

"Hero Time"

696-009

Ben 10: Ultimate Alien

By

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Story Editor

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28 SPIDERMONKEY
Spidermonkey!

Spider Monkey ATTACKS, dodging an energy blast that DEMOLISHES the base of a lamppost. It tilts, falling towards the crowd below.

29 CROWD
<Screams and Walla>

The lamppost suddenly STOPS, only a few feet above the crowd.

NEW ANGLE reveals Spidermonkey, sticking to the side of a tall building, has caught the lamppost with a WEB LINE, and is supporting its weight.

30 SPIDERMONKEY
<effort>

31 SPIDERMONKEY (cont'd)
Bad stereotypical armed thugs!

Spidermonkey lands next to the Lamppost and LIFTS it, glowering at the Thugs.

32 SPIDERMONKEY (cont'd)
I bet you can guess what I'm going to do with this.

Spidermonkey stalks forward. The Thugs look nervous...

A CUSTOMER

From the crowd points into the air and shouts:

33 FEMALE CUSTOMER
I don't believe it! It's Captain Nemesis!

It's true. Captain Nemesis, a movie-style superhero combination of Iron Man and Batman, is headed down on a GRAPNEL LINE, like Batman's.

SPIDERMONKEY

Has wrapped the lamppost around the two masked Thugs. SpiderMonkey looks up to see Nemesis.

34 SPIDERMONKEY
Wow!

He turns back to work, quickly WEBBING UP the Thugs on either side of Jennifer, leaving only the Thug holding Jennifer.

35 JENNIFER
 <struggles>

36 SPIDERMONKEY
 How're we going to do this?

37 THUG
 Nobody said anything about blue
 monkeys! I'm outta here!

The thug spins only to see Captain Nemesis, who has landed behind him.

38 NEMESIS
 You're not going anywhere.

Nemesis knocks him out with one punch.

39 THUG
 <impact, then keep alive>

Spidermonkey reverts to Ben, staring at Captain Nemesis with absolute hero-worship.

40 BEN
 Captain Nemesis! I'm your biggest--

But before he can finish his praise, Jennifer shakes herself out of her shock.

41 JENNIFER
 No! I'm your biggest fan--

Jennifer turns away from Nemesis and runs into a surprised Ben's arms.

42 JENNIFER (cont'd)
 --Ben Tennyson!

She gives him a big kiss.

42a JENNIFER (cont'd)
 <kissing sound>

43 CROWD
 <cheers>

ON a shocked and comically GRINNING Ben, incredulous Kevin and Gwen, and furious Captain Nemesis as we...

FADE OUT.

ACT ONE

FADE IN:

INT. BEN'S HOUSE - NIGHT

On Gwen, Kevin and JULIE, who are watching the television news. Kevin keeps flipping channels with the remote .We never see the TV screen.

45 TELEVISION REPORTER #1
 (filtered)
 ...where Ben Tennyson rescued film
 star Jennifer Nocturne...

Kevin hits the remote.

46 TELEVISION REPORTER #2
 (filtered)
 ...foiled a brazen kidnapping
 attempt...

Kevin hits the remote.

47 TELEVISION REPORTER #3
 (filtered)
 ...rewarded by a steamy kiss from
 the film star. Is romance in the
 air for Ben Tennyso--

Kevin hits the remote. Gwen grabs his hand.

48 GWEN
 Can you just pick a channel and
 stay on it?

Kevin TURNS OFF THE TV and tosses the remote aside.

49 KEVIN
 There's nothing on anyway. Except
 news about Bennifer.

50 GWEN
 They are not calling them that.

New angle reveals Ben, he has a big shopping bag from the book store, and he's pulling out Posters and an oversized book about Captain Nemesis.

52 BEN
We're just friends.

53 KEVIN
Not.

54 JULIE
If I believe him, why can't you?

55 GWEN
 (incredulously)
You believe him?

56 JULIE
He's got a bigger crush on Captain
Nemesis than he does on Jennifer
Nocturne. Isn't that right, Ben?

Ben is flipping through the big book he bought. He looks up.
Gwen picks up the Remote and TURNS ON the TV.

57 BEN
Hmmm? It's not a crush! I just
respect him. I mean, he's the best
of the best of the best.

58 GWEN
Looks like you and Harangue finally
agree on something.

ON THE TELEVISION

WILL HARANGUE is raving, against a backdrop showing Captain
Nemesis in a Superman-ish pose.

59 HARANGUE
Captain Nemesis is a real American
hero. Only a pinhead would compare
decades of self-sacrifice and
courage, to the childish,
destructive antics of "illegal
alien" Ben Tennyson--

IMAGES comparing BEN's alien incarnations with Nemesis's
dashing form. Then the image of JENNIFER KISSING BEN from the
end of the teaser.

JULIE turns away, pained.

60 JULIE
I wish they wouldn't show that
picture all the time.

61 BEN
She kissed me! I didn't even enjoy
it!

62 JULIE
<humph>

63 GWEN
You look like you enjoyed it.

64 KEVIN
Who wouldn't enjoy kissing her?

Gwen glowers at Kevin, who flinches away from an elbow that doesn't come.

ON THE TV

Harangue continues.

65 HARANGUE
The tabloids are calling it the
romance of the century. When even
America's Sweetheart has been taken
in by this adolescent menace, it's
time for action,--

Julie turns off the TV and pouts. Ben notices and puts down his book to go over and reassure her.

66 BEN
We just went to dinner. She was
thanking me for saving her life.

67 JULIE
(not buying it)
Uh huh. And those pictures of the
two of you in her hot tub?

68 BEN
That was fun. Great view. If you
squint just right, the Eiffel Tower
kinda lines up with the Arc
D'Triumph--

69 JULIE
I don't want to hear any more of
this.

70 KEVIN
I do. Ow!

Gwen elbows him again.

71 BEN
Jennifer's publicist says being
seen together is good for both of
us. Cross pollination--

72 KEVIN
Ha!

73 BEN
--Of our careers. That's why I'm
going with her to Captain Nemesis'
party tonight.

74 KEVIN
Sending her golden limo?

75 BEN
That's just for show. She's down to
Earth. Not really the limo type--

A <ROARING> sound from outside.

They rush to the windows where they see:

A HELICOPTER landing in their front yard. On the side is
painted: NOCTURNE SPECIAL

77 KEVIN
Definitely not the limo type.

EXT. BEN'S HOUSE - NIGHT

Everyone has come outside to the front lawn, to greet
Jennifer as she heads towards the front door.

78 JENNIFER
Ben! You look wonderful. And these
are your friends--?

79 KEVIN
(shyly)
What's up? Kevin.

80 JENNIFER
Of course you are.
(looking at Julie's dress)
Oh, that dress is so cute!

81 JULIE
So is your helicopter.

90 GUESTS
 <excited WALLA> Ben Tennyson?/
 That's Ben Ten!/Look it's Ben Ten!/
 Can I have your autograph?

The guests cluster around. Jennifer beams, snuggling closer.
 Ben waves shyly.

91 BEN
 Hi.

CLOSE on Nemesis's glare, swiftly hidden.

DISSOLVE TO:

THE SAME LOCATION - LATER

Ben is hero-worshipping Nemesis.

92 BEN
 You're a living legend!

93 NEMESIS
 Yes. And if you live long enough,
 they'll say that about you too,
 Benetton.

94 BEN
 Tennyson.

95 NEMESIS
 If you live long enough.

96 JENNIFER
 Isn't he cute? We're still casting
 for Vampire Summer Four. Wouldn't
 he make a great Drake Ula?

97 GUEST
 (to Ben)
 How many aliens have you fought?

98 BEN
 Well--

99 NEMESIS
 (butting in)
 Aliens. I ever tell you about the
 time I went up against Computron
 and his robots from Dimension 12?
 That was a real fight!

100 BEN
I read about that in your book!

101 NEMESIS
Everybody did, Son.

INT. KEVIN'S GARAGE - NIGHT

Gwen is studying footage of Jennifer's kidnapping.

102 KEVIN
Hey, Obsesso. Whatcha doing?

103 GWEN
Where do common criminals get this
kind of fire-power?

104 KEVIN
I dunno. They steal them?

105 GWEN
C'mon, help me, you're the expert.
Where would I get stuff like this?

Kevin leans in, peering at the screen.

106 KEVIN
It's not alien tech, but I could
make some calls.

INT. NEMESIS TOWER ATRIUM - NIGHT

Captain Nemesis sees the last guests off, then closes the doors with a CLANG. He turns, his mask of hospitality falling away. He is ENRAGED.

107 NEMESIS
 (screaming)
Simons!

A bookish man approaches. SIMONS, Nemesis's publicist.

108 SIMONS
Yes, sir?

109 NEMESIS
Rescuing Jennifer Nocturne was
supposed to put me back on the
front page. "Get the youth market,"
you said. "Trust me," you said. I
did, and now I'm a laughing stock.

- 110 SIMONS
No one's laughing at you, sir.
- 111 NEMESIS
Did you hear them at the party? It was Ben this! Ten that! It's like I don't exist!
- 112 SIMONS
He's just a fad, Sir. Something will come up eventually, and you'll be right back on top.
- 113 NEMESIS
I don't want "eventually." I want it now.

ON a nervous Simons, thinking hard.

EXT. PARKING LOT - NIGHT

It's late and the lot is mostly empty. Shifty, noirish shadows. A SHADOW looms up out of the darkness, it's Simmons, tapping on the tinted window of Harangue's LIMO. The window ROLLS DOWN, revealing Harangue.

- 114 HARANGUE
Simons. Are we good?
- 115 SIMONS
My client is offering exclusive footage and an exclusive interview afterwards, Mr. Harangue. But we want a guarantee of favorable coverage.

Harangue smiles and extends his hand in agreement...

- 116 HARANGUE
Reasonable men can always find an accommodation.

EXT. DOCKS - NIGHT

The DOCKS, cargo ships moored and motionless. A cluster of giant WAREHOUSES, now mostly deserted. IN on the largest.

INT. WAREHOUSE - NIGHT

A cluster of giant crates and boxes. A NIGHT CREW is moving a flat of boxes from one side to another on a fork lift..

ACT TWO

FADE IN:

EXT. WAREHOUSE - NIGHT

The Warehousemen workers flee the building, out into the night. Computron and his Robots follow, firing blasts that demolish whatever they hit.

120 WORKERS
 <panicked Walla>

121 COMPUTRON
 Destroy all flesh, and the works of
 flesh!

Worker #1 points to something in the sky.

122 WORKER 1
 I don't believe it, It's Captain
 Nemesis!

Captain Nemesis swings down on his line and plants his feet in Computron's chest, bowling him over.

123 COMPUTRON
 <impact>

124 NEMESIS
 I've warned you metal menaces
 before: Earth is off-limits!

Nemesis starts thrashing robots. He hurls one against another. Deflects an energy bolt. Jumps up and smashes down into one as the Warehousemen scramble out into the night.

125 NEMESIS (cont'd)
 <efforts>

REVEAL a NEWS CREW filming the whole thing.

126 HARANGUE
 (to cameraman)
 Beautiful! Did you get that?

127 CAMERAMAN
 Yeah, but so did they!

REVEAL a second set of reportes, also filming the action.

128 HARANGUE
We were promised an exclusive.

129 CAMERAMAN
It's going out live, Sir. Already
on the air.

IN THE SKY ABOVE

JETRAY is flying in, firing NEUROBLASTS at the Robots. The
fire back, and he DODGES.

130 JETRAY
Jetray's neuroblasts aren't
working. Time to try something new!

Jetray activates the Omnitrix and as he falls, TRANSFORMS
into ARMODRILLO!

ARMODRILLO triumphantly lands on a bunch of robots in a three-
point stance, smashing them to bits.

131 ARMODRILLO
Armodrillo!

Nemesis struggles, trading punches with one Computron--

132 NEMESIS
<impacts and efforts>

--While Armodrillo uses his EARTHQUAKE FIST ATTACK to create
a SHOCKWAVE that shakes several Robots apart.

133 ARMODRILLO
Need a hand, Captain?

134 NEMESIS
I was handling worse than this
before you were born, Son.

Nemesis demolishes Computo with a big Right hand, knocking
his block off with a familiar SOUND EFFECT.

135 COMPUTRON
You knocked... my... block
offfffff.....

Computron collapses into a pile of scrap. Fight's over.

Armordrillo REVERTS to Ben.

136 NEWSMAN <AKA TV REPORTER>
Ben! Ben! Over here! Are you
Captain Nemesis' new sidekick?

Cocky Ben is playing with a broken robot head.

137 BEN
I took out ten of these things and
he only beat one. Maybe he should
be my sidekick.

Harangue pushes in with a microphone and points it at
Nemesis, who is not happy with Ben's joke.

138 HARANGUE
Captain Nemesis! Will Harangue from
the Will Harangue Nation. Ben
Tennyson just said you were over
the hill and unable to do your job--

139 BEN
I didn't say--

140 HARANGUE
What do you think of this super-
powered juvenile delinquent and his
lack of respect for American icons
like yourself?

Nemesis gets it, he's all calm smiles for the camera.

141 NEMESIS
He's not a delinquent, Will. He's
just misguided. It's the
responsibility of all of us to
guide our youth into making better
decisions.

Nemesis turns to Ben with a fatherly smile.

142 NEMESIS (cont'd)
For instance. Since you feel so
competitive with me, how about we
channel that where it can do some
good?

143 BEN
I don't understand.

144 NEMESIS
Of course you don't, but it's time
to learn.

Nemesis drapes his arm around Ben, and turns to the camera.

145 NEMESIS (cont'd)
I propose a friendly competition. A
contest of heroes. All proceeds to
charity, of course.

146 BEN
I'm sorry, what?

INT. KEVIN'S GARAGE- NIGHT

The kids are all talking.

147 KEVIN
How could you let that dinosaur
trick you like that?

148 BEN
It's for charity.

149 KEVIN
The make Captain Nemesis look good
at Ben Tennyson's expense
foundation?

150 BEN
He kids around a lot, but Captain
Nemesis is like the coolest guy in
the universe.

Julie looks to Kevin and Gwen.

151 JULIE
Are you going to tell him what you
found out?

152 GWEN
Remember the "kidnappers"? Their
guns were manufactured by one of
Captain Nemesis' companies.

153 BEN
He owns all kinds of stuff. Just a
coincidence.

154 KEVIN
That doesn't explain why he's
paying for their lawyers.

155 JULIE
It's some kind of trap, Ben.

156 BEN
 (pouting)
 You guys don't have to come if you
 don't want to. No skin off of me.

INT. THE WILL HARANGUE NATION SET - NIGHT

We're on the Will Harangue set. He's talking to the camera.

157 HARANGUE
 America? You're watching a Will
 Harangue Nation Special Edition.
 Let's go directly to my guest
 correspondent, Jennifer Nocturne!

EXT. TRAINYARD - NIGHT

Jennifer's doing a stand up at the location.

158 JENNIFER
 Thanks, Will. Normally this train
 yard is the last stop for rusted-
 out hulks...

Unfortunately, Captain Nemesis is just in frame as she says
 this. He looks up at the camera.

159 JENNIFER (cont'd)
 ...ah, today it's the site of the
 greatest competition in modern
 history, between Captain Nemesis,
 and Ben Tennyson. It's old school
 verses the new hotness, in a duel
 to see who rules!

CAPTAIN NEMESIS

Approaches a TRAIN ENGINE.

160 JENNIFER (O.S.) (cont'd)
 Our first event, throwing train
 engines for distance. Captain
 Nemesis won the coin toss...

Nemesis lifts the Train Engine over his and throws it!.

161 NEMESIS
 <lifting EFFORT, then throwing
 EFFORT>

The Train sails through the air, crashing to the ground a
 hundred meters away. The crowd goes wild.

162 CROWD
<CHEERS>

Ben TRANSFORMS into HUMONGOUSAUR and lifts an identical Train Engin.

163 HUMuNGOUSAUR
Humongosaur! <throwing effort>

Long as the train sails right past Nemesis' train before crashing to earth.

164 CROWD
<CHEERS>

165 JENNIFER
Wow! That's an easy win for Ben Tennyson!

IN THE STUDIO

Harangue is rooting for his guy.

166 HARANGUE
Maybe so, Jennifer, but the next event is about speed, not strength.

AT THE STARTING LINE

Ben and Captain Nemesis are almost ready to begin their race.

167 NEMESIS
You don't have a chance this time, Tiananmen.

168 BEN
I think Jetray's faster than anybody.

Ben activates the Ultimatrix and quickly TRANSFORMS into Rath.

169 RATH
Jetray! Aw, man! I mean Rath!

Rath yells at his Ultimatrix.

170 RATH (cont'd)
Let me tell you something, Ultimatrix, Rath is sick of you not working right! It's not even funny anymore!

Looking at his chest insignia. Rath completely missed the sound of <THE STARTER PISTOL> in the middle of his last sentence. Rath finally looks up.

WIDE to reveal that Nemesis has already started running down the track.

171 RATH (cont'd)
Hey! You're cheatin'!

Rath starts running.

172 RATH (cont'd)
(panting)
Come... back here... you lousy tin
can... I bet all those ... muscles
... are built... into your suit!

Through sheer will, Rath is actually closing on Captain Nemesis. He's just about to catch him!

173 RATH (cont'd)
Nobody... beats... Rath!

174 NEMESIS
Eat my exhaust.

Nemesis ignites A ROCKET on his back, he zooms away, propelled through the air parallel to the ground.

The Exhaust catches Rath in the face, blowing him backwards, head over heels. He BOUNCES several times.

175 RATH
<impacts>

NEMESIS breaks the tape at the finish line.

176 HARANGUE (O.S.)
And the big win goes to Captain
Nemesis!

177 CROWD
<cheers>

Jennifer is there to interview him.

178 JENNIFER
How does it feel to even up the
score?

179 NEMESIS
Well Jennifer, this is all in good
fun. But the better man did win the
race--

180 RATH
<attack>

Suddenly, Rath enters the frame, flying in from above to level Nemesis with an elbow drop.

181 NEMESIS
<impact, then pained GROAN>

Rath puts Nemesis in a camel clutch.

182 RATH
Let me tell you something Captain
Nemesis, nobody shoots Rath in the
face with a rocket without getting
a major beating!

183 JENNIFER
Ben! What are you doing?

Rath reverts to Ben, still sitting on Nemesis' back.

184 BEN
(sheepish)
Sorry. Rath just gets carried away,
sometimes.

IN THE STUDIO

Harangue picks up thread.

185 HARANGUE
Despite Ben Tennyson's poor
sportmanship. We have a tie. So
we're going to the tiebreaker.

BACK IN THE TRAINYARD

Jennifer is showing the audience a piece of six-inch thick
STEEL CABLE.

186 JENNIFER
The event is simple. These two
great heroes--

187 HARANGUE (O.S.)
One great hero and a sore loser.

188 JENNIFER
 -- will test their strength in a
 tug-of-war, using thirty feet of
 unbreakable carbon nanofiber cable--

NEW ANGLE

Reveals a big, mud-filled PIT.

189 JENNIFER (cont'd)
 --and this filthy pit full of mud.

190 HARANGUE (O.S.)
 For the loser's sake, I hope it's
 mud!

191 JENNIFER
 <fake TV laugh> It's a tug of war,
 for all the marbles.

ON THE PIT

Captain Nemesis on one side, Ben on the other, each holding
 one end of the cable. Ben TRANSFORMS into FOURARMS. Fourarms
 is only holding the cable with two hands.

192 FOURARMS
 Fourarms!

Not to be outdone, Captain Nemesis shouts:

193 NEMESIS
 Captain Nemesis!

194 FOURARMS
 Why are you shouting your name out?
 It's stupid.

195 NEMESIS
 My name isn't stupid!
 (considers it)
 Although I have been thinking of
 dropping the "Captain" part, it
 doesn't really describe me
 accurately anymore.

WE HEAR THE SOUND OF THE STARTER PISTOL. And the tug-of-war
 is on.

196 FOURARMS/NEMESIS
 <efforts>

Slowly but surely, Fourarms is being dragged to the edge of
 the pit.

197 NEMESIS
 (straining)
 What do you have to say for
 yourself now?

198 FOURARMS
 (straining)
 I thought I could beat you with two
 hands behind my back, but I guess I
 was wrong!

Fourarms grabs the cable with all four hands and YANKS.

199 FOURARMS (cont'd)
 <effort>

Nemesis is yanked off of his feet and into the mud-filled
 pit!

200 NEMESIS
 Ahhhh... <impact>

201 CROWD
 <cheers>

202 JENNIFER
 And it's all over! Ben Ten is the
 winner!

Nemesis on his hands and knees in the mud. Fourarms leaps
 down and offers him a hand up.

203 FOURARMS
 You put up a great fight, but hey,
 I wouldn't want to take me on,
 either.

Nemesis brushes the hand away. He's covered in mud, and
 utterly defeated.

IN THE STUDIO

Harangue is sorrowful. A STILL of Nemesis, on his hands and
 knees in the mud, is behind Harangue.

204 HARANGUE
 I can't say for certain that Ben
 Tennyson cheated, that's up to you,
 the viewer. But I can say this,
 we've witnessed the fall of a great
 American icon...

INT. NEMESIS TOWERS - DAY

Nemesis'S OFFICE, where he rages, storming, out of control. The members of his Pit crew are working on his costume.

205 NEMESIS
Can you do it?

206 TECH
Technically, yes. If we remove the suit's inhibitors we can get an additional 300% output. But--

207 NEMESIS
I don't want to hear about the danger. If I'm going to make Tennyson pay, I need more power.

The techs look at each other nervously.

208 SIMONS
This is a mistake.

209 NEMESIS
I lost. For the first time in my life I lost.

210 SIMONS
Don't step over the line. It's not worth it.

211 NEMESIS
I already stepped over when I freed Computron and his robots from Dimension 12, just so I could save people from them.

212 SIMONS
Working with you has been the greatest honor of my life. It's not too late to turn this around and--

213 NEMESIS
Get out!
 (to techs)
Amp up the suit.

EXT. TENNIS COURT - DAY

Julie is practicing her serves, hitting the balls with fury.

214 JULIE
All right, Jennifer Nocturne. Take
this (grunt) and this (grunt!) --
and... and this!

215 NEMESIS
Julie Yamamoto?

Nemesis grabs her arm. Julie smacks him with her racket.

216 Julie
<effort>

Nemesis doesn't even bother to block as it SLAMS into his
side.

217 NEMESIS
Good. Fight back. I like that.

IN on Julie's frightened face, Nemesis' SHADOW falls across
her...

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

INT. JENNIFER'S HELICOPTER - DAY

She is talking on her phone.

218 JENNIFER
 ...of course you think I did a
 great job, that's why you get ten
 percent. I was wondering if I
 shouldn't try that again.
 Announcing, I mean--

SUDDENLY the Helicopter's engines GROAN. The vehicle lurches.
 She looks out the window...

219 JENNIFER (cont'd)
 <screams>

Captain Nemesis is pushing the helicopter, turning the
 Nocturne Special in an arc, taking it... where?

INT. BEN'S CAR - NIGHT

Ben is driving.

220 BEN
 Call Julie Yamamoto.

221 COMPUTER
 Connecting...

Ben hears the phone <PICKED UP>.

222 BEN
 Hey, Julie. I was wondering if you
 wanted to go to Mr. Smooth--

223 NEMESIS (O.S.)
 (filtered)
 Julie can't come to the phone right
 now. I've got her. If you want her
 back, come get me.

Ben's expression is Grim.

WIDE as Ben's car does a U-turn and heads down the street.

DISSOLVE TO:

INT. NEMESIS TOWERS ATRIUM - NIGHT

Ben enters, ACTIVATES the Omnitrix and in quick succession: TRANSFORMS into HUMUNGOUSAUR, then Humongousaur TRANSFORMS into ULTIMATE HUMUNGOUSAUR. Ultimate Humongousaur looks up, hearing Nemesis <applauding> across the cavernous atrium.

- 224 NEMESIS
 Very very good. Everything we've
 come to expect from Ten Bennyson.
- 225 ULTIMATE HUMUNGOUSAUR
 Where's Julie?
- 226 NEMESIS
 Right up there. And so's Jennifer.

Ultimate Humongousaur looks up. Julie and Jennifer are both suspended at the very top, linked by a single cable stretched in an inverted "V" over the top of the gigantic statue of Captain Nemesis, one on each side, dangling them high above the atrium floor, separated so that it is impossible for Ben to save both.

- 227 NEMESIS (cont'd)
 The movie star girlfriend, and the
 faithful home town sweetheart. I'm
 sure there's time to save one of
 them.
- 228 JULIE
 Be careful, Ben!
- 229 JENNIFER
 Help me, Ben!

With an energy blast from his fist, Nemesis CUTS THE CABLE. Both girls PLUMMET--

- 230 JULIE/JENNIFER
 <falling>

Ultimate Humongousaur TRANSFORMS to GOOP--

- 231 GOOP
 Goop!

--Julie SPLATS safely into his mass. Goop flows back into humanoid shape, cradling Julie in his arms.

231a JULIE
Ooof...

232 JULIE (cont'd)
You saved me!

233 GOOP
Of course I did, you're my girl.

234 JULIE
What about Jennifer?

New angle reveals Jennifer on one of GWEN'S ENERGY PLANES being lowered safely down into Kevin's arms. Jennifer smiles warmly at Kevin.

235 JENNIFER
Oh! My!

236 GOOP
Covered. I've got something Nemesis doesn't. Friends.

Nemesis is enraged. His suit GLOWS with energy.

237 NEMESIS
Not for long.

And Nemesis attacks, firing a blast right at Kevin and Jennifer. Gwen blocks it with an ENERGY SHIELD.

238 GWEN
<effort>

Goop fires back at Nemesis, shooting gobs of acid.

239 NEMESIS
<impacts>

Kevin follows up, transforming his hand into a MACE and whacking Nemesis hard.

239a KEVIN
<swinging effort>

240 NEMESIS
<impact>

Kevin REVERTS his mace back into a hand and grabs it with his other one.

241 KEVIN
What's up with him? He's hot! I
felt it through my armor.

Nemesis gets back on his feet.

242 NEMESIS
That's not heat you feel, whelp!
It's power!

Nemesis blasts Kevin across the room and into the statue.

243 KEVIN
<2 Impacts>

Gwen throws three or four ENERGY DISKS in quick succession.

244 GWEN
<Efforts>

245 NEMESIS
<impacts>

Nemesis' Armor begins to GLOW.

246 GWEN
He feels like a furnace.

247 GOOP
(to Nemesis)
Maybe you need an oil change. What
do you say you shut that thing off
and we can talk about all this?

248 NEMESIS
Oh, now you're my friend?

Goop dodges several blasts from Nemesis by DEFORMING out of
the way.

249 NEMESIS (cont'd)
I can't believe I wasted my whole
life trying to protect people like
you! Captain Nemesis is dead! From
now on, call me... Overlord!

250 GOOP
How about we call you a good
therapist?

Nemesis fires more blasts, his suit is GLOWING WHITE HOT.

251 GWEN
Everytime he uses that thing, it
gets hotter.

252 KEVIN
It's a matter of time. It's gonna
blow.

253 GOOP
Not if I can help it.

Goop TRANSFORMS into WATERHAZARD.

254 WATERHAZARD
Waterhazard! I was going for Big
Chill, but I still think I can cool
you off! First, some nice cold
water...

Waterhazard fires streams of WATER from his palms like twin
firehoses. The water hits the white-hot Nemesis and produces
a huge CLOUD OF STEAM.

255 WATERHAZARD (cont'd)
--Then, I'll absorb the moisture
from the air.

The cloud disperses, as if being vacuumed into Waterhazard's
palms. Now we can see Nemesis again, his armor cooled, and
spiderwebbed by hairline cracks.

256 NEMESIS
You won't beat me. I can still
prove to everyone that I'm the
hero!

257 WATERHAZARD
Just be quiet!

Waterhazard decks Nemesis with one punch.

258 NEMESIS
<impact>

Waterhazard REVERTS to BEN as he stands over him, fists
clenched with anger.

259 BEN
How could you do this? You used to
be a hero! I had your poster on my
wall! Did you forget? This isn't
about fame... it's about helping
people!

260 JULIE
You are talking about him, right?

261 GWEN
Easy, Ben. It's all over.

Jennifer sidles up to Kevin and hags on his arm.

262 JENNIFER
I don't know how to thank you,
Kevin. You saved my life. Have you
ever considered--

Gwen takes Jennifer's hand off of Kevin's arm, warning her:

263 GWEN
I will peel you like a grape.

INT. WILL HARANGUE'S SET

We're watching him on TV, the backdrop is a STILL of
Policemen leading a handcuffed, battle-scarred Captain
Nemesis away.

264 HARANGUE
When you gaze into the abyss, the
abyss gazes also into you. While
seeking to protect us from a
monster, a good man did monstrous
things. Another life destroyed by
the menace that is Ben Tennyson...

FADE OUT.

END OF EPISOD