

"Reflected Glory"

696-012

Ben 10: Ultimate Alien

By

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BEN 10: ULTIMATE ALIEN
#696-012 "Reflected Glory"
By Peter David
Third Draft, 10/06/09

TEASER

FADE IN:

EXT. A QUARRY - NIGHT

Early evening. We are close on a smoldering piece of alien tech. It's Kirby-esque in design, about two feet long, and looks like a high tech spark plug. We PULL BACK TO REVEAL that it is nestled in the midst of a bunch of alien wreckage: A ship that has crash landed. From off screen WE HEAR:

1 FOREVER KNIGHT #1 (O.S.)
There, milord! We have a visual
confirmation on the fallen object!

2 KNIGHT LEADER (O.S.)
Meaning that you see it.

3 FOREVER KNIGHT #1 (O.S.)
Well...yes.

WHIP PAN TO REVEAL five FOREVER KNIGHTS approaching.

4 KNIGHT LEADER
Be succinct, sir knight. Brevity is the
soul of wit.

Suddenly they REACT as from OFF SCREEN...

5 BEN (O.S.)
Yeah? So tell me--

BEN, KEVIN and GWEN

Kevin's arms are folded. He looks confident. Gwen's hands are glowing. Ben has not yet transformed, but the Ultimatrix is visible, his hand poised over it.

6 BEN (CONT'D)
--What's the soul of the half-wit?

WIDE ANGLE - TAKING IN BOTH SIDES, SQUARING OFF

The Forever Knights CHARGE TOWARD our heroes. They are wielding laser lances.

7 FOREVER KNIGHTS
 <attack>

KEVIN

Forward rolls under the slash of a lance and grabs the armored ankle of one of the knights. Instantly his body becomes the solid metal of their armor.

8 KEVIN
 Bet your lasers can't hurt your own armor.

His arms both EXTEND to look like bladed weapons. Two of the knights engage Kevin.

FOREVER KNIGHT #1

Attacks Gwen with his lance. She <deflects> the attack with her shields.

9 GWEN
 <effort>

As he assails her...

10 FOREVER KNIGHT #1
 That alien technology is ours by right of salvage!

11 GWEN
 (drily)
 Meaning "finders keepers?" <effort>

Gwen <slams> him back with a <blast> of energy.

11a FOREVER KNIGHT #1 *
 <2 oofs> *

BEN

Slams down on the Ultimatrix and TRANSFORMS into ARMODRILLO.

12 ARMODRILLO
 ARMODRILLO!

The Knight Leader and another Knight are charging him. And ARMODRILLO sinks RIGHT INTO THE GROUND. The two attackers run past, stop, look around confused.

13 FOREVER KNIGHTS
 <ATTACK, then "Huh" grunt>

KNIGHT LEADER AND A FOREVER KNIGHT

Looking around in bewilderment.

14 KNIGHT LEADER
Come out and fight, coward!

And suddenly the area around them <RUMBLES> violently. They stagger and a crevice OPENS BENEATH THEM. They FALL OFF SCREEN and seconds later they <THUD> to a halt.

DOWN ANGLE ON THE KNIGHT LEADER AND FOREVER KNIGHT

14a FOREVER KNIGHT #2 AND KNIGHT LEADER
Ahhh.. Ooof...

*
*
*

They're lying about ten feet down, trying to get to their feet. ARMODRILLO is looking down at them.

15 ARMODRILLO
Want to go again?

KEVIN

Is effortlessly battling two knights, lances <crashing> against his sword arms, like that moment in "The Mask of Zorro" where he's got a sword in either hand and is holding off two attackers. The knights <grunt> with effort. Not Kevin, though. Kevin winds up going hilt to hilt with both knights.

16 FOREVER KNIGHTS
<efforts>

17 KEVIN
<parries> Nighty-knights.

17a 2 FOREVER KNIGHTS
Ooof... <faint>

*
*

Kevin Psyphons an instant before Gwen's ENERGY TENTACLES grabs their helmets on either side, and <SLAMS> their heads together with a huge <CLANG.> The Knights go down, Revealing Gwen standing behind them.

18 KEVIN
I was gonna.

*

19 GWEN
You were fooling around.

20 ARMODRILLO
He was showing off.

21 KEVIN
Says the expert.

ARMODRILLO POWERS DOWN into Ben, while Kevin TRANSFORMS to normal. Suddenly the entire area is ILLUMINATED by a light pointed right at them. They squint, unable to see what's going on.

22 GWEN
More trouble.

23 JT (O.S.)
All right, folks...

TWO FAMILIAR FORMS

Backlit by a bright light, and we can't see them clearly at first. They're posed with their arms folded, like the Men in Black.

24 JT (CONT'D)
We'll take it from here.

They STEP FORWARD from the light, which is still intense and we can't make out the source. But we can now see clearly that it's JT and Cash.

25 CASH
JT and Cash are on the case.

FADE OUT.

END TEASER

ACT ONE

FADE IN:

EXT. QUARRY - MOMENTS LATER

As JT and Cash move toward the downed ship.

26 JT
 If you kids wouldn't mind stepping aside
 so we can do our job--

But they are promptly halted by a GLOWING BARRIER,
courtesy of Gwen.

27 GWEN
 Your job?

28 KEVIN
 Last I heard, your job involved giving
 wedgies to crying freshmen.

29 CASH
 People change, Levin. You did. Or do you
 still want to kill Tennyson there?

30 KEVIN
 No. Not usually.

31 BEN
 Hey!
 (focusing)
 JT, Cash... what do you think you're
 doing here?

CASH and JT flash PLUMBER'S BADGES.

32 CASH
 We're Plumbers.

KEVIN, BEN AND GWEN

As Gwen drops the barrier.

33 BEN
 They're fakes.

34 KEVIN
 (impressed)
 Sure they are, but... they're nicer than
 mine.

35 GWEN
Where'd you get those?

JT AND CASH

Move in toward them, JT looking around conspiratorially.

36 JT
(sotto voce)
Let's not talk about it now, we're on camera.

37 BEN
That's another thing. Why are we on camera?

SUDDENLY LIGHT is glaring in Ben's, Kevin's and Gwen's eyes. They <grunt> in discomfort. Gwen flings a spell towards the source of the light.

38 GWEN
Acerbus!

The source of the blinding light is suddenly SNUFFED OUT, revealing:

OLIVER

OLIVER is holding is holding a digital video camera with a glaring spotlight atop it.

39 OLIVER
Hey, kids! Oliver Thompson.

41 BEN
I remember you, from the video game! You work for Will Harangue!

42 OLIVER
Actually I went freelance. Right after he fired me.

But Kevin and Gwen are now looking off screen.

43 GWEN
Hey! Get away from there!

THE WRECKAGE

With JT and Cash poking around.

44 KEVIN (O.S.)
Don't touch anything! You don't know if it has--

But even as Kevin shouts, Cash touches a piece of the ship. And the vessel suddenly starts to SHIFT with a series of <hydraulic noises>, <clanks> and <whistles> not dissimilar from what you'd hear from a Transformer.

POV - CRANE SHOT

Looking down at a stunned JT and Cash as something is growing higher and higher.

KEVIN

With a look of resignation.

45 KEVIN (CONT'D) *
--a self-defense mechanism activated by touch.

THE TRANSFORMED SHIP

Now resembles a humanoid ROBOT that is ten feet tall. It glowers down at JT and Cash. JT points at Cash.

46 JT
He did it.

47 ROBOT *
<SFX>

48 JT AND CASH
<SCREAM OVERLAP>

The Robot ADVANCES ON THEM and is suddenly staggered by a series of energy blasts from Gwen.

49 GWEN
<efforts>

And the Robot <THUNDERS> toward...

GWEN, KEVIN and BEN Backing up. Ben slaps the Ultimatrix and is TRANSFORMED into...

51 TERRASPIN
Terraspin!

They scatter as the Robot SLAMS DOWN its metal foot right where they were standing.

52 TERRASPIN/GWEN/KEVIN *
<impact>

Kevin SLAPS the foot and TRANSFORMS into METAL to match it, but the giant foot KICKS Kevin, sending him flying.

53 KEVIN
<grunt of pain> Ooof...

*

Oliver moves in for the camera shot.

54 OLIVER
JT! Cash! Work it! It's all about you!

CAMERA POV - JT AND CASH

(If possible, camera POV shots should have rounded edges to convey a lens.)

55 JT
Terraspin! Uh... hit him!

56 CASH
And Gwen! Use your mañana!

GWEN

Gwen leaps between ENERGY PLATFORMS while trying to pin the struggling Robot in an ENERGY VISE.

57 GWEN
"Manna"!

The Robot abruptly <SHATTERS> the energy vise and with a sweep of its hand, sends Gwen flying.

59 GWEN (CONT'D)
<impact>

TERRASPIN

Retracts his head and his propeller revs up, sending him hurtling like a missile toward the Robot. He slams full bore into the Robot and <SPLANGS> off it. Terraspin hits the ground, landing on his back. The Robot's right foot <SLAMS> down on Terraspin, endeavoring to crush him. And Terraspin grips both sides of the foot with his hands and starts to <SPIN>, <WHIPPING AROUND> faster and faster. The Robot, unable to pull free, starts spinning around.

JT, CASH AND GWEN

Looking on.

60 JT
Perfect!

61 CASH
Just like we planned!

They High Five, but JT hurts his hand and Gwen rolls her eyes.

62 JT
 Ha ha! Ow!

*

THE ROBOT

Spinning faster and faster, and pieces of him are now flying in all directions. We TRACK WITH one of the pieces, the Cosmic "sparkplug" from earlier, as it arcs through the air, hits the ground, rolls, and <CLANGS> against the helmet of...

A FALLEN FOREVER KNIGHT

He sits up and grabs it.

TERRASPIN

Slowing his spin to a halt. The Robot is demolished. He TRANSFORMS back into Ben, still spinning. Ben stumbles as he gets his balance.

63 BEN
 (woozy)
 Don't worry, guys--I'm fine! Ooof..

*

And he falls OFF SCREEN with a <THUD>.

BEN'S POV - LOOKING UP

The camera lens is pointed down at him, Oliver looking down. It's whirling and OUT OF FOCUS and slowly comes into stability.

64 OLIVER
 Outstanding! Great show, everybody!

65 BEN
 What show?

66 OLIVER
 "Alienated!" My new hot webcast starring
 JT and Cash!

JT and CASH now stick their heads into frame and wave... and are suddenly yanked out of frame.

66a JT AND CASH
 Ahhhhh!!!!

*

*

KEVIN

Is holding them aloft, one in each hand. Gwen comes running up.

67 GWEN
The Forever Knights took off

68 KEVIN
Great. Okay, bozos: Talk fast.

69 CASH
(quickly)
Okay, we had this blog and Oliver said he could make us rich and famous if we just let a camera crew follow us around--

70 JT
(quickly)
--We weren't trying to cause any trouble, really, it was Cash's idea, actually, I just went along with it and I didn't mean...

Kevin DROPS them and they land on their backsides.

71 JT/CASH
<impact>

72 KEVIN
Okay, talk slow.

73 GWEN
Wait, is this about that blog of yours? The one where you say you're the brains behind Ben?

76 BEN
A Blog? Why didn't you tell me?

77 GWEN
Because I didn't want you to go chasing after them the next time you turned into Rath.

78 BEN
(switching gears without pause)
Rath would never okay, good point.

79 GWEN
Besides, I didn't think anyone was paying attention to it.

80 OLIVER
I was! Because I know a potential gold mine when I see it! A live webcast! JT and Cash in action...

81 BEN
How did you know about this alien ship crashing?

82 CASH
You guys may be hotshots with your powers and magic wristwatches...

83 JT
But our network for spotting incoming alien tech is second to none!

SLAM CUT TO:

EXT. BURGER SHACK - DAY (FOOTAGE)

JT, Cash, and Oliver are seated at a table outside. JT and CASH are eating burgers; Oliver looks bored.

84 OLIVER
Guys, we need to see some action soon or I may have to rethink this whole idea.

SUDDENLY they see a flaming streak across the sky; the ship crashing to Earth.

85 JT
(his mouth full)
Hey look! Let's go check it out!

SLAM CUT TO:

EXT. THE CRASH SITE - NIGHT

Picking up from where we left off. Oliver is filming stray bits and pieces of debris. PAN OVER to Cash and JT facing Gwen, Kevin and Ben who are in a semicircle.

86 JT
Ben, the truth is you've got it all. *
Superpower. Girls. Fame. Girls. And we're just a couple of--

87 KEVIN
Girls?

88 JT
Nobodies. We're just nobodies--

89 CASH
--trying to be somebodies. Plus you owe
us, Tennyson. Who took your side at
school, huh?

90 BEN
(reluctantly admitting it)
That's true...

91 GWEN
And the whole thing about being nobodies,
that couldn't have been easy for them to
admit. Maybe it wouldn't hurt...?

92 BEN
For a while, okay? We'll see how it
goes...

93 KEVIN
Forget it. Count me out.

94 JT
We'll give you ten percent of the revenue
stream.

95 KEVIN
Fifty.

96 JT
Thirty. Plus a signing bonus up front.

97 KEVIN
Let's make some magic!

DISSOLVE TO:

CLOSE ON - A MONITOR SCREEN

JT and CASH are on the screen, talking with confidence.
The screen is inset into an alien-looking console.

98 JT
Yeah, we may not look like much, but Ben
10 would be lost without us.

99 CASH
We call all the shots. We're the brains
behind the operation.

And we see the terrifying alien hands of PSYPHON,
manipulating the controls of the screen.

100

PSYPHON (O.S.)

The brains, eh? I should have known.

FADE OUT.

END ACT ONE

ACT TWO

FADE IN:

EXT. THE CRASH SITE - NIGHT

Close on Ben's hand as he picks up a small fragment. PULL BACK TO REVEAL Kevin and Gwen behind him.

101 GWEN
What were the Forever Knights after?

102 KEVIN
Nothing specific. They're always looking for alien tech.

103 JT
Actually, I heard them say they'd gotten what they needed, before they took off.

104 GWEN
Maybe we should track them down. Hold on...

Gwen's eyes glow.

105 GWEN (CONT'D)
Nothing. I could do better if I had some sort of personal item...

We HEAR a <thud>.

106 CASH (O.S.)
<Whoa!> Ow!

CASH

Sitting on the ground, picking up the hilt of a laser lance.

107 CASH (CONT'D)
What's this?

108 KEVIN
It's a laser lance.

109 CASH
Cool! My own weapon! Hey!

And a VISE of Gwen's energy stretches into frame and snatches it from Cash's hand.

116 CASH
I didn't want to say anything, but I need
the money this'll bring in. My mom needs
an operation...

117 BEN
Aw, come on!

118 GWEN
He's telling the truth, I can see it in
his aura.

119 BEN
"See it in his aura"? You just made that
up.

Gwen shrugs.

WIPE TO:

CAMERA POV - EXT. OCEAN - NIGHT

Cash is on shore pointing to the ocean.

120 CASH
That's where we blew up Vilgax's ship. We
had Ben and the others keep him occupied
with good old fisticuffs; meantime JT and
I uh, ah...

121 JT
Set the power core to overload?

JUMP CUT TO:

CAMERA POV - EXT. OCEAN - NIGHT - BEN AND KEVIN

Basically in place of where Cash was standing.

122 BEN
They blew up the--? I mean...yeah. Sure.
That's what happened.

123 KEVIN
Good thing you got them to pick up your
slack huh, Ben?

Ben fires him a look that is not one of love.

CAMERA POV - EXT. CONSTRUCTION SITE

Specifically, the one from "Hit 'Em Where They Live." Cash is pointing around.

124 CASH
This is where Ben got outmaneuvered by
three old enemies, or would have been if
I hadn't been calling the shots.

JUMP CUT TO:

CAMERA POV - EXT. CONSTRUCTION SITE - BEN AND KEVIN

125 BEN
I don't remember it happening that way.

126 GWEN (O.S.)
<clears throat>

Ben looks over at Gwen, who FROWNS, then back at the camera.

127 BEN
But...I could be wrong...

WIPE TO:

CAMERA POV - EXT.- AN ALLEY - NIGHT

JT and Cash, standing outside.

128 JT
This is where the Null Void gateway was.
Ben got stuck in there for a while...

129 CASH
Good thing I stuck a tracking device on
him or he'd still be trapped in there. *

JUMP CUT TO:

CAMERA POV - EXT.- AN ALLEY - NIGHT

Ben on his own, he's heard enough.

130 BEN
Okay! Rath time!

He is about to slam his hand down on the Ultimatrix and Gwen grabs his wrist, preventing him from slamming down his hand.

131 GWEN
You promised.

131a BEN
Fine, but let's stop goofing around and go get that Forever Knight.

*
*
*

We PAN OVER to REVEAL Kevin, who is counting off bills in a wad of money. He looks in annoyance to the camera and then reaches up to COVER THE LENS, TAKING US TO BLACK.

EXT. AN APARTMENT BUILDING - NIGHT

Not particularly large, more like a rundown townhouse, really, about five stories tall. Gwen, Ben, Kevin, Cash and JT are standing outside, looking up.

132 BEN
Are you sure this is the place?

133 GWEN
Yep. Top floor.

134 BEN
It's a trap. Has to be.

135 JT
Or maybe the guy we're chasing just went home. I mean, are they Forever Knights twenty-four/seven?

136 KEVIN
(sarcastic)
Why don't you just go upstairs and knock on his door?

INT. APARTMENT HOUSE CORRIDOR - APARTMENT DOOR

JT's hand reaches into frame and <knocks>. PULL BACK TO REVEAL Kevin, Ben and Gwen poised on the landing.

The door OPENS, revealing a dingy one-room apartment. The guy who was FOREVER KNIGHT #1 is standing there, except he's wearing an undershirt, boxers, and a bathrobe over it. He has a black eye. He's brushing his teeth and is standing there with the toothbrush in his mouth and a cup of water in his hand.

137 FOREVER KNIGHT #1
(mouth full)
Yeah?

His eyes widen and he does a <SPIT TAKE>, blowing the water and toothpaste all over JT. He turns and bolts.

138 FOREVER KNIGHT #1 (CONT'D)
<spit take>

EXT. APARTMENT HOUSE - NIGHT - A FIRE ESCAPE

Cash is on the landing of the fire escape. Right behind him on the landing is Oliver.

139 OLIVER
So you figured to get a drop on the enemy coming around this way?

140 CASH
Yup. That's me; always using my head.

He leans in toward the window just as Forever Knight #1 is trying to leap out. They <SLAM HEADS>, both <GRUNTING> in pain.

141 FOREVER KNIGHT #1/CASH
<ow!> Oooof.. *

Forever Knight #1 falls back into the apartment while Cash staggers and collapses on the landing.

142 OLIVER
Cut. Maybe we can save it in editing.

INT. FOREVER KNIGHT #1'S APARTMENT - MOMENTS LATER

Forever Knight #1, still in Bathrobe, is tied to a chair, surrounded by Ben, Gwen and Kevin.

143 FOREVER KNIGHT #1
Look, I'm just a grunt, okay? I'm off duty. Gimme a break!

Kevin leans in, threatening.

144 KEVIN
My friend over there is about to turn into something that hasn't eaten a bad guy all day.

Ben tries to look mean, he clenches his fingers to mime talons and shows his teeth.

145

BEN
(unconvincing growl)
Grrrrr!

146

FOREVER KNIGHT #1
Alright! Alright! The escape pod was one of two that fell to Earth recently. We determined they were fired off by a space-going weapons smuggler who was about to get boarded and he didn't want to be caught with them. Please don't eat me!

147

KEVIN
What did you take from the one we found?

148

FOREVER KNIGHT #1 (AKA MEL) *
An energy source, like a battery.

149

GWEN
Let me guess: It powers whatever you found in the other ship.

150

FOREVER KNIGHT #1 (AKA MEL) *
It could.

151

BEN
And that would be--?

152

FOREVER KNIGHT #1 (AKA MEL) *
A power decoupler.

CUT TO:

EXT. CONSTRUCTION SITE - NIGHT

Establish the "Camelot Industrial Park" as we hear...

153

BEN (O.S.)
What's a power decoupler?

And now Ben, Gwen, Kevin, Oliver, JT and Cash move through the Construction Site.

154

KEVIN
It's a big gun that drains the energy out of anything, stores it, and converts it to other kinds of energy. It's pretty nasty.

155 CASH
 (to camera)
 We have to stay on our toes, since our
 source said the Knight's hideout is in
 this Construction Site.

EXT. CONSTRUCTION SITE - NIGHT

Which looks remarkably like a warehouse filled with
 drywall, concrete, tools, et cetera.

158 KNIGHT LEADER (V.O.)
 The Forever King sends word of his
 growing impatience.

INT. THE CONSTRUCTION SITE STORAGE FACILITY

As the Knight Leader strides toward three knights grouped
 around a large table on which the Power Decoupler--a Kirby-
 esque cannon of a gun--is lying. Three other knights are
 in b.g.

159 FOREVER KNIGHT #2
 It's powering up now, Sire. Soon--

And the doors EXPLODE INWARD. FOURARMS is revealed in the
 hole. Kevin and Gwen are on either side.

160 FOURARMS
 Hi, we're the good guys.

Kevin touches a steel drum of oil and TRANSFORMS into
 STEEL. Gwen <HURLS> several energy disks, driving the
 knights away from the table.

161 GWEN
 <efforts>

162 FOREVER KNIGHTS
 <impacts>

They yank out their energy lances and charge but are
 punneled by more energy blasts.

162a FOREVER KNIGHTS (3)
 (CONT'D)
 <attack and impact>

*
 *
 *

Fourarms picks up a crate and hurls it.

163 FOURARMS
 <effort>

It <SLAMS> into one of the knights, flattening him.

163 A FOREVER KNIGHT
 <Impact>

The other two get closer, <STRIKING> with their lances, scoring on Fourarms. He <ROARS> in pain and lashes out, knocking one of them back.

163 B FOURARMS
 <pained ROAR>

164 KNIGHT LEADER
 <impacts>

Kevin creates a huge MACE out of one of his arms and starts <SLAMMING> back knights.

165 KEVIN
 <4 efforts>

*

165a KNIGHT LEADER
 Oooff...

*

*

JT AND CASH

Charge in, Oliver right behind them.

166 JT
 Wait! We need to tell you what to do!

Cash <BANGS> into the oil barrel, knocking it over, sending oil <SPILLING> out of it. The oil <GUSHES> across the floor and seeps directly under Kevin's feet. His feet go out from under him and he <HITS> the ground.

167 KEVIN
 <Ah! Oof!>

The KNIGHT LEADER drives the point of his laser lance right toward Kevin.

168 KNIGHT LEADER
 Haaaahhhh!!!

And suddenly one of Gwen's shields APPEARS, blocking the lance. The shield cracks, nearly shatters, and then Kevin's HANDS TRANSFORM into huge mallets that slam into the Knight Leader, sending him flying.

168a KEVIN *
<punch> *

168b KNIGHT LEADER *
<impact> *

FOURARMS

Holding several limp knights in his hands.

169 FOURARMS
Everybody okay?

He tosses them aside and TRANSFORMS into Ben.

169a FOREVER KNIGHTS (4) *
Ooofff... *

KEVIN

Is on his feet and, transforming to normal, is raging at JT and Cash.

170 KEVIN
No thanks to you two.

171 JT
(pointing at Cash)
He did it.

172 KEVIN
I don't care! I can't believe I'm saying
this, but keep your money! Show's over!

Ben and Gwen enter shot.

173 GWEN
Kevin, calm down. They were just trying
to help...

174 KEVIN
We don't need their help! They're nothing
but trouble!

ON THE CEILING

The ceiling EXPLODES. Floating down through the hole (on his own power) is PSYPHON. His hands are crackling with energy.

175 PSYPHON
At last: A chance to destroy the
puppetmasters behind Ben Tennyson.

176

FOURARMS

Yep. Trouble.

JT AND CASH

Looking terrified as we...

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

INT. CONSTRUCTION SITE STORAGE FACILITY - MOMENTS LATER

Picking up right where we left off.

177 BEN
You're Vilgax's flunky! Psyphon!

178 PSYPHON
Impressive that you remember considering
what I now realize is your limited brain
power.

THREE ROBOTIC DRONES SMASH IN through a wall.

179 PSYPHON (CONT'D)
Meet my Robotic Extermination Devices. *

Psyphon drifts down toward JT and Cash and lands, speaking as he goes.

180 PSYPHON (CONT'D)
So...you were the true masterminds behind
my master Vilgax's defeat.

181 JT
You watched our webcast in outer space?

182 PSYPHON
Oh yes. I find all of your primitive
computer networking endeavors intriguing. *

183 CASH
(trying to rally)
Okay, well...now you know! So you know
not to mess with us...right?

184 PSYPHON
Actually, I will destroy you completely.

185 GWEN
We're not going to let you do that.

186 PSYPHON
This is none of your concern!

187 KEVIN
I'm kind of leaning toward what he's
saying.

Gwen grabs Kevin by the ear and yanks hard.

188 KEVIN (CONT'D)
Ow! And now I'm leaning toward you.

Ben looks smug as he holds up the Ultimatrix.

189 BEN
Guys...it's no big deal.

He SLAMS DOWN ON IT and TRANSFORMS INTO...

190 SPIDERMONKEY
SpiderMonkey!

191 SPIDERMONKEY (CONT'D)
It's just some stupid robots. Psyphon's
no threat. Vilgax was the one with the--

Psyphon extends his hand and <a blast of energy> erupts, slamming into SpiderMonkey and sending him crashing right out through yet another wall.

192 SPIDERMONKEY (CONT'D)
<2 impacts>

193 PSYPHON
With Vilgax gone, it seemed a waste to
leave all that power untapped.

OLIVER

Oliver is more excited than ever as he speaks into the camera.

194 OLIVER
This is no cheesy re-creation, fans! JT
and Cash will actually show how they
overcame the power of Vilgax--!

JT and Cash sprint past, <SCREAMING IN TERROR.>

195 JT AND CASH
<Yaaaaaah!>

196 OLIVER
Okay. Interesting strategy.

Psyphon hurtles past.

THE ROBOTS

Converging in a circle around Gwen and Kevin. Gwen is
<hurling energy blasts.>

197

GWEN

<efforts>

They are <deflecting> harmlessly off the robots. RED 1's eyes begin to <charge up.> Gwen throws an arm around Kevin and, creating platforms under her feet, hurtles skyward. The blast from RED 1's eyes <crackles> just past her as she zips through the hole through which Psyphon entered.

EXT. CONSTRUCTION SITE - NIGHT

JT and Cash are running, dodging a series of blasts that Psyphon is hurling. Their path is block by a WATER TRUCK. Psyphon advances, energy <crackling> from his hands.

197a

JT AND CASH

<running panting> <Dodging>

*
*

198

PSYPHON

Say good-bye, boys.

Just as he unleashes a blast, a pair of weblines zips down from overhead, snags JT and Cash and yanks them skyward.

199

JT AND CASH

<yanked up>

The blast ruptures the tank and a wave of water blasts out, enveloping Psyphon.

SPIDERMONKEY

Is overhead, perched on an overhead power line. He is holding JT and Cash beneath him on the weblines.

200

SPIDERMONKEY

Uh oh.

He jumps clear with the boys as a pencil thin beam of energy severs the power line.

PSYPHON

Advancing, furious, dripping water. He sends out a malleable beam of energy similar to Gwen's. It envelops SpiderMonkey around his torso, yanking him through the air so that he winds up about a foot away from Psyphon.

200a

SPIDERMONKEY (CONT'D)

<grunt> Ahhh!!!

*
*

201 PSYPHON
You think to defeat me? You're in for a
shock.

202 SPIDERMONKEY
Me too?

And now WE SEE that he's got the sputtering end of the cable wrapped in his tail. He drops it in the water puddling at Psyphon's feet. Psyphon is <ZAPPED BY THE ELECTRICITY.> Psyphon <SCREAMS> and collapses.

203 PSYPHON
<electrocuted> <Faint>

*

204 OLIVER
Brilliant strategy, guys!

205 CASH
It was nothing.

And suddenly there is an <EXPLOSION> of power and SpiderMonkey goes hurtling past them.

206 SPIDERMONKEY
<falling cry>

WHIP PAN TO REVEAL Psyphon is advancing, looking even more pissed.

GWEN AND KEVIN

Running as Gwen desperately throws up shield after shield, each of which is annihilated by a succession of ray blasts. One gets through and glances off Gwen...

206a GWEN
<Effort>

*

*

207 GWEN (CONT'D)
<GASP OF PAIN> <cry>

*

*

As she goes down. Kevin touches a metal pole and ARMORS UP. He grabs up Gwen and starts to run, blasts from the REDs slamming into his back, staggering him...

208 KEVIN
<GRUNTS REPEATEDLY>

...and then he is blasted OFF HIS FEET and crash lands in front of a large area of corridors walled off with Dry Wall.

209 KEVIN (CONT'D)
Ahhh!!! <impact>

*

Gwen bounces up and shakes him.

210 GWEN
(coming around)
Kevin, get up, we're still in trouble!

211 KEVIN
Let me sleep. We're always in trouble.

They get to their feet and dart into the maze of Dry Wall.

SPIDERMONKEY

Coming at Psyphon as quickly as he can, bounding at him feet first while firing his web. But Psyphon <FRIES> the web blast and catches SpiderMonkey by the ankle. He spins and throws him as hard and fast as he can.

212 SPIDERMONKEY
<catch> <impact>

*

SpiderMonkey hears a <SCREECH OF METAL> and looks up in alarm.

213 SPIDERMONKEY (CONT'D)
Aw, come on...!

A CRANE ARM

It crashes down on him. We ANGLE TO REVEAL that he is pinned beneath. He can't even begin to lift it.

214 SPIDERMONKEY (CONT'D)
<efforts>

And turning INTO CAMERA is Psyphon.

JT AND CASH

Try to run but are suddenly are blocked by a wall of energy. Oliver shoves a mike toward their faces as Psyphon approaches.

215 OLIVER
Okay, guys! What's the plan?

216 PSYPHON
The plan is that I destroy them for what they did to Vilgax.

217 CASH
We didn't do anything to Vilgax!

POV - THE CAMERA

Cash and JT freaking out.

218 CASH (CONT'D)
We made it all up! We're total losers!

219 JT
We never helped Ben Tennyson at all! We had to beg them to do this show with us!

220 CASH
I even told Gwen that we needed the money for my mother's operation! I didn't tell her it was for a nose job!

221 JT
But she really needs it.

222 CASH
Dude, talking about my mother is so not cool.

PSYPHON

Looking at them with disdain.

226 PSYPHON
You're not even worth destroying.

Suddenly he hears the <THE ULTIMATRIX> and turns just in time to see...

ULTIMATE SPIDERMONKEY

Tearing apart the metal of the Crane to free himself.

227 ULTIMATE SPIDERMONKEY
Ultimate SpiderMonkey!

Wielding two huge shards of metal like clubs, he lifts himself off the ground with his spider legs and charges straight at Psyphon.

227a ULTIMATE SPIDERMONKEY
(CONT'D)
<efforts>

*
*
*

228 PSYPHON
It appears you are the one I wish to
destroy after all.

He leaps through the air and slams into Ult. SpiderMonkey.

228a ULTIMATE SPIDERMONKEY *
Oooofff.. *

JT AND CASH

Running for their lives.

229 JT *
<panting> Wait! Cash, wait! I have an
idea! *

232 CASH *
<panting> Forget it! *

233 JT *
<panting> You get to fire a weapon! A big
one! *

Cash stops, turns.

234 CASH
I'm listening...

INT. DRY WALL MAZE

The REDs are moving through.

REVEAL Kevin and Gwen, crouched behind a corner. Kevin
forms his hand into a mace. Gwen holds his sleeve.

235 GWEN
(whisper)
Wait. I've got a better idea.

236 KEVIN
(whispers)
I still get to smash them, though. Right?

THE REDS

Silently patrol the maze, they round the corner and
suddenly see.

KEVIN AND GWEN

Facing them defiantly. Kevin even waves.

RED 1

As his eyes go alive with energy and, FIRES, blasting Kevin and Gwen dead center.

But it's not them, it's a MIRROR at a 45 degree angle, now with the top blown off. After a beat, the bottom half falls over and SHATTERS. *

The robot Turns and suddenly KEVIN'S FIST SLAMS THROUGH, demolishing the robot. Kevin yanks his fist clear and the RED collapses. *

237 KEVIN (CONT'D) *
<punching effort> I love the smashing *
part.

EXT. CONSTRUCTION SITE - NIGHT - ULT SPIDERMONKEY AND PSYPHON

238 ULTIMATE SPIDERMONKEY *
Peek-a-boo!

Ult SM <BLASTS WEBBING> into Psyphon's face.

Psyphon <RIPS> it off effortlessly and then <SLAMS> Ult SM, knocking him off his legs. *

239 PSYPHON *
<attack>

240 ULTIMATE SPIDERMONKEY *
<impact> Oooff... *

Ult SM tries to regroup, but Psyphon is relentless, <POUNDING> him. *

240a PSYPHON *
<efforts> *

241 ULTIMATE SPIDERMONKEY *
<GRUNTS, GASPS>

Ultimate Spidermonkey sags to the ground.

INT. THE STORAGE FACILITY

JT and Cash are struggling with the Power Decoupler. JT is supporting the front end on his back, helping to aim, while Cash is at the trigger. Unconscious Knights are on the floor.

241a JT AND CASH *
 <struggles> *

242 JT
 They're heading this way! Get ready!

EXT. THE STORAGE FACILITY

Ult SM is trying to get to his feet. Psyphon is advancing.
 HE NOTICES Oliver filming.

243 PSYPHON
 Excellent! Let the world see the final
 moments of Ben Tennyson!

Ult SM, clearly on his last legs, draws back his fist,
 closing his eyes with the effort. And just as he does...

JT AND CASH

<FIRE> the Decoupler.

PSYPHON

Enveloped by the blast, Psyphon's mouth is open in a
 wordless scream. Instantly the power is yanked out of him.

243a PSYPHON (CONT'D) *
 Ooof. Ooof. *

JT AND CASH

Are knocked backward by the recoil of the weapon, dropping
 it.

243b JT AND CASH *
 Ughhhh.... *

ULTTIMATE SPIDERMONKEY

lands a frankly weak punch on the side of his head.

243c PSYPHON *
 <2 impacts> *

It lands with a mild <WUMF> and Psyphon goes down like a
 box of rocks. Ult SM opens his eyes, looks down at the
 fallen alien and then at his own fist.

244 ULTIMATE SPIDERMONKEY
 Huh. I still got it.

JT AND CASH

Lying there stunned for a moment. Cash starts to crawl toward the Decoupler and suddenly KEVIN enters frame and picks it up. Gwen is right behind him.

245 KEVIN
Keep away from that! It could go off!

246 CASH
It did go off! We used it to save Ben!
We're heroes!

247 GWEN
Sure you are, Mr. Mom needs a Nose Job!

248 CASH
How did you--!?

She holds up her phone (or similar device).

249 GWEN
Already got over two hundred tweets about
it!

249a GWEN (ALT) (CONT'D) *
Already got over two hundred texts about *
it! *

They head out. JT and CASH are following them.

250 JT
But we really did it this time!

Ultimate SM has the unconscious Psyphon slung over his
shoulder. *

250a PSYPHON *
<keep alive> *

251 ULTIMATE SPIDERMONKEY
Guys, it's over. No more taking credit
for my wins. We're done.

252 JT
Oliver! You got the whole thing on
camera, right?

253 OLIVER
Nope. Camera lost all its power right
when Ben there zapped the bad guy. We got
nothing. And thanks to your confession,
no one wants to watch you.

254 ULTIMATE SPIDERMONKEY
Even the Internet thinks you're a waste
of time.

255 KEVIN
Now that's pathetic.

Everyone's walking away, leaving JT and Cash behind.

256 CASH
But, he didn't zap the bad guy! We did!
The gun we shot made the camera lose
power! We're heroes! We're HEROES! *

257 OLIVER
Give it a rest, boys. Show's over.

Oliver shuts off the camera.

SMASH CUT TO BLACK.

END OF EPISODE