

**Ben 10: Alien Force**  
“Ghost Town” Beat Sheet by Nicole Dubuc  
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TEASER:

OPEN in space, on a blazing star patrolled by an enormous, battlecruiser. Radio transmissions tell us that there’s no activity on the star – the prisoner is secure. Suddenly, a streak appears in the distance – it’s VILGAX, flying straight for the cruiser. The ship opens fire, but Vilgax (souped up with powers he claimed from his latest win against another planet’s hero) deflects the blasts and TEARS THROUGH the ship.

Vilgax lands on the planet to find GHOSTFREAK, bound by chains of light to the surface of the star. In the extreme light, Ghostfreak is helpless, and when Vilgax offers him freedom in return for the secrets of the Omnitrix, he can only nod weakly. Vilgax uses some gadgetry (or magic, or popup tent) to produce an area of darkness. Ghostfreak, revived, whispers the secrets of the watch to Vilgax, who makes good on his promise and releases Ghostfreak from his chains. But as he’s freed, Ghostfreak launches himself at Vilgax. Together (with Ghostfreak “driving”) they can defeat Ben Tennyson and claim the Omnitrix. As Vilgax struggles against “himself”, we GO TO BLACK.

ACT I:

Another typical day on Earth. BEN, GWEN and KEVIN are deep in battle on a MINI GOLF COURSE against some HIGHBREED (or a TBD oldie-but-goodie alien foe). Ben transforms into HUMONGOUSARUR to trounce them (we get fun Godzilla moments as he stomps across the mini-golf village), and the bad guys are clearly not up to par. (groan)

But as the menace is dealt with and Ben transforms back into normal, something like a falling star streaks through the sky above. It crashes to Earth and Ben, Gwen and Kevin hurry to investigate – only to discover it’s Vilgax’s ship. Vilgax, still strapped in and much worse for the wear, croaks out a plea – “Ben Tennyson, I need your help.”

Taking the injured alien to a remote location (I’m thinking the back tables of a fast-food joint, because nothing revives you like a Mondo-sized Slurpee), our heroes suspiciously demand an explanation — and comment on the weirdness of “hanging out” with Ben’s nemesis. Vilgax tells his story, which we see in quick flashback. Ghostfreak tried to possess him (Vilgax won’t say why), and unable to defeat his enemy in battle (because of Vilgax’s gauntlet), Ghostfreak tried another plan to bend Vilgax to his will. He attacked Vilgax’s home planet (no natural light source, so Ghostfreak is quite powerful) with his Ghostfreak minions. Every Vilgaxian they possess turns into a mindless Ghostfreak minion, and the infestation spreads exponentially. Vilgax tried to fight for his people, but the planet was overrun.

Vilgax claims it’s Ben’s fault – he’s the one who let Ghostfreak out of the watch in the first place. Ben has to put Ghostfreak back, because he came from Ben. Gwen wonders how Vilgax knows this, but he deflects the question.

Kevin's suspicious – how can they believe anything coming out of Vilgax's oddly-shaped mouth? Gwen is interested. If what Vilgax is saying is true, they should help him. His people are innocent, even if he isn't. Ben just wants to hear Vilgax say it one more time – “whose help do you need? Uh huh, that's what I thought.”

Kevin and Gwen warn Ben to be careful, but he's sure he can handle anything that comes up. “I always do, right?” The gang finally agrees to help Vilgax – but at any sign of double crossing, the tentacle-face is on his own. They take their Biomechanical SHIP to Vilgaxia (hey, what happens on Vilgaxia stays on Vilgaxia) and land in an abandoned area.

The planet is covered in dreary cobwebs and eerily silent. A weird alien crying gets Ben's attention, and they find a young Vilgaxian being chased by a squadron of Ghostfreaks. Vilgax leaps into action to save her. For the first time, we see him not only as a ruthless warlord, but also as a beloved ruler who cares for his people. It's a spectacular rescue, but in the process, Vilgax reveals the team's hiding spot. As Ben, Gwen, Kevin and Vilgax are surrounded by Ghostfreaks, we END ACT I.

## ACT II

In a battle sequence, Gwen, Kevin, Ben and Vilgax fight the hordes of Ghostfreaks. Ben transforms into Swampfire, using blasts of fire (light) to keep the Ghostfreaks at bay. He uses the native plant life (“I didn't even know that WAS a plant”) to try to stop them, but they phase right through.

Meanwhile, Vilgax uses his gauntlet to bash on the ghosts (it's incorporeal and thus capable of hitting incorporeal things), Gwen uses her pink zaps to keep the ghosts busy dodging. A Ghostfreak gets through the line of defense and phases into Kevin to possess him – only to pop out again, screaming. Kevin takes this hard – “even the freaks don't want me.” Gwen looks at him with sympathy, but Ben doesn't get it, “what are you talking about? That's a GOOD thing!”

Finally defeating and or evading the Ghostfreaks, Vilgax leads the way through a secret passage into the throne room. This can be as full of near-misses with Ghostfreak guards and booby traps as we'd like it to be.

Ben reassures everyone that he has a plan for how to defeat the grand poohbah Ghostfreak. But first he'll need a distraction. Vilgax enters the throne room alone, challenging Ghostfreak to another battle. Ghostfreak acknowledges that Vilgax's will was too strong to stop him from possessing him last time. But now that Vilgax's planet is his, Vilgax will be easily crushed. As will the universe, which Ghostfreak will take over, one planet at a time. Even now his minions build starships to infect other worlds. But to be a great conqueror, Ghostfreak himself longs for more power – the power amassed by the warlord Vilgax. And this time, he will take it!

Ghostfreak turns incorporeal and rushes toward Vilgax, but Ben leaps in front of him, and takes the hit – Ghostfreak is now possessing Ben.

“That was it?! That was your plan?!” Asks Gwen. Ben, as Ghostfreak, reassures her. He controlled Ghostfreak when he was in the watch, so it should be no problem this time... Suddenly, the “X” logo disappears from Ben’s chest. Ben is no longer in control – Ghostfreak is! Ben and Ghostfreak battle within, each struggling to control the other.

Gwen and Kevin are faced with indecision, not sure how they can help. But Vilgax is motivated. His two greatest enemies are trapped in one body and helpless. Finally, he can destroy them both at once! As Vilgax moves to attack, END ACT II.

### ACT III

Gwen and Kevin rush to defend BenFreak from Vilgax. They’re no match for the warlord, and he soon KOs them. As Vilgax approaches Ghostfreak, a victor emerges – Ghostfreak (speaking in Ben’s voice). The two mighty creatures battle spectacularly in a throne room setpiece that probably brings down some walls and certainly shreds some pricey Vilgaxian tapestries.

Ghostfreak defeats Vilgax, who positions himself to take a hit near an energy crystal. As Vilgax is knocked senseless, the crystal shatters in a burst of light that makes Ghostfreak recoil. It’s enough to momentarily restrict his powers, and the “X” logo reappears on Ghostfreak’s chest. For an instant, Ben is in control. He slaps the X and traps Ghostfreak back in the Omnitrix once more. Ben returns to normal, expecting a victory parade, or at least some applause. But everyone is knocked out on the floor. “Aw, you guys missed it!” Ben gripes.

Across the planet, the Vilgaxians return to normal and crowd the palace yard, chanting Vilgax’s name and praising him for saving them. Vilgax burns, knowing it was Ben who actually saved them. Ben makes matters worse by making it clear he knows what happened too – “hey, I’m not saying anything.” Vilgax agrees to let Ben, Kevin and Gwen go – “you have helped me, and so you have won your life.” “I’d hate to know what the runner-up prize is,” Gwen comments.

But as Ben and his friends depart on their ship, Vilgax makes a promise – it is not over between Tennyson and himself. In fact, now that he knows the secrets of the watch and stands unopposed – it’s only just beginning.