

"Ultimate Aggregor"

696-010

# **Ben 10: Ultimate Alien**

By

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BEN 10: ULTIMATE ALIEN  
#696-010 "Ultimate Aggregor"  
Dwayne McDuffie  
First Draft, 08/24/09

TEASER

FADE IN:

EXT. DESERT - NIGHT

The sky is cloudy, and ominous. We're in the middle of nowhere. One set of footprints is the only disturbance in an endless expanse of sand and rock.

We catch up to the creature making the footprints. It's AGGREGOR dragging a reluctant, force-field-bound Ra'ad (who hovers above the ground, so no footprints) by an ENERGY TETHER emanating from his STAFF. Ra'ad lags behind until Aggregor YANKS him forward.

1                                   AGGREGOR  
Don't dawdle, Ra'ad. We've almost  
arrived.

2                                   RA'AD  
When I get out of these bonds--

3                                   AGGREGOR  
In these bonds, or out of them, the  
result will be the same: you  
defeated and helpless, your powers  
added to my own.

Aggregor presses a button on a small REMOTE CONTROL. It  
<CHIRPS>.

4                                   AGGREGOR  
We're here.

Ra'ad LOOKS UP to see the clouds parting as AGGREGOR'S  
STARSHIP descends from above. The ship pauses, hovering, a  
few hundred feet above.

5                                   AGGREGOR  
To teleport you to my ship, I have  
to turn off your energy cuffs.  
Don't try anything fooli--

6 PLUMBER #1 (O.S.)  
Aggregor! This is the Plumbers.  
Drop your weapons and raise your  
primary manipulation organs into  
the air.--

Aggregor reacts to the sound, but there's no one there until  
four PLUMBER PATROL SHIPS (like Magister Gahill's) DECLOAK!  
PLUMBER #1 is speaking into a futuristic Megaphone.

7 PLUMBER #1  
--You are surrounded!

He is. The Plumber Patrol ships have landed in a circle all  
around him, Plumbers from several species are already on the  
ground, pointing ENERGY WEAPONS at a surprised Aggregor. He  
carefully DROPS his ENERGY STAFF and raises his hands.

8 PLUMBER #1  
You think you can assault Plumbers  
and just walk away?

ON AGGREGOR'S RAISED HAND

He's holding the remote control.

9 AGGREGOR  
Actually, yes.

He PRESSES the Button, and suddenly it's Death From Above.

Aggregor's still-hovering Starship FIRES powerful PLASMA  
BEAMS. The Beams instantly DEMOLOSH three of the PLUMBER  
PATROL SHIPS, but misses the fourth.

10 PLUMBERS  
<panicked WALLA>

The beam readjusts its aim, cutting a swath in the ground as  
it finds the last ship. Plumbers RUN and DIVE out of the way  
as the beam CUTS THE LAST SHIP IN HALF.

11 PLUMBERS  
<panicked WALLA>

AGGREGOR'S STAFF

Abandoned on the sand. Aggregor's hand reaches in and picks  
it up.

AGGREGOR

Stands there as energy beams suppress the Plumbers in the  
background. He's a powerful god who has been angered.

After a beat, he grabs Ra'ad roughly.

12                                   AGGREGOR  
                                  Time to go.

13                                   RA'AD  
                                  <GRUNT>

Aggregor TURNS OFF Ra'ad's energy cuffs then ACTIVATES his Remote control again. They both VANISH in a TRANSPORTER EFFECT.

PLUMBER #1

Who is injured himself, but helping another Plumber out from under some fallen metal ship debris, sees Aggregor and Ra'ad VANISH.

14                                   PLUMBER #1  
                                  No!

Plumber #1, runs toward one of the still-burning PLUMBER SHIP WRECKS and climbs up the wreckage towards the cockpit.

INT. AGGREGOR'S STARSHIP BRIDGE -NIGHT

Aggregor APPEARS on the bridge in a TRANSPORTER EFFECT. Ra'ad appears simultaneously, with a similar effect, in one of the CAPTURE CELLS. We can see that, with the Addition of Ra'ad, all five of the aliens are on the Bridge in the cells.

Aggregor glances at the cells to make sure that Ra'ad is in place, then marches up to the ROBOT (REUSE from 004, "Escape From Aggregor") manning the ship's controls.

15                                   AGGREGOR  
                                  Fastest course to Osmos V.

The robot hits a control and we HEAR the rising <WHINE> of the Ship's Hyperdrive.

16                                   ROBOT  
                                  Plotted. Hyperdrive spinning up...

EXT. DESSERT - NIGHT

Plumber #1 KICKS the ruined roof off of the Plumber Ship's cockpit and jumps inside. He quickly takes the GUNNERY CONTROLS in his hands.

17                                   PLUMBER #1  
                                  C'mon... c'mon...

He's in luck, the TARGETING COMPUTER BLINKS ON, and the ENERGY BEAM EMITTER swivels towards Aggregor's Starship.

18 PLUMBER #1  
You're not getting away again.

Plumber #1 targets and FIRES.

THE ENERGY BEAM

Strikes Aggregor's ship right in the Hyperdrive Engines, EXPLODING that portion of the ship to bits, but leaving the rest of the ship relatively in one piece.

INT. AGGREGOR'S STARSHIP BRIDGE - NIGHT

The Bridge SHAKES. All REACT to the huge explosion.

19 AGGREGOR  
<grunt> What happened?

20 ROBOT  
We're under attack. Hyperdrive has been destroyed.

The ship SHAKES again. They're still under fire, taking room-rattling HITS as they talk.

21 AGGREGOR  
Evasive action! Take us into orbit.

22 ROBOT  
We are not Spaceworthy. Atmospheric maneuvering only.

23 AGGREGOR  
Just get me away from here!

The Robot manipulates the controls...

EXT. DESSERT -NIGHT

Plumber #1 is still blasting away, but smoke is coming out of the console. As we watch, Aggregor's ship FLIES AWAY, the shots going further and further off targets.

Dizzy from the effort, Plumber #1 passes out.

24 PLUMBER #1  
<keep alive>

On Aggregor's ship, damaged, but receding. He got away again.



31 GWEN  
I can't believe you just drank a...  
a... a...

32 BEN  
(helpfully)  
--Lamb and sardine--

33 GWEN  
--Lamb and Sardine Smoothy. That's  
disgusting even by your standards.

Ben shrugs.

34 BEN  
Must be a guy thing, right Kevin?

Kevin looks at his own cup, frowns and dumps it in the trash.

35 KEVIN  
I'm going back for a blueberry. You  
want one, Gwen?

Gwen dumps her Smoothy, too.

36 GWEN  
Please.

37 BEN  
C'mon, Kevin. Meat is Man Food..

38 KEVIN  
Meat Smoothys aren't Man Food. A  
meat smoothy is pretty much the  
definition of baby food.

Ben sips and tastes his mouthful of Smoothy.

39 BEN  
<smacks lips> Now that you mention  
it, I knew it reminded me of  
something...

40 GWEN  
<Laughs>

41 BEN  
What?

42 KEVIN  
You're eating baby food.

43 GWEN  
You want a bottle with that?





54 CROWD  
<frightened WALLA>

The flames turn into a WALL OF ICE that stops the crowd. It's so cold, SNOW IS FALLING.

Ultimate Big Chill REVERTS to Ben. Now safe behind the wall of ice, Ben picks up his smoothy and takes a sip. He frowns.

55 GWEN  
What's wrong?

56 BEN  
Moment's over. Besides, it's too cold out here.

All react to the SOUND of Ben's Ultimatrix <BEEPING>. It's communication, he switches it on.

57 GWEN  
Grandpa Max? We're all here. Trouble?

58 MAX (V.O.)  
I wouldn't have called you otherwise, it's a school night.

CUT TO:

EXT. DESERT - NIGHT

Close on Gwen's GLOWING EYES. They REVERT to normal.

59 MAX  
What've you got?

WIDE TO REVEAL

The site of the battle we saw in the teaser. Ben, Gwen and Kevin are looking at the debris. Max puts a blanket over the shoulders of Plumber #1, who is sitting on a piece of debris. Gwen indicates the Plumber.

60 GWEN  
It's like he said, Aggregor was here--

61 PLUMBER #1  
We set a trap for him, brought four squads of our best men. He took us down like we were nothing.

62 GWEN  
I sense the missing aliens were  
here, too.

Gwen's eyes GLOW again as she concentrates.

63 GWEN  
Ra'ad... Galapagus ... P'Andor...  
Bivalvan...

Her eyes REVERTS to normal. She looks over at Ben, surprised.

64 GWEN  
Andreas was here too.

65 BEN  
He's alive?

66 GWEN  
He was an hour ago.

Kevin's kneeling, looking at the tracks in the sand. He stands, all business, pointing out the evidence as he reconstructs the crime scene.

67 KEVIN  
These are Aggregor's foot prints.  
He musta brought Ra'ad with him. He  
stopped here to call his ship down.

Kevin points at the wrecked ships.

68 KEVIN  
You can see where the Plumbers  
waited for him.  
(to Plumber #1)  
Cloaked?

69 PLUMBER #1  
Yeah. He didn't suspect a thing.

70 KEVIN  
But he was ready anyway. His ship  
fired on you guys from above. Looks  
like radiation scoring on the  
debris. Tachyon Cannons, probably.  
And over there, look at where the  
sand's shiny. That's from the  
transmat beam he used to travel up  
to his ship.

\*

Kevin looks up from his reverie to see Ben, Gwen and Max looking at him in awe.

71                    KEVIN  
    What?

72                    BEN  
    It's just that you're, uh...

73                    GWEN  
    Smart.

74                    MAX  
    Kid, I've never seen anyone work a  
    crime scene like that. You've got a  
    future in law enforcement, on one  
    side or another.

75                    BEN  
    Grandpa, I've got to save those  
    aliens from Aggregor.

76                    MAX  
    He's halfway across the galaxy by  
    now.

77                    PLUMBER #1  
    Not in that ship he isn't. I shot  
    out his Hyperdrive. It was barely  
    flying. \*

78                    KEVIN  
    Then it's leaking muon neutrinos. We  
    can probably track it.

EXT./INT. RUSTBUCKET III, COCKPIT - NIGHT

A very intense Kevin is flying the ship. Ben, Gwen, and Max are riding along. Kevin looks at a series of BLIPS on a monitor. Max stares at the screen from over Kevin's shoulder.

79                    KEVIN  
    Told ya.

80                    MAX  
    We're only a few hours behind  
    Aggregor's Ship.

81                    KEVIN  
    Probably less. The rate it's  
    leaking, He has to land for  
    repairs. \*

82                    GWEN  
    But you've got a couple of minutes  
    to talk to me in private, right?

83 KEVIN

Sure.

Ben slides into the pilots seat.

84 KEVIN

Think you could manage not to crash her for five minutes?

Ben rolls his eyes.

85 BEN

I dunno. That's like, double my record.

INT. RUSTBUCKET III, CARGO BAY - NIGHT

This is the inside of the bay that Ben and Kevin's cars drive into, in fact, both cars are parked here. Gwen sits on the hood of Ben's car, arms folded, staring at Kevin.

86 KEVIN

What?

87 GWEN

I've never seen you work on anything as hard as you're working on this case.

88 KEVIN

That's bad?

89 GWEN

Depending on why.

90 KEVIN

Aggregator is an Osmosian, like me. Maybe I just feel responsible.

91 GWEN

Our responsibility is to Ben. He promised to rescue those aliens, and that's what we should be concentrating on.

Kevin is offended, he pulls out his badge.

92 KEVIN

You don't have to tell me what it means to be a Plumber. This was my dad's badge. Now it's mine.

Gwen is taken aback.

93 GWEN  
I'm sorry. I didn't mean--

Kevin grins and KISSES her on the cheek.

93a KEVIN  
<kiss>

94 KEVIN  
It probably doesn't do any harm to  
keep an eye on me.

Kevin walks towards the door, stops and turns back to Gwen,  
still smiling.

95 KEVIN  
I'm not entirely trustworthy.

INT. RUSTBUCKET III, COCKPIT - NIGHT

Kevin, then Gwen return to the cockpit. Grandpa Max is in the  
doorway.

96 MAX  
I was about to come looking for you  
kids.

97 BEN  
We're closing on Aggregor's ship.

CUT TO:

EXT. WOODS - NIGHT

Ben, Gwen, Kevin, and Grandpa Max move stealthily through the  
darkened forest (Reuse from #686-020, "The Final Battle, part  
2").

98 BEN  
It's this way.

99 MAX  
(sotto voce)  
Keep it down, Ben.

100 BEN  
What's the point? No way Aggregor  
didn't see the Rustbucket coming.

101 GWEN  
(sotto voce)  
We were in stealth mode.

102 KEVIN  
Ben's right. They saw us.

Kevin indicates the DOZENS OF PAIRS OF EYES visible all around them in the forest.

Max FIRES his hand blaster at one of the sets of eyes. The bolt hits the chest of one of Aggregor's Robots (REUSE from 004, "Escape From Aggregor"), and the FLASH briefly illuminates it.

103 MAX  
Ambush! Hit em hard!

Grandpa Max BLASTS AWAY at the robots.

The Robots RETURN FIRE.

Gwen blocks the incoming fire with her ENERGY SHIELD.

104 GWEN  
<effort>

Kevin ARMORS UP by touching a large boulder, and coating himself in stone. He RUNS towards a group of Robots, their fire chipping away at his stone covering.

105 KEVIN  
<impacts>

Kevin MORPHS his fist to giant size and starts swinging away, smashing multiple robots to scrap

106 KEVIN  
<Efforts>

Gwen puts on a light show, illuminating the darkness by dropping her shield, then throwing her glowing ENERGY DISKS faster than you'd believe possible. The impacts DESTROY the Robots with one shot.

107 GWEN  
<efforts>

Ben TRANSFORMS into LODESTAR.

108 LODESTAR  
Lodestar!

108A LODESTAR  
Yes! Finally I get the guy I dialed up!



Max, Kevin and Gwen are heading for the Ramp.

115

MAX

Ben, wait. It's too easy! I think  
it's another tra--

Aggregor's spaceship EXPLODES in a gigantic fireball.

FADE OUT.

END OF ACT ONE



ACT TWO

FADE IN:

EXT. WOODS - NIGHT

Moments later. The explosion is still in full force, dying down as we watch. As the debris and flames die down, we can see Gwen, Kevin, and Max all safe inside Gwen's force field. Finally she drops the Shield. Long, silent reaction to the huge, still-flaming, shallow crater where Aggregor's ship once stood. Max is overcome with grief.

116 MAX  
Oh, no...

As the heroes watch, bits of what look like METAL FILINGS begin SEPARATING themselves from the other debris, SWIRLING from every direction towards one spot, just in front of the remaining heroes.

The swirl of dust takes on the form of LODESTAR. Lodestar REVERTS back to Ben.

117 GWEN  
Ben! How did you--

118 BEN  
Magnets.  
(to Max)  
For what it's worth, you were right about the trap thing.

119 GWEN  
It wasn't necessarily intended for us, it was for any Plumbers who came to investigate.

120 MAX  
Which raises the question: where's Aggregor?

CUT TO:

EXT. LOS SOLEDAD - NIGHT

A SERIES OF ANGLES.

Travelling through the abandoned military base, until we reach a LABORATORY BUILDING (REUSE from "War Of The Worlds").

INT. PARADOX'S LAB

This is the lab where Paradox built his time portal back in the fifties (REUSE from "Paradox"). The Time Machine itself is disconnected, and under an immense drop cloth, all of its support machinery has long since been removed. It is dark and silent.

Suddenly, the outer wall EXPLODES, revealing Aggregor and several of his robots. Aggregor is holding a small, high-tech device. He scans the room with it and smiles, pleased with what he's found.

121                               AGGREGOR  
                                  It's here--

He pulls the drop cloth off, revealing Paradox's TIME PORTAL.

122                               AGGREGOR  
                                  --Everything I need.  
                                  (to Robots)  
                                  Bring in the prisoners, set their  
                                  holding pens up right here.

Aggregor begins making alterations to the machine. Unnoticed by him, a TINY RED LIGHT on the Time Machine's control panel begins BLINKING.

CUT TO:

EXT. INT. RUSTBUCKET III, COCKPIT - NIGHT

Kevin's piloting the ship, frowning.

123                               KEVIN  
                                  Nothing. I can't find a trace of  
                                  him.

124                               BEN  
                                  Gwen?

Close on Gwen, her eyes GLOWING. They return to normal and she frowns.

125                               GWEN  
                                  Sorry, Ben.

126                               BEN  
                                  You did the best you could. We'll  
                                  just have to find another way to  
                                  track Aggregor.

127                               MAX  
Kids? We've got company.

OUTSIDE THE RUSTBUCKET, an AIRFORCE FIGHTER JET (REUSE from #001 "Fame") is pacing them, flying alongside.

KEVIN looks askance.

128                               KEVIN  
I think they want us to pull over...!

EXT/INT. NASA SECRET FACILITY - NIGHT

We can see the Rustbucket III in the foreground on the Tarmac of the NASA FACILITY from "Fame."

Inside, Ben, Gwen, Kevin, and Grandpa Max are greeting COLONEL ROZUM (the "Colonel" from #001, "Fame").

129                               BEN  
Grandpa? This is--

Max shakes Rozum's hand.

130                               MAX  
Good to see you again, Colonel Rozum.

131                               ROZUM  
Wish the circumstances were better, Max.

132                               BEN  
(to Max)  
You know everybody.

133                               ROZUM  
Since you kids helped us get our nuke back from that alien, the Air Force has assigned me to handle all of the weird stuff.

134                               KEVIN  
Weird stuff?

135                               ROZUM  
Aliens, monsters, UFO's. My new case has all three. And a Time Machine. Back in the Fifties, the US Government made a failed attempt to build one.

- 136                   GWEN  
In Los Soledad.
- 137                   ROZUM  
That's classified information!
- 138                   KEVIN  
We know a lot of stuff we're not  
supposed to.
- 139                   ROZUM  
Do you know that three hours ago  
someone set off the old security  
system?

Rozum pulls out a Government File Folder.

- 140                   ROZUM  
We sent troops to investigate, but  
they're being kept away by these...

Rozum shows them a PICTURE of soldiers fighting some of  
Aggregor's ROBOTS.

- 141                   BEN  
They belong to Aggregor. We're  
working the same case.
- 142                   ROZUM  
That facility is under a Red Seal.  
If my men can't retake that base,  
my orders are to destroy it.
- 143                   PARADOX (O.S.)  
That would be a major error.--

New angle reveals that Paradox has entered the room,  
seemingly out of nowhere.

- 144                   PARADOX  
Or is that a Colonel error? I'm not  
very good with rank.
- 145                   ROZUM  
How'd you get in here?

Rozum reaches into his HOLSTER, but he doesn't feel his gun  
there. He looks down. His holster is EMPTY.

- 146                   ROZUM  
Where's my...?

When he looks up in confusion, Paradox is holding the gun dangling between thumb and forefinger, as you would a soiled diaper.

147                    PARADOX  
                  I took it from you before I  
                  arrived. Disgusting things.

Paradox drops the gun into the trash.

148                    BEN  
                  It's okay, Colonel Rozum. He's a  
                  time traveller--

With a beaming smile, Paradox shakes confused Rozum's hand.

149                    PARADOX  
                  Professor Paradox. Hello!

150                    BEN  
                  He's helped us out before.

151                    GWEN  
                  But only in the worst cases.

Paradox is suddenly sober.

152                    PARADOX  
                  Yes. And here we are. Aggregor  
                  intends to use an Entropy Pump, the  
                  power source of my old Time Portal--

He looks directly at Rozum.

153                    PARADOX  
                  (irritated)  
                  --Which was not, by the way, a  
                  "failed experiment"--  
                  (to everyone)  
                  He intends to use it for his own  
                  purposes, which lean towards the  
                  nefarious.

154                    ROZUM  
                  All the more reason to bomb the  
                  place.

155                    PARADOX  
                  If you start dropping bombs on an  
                  active Entropy Pump, the results  
                  would be disastrous. As in,  
                  destroying-reality-for-a-distance-  
                  of-several-light-years disastrous.

156                   BEN  
Why don't you just go back in time  
and destroy the Engine or  
something?

157                   PARADOX  
Travelling in time weakens the  
fabric of space. The reality in Los  
Soledad is already paper-thin.

158                   MAX  
So you can't go there yourself.

159                   PARADOX  
No. In any case, I have other  
business demanding my attention,  
even more crucial, a long time ago,  
in a galaxy far, far away.

160                   KEVIN  
You cribbed that from those movies.

161                   PARADOX  
I'm a time traveller. How do you  
know I won't eventually say it  
first?

162                   ROZUM  
Alright, Ben. You and your team can  
give it a try, but if you fail,  
I've still got my orders.

Paradox turns to Kevin, suddenly somber.

163                   PARADOX  
A word, Kevin Ethan?

164                   KEVIN  
Sure.

Paradox puts a comforting arm around Kevin's shoulders.

165                   PARADOX  
There's a limit to what I can tell  
you. Things will get worse before  
they get better, Kevin. I'm sorry.

166                   KEVIN  
What are you talking about?

167                   PARADOX  
Try to remember who your friends  
are.

168                    BEN  
Hey, if you're giving out free  
future advice, I want some!

169                    PARADOX  
I could tell you not to lean  
against the Chronal Randomization  
Barrier, but I know you won't pay  
attention.

170                    BEN  
Don't lean against the what?

171                    PARADOX  
Precisely my point. Good luck, all.

With a FLASH OF LIGHT, Paradox is gone.

172                    ROZUM  
Your friends are strange.

Ben looks around the room.

173                    BEN  
Yeah, we are.  
                          (to everyone)  
Who wants to go save the world?

Everyone except Rozum RAISES THEIR HANDS. Ben smiles.

174                    BEN  
But we're dependable.

CUT TO:

EXT. LOS SOLEDAD - NIGHT

We're at the STONE WALL from "Paradox." Gwen is on an energy  
platform, peeking over. Everyone else is beneath her, on the  
ground.

175                    KEVIN  
How's it look?

Gwen sees ROWS OF ROBOTS inside the wall, standing guard.

176                    GWEN  
Like the killer robot showroom  
floor.

She lowers herself to the others.

177                   MAX  
The Air Force has pulled their  
troops back, but they're at our  
disposal.

178                   KEVIN  
They'll just get in our way.

179                   BEN  
Good call, with no soldiers around,  
we can go all out.

Ben TRANSFORMS into SWAMPFIRE.

180                   SWAMPFIRE  
Swampfire!

181                   GWEN  
I thought you said "all out"?

182                   SWAMPFIRE  
Uhh, good point.                   \*

Swampfire TRANSFORMS to ULTIMATE SWAMPFIRE.

183                   ULTIMATE SWAMPFIRE  
Ultimate Swampfire!

INSIDE THE WALL

We see a spot on the wall heat up, glowing until it EXPLODES inward. Standing in the hole is Ultimate Swampfire (he just blew the wall open), Kevin (coated with green metal like his car), Gwen, and Max.

It's on.

The Heroes blaze through the Robots, dispatching them spectacularly, cause they're robots and we can do whatever we want to them.

ULTIMATE SWAMPFIRE

Pulls ORGANIC NAPALM SACS off of his own body and THROWS them at charging Robots.

184                   ULTIMATE SWAMPFIRE  
<throwing efforts>

The bags LAND and EXPLODE into flames, blasting Robots into the air.

GWEN



Uses an Energy Shield to Block Incoming fire from Robots. She throws a fusillade of ENERGY DISKS at the Robots.

185                                      GWEN  
    <efforts>

The disks zig zag through the air, slicing Robots to ribbons.

KEVIN

Forms his hand into an oversized MACE and wails away at Robots. He's turning them into scrap.

186                                      KEVIN  
    <efforts>

MAX

Ducks between two shots from Robots on either side of him, the Robots' shots DESTROY each other.

Max rolls to his feet and squeezes off three more shots, destroying three more robots.

ULTIMATE SWAMPFIRE

Is shooting flames from his hands like twin flamethrowers. Robots melt into slag whenever they're hit.

187                                      ULTIMATE SWAMPFIRE  
    At the rate we're going, we'll be  
    inside before Aggregor even knows  
    we're here.

A BARRACK ROOF

A SECURITY CAMERA mounted on the roof of a nearby barrack is pointed at them, its LIGHT ON...

INT. PARADOX'S LAB - NIGHT

Ultimate Swampfire is visible on a MONITOR in the lab, being observed by Aggregor.

188                                      AGGREGOR  
    I need more time...

We can see Aggregor is in the process of building some incredibly complex machine, linking the Containment Tubes that the Aliens are in, with cables leading to the Time Portal. Aggregor looks at the shadowy forms of the REFUGEE ALIENS, trapped and motionless their Stasis Tubes.

Aggregor puts on one of the CONTROL HEADBANDS from the teaser of #005, "Escape From Aggregor," and presses a switch, Whatever was in the stasis tubes TELEPORTS away with the same effect we saw in the Teaser.

EXT. LOS SOLEDAD - NIGHT

Matching TELEPORTER EFFECT as we can finally see what was in the tubes, RA'AD, ANDREAS, BIVALVAN, GALAPAGUS and P'ANDOR, each wearing a CONTROL HEADBAND.

189                              ULTIMATE SWAMPFIRE  
                                  They got out! Hey guys, we came to  
                                  rescue you!

As one, all of the Aliens <HISS> at the Heroes and Stalk forward.

190                              ALIENS  
                                  <HISS>

191                              ULTIMATE SWAMPFIRE  
                                  Uh, guys...?

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. LOS SOLEDAD - NIGHT

Moments later. Ultimate Swampfire holds up his palms at the advancing Aliens.

192                                 ALIENS  
<Ra'ad/Bivalvan/Andreas/Pandor/Galapagus>  
      <HISS>

193                                 ULTIMATE SWAMPFIRE  
      Easy guys, it's me. Ben.

P'Andor's grill lights up and he FIRES three ENERGY BEAMS at Ultimate Swampfire.

194                                 ULTIMATE SWAMPFIRE  
      <IMPACT> And you don't care.

The beam decks Ultimate Swampfire. Gwen throws ENERGY DISKS back.

195                                 GWEN  
      <efforts>

The bounce off of his heavy armor, driving him back.

ANDREAS jackhammers the ground, creating a WAVE of Earth that lifts the heroes and scatters them.

196                                 KEVIN/GWEN/MAX/ULTIMATE SWAMPFIRE  
      <Impacts>

Kevin gets back to his feet in time to BLOCK a punch from Bivalvin and counter it with a PUNCH of his own.

197                                 KEVIN  
      <block, punch> what's wrong with  
      them?

Gwen is blocking hurricane winds from Galapagus with her ENERGY SHIELD.

198                                 GWEN  
      I know! Galapagus doesn't even know  
      how to fight.

Ultimate Swampfire is facing off with Ra'ad.



208 NANOMECH

Nanomech!

Nanomech FLIES, ZIGZAGGING in-between Ra'ad's jagged electrical discharges.

209 NANOMECH

Float like a butterfly--

Nanomech fires blasts at Ra'ad, strafing him until the blasts finally reach Ra'ad's headband, and DESTROYS it.

210 NANOMECH

--Sting like a bee!

Ra'ad reaches up to feel his head where the headband was broken and suddenly vanishes in the TRANSPORTER EFFECT.

ANDREAS

Is sitting astride Kevin, JACKHAMMER PUNCHING him. Kevin's armor is vibrating off in pieces.

211 KEVIN

(vibrating)

Owwwwwwwwww.....

\*

Kevin reaches up grabs Andreas' headband and CRUSHES it in his hand. Andreas VANISHES.

GWEN

Is throwing ENERGY DISKS at Galapagus, but his wind BLOWS them off course.

212 GWEN

<efforts> Aw, come on!

Gwen gathers herself and throws another disk.

213 GWEN

<big effort>

The ENERGY DISK takes the long way around, looping back to hit Galapagus in the back of the head, SHATTERING his disk. He VANISHES in the TRANSPORTER EFFECT.

MAX

Is shooting at P'Andor, but Pandor is protecting his headband with his spread hand. Nanomech flies around the hand and FIRES a blast that shatters the Headband. P'Andor VANISHES in the TRANSPORTER EFFECT.

214                   NANOMECH  
                  That's all of them.

Nanomech addresses the team.

215                   NANOMECH  
                  We're going in. I want everybody to  
                  look sharp, and remember that our  
                  first priority is to--

Nanomech looks at Kevin, who is smirking.

216                   NANOMECH  
                  What?

217                   KEVIN  
                  Hard to take you seriously with  
                  that voice.

CUT TO:

INT. PARADOX'S LAB - NIGHT

Aggregor is working on his machine, his back to camera.

218                   NANOMECH  
                  All right Aggregor--

The Heroes confront Aggregor. All of the Aliens are back in their tubes, and the Time Portal glows ominously.

219                   NANOMECH  
                  --It's over.

Aggregor turns to face the heroes, he's holding his Staff.

220                   AGGREGOR  
                  I'd intended to take them back to  
                  Osmos, but you've forced me to  
                  improvise.

221                   MAX  
                  You're overloading that entropy  
                  pump. In a few minutes it'll blow.

222                   AGGREGOR  
                  In a few minutes, I won't care.  
                  I'll be ready to absorb the powers  
                  of all five of those aliens. I'll  
                  be unstoppable.

223 GWEN  
Then we'd better stop you now.  
<effort>

Gwen blasts him point blank with her ENERGY TENDRILS.

224 AGGREGOR  
<impact>

Aggregor goes down on one knee.

225 NANOMECH  
You can't beat us all.

226 AGGREGOR  
Not without more power...

Aggregor reaches into the heart of the Time Portal, energy flows out and crackles around him. Kevin tries to step forward, but stops short, fearing the energy crackling around. He's horrified.

227 KEVIN  
You can't do that! You know what  
it'll do to you!

228 AGGREGOR  
What, because I'm Osmosian? Because  
absorbing energy causes insanity?

229 KEVIN  
Yes! Stop before it's too late!

230 AGGREGOR  
Lies, told by the powerful to  
control the weak.

231 GWEN  
Kevin? Is that why you--

232 KEVIN  
It's not a lie! It happened to me  
when I was a kid. You won't be able  
to help yourself, you won't be <2  
impacts>--

\*

Aggregor BLASTS Kevin, knocking him backwards through a wall.

233 AGGREGOR  
No time for a debate. My transfer  
mechanism is at full power.

Aggregor places his hands on TWO RODS (REUSE FROM "VENGEANCE OF VILGAX") being fed energy from the time portal.

We see energy flowing from the pods through cables leading to the Rods. Aggregator is draining their powers!

234                      AGGREGOR  
                    Yesssss!

ON THE TIME PORTAL

Suddenly, REALITY FRACTURES, like a pane of glass spider-webbed by a hammer blow. Everything in the scene is riddled by CRACKS that centering on the Time Portal. In the middle of the portal, we see a slowly rotating BLACK HOLE.

Everything's as freaky as we can make it, sounds are slurred and perhaps doubled, images are fractured, including the characters themselves, colors are inverted, as in a negative. Gwen throws up an Energy Shield that protects her and Max, but is eroding at the edges.

235                      GWEN  
                    (straining)  
                    What's happening?

236                      MAX  
                    The Entropy Pump's giving out. If  
                    we don't shut it off--

Kevin is already trying to head for the portal, but the energy coming off of it is forcing him back, and peeling away his armor.

237                      KEVIN  
                    (filtered)  
                    The closer I get, the harder it  
                    pushes. I don't think I'm going to  
                    make it--

238                      NANOMECH  
                    I'm on it!

Nanomech transforms into HUMUNGOUSAUR.

239                      HUMUNGOUSAUR  
                    Humongosaur!

Humongosaur wades into the swirling energy, towards the black hole in the center of the Time Portal. It's slow going, and it takes all his strength.

240                      HUMUNGOUSAUR  
                    <fighting upstream EFFORTS>

With the last of his strength, Humongosaur rears back and throws a huge punch, SMASHING THE TIME PORTAL.



241 HUMUNGOUSAUR  
<big EFFORT>

There's a white flash.

And everything's normal again. The cracks are gone, the surging energy is gone. The partially-demolished Time Portal is off, the Black Hole is no more.

242 MAX  
Good work, Ben!

243 KEVIN  
I'd have gone for the off-switch, myself.

244 HUMUNGOUSAUR  
There's an off-switch?

Gwen is looking at something off-screen with concern.

245 GWEN  
Guys--

We see it now, the containment Pods are EMPTY.

246 GWEN  
--The Aliens are gone!

247 AGGREGOR (O.S.)  
That's because my plan succeeded...

Hunched over the TWO HAND GRIPS, but still clutching them, Aggregor begins to rise, TRANSFORMING as he does, MORPHING into a bizarre CREATURE that combines aspects of all five aliens, while retaining Aggregor's face. He's reminiscent of Kevin 11 from the original series.

248 AGGREGOR  
...the aliens are all in me!

Ultimate Aggregor is triumphant over all. Off of the heroes shocked expressions we:

FADE IN:

THE END