

"Fused"

696-008

Ben 10: Ultimate Alien

By

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TEASER

FADE IN:

EXT. TENNYSON HOME - NIGHT

LIGHTNING tears jagged scars across a stormy night sky.
<THUNDER RUMBLES>. CAMERA PUSHES IN on Ben's BEDROOM WINDOW.

X-DISSOLVE TO:

INT. BEN'S BEDROOM - CONTINUOUS - NIGHT

OMINOUS MUSIC BUILDS as a PURPLE GLOW rises from the baseboard and snakes along the WIRING INSIDE THE WALL. PAN WITH THE GLOW which then crawls up a CORD behind Ben's desk to his COMPUTER; the SCREEN BRIGHTENS, then the computer BURNS OUT with a PUFF OF SMOKE!

ON BEN

In bed, asleep. The GLOW crawls up a TABLE LAMP on the night stand. The lamp's BULB <POPS>. Ben bolts upright in bed, but doesn't notice the GLOW SNAKING UP THE WALL behind him.

1

BEN

Huh? What was --

WIDE ON SCENE

As a CRACKLING SHOWER OF ELECTRIC SPARKS pours down from the ceiling light. A CREATURE appears amidst the shower: he has a translucent skull (like a Portuguese Man O' War's pneumatophore) from which SPARKING TENDRILS dangle (like The Predator's dreadlocks); his sinewy arms bear coiled thread-like markings that end in long, barbed fingers (nematocysts).

ON BEN

his jaw drops. But before he can speak --

THE CREATURE

lunges at CAMERA.

CUT TO BLACK

END OF TEASER

ACT ONE

FADE IN:

INT. BEN'S BEDROOM - RESUME ACTION - NIGHT

Flailing, Ben rolls off the far side of the bed...

2 BEN

Aahh!

...Just before the creature (hereafter, RA'AD) completes his lunge. The impact of his landing collapses the bed, <CRACK!>

BEN

pops up, <SLAPS> his ULTIMATRIX, TRANSFORMS into JETRAY and then unloads a BLAST at his attacker.

3 JETRAY

Jetray! <effort grunt>

ON RA'AD

As the BLAST DISSIPATES harmlessly.

4 RA'AD

<sibilant hissing laugh>

ON JETRAY

5 JETRAY

Well, that didn't work.

(shrugs)

So how about a more direct approach!

Jetray <SLAMS> into Ra'ad like a bat-winged linebacker.

6 RA'AD

<sharp impact grunt>

As they sail backwards toward the opposite wall --

SMASH CUT TO:

EXT. TENNYSON HOME - CONTINUOUS - NIGHT

The EXTERIOR WALL EXPLODES in DEBRIS AND SPARKS as Jetray and Ra'ad <CRASH> through and sail O.S.

PAN WITH THEM

As Ra'ad shifts to a ghostly ELECTRON CREATURE MODE; Jetray passes through him! Halting in mid-air, Jetray pivots:

7 JETRAY
Where'd he go?

ON UTILITY COMPANY POWER POLE

Ra'ad lands SOLIDIFIES, crouching like a gargoyle. He reaches out to suck ELECTRICITY from the HIGH TENSION LINES, then redirects great <SIZZLING> BOLTS at Jetray. *

JETRAY

takes evasive action, veering, swooping and corkscrewing around the incoming ELECTRIC-BOLT FUSILLADE...

8 JETRAY (CONT'D)
<effort grunts>

...before diving earthward... belly skimming along the sidewalk... pulling up sharply and...

ANGLE ON RA'AD

...looping behind Ra'ad to ram him off his perch!

9 RA'AD
<impact grunt>

CUT TO:

EXT. NEIGHBORHOOD - QUICK CUTS - CONTINUOUS - NIGHT

Jetray and Ra'ad tumble wildly through a succession of adjacent BACK YARDS, tussling as they <SHATTER> FENCES...

...<SLAM> into a PROPANE GRILL which goes up in a FIREBALL; then:

10 JETRAY/RA'AD
<multiple impacts>

*

IN THE THIRD BACK YARD

They cartwheel THROUGH ANOTHER FENCE, TRAILING FLAMES. Jetray rolls on his back and flips Ra'ad onward...

11 RA'AD
<surprised yelp> <keep alive groan>

*

WIDE ON A SWIMMING POOL

As Ra'ad sails flailing into the water, he SHORT-CIRCUITS,
<BZZAARRRP!> Beat. Then he bobs to the surface, KO'd.

LOW ON JETRAY

Exhausted, he turns over and gazes off at Ra'ad:

12 JETRAY
What is that?

DISSOLVE TO:

EXT. LOS SOLEDAD MILITARY LAB - ESTABLISHING - NEXT MORNING

The decrepit complex appears to be abandoned. Save for a
FLICKERING LIGHT in one window of a CORNER BUILDING...

CUT TO:

INT. LOS SOLEDAD MILITARY LAB - CONTINUOUS - MORNING

Ra'ad regains consciousness in a CONTAINMENT CHAMBER. ZOOM
OUT TO INCLUDE Ben, KEVIN and GWEN, who stand watching him.

13 RA'AD
<groan> Where have you taken me?

14 KEVIN
Welcome to Los Soledad, abandoned
top secret research lab, and
gateway to Nowhere.

*

15 BEN
I'm Ben Tennyson. Didn't get a
chance to introduce myself earlier,
what with that whole attacking me
thing you did.

16 RA'AD
I know who you are. You're the one
who helped Aggregor recapture my
friends!
(bitterly)
(MORE)

*

*

RA'AD (CONT'D)
Bivalvan. P'Andor. Andreas.
Galapagus. He has them all, now.

Ben, Gwen and Kevin react to Ra'ad's derisive accusation.

17 BEN
Calm down, Sparky --

18 RA'AD
My name is Ra'ad.

19 BEN
Okay, fine. Ra'ad. Your friends are
all safe. The Plumbers took them
back to their home planets.

UP ANGLE ON RA'AD IN CONTAINMENT CHAMBER

He slaps his 'hands' against the chamber wall. The
CONTAINMENT FIELD <SIZZLES> at the points of contact, but he
pays no heed to the pain he probably feels.

20 RA'AD
Wrong! You led Aggregor right to
them. And the Plumber's sad fate is
also on your hands. *
*

Finally, he pulls away from the wall; the <SIZZLING> HALTS.

RESUME ON GROUP

This hits Ben hard. He shakes his head, disbelieving.

21 BEN
Aggregor?

22 GWEN
Galapagus told us about him,
remember? He's the guy those aliens
were hiding from.

23 KEVIN
He can absorb things, just like me.

Ra'ad takes perverse pleasure in underscoring their dilemma.

24 RA'AD
And you're wondering, Kevin Levin,
if Aggregor is an Osmosian, also
just like you.

WIDE ON SCENE

Ra'ad clasps his hands, shutting off the FLOW OF ELECTRICITY.

41 RA'AD
I rest my case.

Just then, the Ultimatrix on Ben's wrist SWITCHES ON and turns YELLOW..

42 ULTIMATRIX (V.O.)
Uncataloged DNA detected.
Scanning...

Ra'ad storms over to Ben, still kneeling and twitching.

43 RA'AD
You see? That is how Aggregor found
the others -- he used that
Ultimatrix of yours as a homing
device!

Ra'ad's HAND <CRACKLES> with ELECTRICITY.

44 RA'AD (CONT'D)
(overlapping)
But this time I will destroy it
before he finds me --

*

45 ULTIMATRIX
(overlapping)
Scanning...

The Ultimatrix sends out a scanning beam. Suddenly both Ra'ad and Ben stiffen, paralyzed by a FEEDBACK LOOP, a commingling of Ra'ad's ELECTRIC POWERS and the Ultimatrix's familiar KIRBYESQUE ENERGY.

46 RA'AD / BEN
<building oscillating yowls>

Then -- a BLINDING EXPLOSION <FLASH-BANG> FILLS FRAME!

AT FAR WALL

Ben slumps to the floor, limp.

47 BEN
<fainting groan>

KEVIN AND GWEN

Stagger to their feet as SMOKE CLEARS. They hurry over to Ben and help him to his feet. He is scorched all over.

48 GWEN
Ben? Talk to me, Ben!

49 BEN
<cough> Where's Ra'ad?

Gwen glances around the room. No sign of Ra'ad.

50 GWEN
He's gone!

Kevin looks down at Ben's wrist.

51 KEVIN
And, I think he messed up your
watch!

CLOSE ON ULTIMATRIX

The SMOLDERING DEVICE has gone dark.

RESUME ON GROUP

Ben throws up his hands, exasperated.

52 BEN
That's great. Things cannot get any
worse!

WIDE ON LAB

As a portion of the CEILING CAVES IN. DUST SETTLES; AGGREGOR stands in a SHAFT OF DAYLIGHT, looking ugly and ruthless.

53 AGGREGOR
Oh, yes they can.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. LOS SOLEDAD MILITARY LAB - RESUME ACTION - MORNING

Ben <SLAPS> the Ultimatrix. Still out of commission.

54 BEN
 (sotto, sing-song)
 It's - not - working!

55 GWEN
 (sotto)
 Keep trying. We'll stall.

Kevin and Gwen step in front of Ben to block Aggregor's view.

56 GWEN (CONT'D)
 Welcome to Los Soledad. How may we
 help you?

Aggregor steps forward, looming menacingly.

57 AGGREGOR
 I have come for Ra'ad!

Gwen and Kevin play dumb, playing for time.

58 KEVIN
 Who?

Aggregor is nonplused by their nonchalance.

59 AGGREGOR
 Ra'ad. The runaway. My prisoner!

BEHIND KEVIN AND GWEN'S BACKS

Ben <SLAPS> the watch. Nada. Gwen asides to Kevin:

60 GWEN (O.S.)
 Do you know anybody named Ra'ad?

61 KEVIN (O.S.)
 No, doesn't ring a bell.

RESUME ON GROUP

Aggregor produces his SHOCK STAFF, it CRACKLES WITH ENERGY.

62 AGGREGOR
Perhaps this will refresh your
memory.

Ben leans out from behind Kevin and Gwen, grimacing.

63 BEN
Boy, I hope that's not one of those
alien probes you read about.

Aggregor twirls the staff (a weapon-cocking action like The
Rifleman used to do); a <HUM BUILDS>. Then Aggregor tucks the
staff under one arm and PUMPS OUT SEVERAL SHORT-BURST BEAMS,
<VUP-VUP-VUP-VUP!>

Gwen throws up a SHIELD, but it's cracking under the impacts. *

64 GWEN
<efforts>

65 GWEN (CONT'D)
Ben? Any time you wanna jump in!

Ben <SLAPS> the Ultimatrix.

66 BEN
It won't turn on!

67 KEVIN
Stay put!

Kevin grabs the Mainframe cabinet with two hands to ARMOR UP.

WIDE ON SCENE

Kevin leaps over the shield towards Aggregor.

68 KEVIN (B-TRACK OVERLAP) (CONT'D)
<attack cry, landing grunt>

FAVORING AGGREGOR

Kevin lands in a fighting pose; his metal feet <CLANG> as
they hit the floor. Aggregor smirks.

69 AGGREGOR
You're out of your depth,
hatchling!

70 KEVIN
Look, you don't scare me. I'm an
Osmosian, just like you!

71 AGGREGOR
No, not like me. Not even close. *

Aggregor touches the containment chamber console, ARMORS UP --
and he and Keven exchange steel-ringing blows.

72 AGGREGOR (CONT'D)
<efforts, impacts>

73 KEVIN
<efforts, impacts>

Kevin's getting the worst of it, his armor is chipping off.
Aggregor jams the end of his staff into Kevin's abdomen and
SHOCKS him.

74 KEVIN (CONT'D)
<electrified>

Kevin slumps into an EXAMINING TABLE, knocking it off its
base. He tries to get up, but drops, dazed. *

76 KEVIN (CONT'D) *

<keep-alive groan>

77 GWEN (O.S.)
Stay away from him!

Gwen resumes FIRING MORE PULSES at Aggregor.

78 GWEN (CONT'D)
<building growl, rapid grunts>

Ben furiously <SLAP-SLAP-SLAPS> the Ultimatrix. Finally, it
GLOWS as it comes back on-line.

79 BEN
About time!

Ben <CLICKS> the selection dial, but each time, only RA'AD'S
SPECIES APPEARS (like an old analog TV that only picks up one
channel).

80 BEN (CONT'D)
Amperi. Amperi. Amperi? That's it?
Okay -- it'll have to do!

Ben triggers the Ultimatrix and TRANSFORMS INTO AMPFIBIAN *
[NOTE: his VOICE DOES NOT CHANGE in this instance]. This will *
eventually be Ben's "AmpFibian" transformation, but it's very *
strange this episode.

81 BEN AS AMPFIBIAN *
(Ben's Voice) *
AmpFibian! *

WIDE ON SCENE

AmpFibian steps from behind the Mainframe and projects TWIN *
ELECTRIC BOLTS, but alas -- *

Aggregor produces his Shock Staff. He skillfully uses its *
GLOWING TIPS to deflect Ben's BOLTS. *

82 AGGREGOR *
<short effort grunts>

PAN WITH AGGREGOR AND AMPFIBIAN BEN *

Aggregor advances, backs up AmpFibian against a wall and *
holds a GLOWING TIP inches from AmpFibian's face. *

83 AGGREGOR (CONT'D) *
(sneering) *
Actually, now that you've become an *
Amperi, I can use you to complete *
my collection!

84 GWEN *
I've got a better idea.

Gwen reads from her BOOK OF SPELLS.

85 GWEN (CONT'D) *
Tractus quod vicis, eripio nos!

A <ROARING>, CYCLONE-LIKE TELEPORTATION SPELL fills the room.

Buffeted by the maelstrom, Aggregor glares as:

AmpFibian looks astonished, gazing at his hands as he FADES *
AWAY in a swirl of energy. *

Kevin and Gwen also FADE AWAY. Gwen is straining through her *
effort. *

86 GWEN (CONT'D)
(phased)
<building cry of pain>

WIDE ON ROOM

The SPELL ABRUPTLY HALTS. The room is silent. Aggregor stands alone in the ruined lab. He bellows to the heavens:

87 AGGREGOR
Enjoy your respite, brief though it
will be. No one escapes from
Aggregor!

CUT TO:

INT. KEVIN'S GARAGE - SIMULTANEOUSLY - NIGHT

The garage is empty The TELEPORTATION CYCLONE FILLS THE ROOM with a <ROAR>, reconstitutes AmpFibian, Gwen and Kevin, then DISSIPATES. *

88 GWEN
(phased)
<continuing cry of pain clips off>

89 KEVIN
What -- was that?

90 GWEN
A teleportation spell. *

Gwen swoons, depleted from spell-casting. Kevin catches her.

91 KEVIN
How about you don't do that one any
more.

Gwen manages a wan smile:

92 GWEN
(hoarse)
It got us out of there, didn't it?

AmpFibian steps out of the shadows. *

93 BEN AS AMPFIBIAN
Yeah. Problem is, Aggregor won't
give up! He'll come after us! *

His expression changes from a wide-eyed one to a glower.

94 RA'AD AS AMPFIBIAN *

And when he does, you had better be ready.

Kevin warily eyes AmpFibian. *

95 KEVIN *

What do you mean, 'you?'

96 BEN AS AMPFIBIAN *

(normal voice again)
We. We meant, 'we.' I meant we.
(sotto, to himself)
That was weird.

X-DISSOLVE TO:

EXT. EDGE OF SPACE - SOON - MORNING

The Earth is many miles below. Aggregor's Starship GAINS INTO SHOT.

CUT TO:

INT. AGGREGOR'S STARSHIP - CONTINUOUS

In B.G., the other FOUR CAPTURED ALIENS float in their STASIS TUBES. REVEAL Aggregor, hunched over the controls of the spacecraft. Several of his ROBOTS man the sensor stations.

97 AGGREGOR

Lock on to Ben Tennyson's Ultimatrix.

<PROCESSING SFX>, followed by a SYNTHESIZED VOICE.

98 ROBOT (V.O.)

Unable to locate.

Aggregor <THUMPS> the console with a fist.

99 AGGREGOR

Nonsense! He didn't leave the planet!

Aggregor moves his hands over the controls; the SCREENS DISPLAY new GRAPHICS and TARGETING GRIDS.

100 AGGREGOR (CONT'D)
Reroute all processors to the
Sensors. Find Ben Tennyson!

CUT TO:

INT. KEVIN'S GARAGE - LATER - NIGHT

Gwen rests on a SHABBY COUCH in the corner, holding an ICEBAG
on her head. PAN TO Kevin and AmpFibian, seated at a WORK *
BENCH. They huddle face to face, keeping their voices low.

101 KEVIN
What makes you so sure Aggregor
will come after us again?

AmpFibian fibs, troubled by the voice he heard. *

102 BEN AS AMPFIBIAN *
Call it a hunch.

103 KEVIN
 (shrugs)
Maybe he'll go back to chasing
Ra'ad.

AmpFibian stands, raising his voice. *

104 BEN AS AMPFIBIAN *
We don't even know if Ra'ad's still
alive!

Gwen speaks without looking up.

105 GWEN
Teleportation hangover here. Hold
it down.

106 BEN AS AMPFIBIAN *
Sorry, Gwen.

107 GWEN
Don't apologize. Bring me another
icepack.

AmpFibian complies. Kevin points to the Ultimatrix on his *
chest.

108 KEVIN
Let's get the Ultimatrix up and
running again.

AmpFibian stands and looks around he hears RA'AD'S VOICE ECHOING in his head. *

109 RA'AD (V.O.)
No, let's not.

Kevin works at his console, and doesn't notice Ben talking to himself.

110 BEN AS AMPFIBIAN *
(sotto voce)
Ra'ad? Is that you?

111 RA'AD (V.O.)
Trapped in your Ultimatrix, yes.
But it is a blessing. As long as
the device is off-line, Aggregor
can't track my whereabouts through
it.

AmpFibian <SMACKS> the Ultratrix, trying to trigger it. *

112 BEN AS AMPFIBIAN *
Better come up with a new plan!
It's Hero time! <grunts>

Gwen sits up on the couch, startled by his outburst.

113 GWEN
Ben! Seriously. Trying to sleep!

114 BEN AS AMPFIBIAN *
It's Ra'ad! I hear him in my head!

115 KEVIN
Sure.

Gwen's eyes GLOW briefly. Beat; her eyes widen in astonishment.

116 GWEN
He's not kidding. I can sense
Ra'ad's essence inside of him--
it's like they're sharing the same
body!

117 BEN AS AMPFIBIAN *
I call dibs!

118 RA'AD (V.O.)
Joke while you can. I'm going to
take control of you and your
Ultimatrix.

119 BEN AS AMPFIBIAN *
He's trying to take over the
Ultimatrix! Keep me from using it.

NEW ANGLE IN CORNER OF GARAGE

Kevin yanks away a tarpaulin, revealing a jury-rigged
CONTRAPTION [RE-USE FROM *Vengeance of Vilgax, Part One.*]

120 KEVIN
Let him try. I'm about to hack into
the Ultimatrix and force a reboot.

AmpFibian and Gwen step into shot, united in their
opposition. *

121 GWEN
Cause that worked out so well last
time.

122 BEN AS AMPFIBIAN *
Yeah, we busted the Omnitrix and
turned you into a freak!

Kevin shoots the grotesque AmpFibian a deadpan look. *

123 KEVIN
Have you looked in a mirror lately?

124 GWEN
No jokes, Kevin. It's dangerous!

125 KEVIN
It'll go better this time. Promise.

126 BEN AS AMPFIBIAN *
Why?

127 KEVIN
'Cuz this time, I'll use the blue
buttons.

128 BEN AS AMPFIBIAN *
I can't tell you how reassured I am
by-- <sharp GROAN>

A SHIMMER OF ELECTRICITY skims across AmpFibian's translucent skull. *

129 GWEN

Ben?

Suddenly snarling, he reaches out, grabs Kevin's wrist and <ZAPS> him.

130 RA'AD AS AMPFIBIAN *

Don't touch the Ultimatrix!

131 KEVIN

<shocked yowl>

Gwen is aghast.

132 GWEN

Ben, what are you doing? *

AmpFibian turns and snarls at her: *

133 RA'AD AS AMPFIBIAN *

I'm - not - Ben!

WIDER ANGLE

Gwen wraps ENERGY TENDRILS around Kevin and rips him free free of AmpFibian's grasp. *

134 GWEN

Let him go!

135 KEVIN

<pull-away cry>

AmpFibian reels about, ELECTRICITY ARCING BETWEEN his "hands" as he prepares to attack them. *

136 RA'AD AS AMPFIBIAN *

<hissing growl>

Gwen's hands GLOW. She traps Nuroshock Ben in an Energy Bubble. He slams his fists against it, but it holds firm.

137 RA'AD AS AMPFIBIAN (CONT'D) *

<efforts>

138 GWEN

Don't make me hurt you...

Held fast by Gwen's FORCE FIELD, AmpFibian writhes as Ben and Ra'ad struggle for control of their shared body. *

139 BEN AS AMPFIBIAN *
 (Ben's voice) *
 Get out of my head!

Another Jeckyll-Hyde face contortion:

140 RA'AD AS AMPFIBIAN *
 It isn't your head! It's mine!

141 BEN AS AMPFIBIAN *
 Okay, good point, but I'm using it
 now.

ANGLE ON GWEN AND KEVIN

Gwen strains to keep the O.S. AmpFibian pinned with the FORCE FIELD; Kevin steps up beside her, rubbing his wrist. *

142 GWEN
 (straining)
 Kevin. Reboot the Ultimatrix, and
 do it fast.

143 KEVIN
 I'll try, but if it doesn't work --

Gwen turns to Kevin, almost pleading. Her Eyes glow briefly, then fade.

144 GWEN
 It has to work, Kevin! I can sense
 Ben's spirit fading. If we don't *
 get him back in his body fast,
 Ra'ad will take over, and we'll
 lose Ben forever!

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. KEVIN'S GARAGE - SOON - NIGHT

Gwen strains as her FORCE FIELD continues to hold the struggling AmpFibian. *

145 GWEN
<grunt> How much longer?

Kevin fishes around inside the hacking machine (now with blue buttons!), glancing over to a <BLOOPING> ANALYZER.

146 KEVIN
(testy)
Working as fast as I can...

147 BEN AS AMPFIBIAN *
(Ben's voice, desperate) *
Work faster! I gotta get out of
this body before Ra'ad --

His expression changes to the characteristic scowl.

148 RA'AD AS AMPFIBIAN *
If you reactivate the Ultimatrix,
Aggregor will find me! He will
destroy us all!

149 GWEN
We'll take our chances.

Kevin slaps shut a panel on the hacking machine, ARMORS UP with black RUBBER from a tire, and grabs a pair of JUMPER CABLES.

150 KEVIN
Ready!

Gwen pulls her hands away, SHUTTING OFF HER FORCE FIELD --

151 GWEN
Go!

ANGLE ON AMPFIBIAN BEN *

The FORCE FIELD DISAPPEARS. AmpFibian, no longer pinned to the garage door, staggers forward. *

Kevin jams the JUMPER CABLE CLAMPS onto the Ultimatrix and holds on through the ELECTRICAL CRACKLE.

152 RA'AD AS AMPFIBIAN
No! Stooooop!

*
*

There's a brief <RISING HUM>, then a BLINDING FLASH.

GWEN

Shields her eyes from the O.S. TRANSFORMATION. As the LIGHT FADES:

BEN

Stumbles into Kevin's arms. Kevin smirks.

153 KEVIN
Toldja.

The Ultimatrix on Ben's wrist begins to reboot.

154 ULTIMATRIX (V.O.)
System restart in progress.

Ben looks up at Kevin, relieved. He gasps:

155 BEN
Thanks.

ANGLE ON RA'AD

As he lies on the garage floor, dazed. Feeble SPARKS ARC across his outsized head.

156 RA'AD
You fools -- have signed all of our death warrants!

CUT TO:

INT. AGGREGOR'S STARSHIP - SIMULTANEOUSLY

A SENSOR FLASHES on a console.

157 ROBOT
Ultimatrix energy signature located.

158 AGGREGOR
 Take me there.

CUT TO:

EXT. EDGE OF SPACE - CONTINUOUS

As Aggregor's starship arcs towards Earth...

CUT TO:

INT. KEVIN'S GARAGE - SIMULTANEOUSLY - DAY

Ra'ad gets to his feet, voice rising in fear.

159 RA'AD
 He's coming! I can feel it!

Ben checks the Ultimatrix -- it's still rebooting.

160 BEN
 Then we don't have any choice but
 to fight him together!

Ra'ad is close to hysteria.

161 RA'AD
 You're wrong. I still have a
 choice.

Panicked, Ra'ad SHIFTS TO HIS ENERGY-BEING FORM, quickly
<CRACKLES> across the floor to a wall socket and flees.

WIDE ON SCENE

Ben, Kevin and Gwen trade looks of resignation.

162 BEN
 So much for teamwork.

Beat. Aggregor <CRASHES> down through the ceiling. Our heroes
dive clear to avoid the FALLING DEBRIS.

163 AGGREGOR
 <landing grunt>

Staggering, Kevin gazes up at the hole in the ceiling and
complains:

164 KEVIN
Again with the roof! You never
heard of using a door?

QUICK CUTS

Aggregor draws his Shock Staff. Twirls, tucks, FIRES.

Kevin takes a <BLAST> to the chest that blows him backward.
He crumbles the garage door which goes flying as he tumbles
OUT OF VIEW.

165 KEVIN (PARTIAL O.S.) (CONT'D)
<double impact grunts>

Aggregor pivots and FIRES ANOTHER <BLAST> at Gwen.

Gwen barely has time to form a FORCE SHIELD. It cushions the
blow, but the blast <CRACKS> the shield and <SMACKS> her into
a wall. She drops, dazed.

166 GWEN
<impact grunt, groan>

WIDER ON SCENE

Aggregor spins, aiming his <SIZZLING> STAFF at Ben.

167 AGGREGOR
Surrender the Amperi.

168 BEN
Sorry, he stepped out.

Ben glances down at the <SOUND OF THE OMNITRIX>

169 ULTIMATRIX
Reboot complete. All systems
available.

The Ultimatrix is aglow, up and running.

Grinning Ben looks up at Aggregor, confidence renewed.

170 BEN
You'll just have to deal with me.

Ben <SLAPS> the Ultimatrix and TRANSFORMS INTO BRAINSTORM.

171 BRAINSTORM
Brainstorm!

172 BRAINSTORM (CONT'D)
You'll find that challenging an
intellectually superior foe often
leads to complete humiliation.

His giant brain unloads a BLAST OF MENTAL ENERGY, but...

Aggregor is one step ahead. He flips the staff into a vertical position, one tip touching the ground. Like a lightning rod, the top end attracts Brainstorm's blast, which courses down the staff, which GLOWS WITH INCREASING POWER.

173 AGGREGOR
I couldn't agree more.

Aggregor whips the staff around and redirects the energy back at Brainstorm, nailing him with a COLOSSAL BOLT.

174 BRAINSTORM
<extended wail of pain>

CUT TO:

EXT. KEVIN'S GARAGE - SIMULTANEOUSLY - NIGHT

Rubber Kevin lies in the street, woozy, and pinned under a fallen Utility Power Pole, with live wires sticking out of it. Kevin's Rubber overlay RECEDES. Hearing Brainstorm's cry, he regains consciousness.

175 BRAINSTORM (O.S.)
<wail of pain continues>

176 KEVIN
<groan> Ben...?

Kevin tries to push the giant wooden pole off of him, but fails, it's too heavy. He's too weak.

177 KEVIN (CONT'D)
<failed efforts>

The wires near him SPARK. Is it danger? No:

RA'AD MATERIALIZES out of his ELECTRON CREATURE FORM. He looks down at Kevin, frightened.

KEVIN

still lying pinned under the pole, too weak to move.

178 KEVIN (CONT'D)
Why are you still here? To watch?

Kevin looks in the direction of the garage.

179 KEVIN (CONT'D)
The one guy who tried to help you
is dying in there. But that's okay
with you, isn't it?

RA'AD

glowers at Kevin's condemnation.

180 KEVIN (O.S.) (CONT'D)
I don't need to read minds to know
what you think. I used to be just
like you. So go, run. Steal
whatever time it buys you, coward!

*

Ra'ad averts his gaze; as he TRANSFORMS INTO ELECTRICITY:

CUT TO:

INT. KEVIN'S GARAGE - SIMULTANEOUSLY - NIGHT

Aggregor steps up and stands over the smoldering Brainstorm.

181 AGGREGOR
My weapon was designed to deal with
electro-manipulative species. And
that includes you.

182 BRAINSTORM
<weak Moans>

Aggregor raises the staff and jams it into Brainstorm's
chest, attempting to pry off the Ultimatrix.

183 AGGREGOR
This is the device that controls
your transformations, yes? I'll
change you back to what I need...

Brainstorm arches his back in agony; the LIGHT IN HIS EYES
FLICKERS AND FADES.

184 BRAINSTORM
<rattling rasp>

Against the wall, Gwen comes to and cries out, horrified.

185 GWEN
You're killing him!

Aggregor twists the staff and sneers:

186 AGGREGOR
Not until I'm completely done with
him...

WIDE ON SCENE

A familiar PURPLE GLOW snakes up the walls following the path of the embedded wires; ELECTRICITY ARCS from every piece of metal, then converges on Aggregor in a huge LIGHTNING STRIKE.

187 AGGREGOR (CONT'D)
<electrified cry of pain builds>

Aggregor drops the shock staff and keels over, stunned. The LIGHTNING STORM HALTS, and in its place, RA'AD APPEARS shifting from his ELECTRON CREATURE STATE to SOLID.

Gwen is bewildered.

188 GWEN
Ra'ad? You came back?

189 RA'AD
There is no escape from Aggregor.
I... could not let your friend
needlessly sacrifice himself in my
name.

190 AGGREGOR (O.S.)
(hard-breathing rasp)
How noble.

On their turn, we see:

Aggregor staggers to his feet, GLOWING SHOCK STAFF in hand.

QUICK CUTS

Ra'ad and Aggregor fire at the same time, BLASTS meeting mid-way. It's a stalemate, a test of wills and stamina. Both Ra'ad and Aggregor strain, neither one budging.

191 RA'AD
<attack cry, extended effort grunt>

192 AGGREGOR (B-TRACK OVERLAP)
 <attack cry, extended effort grunt>

Gwen squinting into the INTENSE LIGHT, then glances down.

Brainstorm, saved from the Shock Staff, REVERTS to an unconscious Ben.

193 BEN
 <Keep alive>

Slowly, the balance of power shifts; Aggregor is gaining!

Ra'ad cries out to Gwen:

194 RA'AD
 Running out of time. Get out, now!

CUT TO:

EXT. KEVIN'S GARAGE - CONTINUOUS - DAY

the GARAGE EXPLODES IN A FIREBALL that blows Kevin O.S. as it FILLS FRAME. The noise awakens Kevin--

195 KEVIN
 <keep alive>

Who sees a FORCE BUBBLE <ZOOMS> out of the garage bearing Gwen and a supine Ben. The Bubble, blown out by the force of the explosion bounces on the street and CRACKS.

196 GWEN
 <impact>

The bubble takes a second bounce and SHATTERS, depositing Ben and Gwen on the ground.

197 GWEN (CONT'D)
 <impact>

Ben wakes up on the sidewalk on the opposite side of the street. Gwen kneels beside him.

198 BEN
 <wheeze> Where's Kevin?

Gwen sadly shakes her head and points O.S. Ben looks to see:

WIDE ON DEMOLISHED GARAGE

Kevin stand in the street, gazing at the CHARRED TIMBER and SMOKING DEBRIS that used to be his garage. Gwen helps Ben limp over and they stand beside Kevin. After a moment of silence:

199 KEVIN
At least I don't have to worry
about getting the roof fixed.

200 BEN
What happened to Ra'ad?

201 GWEN
Aggregor got him. Like Ra'ad said
he would.

202 BEN
He gave himself up for me? *

Kevin keeps his exchange with Ra'ad to himself.

203 KEVIN
Guess he wasn't a total jerk after
all.

Gwen looks to the others, hopeless.

204 GWEN
What do we do, now?

Kevin shrugs.

205 KEVIN
Nothing to do. Aggregor has all
five of the aliens. Game's over.

BEN

shakes his head.

206 BEN
It's not a game. And it's not over.
I'm going to stop him. The
Ultimatrix has scanned all five of
the aliens and I'm going to use
their powers to save them. *

*
*
*
*

WIDE ON SCENE

CAMERA lingers on the Smouldering remains of Kevin's Garage,
a portent of high-stakes adventure to come.

FADE OUT.

END OF EPISODE