIRING> a barrage of
crystals at him. The crystal barrage rips an angry gash in
the side of the wall, barely missing Ragnarok.

DIAMONDHEAD
Ready to quit?

*

At which point, <ROARING> with rage, Kevin HURLS himself at
Ragnarok, <SMASHING> at him with his transformed fists.

Casually, Ragnarok flings Kevin away - where he <COLLIDES>
with Gwen and Diamondhead, knocking them both off-balance.

RAGNAROK
I've wasted enough time with this
inanity.

*

CLOSE ON RAGNAROK - he looks at the key, INSERTS it into the slot in his head.

RAGNAROK
Time to finish a job that has gone
waiting for far too long.

Then Ragnarok TURNS the key.

SMASH-CUT TO:

EXT. OUTER SPACE - JUST BEYOND EARTH - SIMULTANEOUS

Responding to the turning of the key, Ragnarok's ship as seen in the earlier flashback suddenly SHIMMERS into view.

RAGNAROK (V.O.)
My ship, returned from hyperspace
where it has been hidden all this
time.

SMASH-CUT TO:

INT. KEVIN'S HOME - CONTINUOUS

Ragnarok gestures to the key in his forehead.

RAGNAROK
It's only the key which holds my
ship in this dimension. Call it a
safety precaution. *

FAVORING KEVIN - as he struggles back to his feet.

KEVIN
There's nowhere you can hide from
me. *

FAVORING RAGNAROK - he PRESSES the button on his costume.

RAGNAROK
I'm about to extinguish your Sun,
Levin. Your world will die, we
shall not meet again. *

Ragnarok starts to SHIMMER from view. *

GWEN fires a pair of ENERGY PINCERS at Ragnarok, which close around his waist just as he finishes fading away. Then the energy pincers clamp shut - on nothing.

BEN
Too late. *

FAVORING GWEN - looking grim.

GWEN

Maybe not.

The guys look at her in confusion. Gwen holds up her hand, surrounded by a violet BALL OF ENERGY. *

GWEN

He's pulled that trick **one too many times**. I locked on to his energy signature just as **he** teleported. If **I did this right**, maybe we can piggyback on the same signal. *

KEVIN

Then what are you waiting for? *

WIDER - Gwen surrounds the three of them with a bubble of violet energy. *

KEVIN

Let's go after him! *

The bubble glows brighter, and the three of them SHIMMER, fading from view just as Ragnarok had, as we...

FADE OUT.

END OF ACT TWO

ACT THREEINT. RAGNAROK'S SPACESHIP - CONTINUOUS

As Ben, Gwen, and Kevin MATERIALIZE in a corridor inside the ship. The ship is huge, as big as an office building, filled with high-tech equipment. Ragnarok is nowhere to be seen.

BEN
(groaning)
Oog. That trip make anyone else seasick?

KEVIN
Man up, Tennyson. Where's Ragnarok?

They look around, see nothing.

GWEN
No sign of him. *

KEVIN
We'll split up **and search**. You go **port**, I'll go **starbord**. *

BEN
Hey, who died and made you boss?

KEVIN
If you **got a problem with it, you**. *

Ben and Kevin stare each other down for a long beat. Gwen grabs Ben by the wrist and heads off in one direction, Kevin starts off in the opposite direction. *

BEN
Hey! *

GWEN
We can cover more ground this way. *
Come on. *

FAVORING KEVIN - he PAUSES, watching until Ben and Gwen are out of sight. Then, his face grim, he moves off in the opposite direction.

WIPE TO:

INT. RAGNAROK'S SHIP - ANOTHER CORRIDOR - SOON AFTER

Ben and Gwen move cautiously through the ship, searching as they go.

BEN
I've never seen Kevin like this.
It's like he's a different person.

GWEN
He's going through a lot, Ben. He
idolizes his father and Ragnarok...

*
*

CLOSE ON GWEN - looking worried.

GWEN
We have to find Ragnarok before
Kevin does. I'm afraid of what he
might do.

*
*
*

BEN
Kevin? C'mon, he talks all tough,
but he would never--

*

KEVIN (O.S.)
Guys, quick! Come here!

Ben and Gwen race toward the sound of Kevin's voice.

BEN
See? I told ya.

Gwen and Ben round a corner to see:

KEVIN

He stands beside a CIRCULAR PORTAL, anxiously gesturing for Ben and Gwen to enter.

GWEN
Kevin, what...?

KEVIN
This way! Through here! I've found
him!

NEW ANGLE - Kevin moves towards the portal, then PAUSES for a beat, to let Ben and Gwen run through AHEAD of him.

BEN
Better be ready for any--

At which point, the door of the portal <SLIDES SHUT> with a <HISS>, sealing Ben and Gwen inside. There is a ROUND WINDOW in the portal door so we can see inside.

INSIDE THE CHAMBER, Ben and Gwen look around, and quickly realize they are inside a small circular room -- one of the ship's ESCAPE PODS.

BEN
--Hey! What is this? *

GWEN
It's an escape pod. *

NEW ANGLE - Ben <POUNDS> on the window glass, as he shouts at Kevin, who looks into the chamber grimly.

BEN
This isn't funny, Levin. Let us out.

KEVIN
Just remember, Tennyson--

WIDER - as Kevin <SLAPS> a large RED BUTTON beside the door.

KEVIN (CONT'D)
--I asked you to stay out of this.

EXT. RAGNAROK'S SPACESHIP - CONTINUOUS

The engines of the ESCAPE POD that Ben and Gwen are trapped in <IGNITE> and the escape pod <ROCKETS> away from the ship, arcing towards earth.

INT. THE ESCAPE POD - CONTINUOUS *

Ben and Gwen look out through the port window to see Ragnarok's ship recede into the distance.

GWEN
Oh, Kevin. What have you done?

BEN
There's gotta be a way for us to get back there.

CLOSE ON GWEN - from outside the pod - looking in through the glass. Gwen looks up at us sadly.

GWEN
It's on autopilot to Earth. No controls. No spacesuits. I'm afraid Kevin is on his own. *

BEN
Just like he planned it. *

WIPE TO:

INT. RAGNAROK'S SHIP - THE BRIDGE - MOMENTS LATER

Ragnarok stand at the ships' controls, THROWING LEVERS, TWISTING DIALS, as he looks at the huge SWIRLING VORTEX in the center of the vast chamber that is the ENERGY BATTERY into which the sun's energy has already started to flow.

RAGNAROK

Energy vortex activated. Commencing solar power drain in five...four.. Three...two...

KEVIN

Done!

Ragnarok looks around to see an angry Kevin approaching, transforming his hands into weapons again.

RAGNAROK

You again? I should have eliminated you when I had the chance.

*
*

KEVIN

Your mistake.

*

Ragnarok throws a switch, locking in the systems, and turns to face Kevin.

RAGNAROK

This time I'll finish the job.

*

FAVORING KEVIN - looking around the bridge at all the complicated equipment.

KEVIN

Yeah. One of us will.

Suddenly, Kevin lashes out, <SMASHING> as much of the equipment as he can get his transformed hands on. Ragnarok is stunned.

RAGNAROK

Stop! You don't know what you're doing!

FAVORING KEVIN - as he keeps smashing away.

KEVIN

I know exactly what I'm doing, creep. I'm saving the Earth and avenging my dad.

*

ON RAGNAROK - he <BLASTS> at Kevin with his hands, missing.

RAGNAROK

Fool! The energy vortex is a delicate balance. Disrupt its controlled feed and it can implode.

KEVIN

Thanks for the tip.

WITH KEVIN - as he <SMASHES> the control that Ragnarok had set a minute before.

WIDER - as the energy vortex suddenly FLARES OUT OF CONTROL, becoming a swirling vacuum that starts sucking much of the loose debris from the battle into itself. As the debris hits the INTERFACE POINT, deep within the vortex, it vanishes with FLASHES OF LIGHT

RAGNAROK

The vortex is destabilized!

The vortex begins to GROW, sucking in more debris.

FAVORING KEVIN - as the vortex starts to drag Kevin to it, he TRANSFORMS his hand into a cool metallic CLAW and <SINKS> it deep into the metal wall of the ship, stopping himself.

KEVIN

<effort>

WITH RAGNAROK - he's not so lucky. As the suction grows greater, he's dragged toward the vortex.

At the last possible second, he grabs hold of a RAILING near where Kevin is struggling to maintain his own hold. The suction from the vortex is go great, Ragnarok is almost horizontal, his feet still being pulled in the direction of the vortex.

RAGNAROK

<grunt of effort>

ANGLE ON RAGNAROK - still griping the rail with one hand, he spots Kevin nearby and reaches out with his other hand, hoping Kevin will grab it.

RAGNAROK

Please. Take my hand. Save me.

ON KEVIN - he can't believe he's hearing this.

KEVIN

Save you? You killed my dad, remember?

CLOSE ON RAGNAROK - suddenly inspired.

RAGNAROK

Yes. Your father. He was a plumber,
an honorable man. He would never
let anyone die, if he could help
it.

*
*

Ragnarok thrusts out his free hand toward Kevin again.

RAGNAROK

Please. For your father.

CLOSE ON KEVIN - as a wave of emotions play over his face,
anger, doubt, finally acceptance.

Finally, his decision made, Kevin reaches out with his free
hand.

KEVIN

Okay then...

ON RAGNAROK - smiling as he reaches out his hand towards
Kevin's reaching hand.

FOLLOW KEVIN'S HAND - as it goes right past Ragnarok's
outstretched hand and, instead, reaches for the alien key in
Ragnarok's forehead.

ON RAGNAROK - really frightened now.

RAGNAROK

(sotto)

No.

Kevin TWISTS the key, then pulls it OUT of Ragnarok's
forehead.

KEVIN (CONT'D)

...For my father.

WIDE - as the entire ship starts to shudder and convulse.
[CAMERA SHAKE] The vortex grows more powerful still.

ON RAGNAROK'S HAND - as he loses his grip on the railing.

WITH RAGNAROK - as he is dragged into the vortex, when he
hits the interface, there's a flash of energy (he is
transported to another dimension, but no one knows that, yet)
he vanishes from sight.

*
*
*
*

CLOSE ON KEVIN - debris still whipping past him towards the
vortex, a look of grim satisfaction on his face.

EXT. SPACESHIP - NIGHT

Ragnarok's ship SHIMMERS into view for a beat, then
<EXPLODES> in a violent burst of light and then IMPLODES,
sucked into its own vortex.

SMASH-CUT TO:

EXT. WOODED AREA OUTSIDE BELLWOOD - NIGHT - SIMULTANEOUS

Ben and Gwen stand beside the landed escape pod, looking up
at the FLARE OF LIGHT in night sky.

GWEN

Kevin!

NEW ANGLE - unable to contain her grief, Gwen throws herself
against a startled Ben's chest and bursts into tears, weeping

GWEN

(weeping)

Oh, Kevin.

CLOSER - awkwardly, Ben tries to comfort his sobbing cousin.

BEN

He...he was a hero, Gwen, right to
the very end.

KEVIN (O.S.)

And then some. Nice to know you
guys appreciate me.

WIDER - both Ben and Gwen turn towards the voice, to see
Kevin walking toward them, a little the worse for wear, a
second ESCAPE POD lying open on the ground behind him.

BEN

You're alive?

KEVIN

Try not to sound so surprised.

NEW ANGLE - as a relieved Gwen throws herself into Kevin's
arms, hugging him.

GWEN

I was worried.

Kevin awkwardly extricates himself from Gwen's grip.

KEVIN

Hey, I'm a survivor, remember?
Guess I got it from my dad. Like
saving the world.

*
*

FAVORING KEVIN - he turns and starts to walk back toward town.

BEN

And Ragnarok...?

REVERSE ANGLE - so Kevin is walking directly TOWARD CAMERA, his face expressionless. A long beat as he considers his words.

*
*

KEVIN

Didn't make it.

Kevin continues to walk toward us until he walks OUT OF FRAME, so we can focus on Ben and Gwen, looking at each other in confusion. What happened on that ship? Do they really want to know?

Finally, deciding it's better if they don't, Ben and Gwen turn and follow Kevin, as we...

*

FADE OUT.

END OF EPISODE