

"Hit 'Em Where They Live"

696-003

# **Ben 10: Ultimate Alien**

By

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BEN 10: Ultimate Alien  
"Hit 'Em Where They Live:  
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TEASER

EXT. BEN'S HOME - EVENING - TO ESTABLISH

PUSH IN on the house's KITCHEN WINDOW so we can see Ben's mom SANDRA is listening to her IPOD and has EARBUDS plugged in so she really can't hear anything else. She's washing the dishes. (*NOTE: It might be fun if what she's listening to is the original Ben 10 theme song.*)

Finally, we get close enough to notice a THREE GREEN TARGETING DOTS maneuvering back and forth until they finally comes to a STOP directly in the center of Sandra's forehead. Still washing dishes, she doesn't notice a thing.

REVERSE ANGLE - back along the laser light beam to reveal:

SEVENSEVEN

Crouched in the bushes in the Tennysons' backyard, aiming his high tech WRIST BLASTER at the unsuspecting Sandra.

CLOSER - as SevenSeven's Weapon POWERS UP. He's about to fire.

1                              MAX (O.S.)  
                            Hey! SevenSeven!

SevenSeven whirls toward the sound to find:

GRANDPA MAX

Standing behind him, wearing a bandolier of weapons slung across his chest, holding a pair of RAY GUNS, armed for bear and not at all happy.

2                              MAX (cont'd)  
                            You want to pick a fight with  
                            somebody, give me a try.

WITH SEVENSEVEN - as he swings his wrist blaster toward Max and <OPENS FIRE>.

3                              SEVENSEVEN  
                            <threatening computer sounds>

ON MAX - He tucks and rolls to avoid SevenSeven's blasts (which cut down foliage all around him) and comes up <SHOOTING> his own ray guns.

4                                   MAX  
                                   <grunt of effort>

ON SEVENSEVEN - Max's shot demolishes SevenSeven's wrist blaster.

5                                   SEVENSEVEN  
                                   <startled computer sounds>

ON SEVENSEVEN'S LEG - a pod on the side of the leg slides open so SevenSeven can pull out a trio of energized DISCS.

WIDER - as SevenSeven throws all three discs at Max at once.

6                                   SEVENSEVEN (cont'd)  
                                   <angry computer sounds>

WITH MAX - who ducks quickly, avoiding all three discs, which <EXPLODE> behind him, taking down more foliage.

NEW ANGLE - Max glances at the kitchen window.

ON THE WINDOW - MAX'S POV - to see Sandra still washing dishes, utterly oblivious to the battle outside. Max yells out to Sevenseven.

7                                   MAX  
                                   My daughter-in-law is not a target.  
                                   You got that?

ANGLE ON SEVENSEVEN - those creepy extra arms of his pop out of his shoulders and he uses them to start throwing those RODS that jut from his shoulder blades at Max. As each rod is thrown, another rod springs up to take its place.

WITH MAX - he charges right through the barrage of rods, <FIRING> his ray guns at SevenSeven as he comes.

WIDE - as Max reaches SevenSeven, the alien uses Max's own momentum to spin him past and <SLAM> Max into the trunk of a nearby tree. Max takes the impact mostly on his right arm, the sheer force of the impact knocking both ray guns out of Max's hands.

9                                   MAX (CONT'D) (cont'd)  
                                   --<startled grunt of impact!>

WITH SEVENSEVEN - as the alien closes in on Max for the kill, he TRANSFORMS his hand into that <WHIRRING> BUZZSAW BLADE.

FAVORING MAX - still leaning somewhat against the tree, cradling his injured right shoulder with his left hand, Max looks down and sees one of SevenSeven's thrown rods lying on ground in front of him.

WITH MAX - his right arm dangling limp at his side, Max picks up the rod with his left hand, as SevenSeven charges at him.

WIDER - stepping aside almost like a bullfighter, Max lets SevenSeven lunge past him, the blade barely missing Max.

CLOSER - as SevenSeven passes, Max <JAMS> the rod right between his shoulder blades into the works there.

ON SEVENSEVEN - he stops short, struggling in vain to reach the rod jammed into his back as his JETPACK starts to <SPUTTER AND SPARK> like crazy.

11 SEVENSEVEN  
<desperate computer sounds>

WIDER - As Max, still holding his injured shoulder, watches, SevenSeven's jetpack <IGNITES> and the alien rockets skyward, completely out of control.

UP ANGLE - Max watches the erratic pattern of SevenSeven's contrail until the alien is completely lost from sight.

WITH MAX - he glances towards the house just in time to see Sandra put away the last dish, then turn and leave the room. She has seen none of this.

12 MAX  
<sigh> That's nine down, who knows  
how many more to go.

CLOSE ON MAX - looking directly into camera.

13 MAX (cont'd)  
I've got to find some way to stop  
this insanity... before it's too  
late.

And, off Max's grim expression, we:

FADE OUT

END OF TEASER

ACT ONEEXT. TRAIN - EVENING - TO ESTABLISH

AN ARMORED TRAIN CAR is roaring down the tracks.

For a beat, we see only the top of the train car, then:

RATH comes flying backwards INTO FRAME, to <SLAM> into the roof of the armored car, and is momentarily stuck in the Rath-shaped depression he's made in the metal.

14                                 RATH  
                                  <grunt of impact>

Grinning, Rath <PRIES> himself free, shouting at someone O.S.

15                                 RATH (cont'd)  
                                  Let me tell you something, Rojo--

Interlacing his fingers, Rath <CRACKS HIS KNUCKLES LOUDLY>.

16                                 RATH (CONT'D) (cont'd)  
                                  --Nobody robs a train when Rath is  
                                  on the job!

REVERSE ANGLE - to reveal:

ROJO

Flanked by two FULLY-HELMETED BIKER BABES (from the episode "The Alliance"). All are riding on FLYING MOTORCYCLES, and wielding GLOWING ENERGY CHAINS. Rojo swings her chain overhead.

Rojo swings her Chain at Rath, who catches one end of it, as it wraps itself around his arm.

Rojo, GUNS it, dragging Rath face first across the roof of several cars.

18                                 RATH (cont'd)  
                                  <OW! OW! OW! OW! OW!>

SUDDENLY, METAL KEVIN is there, one hand shaped like an axe-head. He cuts the chain with one swipe.

19                                 KEVIN  
                                  <EFFORT>

But Rath's momentum sends him flying forward as the train rounds a corner, he's about to be thrown off, until he slams face first into an ENERGY WALL.

20 RATH

Ow.

He slides down the wall onto the train. It's Gwen.

21 GWEN

No thanks necessary.

22 RATH

That works out nice for both of us.

WIDER - as two henchwomens' souped-up MOTORCYCLES FLY INTO FRAME. They're holding a chain between them, intending to sweep the heroes off the train with it.

Rath sinks his toes into the roof to brace himself, then catches the chain in both hands.

The two motorcycles pivot around Rath and smash into each other. The bikes are demolished, both women land on the roof and roll to their feet, pulling energy pistols. Kevin crushes the pistols, one in each hand.

25 KEVIN

This is the part where you give up.

NEARBY, ROJO starts to fly away.

26 ROJO

Next time, Losers!

27 RATH

Ain't gonna be no next time, Rojo.

RATH picks up one of the ruined cycles he smashed and throws it at the airborne Rojo.

Hoving in midair, Rojo tries to avoid the oncoming cycle, but to no avail. What remains of the cycle <HITS> her bike cleanly, knocking her out of the sky.

She falls on the train at Rath's feet.

29 GWEN

Nice shot!

30 RATH

I was kinda aiming at her head.

31 GWEN

Ben!

Rath TRANSFORMS back into BEN. Kevin also powers down.



41                   MAX  
Your newfound fame is the problem.

42                   GWEN  
How?

Ben is having a hard time believing Max.

43                   MAX  
                  (to Ben)  
Ever since the world found out  
about your powers, a lot of your  
old enemies have come crawling out  
of the woodwork, hoping to get  
revenge by hurting those close to  
you.

44                   BEN  
Like who? I haven't seen anyone.

45                   MAX  
And I was hoping to keep it that  
way. So far I've been able to deal  
with them without your folks  
knowing what's going on...

ANGLE ON MAX - he touches his arm in the sling.

46                   MAX (cont'd)  
...but now... well, I can't do this  
alone anymore.

GWEN is really upset by this.

47                   GWEN  
You should never have been alone,  
Grandpa. You should've let us help.

48                   BEN  
                  (agreeing)  
All you had to do was tell us.

49                   MAX  
You kids have enough to worry  
about.

50                   GWEN  
This isn't right. There's supposed  
to be rules. Family is off-limits.

51                   KEVIN  
If that's how they want to play it,  
fine.



One of those creeps comes after our families, We put 'em down. Permanently.

52 GWEN  
Meaning what?

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

53 KEVIN  
You know exactly what I mean.

Gwen gives Kevin an uncomfortable look. He can't really mean what she thinks he means... can he?

ANGLE ON MAX - breaking the uncomfortable silence.

54 MAX  
At first I thought the attacks were random, but I was wrong. They're organized.

CLOSE ON BEN - his curiosity piqued.

55 BEN  
Organized? By who...?

CUT TO:

EXT. DESERTED CARNIVAL GROUNDS - NIGHT

PUSH DOWN the midway, tattered flags flapping in the wind, filthy candy wrappers blowing around. Frankly, this place couldn't be creepier if it tried.

As we PUSH THROUGH the grounds towards the tattered MAIN TENT, we hear:

56 VULKANUS (O.S.)  
He said he was going to be here.

57 CHARMCASTER (O.S.)  
We'll he's not--

PUSH THROUGH INTO THE TENT to find:

VULKANUS, AND CHARMCASTER

Standing around a makeshift table, discussing the situation by candlelight.

58                           CHARMCASTER (cont'd)  
                           --and I don't know about you,  
                           Vulkanis, but I don't wait around  
                           for anybody.

Charmcaster sweeps towards the exit, pulling back the flap to reveal:

ZOMBOZO

Lit only by flickering candlelight, his creepy smile filling the frame.

59                           CHARMCASTER (cont'd)  
                           (afraid?)  
                           Zombozo...

60                           ZOMBOZO  
                           My apologies, Charmcaster. I'm  
                           usually quite punctual, but I got a  
                           bit caught up in my work.

Charmcaster backs up as Zombozo, carrying a spade, enters the tent.

61                           ZOMBOZO (cont'd)  
                           Good help is so hard to find.

He tosses the spade aside and it <CLATTERS> on the ground.

62                           ZOMBOZO (cont'd)  
                           (explaining)  
                           Particularly if you carefully bury  
                           the remains.

63                           VULKANUS  
                           Yeah, yeah, we get it. You're  
                           creepy and dangerous. That hasn't  
                           gotten your people any closer to  
                           Tennyson's family.

Zombozo stares hard into Vulkanus' face. Vulkanus' sneer melts away, replaced with fear. Zombozo smiles and pats him on the cheek, a little too hard.

64                           ZOMBOZO  
                           True. And that's why I've asked you  
                           here. I'm taking matters into my  
                           own hands. I need the best at my  
                           back, and that's you two.

FAVORING VULKANUS

65                                   VULKANUS  
                                   So what do we do now? Every time  
                                   anybody attacks Tennyon's home,  
                                   they're beaten.

CHARMCASTER reaches out, covers the candle flame with her hand.

66                                   CHARMCASTER  
                                   Then the answer is simple.

She turns over her hand, opens it palm up, to reveal the candle flame is now floating just above it, lighting her face in an eerie way.

67                                   CHARMCASTER (CONT'D) (cont'd)  
                                   We don't attack them at home. We  
                                   wait until they're not expecting  
                                   us.

Zombozo is pleased.

68                                   ZOMBOZO  
                                   That's it exactly, Charmcaster.

CLOSE ON ZOMBOZO - leering directly INTO CAMERA.

69                                   ZOMBOZO (cont'd)  
                                   Now we're finally thinkin' like a  
                                   team. <maniacal LAUGHTER>

CUT TO:

INT. BEN'S HOUSE - THE FOLLOWING AFTERNOON

Sandra is doing Pilates, balancing on a big rubber ball while Ben sits around, anxiously.

70                                   BEN  
                                   Everything okay?

71                                   SANDRA  
                                   My body and spirit are in total  
                                   balance, son. <WHOOPS>

She slips off the ball and lands on the floor.

72                                   SANDRA (cont'd)  
                                   Well, my spirit is in total  
                                   balance.

She climbs back on the ball.

73 SANDRA (cont'd)  
 Why do you keep asking me if I'm  
 okay? Is everything okay with you?

FAVORING BEN - he tries to cover, awkwardly.

74 BEN  
 Me? Sure. It's just... I, ah, hear  
 there's this nasty, uh, flu going  
 around and--

WITH BEN - looking out the front window to see his father  
 CARL getting into the family car.

75 BEN (cont'd)  
 Hey, where's Dad going?

FAVORING MOM - still exercising.

76 SANDRA  
Carl's going to pick up a new grow  
 lamp, why?

77 BEN  
 Does he really need to go?

78 SANDRA  
 Unless you want the plants to die.

FAVORING MOM - she picks up her Ball and walks out of the  
 room. Ben frowns, pulls out his phone and flips it open.

CUT TO:

EXT. COUNTRY ROAD - SOON AFTER

The Tennyson family car comes straight towards us. Thick  
 WOODS rise up on either side of the road.

PUSH IN to see Carl at the wheel.

ON THE ROAD AHEAD - a handful of kids' toy JACKS come rolling  
 across the road in front of the approaching car.

ON THE JACKS - as they suddenly sprout razor-sharp SPIKES on  
 their tips.

WIDER - as the car drives over the jacks, <BLOWING OUT> all  
 four tires.

WITH THE CAR - as Carl struggles to retain control, finally  
 managing to pull the car over to the shoulder of the road  
 amidst the <SQUEAL OF BRAKES>.



ACT TWOEXT. COUNTRY ROAD - CONTINUOUS

Carl stands looking at the car, scratching his head.

ON THE WOODS - still some distance away, Zombozo, Vulkanus and Charmcaster close in.

80                                   ZOMBOZO  
                                  See, what'd I tell ya? Pretty easy  
                                  to take down now.

CLOSE ON ZOMBOZO - grinning that unpleasant grin.

81                                   ZOMBOZO (cont'd)  
                                  So, who wants first crack at him?

82                                   BEN (O.S.)  
                                  Only way to get to him, ugly--

The villains turn at the sound to see

BEN, GWEN, AND KEVIN

83                                   BEN (CONT'D) (cont'd)  
                                  --is by going through us.

ZOMBOZO reaches inside his jacket.

84                                   ZOMBOZO  
                                  Nice entrance. Your exit's going to  
                                  be even better. (LAUGHS)

He pulls out a nasty-looking SELTZER BOTTLE, then triggers the bottle, firing a sizzling SPRAY at our heroes.

GWEN blocks the liquid with her ENERGY SHIELD.

The "seltzer" rolls down the shield and drips on the ground, promptly DISSOLVING it.

WITH KEVIN - he touches a BOULDER and sheathes in STONE.

85                                   KEVIN  
                                  That's not seltzer.

CHARMCASTER reaches into her bag and pulls out a handful of SEEDS. She throws them on the ground in front of Gwen.

86                                   CHARMCASTER  
                                  I've waited a long time for a  
                                  rematch, Gwen.

WITH GWEN - uncertain of what the seeds may do, she throws up an energy shield.

87                               GWEN  
Careful what you wish for.

88                               CHARMCASTER  
*Vitalis Eruptum!*

With that, the seeds SPROUT, sending up rapidly-growing VINES that completely ENTANGLE Gwen before she can react.

89                               GWEN  
(startled gasp)

ON VULKANUS - he pulls out the blaster we saw in "Kevin's Big Score" and <FIRES>.

90                               VULKANUS  
You're out of your league.

91                               BEN  
Tell it to--

ben dials up the ULTIMATRIX, SLAPS it, and TRANSFORMS into SWAMPFIRE.

92                               SWAMPFIRE  
--Swampfire!

Swampfire meets Vulkanus's fire blast with one of his own, the two blasts meeting in midair.

Swampfire's blast pushes back against Vulkanus's blast until the sheer FORCE of it knocks Vulkanus back off his feet.

93                               VULKANUS  
AHH... <grunt of impact!>

WITH SWAMPFIRE - he fires another blast that knocks the deadly seltzer bottle from Zombozo's hand.

94                               ZOMBOZO  
Hey! That's not funny!

ON KEVIN - as he <SLAMS> his stone fists against the ground, creating a shockwave that knocks Zombozo off his feet.

WITH SWAMPFIRE - he looks down through the woods, to see his father by the car, changing his flat, still oblivious to the battle going on above him.

FAVORING GWEN - struggling against the tightening vines. Her eyes GLOW VIOLET, then her entire body begins to glow, surrounding her with an energy sheath that slowly EXPANDS, until it SHATTERS the vines that held her, freeing her.

NEW ANGLE - Stone Kevin, his right hand transformed into a giant stone mallet, charges at Zombozo.

96                               ZOMBOZO (cont'd)  
Mine's bigger than yours.

95                               KEVIN  
Hey clown, laugh this one off!

ZOMBOZO grins, then reaches into his jacket.

WIDER - as Zombozo pulls out a huge MALLET that could not possibly have fit inside Zombozo's coat, yet did.

As Kevin almost reaches him, Zombozo swings the mallet like a baseball bat, and sends Kevin flying.

97                               KEVIN (cont'd)  
<Impact>

98                               ZOMBOZO  
<Maniacal LAUGHTER>

ZOMBOZO'S POV - ON CHARMCASTER AND VULKANUS - back to back, barely holding off the assault of Swampfire and Gwen, who are both firing energy bolts at them.

99                               ZOMBOZO (cont'd)  
That's it, gang, we're leaving!

Charmcaster GLARES at Gwen.

100                              CHARMCASTER  
Not before I put her down.

101                              ZOMBOZO  
You'll get your chance, I promise.

ZOMBOZO holds out his hand and opens it to reveal a small colorful BALLOON in his palm.

As we watch, the balloon EXPANDS, growing larger, larger.

102                              KEVIN  
Now what?

Suddenly, the balloon <EXPLODES> into a blizzard of colorful ENERGY CONFETTI, completely obscuring the three villains from sight.



Gwen puts up an ENERGY SHIELD, protecting the kids from the burning confetti.

BEN, GWEN AND KEVIN struggle to see through the blinding paper storm to no avail.

When the confetti clears, the three villains are gone.

Ben and Kevin both TRANSFORM back to NORMAL.

103                   GWEN  
Gotta give him credit. He really improved his bag of tricks.

104                   BEN  
We've fought him before? Really?

105                   GWEN  
Yes! You used to be afraid of clowns, don't you remember?

Ben shrugs.

106                   BEN  
Huh. Doesn't ring a bell. We fight a lot of people...

107                   KEVIN  
Scared of clowns. Priceless.

108                   BEN  
Right now I'm scared that Dad...

NEW ANGLE - the kids look down to the road, to see dad throwing his tire iron in the trunk. He goes around to the front and opens the driver's door.

Back on the Kids as we hear the car door ,SLAM>

109                   GWEN  
Never even knew he was in danger.

CLOSE ON BEN - looking grim.

110                   BEN  
And I'm going to keep it that way.

CUT TO:

INT. CARNIVAL MAIN TENT - SOON AFTER

Zombozo, Charmcaster, and Vulkanus sit around, licking their wounds. Vulkanus is cleaning a charred spot off his armor.

111                                   VULKANUS  
                                   So much for teamwork.

FAVORING CHARMCASTER - she pulls a stick of LICORICE from her bag of tricks.

112                                   CHARMCASTER  
                                   I could have finally finished Gwen off, if you'd just let me. I'm better off on my own.

As we watch, the licorice TRANSFORMS into a nasty-looking SERPENT, then VANISHES in a puff of smoke.

FAVORING ZOMBOZO - gesturing urgently.

113                                   ZOMBOZO  
                                   No, no, no. You're looking at this completely the wrong way.

114                                   VULKANUS  
                                   Yeah? How should we look at it?

Zombozo leans in, conspiratorially.

115                                   ZOMBOZO  
                                   We learned a great deal from that battle. I finally know exactly how to put an end to Tennyson and company.

116                                   CHARMCASTER  
                                   We're listening, clown.

CLOSE ON ZOMBOZO - his snake-like tongue licks his lips.

117                                   ZOMBOZO  
                                   Have either of you ever heard the term divide and conquer?....<Laughter>

And, off Zombozo's <DIABOLICAL LAUGH>, we:

CUT TO:

EXT. MR. SMOOTHY PARKING LOT - NEXT DAY

Gwen and Sandra are walking across the lot, carrying shopping packages in one hand, and their Mr. Smoothys in the other.

118                   SANDRA  
 Not that I don't enjoy your  
 company, Gwen, but you really  
 didn't have to come along with me.

119                   GWEN  
 We don't spend nearly enough time  
 together, Aunt Sandra. I wouldn't  
 have missed this for the world.

They reach the family car and open the door.

120                   SANDRA  
 You have a warm spirit, Gwen.

Sandra puts her bags inside and reaches for Gwen's.

121                   SANDRA (cont'd)  
 Here. Let me have those--

122                   CHARMCASTER (O.S.)  
 I'll happily let you have it.

Gwen and Sandra turn to see

CHARMCASTER

Flanked by a half-dozen of her ROCK MONSTERS.

123                   CHARMCASTER (cont'd)  
 Not what you meant, right?

Charmcaster raises her hands, they GLOW with mystic power,  
 and her monsters start lumbering toward Gwen and Sandra.

124                   GWEN  
 Stay behind me, Aunt Sandra. I'll  
 keep you safe.

125                   SANDRA  
 I'm the adult here. I should--

Stepping in front of Sandra, Gwen raises her hands to reveal  
 they're surrounded by ENERGY SPHERES.

126                   SANDRA (cont'd)  
 --stay behind my super-powered  
 niece. Carry on.

126a                  GWEN  
 (efforts)

Gwen <BLASTS> several of the rock monsters to smithereens.



135                   ZOMBOZO (cont'd)  
                   If they ain't careful, a person can  
                   get hurt.

He slaps Gwen on the back with his open palm, she LIGHTS UP  
 with ELECTRICITY.

136                   GWEN  
                   <electrified yell>...<faint>

As the stunned Gwen collapses, she sees Zombozo grabbing her  
 aunt by the arm, dragging her to her feet. Charmcaster looks  
 down at Gwen, ready to deliver the final blow with the Staff

137                   GWEN (cont'd)  
                   <keep alive>

138                   ZOMBOZO  
                   C'mon, we got what we came for.

139                   CHARMCASTER  
                   I haven't. Not yet.

140                   ZOMBOZO  
                   Got a one-track mind, don't ya? But  
                   that ain't what we're here for.

Zombozo, shoots a cloud of gas into Charmcaster's face, she  
 instantly collapses. Vulkanus catches her and drapes her over  
 his shoulder.

142                   VULCANUS  
                   Got her, Boss.

143                   ZOMBOZO  
                   Then we are outta here!

Zombozo grabs Sandra by the wrist and yanks her along behind  
 him. She struggles, but is much too weak.

144                   SANDRA  
                   Gwen, help--

Gwen tries to climb to her feet, but pitches forward, too  
 weak to go on.

145                   GWEN  
                   (weakly)  
                   <UGH> Aunt Sandra...<FAINT>

And, as Gwen lapses into unconsciousness, we:

FADE OUT.

END ACT TWOACT THREEEXT. BEN'S HOME - SOON AFTER

PUSH IN as we hear:

146                           BEN (O.S.)  
                          You lost her? You lost her?

INT. BEN'S HOME - CONTINUOUS

A woebegone Gwen sits on the couch, as a really upset Ben laces into her. Kevin stands by, for the moment.

147                           BEN  
                          You were supposed to protect her.

148                           GWEN  
                          I tried, Ben. I... I'm sorry.

149                           BEN  
                          "Sorry" doesn't get my mother back.

150                           KEVIN  
                          Cut her some slack. She feels bad  
                          enough.

Ben turns on Kevin, angrily.

151                           BEN  
                          It's not your mother they  
                          kidnapped.

Kevin steps up.

152                           KEVIN  
                          If it was, I wouldn't stand here  
                          blaming people, I'd go get her  
                          back.

Ben calms down.

153                   BEN  
I'm sorry, Gwen.

154                   GWEN  
We'll find her.

155                   KEVIN  
How? Tracking device, Gwen's  
spells?

ANGLE ON BEN - smiling slyly.

156                   BEN  
She was taken by Zombozo.

Ben heads for the door.

157                   BEN (cont'd)  
So I know exactly where to look.

And, as Gwen and Kevin look at each other, then rush to follow Ben into the night, we:

WIPE TO:

EXT. DESERTED CARNIVAL GROUNDS - SOON AFTER

Ben, Kevin and Gwen move cautiously along the deserted midway, as they walk past the SHOOTING GALLERY.

158                   BEN  
Be careful. They've gotta be  
expecting us.

159                   KEVIN  
If this is the right place. Just  
because he's a clown doesn't mean--

159a                  GWEN  
(Effort)

As they walk, the mounted LASER RIFLES on the shooting gallery turn and FOLLOW their movement.

WITH THE RIFLES - as they suddenly <OPEN FIRE>.

FAVORING GWEN - she throws up shields that DEFLECT the shots.

160                   KEVIN  
(conceding)  
Okay.

With a sweep of her arm, Gwen uses her energy to <SHATTER> the rifles.

161                   GWEN  
                  They know we're here

The kids look around the Midway, ready for whatever else might be thrown at them.

163                   BEN  
                  This is a maze. We should split up.  
                  We can cover more ground that way.

164                   GWEN  
                  Really? Split up so they can take  
                  us out one at a time? Great plan.

165                   BEN  
                  Whoever finds them first calls the  
                  rest of us. No heroics.

166                   KEVIN  
                  (grim)  
                  Never crossed my mind.

DOWN ANGLE - the kids move off in three different directions. Gwen puts a hand on Kevin's arm.

167                   GWEN  
                  Kevin, we're here to rescue my  
                  aunt, not take the law into our own  
                  hands. Got it?

168                   KEVIN  
                  Unfortunately, yeah. We'll do this  
                  your way.

168a                  SANDRA  
                  <SCREAM>

WIPE TO:

EXT. HALL OF MIRRORS - MOMENTS LATER

The place looks just like you'd imagine it would. Ben approaches cautiously, then he hears a <MUFFLED SCREAM> coming from inside.

169                   BEN  
                  Mom?

Ben rushes in.



INT. HALL OF MIRRORS - CONTINUOUS

Surrounded by MIRRORS, Ben finds himself facing a dozen images of himself. They MIMIC his every move.

170                               BEN  
                                  How is this supposed to be fun?

Ben moves deeper into the hall.

Behind Ben, one of his images ripples and changes to that of Vulkanus, who STEPS OUT of the mirror to follow.

CUT TO:

EXT. CARNIVAL MIDWAY - SIMULTANEOUS

Kevin looks at the various rides he passes, the TILTAWHIRL, ROLLER COASTER, CAROUSEL, all rickety and old.

171                               KEVIN  
                                  Used to love carnival rides. Now  
                                  they just make me sick.

172                               CHARMCASTER (O.S.)  
                                  You have precisely the same effect  
                                  on me.

Kevin turns to confront Charmcaster, who is standing atop the decrepit wooden roller coaster.

173                               KEVIN  
                                  Where's Ben's ma?

174                               CHARMCASTER  
                                  Where's Gwen?

Kevin reaches out and grabs the iron support structure for the FERRIS WHEEL, sheathing himself in IRON.

175                               KEVIN  
                                  Probably busy kicking one of your  
                                  buddies' butts. Kind'a like what  
                                  I'm gonna do to you.

Charmcaster reveals she's carrying the staff of Hex. It CRACKLES with mystic energy.

176                               CHARMCASTER  
                                  Talk is cheap.

CUT TO:

INT. MAIN TENT - SIMULTANEOUS

This is where Zombozo and company had been having their meetings earlier. Inside, the tent is dark. Gwen enters.

And a sudden SPOTLIGHT illuminates the center ring to reveal

ZOMBOZO

standing there, arms wide, as if basking in applause.

177                                ZOMBOZO  
Ladies and Gentlemen and victims of  
all ages, welcome to the final act.  
I promise, it'll be a  
killer...(LAUGH)

Close on Zombozo, <LAUGHING MANIACALLY>.

CUT TO:

INT. HALL OF MIRRORS - CONTINUOUS

Sneaking up behind Ben, Vulkanus raises an oversized fist, about to strike Ben down from behind.

As Vulkanus swings, Ben drops and rolls, avoiding the blow, which shatters the ground.

Ben rolls up to his feet, GLARES at Vulkanus.

178                                BEN  
Shouldn't try to sneak up on  
someone in a hall of mirrors.

Ben SLAPS THE ULTIMATRIX. Instantly, he is TRANSFORMED into BIG CHILL!

179                                BIG CHILL  
Big Chill!

Big Chill glares at Vulkanus.

180                                BIG CHILL (cont'd)  
Where's my mother, Vulkanus?

181                                VULKANUS  
Where you'll never find her.

Vulkanus <CLAPS> his hands, and a bunch of his MINING TROLLS come <SMASHING> out of the mirrors, picks in hand.

182                           VULKANUS (cont'd)  
                           Assuming you even live long enough  
                           to try.

CUT TO:

EXT. CARNIVAL MIDWAY - CONTINUOUS

Charmcaster <opens fire> on Iron Kevin with the Hex staff.  
 Kevin easily dodges the blasts.

183                           KEVIN  
                           Not a very good shot.

184                           CHARMCASTER  
                           Don't have to be.

At which point, an army of her Rock Monsters move in out of  
 the shadows, closing in on Kevin.

185                           CHARMCASTER (cont'd)  
                           I cheat.

CUT TO:

INT. MAIN TENT - CONTINUOUS

Hands glowing, Gwen closes in on Zombozo.

186                           GWEN  
                           Where's Ben's mom?

187                           ZOMBOZO  
                           (taunting)  
                           Oh. Like I'd just tell you. (evil  
                           giggle)

Gwen raises her hands to fire her energy blasts.

188                           GWEN  
                           You never were much of a threat,  
                           clown.

Zombozo raises his own hands.

189                           ZOMBOZO  
                           That was then, girlie. This is now.

With that, one of Zombozo's hands comes shooting out at Gwen  
 on an accordion spring.

Gwen ducks. The fist barely misses her.

190 GWEN  
You'd hit a girl?

191 ZOMBOZO  
Have we met?

Zombozo's real hand comes out of his sleeve, holding one of those HOLIDAY POPPERS. He aims it at Gwen, and <FIRES>.

The popper spews out a barrage of STREAMERS that catch Gwen before she can react and start to tighten around her.

192 GWEN  
(startled gasp, struggles)

CUT TO:

EXT. CARNIVAL MIDWAY - CONTINUOUS

The Rock Monsters charge Iron Kevin, their sheer weight of numbers pushing him back until he slams into the CONTROLS for the tiltawhirl.

CLOSE ON THE CONTROL PANEL - as Kevin's elbow slams into the lever, turning the ride on.

Recovering, Kevin throws the rock monsters off of himself, sending them scattering.

193 KEVIN  
(straining)  
Get. Off. Me.

ON CHARMCASTER - still shouting orders at her minions.

194 CHARMCASTER  
Can't you clods do anything right?

195 KEVIN  
What's the problem, can't handle me  
yourself?

Charmcaster <FIRES> on Kevin with her staff.

Kevin dodges, moving back towards the spinning tiltawhirl, finally pausing in front of the now almost vertical ride, taunting Charmcaster.

196 KEVIN (cont'd)  
C'mon, try harder.

Charmcaster <FIRES> again.



Big Chill taps the Omnitrix symbol on his chest and begins a greater transformation. The Omnitrix grows metal tentacles in an "X" pattern, Big Chill grows bigger and stronger, becoming completely intangible, his dark eyes now burning with an inner light, and his VOICE sounds like a cold winter wind. He is now ULTIMATE BIG CHILL!

204                            ULTIMATE BIG CHILL  
                          Ultimate Big Chill!

The mining trolls swing at him with their picks which just PASS THROUGH him harmlessly.

205                            ULTIMATE BIG CHILL (cont'd)  
                          You're tough with an army behind  
                          you, Vulkanus.

Then blows his frigid breath in a circle around the mining trolls, creating a wall of ice cold flames that trap them completely.

205a                            ULTIMATE BIG CHILL (cont'd)  
                          <big exhale>

206                            ULTIMATE BIG CHILL (cont'd)  
                          But now it's just you, me, and fire  
                          so cold it burns.

Vulkanus backs away, nervous.

207                            VULKANUS  
                          Whoa! This wasn't my idea. If you  
                          want the lady back, I'll tell you  
                          where she is. Please don't hurt--

Ultimate Big Chill fires a frigid fire blast at Vulkanus, completely enveloping him.

208                            ULTIMATE BIG CHILL  
                          For once, just stop talking.

ON VULKANUS - his armor is half-melted, completely fused. He is unable to move.

209                            VULKANUS  
                          (small, timid)  
                          Okay.

With that, Ultimate Big Chill TRANSFORMS first back to normal Big Chill, then back to Ben. Kevin enters.

210                            KEVIN  
                          Nice work. I took care of  
                          Charmcaster.

211                   BEN  
That means Gwen's with...

Kevin's already running.

212                   KEVIN  
C'mon!

CUT TO:

INT. MAIN TENT - CONTINUOUS

Zombozo stands over a helpless Gwen, still lying on the floor.

213                   ZOMBOZO  
Scared?

214                   GWEN  
Do your worst.

215                   ZOMBOZO  
Not that I need your permission,  
but that's exactly what I had in  
mind. See, this isn't just about  
beating your cousin. It's about  
making him suffer.

A SPOTLIGHT shines on a HIGHWIRE, strung across the top of the tent, very high above. On the wire, holding a long balancing pole, is SANDRA who struggles to keep her balance, she can't look down.

215a                  SANDRA  
<Scared off balance noises>

216                   GWEN  
Aunt Sandra!

217                   SANDRA  
Gwen? Is that you? Please help, I  
don't know how long I can keep my  
balance...

Zombozo looks at a ridiculously oversized pocket watch.

219                   ZOMBOZO  
About two minutes.

On the rope, it's burning, the flame inching towards Sandra from both sides.

220 ZOMBOZO (cont'd)  
After that, the rope'll burn  
through.

ON angry GWEN, her eyes lighting up with PINK ENERGY. HER BONDS BURST. She's on her feet again.

Zombozo is still looking up at the highwire.

221 GWEN (O.S.)  
Zombozo.

Zombozo turns to see Gwen, Eyes glowing, looking at him.

222 ZOMBOZO  
How'd you...?

FAVORING GWEN - not at all happy.

223 GWEN  
You have no idea who you're dealing  
with.

224 ZOMBOZO  
We've seen what your cousin can do.

CLOSE ON GWEN - her eyes starting to GLOW VIOLET.

225 GWEN  
I'm not talking about him.

ON ZAMBOZO, his face lit by the flickering pink light from Gwen, glowing brighter and brighter. Zombozo is frightened, he backs up as Gwen continues.

226 GWEN (O.S) (cont'd)  
I want you to listen to me, then  
pass the word to every lowlife you  
know:

And brighter still.

227 GWEN (O.S.) (cont'd)  
If you want to come after Ben, or  
Kevin, or me, fine. That's the life  
we chose.

Zombozo backs into the wall, presses his hands against it. Shadows take strange shapes, almost reaching for him. He cowers.

228 ZOMBOZO  
<WHIMPERS>



229                           GWEN (O.S.)  
                           I'm talking to you. Look at me.  
                           (filtered)  
                           Look at me!

Almost lost in the glow, Zombozo looks up at camera,.

ZOMBOZO'S POV

Gwen glow is so bright, she is almost lost in it.

231                           GWEN (cont'd)  
                           As of right now, the Tennyson  
                           family is off-limits.

Zombozo looks at the shadows and flickering lights playing  
 across him. He bats at them, then sinks to his knees.

231a                        ZOMBOZO  
                           <Scared whimpering efforts>

232                           GWEN (O.S.)  
                           If any of you ever attacks one of  
                           our loved ones, or hurts one of our  
                           loved ones, or even bumps into  
                           someone we love in the street--

ON GWEN - ZOMBOZO'S POV

She is a Glowing, coruscating swirling, LOVECRAFTIAN MASS OF  
 ENERGY TENTACLES AND TEETH. It's horrible.

233                           GWEN (cont'd)  
                           (filtered)  
                           --this is what awaits you!

ON ZOMBOZO - lit by her glow, utterly terrified. He curls up  
 into a fetal ball.

234                           ZOMBOZO  
                           <SCREAMS>

And, off Zombozo's terrified face, we:

WIPE TO:

INT. MAIN TENT - MOMENTS LATER

Gwen is sitting quietly on one of those little platforms  
 elephants usually stand on, eating a cone of COTTON CANDY.

