

BEN 10: ALIEN FORCE

(Episode #TBD)

"RATH"

STORY OUTLINE

FIRST DRAFT

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TEASER

1. EXT. KEVIN'S GARAGE - DAY

BEN and GWEN sigh as KEVIN fixes the damage his CAR suffered during a run-in with a CITY BUS. Gwen says it's his own fault: "You're impatient, you have a lousy temper..." "I do not have a lousy temper!" Kevin retorts, then accidentally snaps off a lug nut. "Just lousy tools!"

Suddenly, TWO pale, stick-thin, robe-wearing ALIENS TELEPORT into view; they levitate rather than ambulate. The subordinate carries an OVOID CONTAINER with air holes; the superior explains that they are from the planet LUODA.

CAPUT, the lead diplomat, asks Ben to undertake a sensitive mission. "Only the legendary Ben Tennyson has the respect and skill to accomplish it." Ben asides to his pals, "That's 'cuz I saved the universe, you know." "We know, Ben." Caput pleads, "You must deliver this treasure so that peace may reign between the Luodans and our foes, the PANTOPHAGE." Kevin perks up. "What kind of treasure?"

Caput gestures. His fellow Luodan (a female) pushes a button; the container's hatch opens, <HISS>. Out floats an adorable, wide-eyed little being, a cross between a cloud and a marshmallow. It peeps, "Ghee!" GO TO MAIN TITLES.

ACT ONE

2. EXT. KEVIN'S GARAGE - RESUME ACTION - DAY

Caput introduces them to THE TIFFIN, or crown prince, of Luoda. Gwen notices the female's sad look and asks, "And you are...?" "I am PROJEN. She who bore him." Gwen reacts. "Wait, this is your baby? And you're giving him to us, so we can give him away? What is this, a hostage exchange?" Caput quickly puts a positive spin on the situation. "No, no-no-no. It is a simply show of trust, a demonstration of our species' sincere desire for peace." The melancholy mother quietly concurs.

While all of this is going on, Ben notices that the Omnitrix is giving off tiny SPARKS. (We will later learn that The Tiffin's proximity is the cause, but for now...) Seeing Ben's frown, Caput asks, "Is anything wrong?" Ben hides his hands behind his back. "Nope, I'm good."

To facilitate their journey, Caput hands Ben a CREDIT FOB (like an alien charge card), and then TELEPORTS IN a large, ungainly SPACE SHIP. Gwen quips that it looks like a bucket of bolts, but Kevin recognizes it as a TACHYON 930 -- ugly as sin, but all engine. He cries, "Road trip!" and charges up the gangplank. Ben assures the Luodans that they will keep an eye on "the package" at all times until they deliver him to his destination. IRIS TO:

3. EXT. SPACE / INT. STAR BUCKET - DAY

The bulbous ship plows through SPACE at amazing speed. Watching The Tiffin float about the cabin cooing, Gwen insists that something's wrong with this scenario. Kevin, in the pilot's seat, dismisses her concern: "So the prince grows up in one castle or another. What's the diff?"

Seated at rear, Ben gently taps his Omnitrix, still perplexed by the sparks. Just then, The Tiffin wafts by. The 'watch' completely SHORTS OUT and MORPHS Ben into a RATH, a muscle-bound, angry mélange of a Klingon, Hellboy and Hulk Hogan, with cartilaginous sheaths growing from his wrists to his fists (think Wolverine's talons, but more like an oversized toenail or a crustacean's shell).

Rath goes off like a 'roid-raging WWE wrestler, ripping his seat out of the floor. He spies The Tiffin floating wide-eyed before him and roars. Squealing in fear, the royal tot zips up to the rafters and hides, shaking. Kevin, no slouch in a fight, leaps on the Rath's back, but the big guy peels him off and <SLAMS> him against a bulkhead. Hoping to keep her cousin from wrecking the ship, Gwen envelops Rath's head in a FORCE BUBBLE and sucks out all the air. He keels over. Winded, Kevin eyes Rath and quips, "And you thought the ship was ugly." WIPE TO:

4. INT. STAR BUCKET - SOON - DAY

Rath awakens to find himself hogtied to his chair. Gwen warns him to listen while Kevin reads an entry in the Alien Species Database. "Raths are powerful, argumentative and aggressive; they believe that any problem can be solved with enough hitting." Rath smirks and nods.

"Now," Gwen says to Rath, "if I let you go, you'll stay calm?" "Uh-huh." Clearly, his IQ has dropped as much as his temper has risen. Only, before Gwen can release him, Rath flexes his muscles and bursts the ties that bind him. Gwen gingerly suggests that he find a way to reboot the Omnitrix and return to normal. Rath tries, but when it doesn't work, he savagely tries to rip the device off his chest. "Stop, Ben!" cries Gwen as he thrashes about. Finally, Rath collapses from the self-inflicted pain.

Gwen and Kevin gaze down at him, shaking their heads. "This is new," Kevin notes. "What?" asks Gwen. "For once, I'm not the one who's out of control." The Tiffin glides over, looking down and cooing sympathetically. Suddenly, Rath sits up, none the worse for wear, like John Belushi after a bender. "Hey. Who's hungry besides me?" CUT TO:

5. EXT. SPACE STATION KUBRICK - SOON

After ESTABLISHING a huge deep space outpost, CUT TO:

6. INT. SPACE STATION KUBRICK - CAFÉ

Our team enters the on-board eatery (a *Star Wars* cantina crossed with an Automat, staffed by ROBOT WAITERS). Per Ben's promise to keep tabs on their charge (not that Rath cares in his current condition), Gwen brings The Tiffin along in his case. Gwen and Kevin remind Rath that time is of the essence. "Just buy a snack and go, okay?"

As soon as Rath stomps off to grab some grub, Gwen and Kevin run into Kevin's con artist "buddy," ARGENT. Gwen tries to steer Kevin away, but Argent senses something is up. "What's your hurry?" Kevin explains that they're carrying precious cargo, The Tiffin of Luoda. "Oh, yeah, I heard somethin' about that," says Argent, who then pretends that they just called his take-out order and hurries around a corner to make a call. "It's Argent. Yeah, I know I owe ya and I know you been lookin' for me all over the station. But I got a tip that'll make us square again!"

Meanwhile, Gwen reminds Kevin that every time they run into Argent, there's trouble. "Are you saying you don't like my friends?" "No, I'm saying, he's not your friend."

Suddenly, the bounty-hunting VREEDLE BROTHERS burst into the room with weapons drawn. Kevin is nonplussed. "I thought you guys bought the farm!" The dimwits correct him. "Naw, that was Octagon and Rhomboid. We're their

clones, HEXAGON and TESSERACT." "Tesser-what?"

"Tesser-act, repeats Hexagon. "But don't call him Tess. He hates that." "That's right, I do," agrees Tesseract.

Getting down to it, they demand Gwen hand over The Tiffin, who is worth a fortune. Rath stomps over, carrying a tray piled with food and snarls, "I don't think so." Upping the ante, Hexagon shouts to the crowd, "We'll split the bounty with whoever joins us." "Now you're making it interesting," says Rath, who picks up a passing robot waiter and uses him to swat Tesseract across the room.

A wild BAR-FIGHT ensues, with Rath taking on all comers, even as Gwen and Kevin toss The Tiffin's carrier back and forth to keep it out of harm's way. Finally, Rath grabs the Vreedles. "You made me spill my food!" CUT TO:

7. EXT. SPACE STATION KUBRICK - CONTINUOUS

An airlock <HISSES> open on the side of the station. We hear <PUNT-PUNT> and then the Vreedles go sailing out. As they float off into the void, Hexagon admits, "Well, that didn't work out like we planned..." CUT BACK TO:

8. INT. SPACE STATION KUBRICK - CAFÉ - CONTINUOUS

As the brawl continues (and Argent is trampled as payback for his perfidy), Gwen and Kevin drag Rath away. "Aw, come on! I'm just gettin' warmed up!" CUT TO:

9. INT. STAR BUCKET / EXT. SPACE - CONTINUOUS

As the gang scrambles in and prepares for launch, Rath glares at The Tiffin and snaps, "You're a lotta trouble, ya know that?" The puny puffball whimpers. Seated up front, Gwen and Kevin trade sotto remarks; Gwen frets, "What if he's stuck this way forever? What if he never turns back?" Even Kevin admits that he misses the old Ben, "And I didn't even like him that much." Despite the ENGINE'S ROAR, Rath overhears them; a flicker of dismay crosses his face.

Alas, no sooner do they rocket away from the station than a warning PLASMA SHOT cuts across their bow. Kevin brings the Star Bucket to a stop. A BATTLE CRUISER pulls up alongside them. The Star Bucket's VID-SCREEN displays a transmission from none other than COMMANDER MILIUS! He and his fellow INCURSIONS (a race of frogs seen previously) just love war and want to sabotage any peace plan between the Luodans and the Pantophage. "Nothing personal," Milius croaks, then gives the order to board them. Several PORTS along the side of the cruiser <WHIZ> open. However, instead of shooting grappling hooks and ropes, a firing squad of GUNPORT FROGS leans out. They spit their sticky tongues across the gap to grab hold of the Star Bucket, <SPLAPITY-SPLAP!> "Ew," says Gwen. "Gik," agrees The Tiffin. As the Frogs reel in the Star Bucket, FADE OUT.

ACT TWO

10. INT. STAR BUCKET - RESUME ACTION

"Why don't you floor it?!" Rath barks at Kevin. "Um, because they'll blast us to atoms?" Kevin retorts. "Fine, I'll handle this," Rath snarls, stomping toward the airlock. Gwen cautions, "Ben, don't you need a space suit?" "Raths don't need no stinkin' space suits!"

Gwen presses her point. "Uh, Ben? Remember that thing I did with the force bubble and the air? You need a space suit." "Fine," Rath grouches, grabbing one as he heads out. "Not too bright, is he?" Kevin notes. CUT TO:

11. EXT. STAR BUCKET / EXT. SPACE - CONTINUOUS

Rath pops out wearing the suit, marches along the side of the Bucket using magnetized boots, detaches the frogs' tongues and ties them in knots. He then gives the tongues a sharp tug, yanking the Frogs right out of their gunports, whips them around like rag dolls, then tosses them back at the cruiser. They end up wrapped around it like a sticky amphibian bola. "Fribbit," curses Milius. CUT TO:

12. INT. STAR BUCKET - CONTINUOUS

Rath climbs back inside. "Now you can go." Kevin kicks the Bucket into gear and jets away. The Tiffin floats up to Rath and rubs against him, purring. "All right, don't get all emotional," Rath grumbles. CUT TO:

13. EXT. SPACE - CONTINUOUS

Just then, more PLASMA BOLTS hit the Star Bucket from behind. The Incursions are still in pursuit (and yes, the Gunport Frogs still dangle by their tongues, trailing after the cruiser like streamers). CUT BACK TO:

14. INT. STAR BUCKET / EXT. SPACE - CONTINUOUS

"I thought you said this thing was fast!" Rath barks. "It is," Kevin retorts. "So I suggest you take a seat." Not waiting for him to do so, Kevin punches it, throwing Rath against the rear bulkhead as the Star Bucket suddenly accelerates. CUT TO Commander Milius, who cries "Engines full!" Now both ships are breaking speed records.

BACK ON THE STAR BUCKET, Kevin spies a BLACK HOLE coming up fast -- and dives right for it! "But we'll get sucked in!" Gwen cries. "No, we won't -- they will!" True to Kevin's word, the Star Bucket's superior horsepower allows it to pull free (just barely) of the black hole -- while the Froggies' cruiser cannot. As it spirals in, CUT TO Milius, stretching like taffy as time and space bend around him. He mutters, "Aw, double fribbit." IRIS TO:

15. INT. STAR BUCKET - SOON

Rath reclines in his seat, eyes closed. The Tiffin floats down and tickles his nose. Half-asleep, Rath brushes him away. The Tiffin comes back. Tickle. Brush.

Tickle -- Then, Rath grabs The Tiffin out of the air
<SQUEAK!> "What is your problem?" Rath growls. CUT TO a
CLOSE-UP of The Tiffin, who blinks at him with big
puppy-dog eyes. Well, even Rath can't stay mad at that.
He lets go. The Tiffin floats up. Rath gently catches him
by his wispy tail and pulls down, then lets go. The Tiffin
floats up. It's like playing a game with a friendly
balloon. And like the brusque bulldog in a Chuck Jones
cartoon, Rath can't help going soft over the little guy.
They've bonded.

Alas, this sweet interlude comes to a halt when Rath
looks up to find Kevin and Gwen watching him. "What?" he
snaps, quickly tucking The Tiffin behind his back.

Gwen explains: "The bad news is, Kevin's black hole
trick damaged the engine. Luckily, he's found a planet up
ahead with the thing he needs to get it running right
again." "Yeah? What thing is that?" SMASH CUT TO:

16. EXT. PLANET SYLEX VII - SOON - DAY

They stand on the surface, gazing out at a vast,
glistening CRYSTALLINE FOREST. "Tadenite?!" Rath snarls.
"Every time you say that word, Volcanus shows up!" "You're
exaggerating," Kevin scoffs. Then, they hear a familiar
voice from O.S. "What're you doing here?" They turn to

see -- yup -- VOLCANUS and several PICK-AXE ALIEN cronies.
As Rath gives a 'toldja' look at Kevin, FADE OUT.

ACT THREE

17. EXT. PLANET SYLEX VII - RESUME ACTION - DAY

Kevin asides, "Whoa, this whole trip is like one of those dreams where everyone you know is in it and they all want to hurt you," Kevin says. Gwen deadpans, "I never have dreams like that." "Really? I do," Kevin admits.

Rath suggests that they "just trash the place and take what we want." Kevin says, "Calm down, Rath. Let me handle this." Trying to handle matters like Ben would do it, Kevin offers to pay Volcanus, showing him the expense account fob. Volcanus actually begins to consider the offer -- until Rath interrupts and starts reminding Volcanus how often they've messed up his plans... and how he's really just a little runt in a big mechanical suit. "Can I call you 'baby man' -- Baby Man?" he chortles.

Well, that tears it. Volcanus refuses to sell them any Tadenite and orders the Pick-Axe Aliens to have at them. "Why did you do that? We were negotiating!" Gwen asks as she fends off the chattering minions. "This is negotiating -- my way!" After bashing a few more Pick-Axe Aliens, Rath leaps up and stomps hard, like the Incredible Hulk. The resulting SHOCK WAVE fans out across the

Tadenite Forest, flattening it! "My crop!" cries Volcanus. Then Rath grabs him, plucks him out of his suit and throttles him. "Now, what were you saying about helping us?" Volcanus wheezes, "That would be a 'yes.'" WIPE TO:

18. INT. STAR BUCKET - SOME TIME LATER

Kevin announces that they are closing in on the Pantophage home world. Gwen glances rearward and sees Rath trying to ignore The Tiffin's sad expression.

Just then, a HOLOGRAPHIC TRANSMISSION comes in from Projen, The Tiffin's mother! She tells her son how proud she is of him -- then breaks down and tearfully pleads with our team not to complete the mission. Rath, who is now fond of The Tiffin despite himself, snaps at Projen. "Hey, we didn't ask for this job. You came to us." Projen is stung by this brute's rebuke. "That -- is true. But... where is Ben Tennyson?" she asks. Rath hesitates. "You're lookin' at him," troubled by his own admission. WIPE TO:

19. INT. BLEB'S PALACE - THRONE ROOM - DAY

With The Tiffin stowed in his case, Rath, Kevin and Gwen gaze up as huge doors swing open, revealing BLEB, the Pantophage king. He's all mouth and teeth, a grotesque blob, even more repulsive than Jabba the Hutt! "I've been expecting you!"

Despite their sotto "I got a bad feeling about this" dialog, Gwen, Kevin and Rath hand the carrier to Bleb. Thanking them for their trouble, Bleb opens the case <HISS>, and smiling benignly, gently places The Tiffin on what looks like a pillow. Only, it's not a pillow -- it's a piece of angel food cake, with The Tiffin now looking like a dollop of whipped cream on top. Bleb throws back his head, opens his mouth and SWALLOWS The Tiffin whole!

Kevin -- faints. Gwen double-takes at him. Rath clenches his fists. "Did you just eat the baby?" Bleb nods. "Yes, I did." "I thought you were going to keep him here. I thought he was a peace offering." "He was that -- plus, a tasty snack. That's what a peace offering is, here on my planet." ZOOM INTO CLOSE-UP as Rath gives Bleb a Clint Eastwood squint. "Okay. Now, I'm really angry."

With one big leap, Rath lands on Bleb's chest, wrenches open his enormous maw and dives down his throat! In a WIDE SHOT, we see Bleb looking bilious as Rath throws around stomach-stretching punches inside him! Beat. <BURP!> Rath flies up out of Bleb's mouth (breaking some teeth in the process), cradling The Tiffin in one arm!

Once he finishes retching, Bleb bellows, "This means war!" Rath hands the spit-covered Tiffin to Gwen. "Hold him a minute, will ya?" Another hop, and Rath grabs Bleb

by the collar. He warns, "I just dived down your throat. You start a fight with the Luodans, and I will do it again, only next time, I will tear out your intestines and wear them like a scarf!" Bleb thinks and then replies evenly, "You know, maybe a truce would be better." WIPE TO:

20. INT. BLEB'S PALACE - LATER - DAY

Caput and Projen exit an OVAL-SHAPED SPACECRAFT and float over to Rath, Kevin and Gwen. Projen thanks them for saving her baby and negotiating a peace treaty. Caput also starts to express his appreciation on behalf of Luoda, but Rath silences him, finger to lips. "You knew he was gonna eat the baby." Caput insists, "No, no-no-no!" Rath glares harder. Caput shrugs, "Well, I wasn't sure, but..." Rath shushes him with another look. "Don't ever - talk to me - again. Got that?" Caput backs away. The Tiffin gives Rath a parting thank you coo and floats off with Projen.

Only then, after The Tiffin is no longer in close proximity, does Rath revert to his normal form. Ben realizes, "Wait a sec. The baby must've sent out some kind of electromagnetic interference that messed with the Omnitrix." Kevin shrugs. "Yeah, probably."

Ben shoots a look at Kevin. "You knew?" Like Caput, Kevin admits, "Well, I wasn't sure, but..." Livid, Ben starts chasing Kevin around the room, slapping the

Omnitrix, vowing to turn back into Rath so that he can kick Kevin's butt! FADE OUT.

END OF OUTLINE