

"The Forge of Creation"

696-016

Ben 10: Ultimate Alien

By

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TEASER

FADE IN:

EXT./INT. AZMUTH'S TOWER - NIGHT

Close on enraged AZMUTH, his imposing face fills the screen.

1 AZMUTH
You have failed!

New angle reveals that he's thundering at Ben, Gwen and Kevin. Ben, Kevin and Gwen are hangdog, ashamed. Ben is defiant.

2 KEVIN
Harsh.

3 AZMUTH
You had four opportunities to stop Aggregor from reassembling the Map of Infinity. Each time he bested you.

4 BEN
(cocky)
While you're doing the recap, you might want to mention all the good we did while we were chasing him.

5 GWEN
Yeah, we helped a lot of people!

6 AZMUTH
Trivialities! While you dithered about saving mere planets, Aggregor obtained the means to travel to the Forge of Creation, and attain the greatest power in the Universe!

7 BEN
(conceding)
It does sound bad when you put it that way...

8 KEVIN
We can still stop him. Tell us how
to get to there.

*

Azmuth yells in Kevin's face. Kevin draws back.

9 AZMUTH
I don't know where it is! That was
the whole point of hiding it! All
is lost.

Ben is strangely confident. Kevin looks over at him and
smiles.

10 KEVIN
You've got a plan.

11 BEN
I've got a transformation that can
find The Forge of Creation, and
stop Aggregor.

Gwen realizes what Ben's going to do. She doesn't like it.

12 GWEN
Ben, are you sure you want to...?

13 BEN
I need the keys. Both of you.

Ben holds out his Ultimatrix arm. Reluctantly, Gwen and Kevin
produce KEYS (Gwen's is on a chain around her neck, under her
blouse. I don't know where Kevin was hiding his).
Reluctantly, Kevin and Gwen each put a key in the Ultimatrix.

14 AZMUTH
What is this?

15 KEVIN
Ben had me build a security system
into the Ultimatrix.

16 BEN
Didn't want Albedo to ever get
access to this one.

17 GWEN
Or worse, to accidentally change
into it in the middle of a fight.

Ben looks at Kevin and Gwen and nods.

18 BEN
Do it.

Kevin and Gwen turn the keys at the same time. The Ultimatrix LIGHTS UP in a way it never has before.

19 ULTIMATRIK
Transformation lock out,
overridden. Transformation Ten now
available.

ALIEN X shows up on the dial. Ben slaps the Ultimatrix and TRANSFORMS into ALIEN X, who stands motionless, but powerful.

20 ALIEN X
(Ben with Godlike Reverb)
Alien X!

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

INT. AZMUTH'S TOWER - MOMENTS LATER

ALIEN X stands immobile, Azmuth, Kevin and Gwen stare at it.

21 AZMUTH
(hopeful)
It could work! Alien X can do
anything!

22 GWEN
Only if Ben can convince Alien X to
cooperate.

23 KEVIN
Yep. That's all he has to do.

INT. ALIEN X'S MIND - NIGHT

Ben stands before the floating heads of SERENA and BELICUS (Reuse from "X = Ben Plus Two"). Serena SMILES warmly, genuinely pleased to see him.

24 SERENA
Ben Tennyson!
(to Belicus)
Motion to greet our honored Guest
and hear him out.

*

25 BELICUS
Motion denied. Motion to ignore him
for a thousand years, at which
point we set him on fire for a
second thousand years.

26 SERENA
Belicus, vengeance is not our way.

27 BELICUS
Vengeance is absolutely my way.

28 SERENA
I know he hurt your feelings when
he abandoned us. He hurt mine too--

29 BEN
(anxious)
Yeah, I'm totally sorry. I need
your power to save--

30 BELICUS
I don't care.

31 SERENA
We have to vote on it...

32 BELICUS
Point of order! We don't have to do
anything unless we both agree.

33 BEN
This is bigger than you and me. The
whole universe is at stake.

34 BELICUS
And?

35 SERENA
You're being obstinate, Dear.

36 BELICUS
Am not.

37 SERENA
Are too.

38 BELICUS
Am not.

Ben FACEPALMS. When Ben takes his hand away, PROFESSOR
PARADOX is there, smiling broadly.

39 PARADOX
Hello!

40 BEN
Professor Paradox?

41 PARADOX
You will not convince Serena and
Belicus to help you, not today.

Paradox indicates and Ben look up at Serena and Belicus, who are still arguing.

42 BELICUS
Am not.

43 SERENA
Are t--

Serena looks down, noticing Paradox for the first time, she's actually pissed.

44 SERENA (cont'd)
Timewalker! You are not welcome,
here.

45 BELICUS
Agreed! Resolved: Punish Paradox
for ignoring the treaty between him
and the Celestial Sapiens race.

46 SERENA
Seconded!

47 PARADOX
(explaining)
I'm not supposed to go within 500
light-years of them.

48 BELICUS
Resolved: Destroy Professor
Paradox.

49 PARADOX
It's time to leave.

50 BEN
But I have to convince them to--

Ben and Paradox VANISH in a FLASH OF LIGHT.

INT. AZMUTH'S TOWER - NIGHT

As Kevin, Gwen and Gwen look on, Alien X REVERTS to BEN as Paradox APPEARS beside him. Ben is bewildered.

- 51 BEN
You made me change back?
- 52 PARADOX
You want to go to the Forge of Creation. I'm here to take you there.
- 53 GWEN
How? It's hidden.
- 54 PARADOX
True, but I'm the one who hid it.
- 55 AZMUTH
This has gone far enough, Paradox!

Paradox doesn't like being shouted at. He stares coolly at Azmuth, who backs down.

- 56 PARADOX
Has it?
- 57 AZMUTH
(entreating)
Granted, he achieved far more than I'd believed possible, but trusting that boy with the Omnitrix was a grave mistake.

Kevin looks at Ben and NODS, agreeing with Azmuth. Ben looks at Kevin and frowns.

- 58 PARADOX
Not a mistake. You know the reasons why.

Ben, Gwen and Kevin listen wide-eyed as Azmuth's revelations sink in.

- 59 AZMUTH
Yes. You told me of his grand destiny, that he was the legendary being who will some day--

Paradox puts one finger to his lips and "shushes" Azmuth.

- 60 PARADOX
<SHHHH!> No spoilers.

Paradox looks over at Ben, smiling, then looks back at Azmuth.

- 61 PARADOX (cont'd)
For that glorious future to occur,
we must first survive the current
crisis.
- 62 AZMUTH
It's too much! The child cannot win
this time!
- 63 PARADOX
(brightly)
And I say he can. Won't it be fun
to find out who's right?
- 64 BEN
You guys want to stop talking about
me like I'm not here?
- Kevin steps forward, crossing his arms.
- 65 KEVIN
What he said. We're gonna do this.
You gonna help?
- 66 GWEN
You can start by telling us what
the Forge of Creation is.
- 67 PARADOX
It is the source of the universe's
greatest power. It's where ideas
become real.
- 68 AZMUTH
The Forge of Creation is where
Celestial Sapiens like Alien X are
born.
- 69 GWEN
(awed)
It sounds beautiful.
- 70 KEVIN
(less impressed)
Anyway, it doesn't sound like a
problem.

71 PARADOX
 Aggregor intends to absorb the
 abilities of a newborn celestial
 sapien. Should he succeed, he will
 become omnipotent. *

72 BEN
 Okay. That sounds like a problem.

73 PARADOX
 I believe that with the help of
 your friends you can stop this.
 Will you try?

74 BEN
 You have to ask?

Paradox beams at Ben.

75 PARADOX
 If we're going to get there in
 time, we'll have to have already
 left. Off we go!

All But Azmuth DISAPPEAR in a FLASH OF LIGHT.

EXT. THE VOID BETWEEN UNIVERSES - NIGHT

A FLASH OF LIGHT and the RUSTBUCKET III is suddenly
 travelling in an empty black void.

INT. RUSTBUCKET III - SPACE

Kevin pilots the craft, Ben and Gwen are seated, Paradox
 stands calmly. Kevin looks up from his instruments.

76 KEVIN
 Where are we? There's nothing on my
 instruments.

77 PARADOX
 Understandable. There's nothing
 outside either.

Paradox points out of the PORT.

78 PARADOX (cont'd)
 See that faint glow in the
 distance?

OUT THE PORT

In the pitch blackness far away, is a tiny, dim REDDISH SMEAR OF LIGHT.

79 GWEN
A star?

80 PARADOX
Actually, it's the Universe. We're
in the space beyond.

81 GWEN
Then what's that?

Gwen points at an equally tiny, dim BLUIISH SMEAR OF LIGHT, this one far ahead of them. Paradox frowns as he finds it distasteful.

82 PARADOX
That is the next universe over. I
don't like it at all, the Physics
are terribly counterintuitive.

83 KEVIN
Wait. I thought the universe was
everything.

84 PARADOX
A common error of the parochial
mind. There's always more to
reality than one imagines.

As Kevin tries to take it in.

85 PARADOX (cont'd)
We've arrived. Full stop.

86 GWEN
Relative to what?

87 PARADOX
Excellent point, actually.

88 BEN
I still don't see anything.

89 PARADOX
That's because it's enclosed by a
Chronal Randomization Barrier. It
is out of sync with all time, and
without the Map of Infinity,
totally inaccessible.

Paradox GRINS big.

EXT. FORGE OF CREATION - SPACE

The ship is in an empty, black void, when suddenly they are surrounded by a SPECTACULARLY COLORFUL NEBULA.

90 PARADOX (O.S.)
 Unless, of course, you're me...

INT. RUSTBUCKET III - SPACE

All react to the beautiful Nebula on the screen. Gwen can't believe it. Kevin, Ben and Gwen stare, amazed.

91 PARADOX
 Inside this hidden nebula is the
 birthplace of a bouncing baby Alien
 X. And while it is a truly adorable
 creature--

92 BEN
 --We can't let Aggregor touch it.
 Let's do this.

Paradox turns away from the screen and towards Ben. The Nebula FADES into invisibility again.

93 PARADOX
 This is as far as I can go.

94 KEVIN
 With all your powers, why don't you
 just like, snap your fingers or
 something and fix all this?

95 GWEN
 You could go back in time and stop
 Aggregor before he gets the map. *

96 PARADOX
 If only it were that simple. There
 are places I cannot go, and things
 I cannot do.

97 KEVIN
 But Ben can?

Paradox smiles.

98 PARADOX
 I've opened a portal through the
 Barrier, and arranged for life-
 support.

While inside, you will not need
air, nor will you feel discomfort
from heat or cold.

99 BEN
Then we can't be killed?

100 PARADOX
You most certainly can.

100a BEN
Awww...

*
*

100b PARADOX
A fact Aggregor will be attempting
to prove as soon as he becomes
aware you're here.

*

Paradox VANISHES.

101 KEVIN
 (yelling to Paradox)
Hey! How are we supposed to find
the... oh.

EXT. VOID - NIGHT

We can see in the void in front of the Rustbucket, a JAGGED
TEAR IN SPACE, rimmed by energy. Inside we can see a sliver
of the COLORFUL NEBULA.

102 KEVIN (O.S.)
Never mind. Found the nebula....

The Rustbucket heads carefully for the Jagged Tear, it's the
small opening in the glowing Chronal Randomization Barrier.

INT./EXT. RUSTBUCKET III - CONTINUOUS

All react to an IMPACT.

103 BEN/KEVIN/GWEN
<impact>

104 GWEN
You hit something?

105 KEVIN
Something hit us!

The cabin <SHUDDERS> again.

106 BEN/KEVIN/GWEN
 <impact>

Gwen sees it on the screen Aggregor's BATTLE ROBOTS are flying through space, smashing into the hull.

107 GWEN
 Aggregor's battle robots! He knows we're here.

108 KEVIN
 Tryin' to drive....

Uneasy Ben looks up at the BUCKLING ROOF.

109 BEN
 Good luck with that.

The robots TEAR THROUGH the roof of the hull and swarm in. Gwen immediately hits a couple with her ENERGY DISKS.

110 GWEN
 <efforts>

But there's too many. One of the Robots grabs Kevin.

111 KEVIN
 <impact> Get offa me!

Gwen BLASTS the offending Robot away.

112 GWEN
 <effort>

Kevin grabs the yoke again but it's too late. The ship's out of control.

113 KEVIN
 <effort>

THE RUSTBUCKET

CRASHES into the edge of the Chronal Displacement Field. It's WEDGED into the opening.

114 BEN/KEVIN/GWEN
 <impact>

Kevin pulls on the throttle, the ship <RUMBLES> but is held fast.

115 BEN/KEVIN/GWEN (cont'd)
 We're wedged in!

The robots continue to swarm in, nor firing BLASTS at Kevin, Gwen erects and ENERGY SHIELD, it's holding, but CRACKS are forming.

116 GWEN
 Ben...?

Ben hits the Ultimatrix and TRANSFORMS into TERRASPIN.

117 TERRASPIN
 Terraspin!

TERRASPIN

Leaps into action, using his shell to block blasts, and wading into the Robots, throwing punches that smash the attackers with a single blow.

118 TERRASPIN (cont'd)
 <efforts and impacts>

But the Robots keep coming, eventually dogpiling Terraspin, who is lost in the pile.

119 GWEN
 Get off of him! <efforts>

Gwen blasts three of the robots, but Terraspin is still buried under the pile of robots, until...

THE ROBOTS IN THE PILE

Begin to swirl around, faster and faster. They're caught in a vortex, rising until we can see...

TERRASPIN, standing in the middle of the vortex that we now see is coming from his chest. With a final, big effort--

120 TERRASPIN
 <effort>

Terraspin's vortex swirls the robots OUT OF THE HOLE in the ceiling and out into deep space. Gwen is impressed.

121 GWEN
 Nice.

122 KEVIN
 That's what I was gonna say.

Terraspin REVERTS back to BEN.

123 BEN
 Aggregor's already here. We've got
 to get moving.

Kevin looks back from the pilot's chair.

124 KEVIN
 We're not going anywhere. We're
stuck.

125 BEN
 So, let's get unstuck.

*

EXT. RUSTBUCKET III - SPACE

Ben, Kevin and Gwen, all sans spacesuits, stand on the hull. Kevin is trying to free the ship with his METAL hand, which he has morphed into a CROWBAR. Kevin is studiously avoiding the GLOWING ENERGY SIGNATURE at the edge of the rip in space (the Chronal Displacement Field).

126 GWEN
 This is weird. We shouldn't be able
 to breathe out here.

Ben looks bored.

127 BEN
 There's a big hole in the
 Rustbucket, we shouldn't be able to
 breathe in there, either.

Kevin's crowbar SLIPS.

128 KEVIN
 <effort> It's no use.

Cocky Ben saunters over.

129 BEN
 How about I just turn into
 something strong enough to shove it
 through? Waybig, or--

As he speaks, Ben casually leans his hand against the GLOWING EDGE of the Chronal Displacement Field, he falls INTO it, and DISSAPEARS!

129 A BEN (cont'd)
 <Whoa!>

129 B KEVIN
 Ben!

Gwen creates an ENERGY TENDRIL that snakes into the glow.

129 C GWEN
 <effort>

Gwen's energy tendril drags a surprised Ben back out to safety.

129 D KEVIN
 Dude, you okay?

Ben stares at the Glowing Edge of the Time Field, fascinated.

130 BEN
 That was weird. I think I saw
 something moving in there...

131 GWEN
 You have to be more careful,
 Paradox told us not to touch the
 Time Field!

132 BEN
 I do see something moving in there.

Kevin looks at Ben, concerned.

THE GLOWING ENERGY FIELD

There is, in fact, something shadowy moving inside. Growing?
Or is it coming closer?

A human figure walks out of the Energy Field, it's YOUNG BEN,
10 years old, dressed as he was on the Original Series.

Kevin, Gwen and especially Ben gape in astonishment at Young Ben.

133 YOUNG BEN
 Not something, someone. I'm Ben
 Tennyson.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. SAME LOCATION - MOMENTS LATER

The two Bens peer into each other's face for a long moment, it's the "Curb Your Enthusiasm" stare of truth bit.

- 134 YOUNG BEN
Do I know you? You look sort of
familiar.
- 135 BEN
Ah...
- 136 YOUNG BEN
(mocking)
"Ah..." First day with the new
lips? Talk! Who are you? Why did
you bring me here?
- 137 BEN
I didn't bring you here... exactly.

Young Ben balls his fists.

- 138 YOUNG BEN
You've got one more chance to start
making sense, or I'm taking you
apart!
- 139 BEN
Calm down, this is complicated.
There's been some sort of Time
Travel Acc--
- 140 YOUNG BEN
That's how you want to play it,
fine.

With a growl, Young Ben launches himself through the air at Ben, ANIME SPEEDLINES behind him.

- 141 YOUNG BEN (cont'd)
<attack GROWL suddenly cut off>

Wide as Ben CATCHES Young Ben in mid-air and holds him, dangling above the deck.

142 BEN
 (gently)
 Just let try and explain. Don't
 make me hurt you, okay?

Young Ben HEAD BUTTS Ben.

143 BEN (cont'd)
 Ow! You little--

Ben drops him. Kevin thinks this is the funniest thing he's ever seen.

144 KEVIN
 <laughs> Watch your language,
 Tennyson. He's just a kid!

*

Young Ben turns towards the sound. YOUNG BEN'S POV as we rapidly ZOOM IN ON LAUGHING KEVIN'S FACE.

Young Ben processes what he's seeing, comes up with the answer.

145 YOUNG BEN
 Kevin 11?!

146 KEVIN
 I'm not eleven anymore, but yeah.

147 GWEN
 (exasperated)
 Not smart, Kevin! He thinks you're
 still evil.

148 KEVIN
 I'm not evil, I'm nuanced.

149 YOUNG BEN
 Whatever you're trying to pull
 Levin, it's not going to work. It's
hero time!

Young Ben raises his palm over his Omnitrix and TRANSFORMS into HEATBLAST. This should be as close to the old show's transformation sequence (rocks growing up his arm, *et cetera*) as we can get. Can we alter our Alan Albright Heatblast model to look more like the old show's version of Heatblast?

YOUNG HEATBLAST fires FLAMES at Kevin.

150 YOUNG HEATBLAST
 <attack>

Gwen blocks the flames with an ENERGY SHIELD.

151 GWEN
<effort>

Angry Kevin ABSORBS the Rustbucket's deck and ARMORS UP.

152 KEVIN
Little Juvenile Delinquent! Try and
set me on fire...!

153 YOUNG HEATBLAST
You're right. I've got a better
idea.

Young Heatblast MELTS the deck at Kevin's feet and he FALLS THROUGH the hole.

154 KEVIN
<falling cry, then impact>

155 GWEN
Kevin!

Young Heatblast turns to Gwen.

156 YOUNG HEATBLAST
Who's next?

157 BEN (O.S.)
Since you need to cool off, I vote
Big Chill.--

Young Heatblast turns towards the sound. It's Ben, hand hovering above his Ultimatrix. Ben ACTIVATES the Ultimatrix and TRANSFORMS into NRG.

158 NRG
NRG!
(exasperated)
Can I catch a break?

159 YOUNG HEATBLAST
I'll break something for you!

Young Heatblast PUNCHES NRG off of his feet, he skids backwards, gouging the deck, until he's stopped by a protrusion.

159a YOUNG HEATBLAST (cont'd)
<punch effort>

*
*

160 NRG
<Impact>

171 YOUNG BEN
Please. I would never turn into
anything that lame.

172 NRG
<sighs>

NRG quickly REVERTS TO BEN.

173 BEN
I'm you. Six years later.

Young Ben looks at Ben, then over at Kevin.

174 BEN (cont'd)
And Kevin 11 is a good guy now.

175 GWEN
Things change, Ben.

176 YOUNG BEN
They don't change that much.
 (to Kevin)
I got my eye on you.

177 KEVIN
 (amused)
I'm quaking in my boots, pipsqueak.

Ben and Gwen watch Young Ben give Kevin the stinkeye.

178 BEN
Maybe if I touch the time field
again, it'll send him home.

179 GWEN
Or it'll make a 21 year-old you to
add to the set.

180 YOUNG BEN
Awesome!

181 GWEN
So not awesome.

182 BEN
Guess we'll let Paradox sort this
out, after.

183 KEVIN
After what? We're still stuck.

Grinning Young Ben holds up his once-again GREEN Omnitrix.

INT. RUSTBUCKET III - NIGHT

All watch the amazing sight on the screen. They'yr piscking their way through the gigantic bodies of sleeping Celestial Sapiens.

193 BEN
 (sotto)
 Celestial Sapiens spend almost all
 of their time debating. It takes a
 lot to get their attention, and
 that's fine. We don't want it.

194 YOUNG BEN
 Why not?

195 KEVIN
 (sotto)
 They could just blink and we'd be
 gone.

Gwen puts a hand on Young Ben's shoulder.

196 GWEN
 (sotto)
 So let's be quiet. We don't want to
 disturb them.

Young Ben tries. He's quiet for a long beat, then it explodes out of him:

197 YOUNG BEN
 How can we breathe with no air?
 Where's Grandpa Max? If this is the
 Future, does everybody have
 Jetpacks? Who won the last five
 World Series? Seriously though,
 where are the Jetpacks?

198 GWEN
 Ben!

Gwen holds out her hand.

199 GWEN (cont'd)
 No more sugar. Give.

Young Ben tries to look innocent. He's over acting.

200 YOUNG BEN
 I don't have any--

Off Gwen's icy glare, he drops the facade, produces several candy bars and hands them to her.

201 GWEN
Thank you.

202 YOUNG BEN
Your butt is huge.

203 GWEN
What did you say?

204 KEVIN
He said your butt--

205 GWEN
I heard him!

206 YOUNG BEN
It was just an observation.

207 GWEN
You were trying to hurt my
feelings.

208 YOUNG BEN
How'd I do, big butt?

209 GWEN
You know, I'd almost forgotten what
a jerk you used to be.

210 YOUNG BEN
Not your fault, Dweeb. with a butt
that big you probably aren't
getting enough blood to your brain.

211 BEN
Where do you get off talking to
your friends like that?

212 YOUNG BEN
I'm ten years old. What's your
excuse.

Kevin snaps at Young Ben.

213 KEVIN
Everything's not a game. What we do
is important. If you can't see
that, maybe you are just a kid.

Young Ben gets serious for a moment.

*

214 YOUNG BEN
 You think I don't know? When it's
 hero time, if I mess up, somebody
 could die. From what you told me,
 if we mess up this time, everybody
 could die.

215 GWEN
 That's right.

216 YOUNG BEN
 Maybe that's too much to have in
 your head when you have to win.
 Maybe if I pretend everything's a
 big joke, when the time comes, I'll
 be able to do what I have to do.

Gwen looks over at Ben, who's embarrassed.

217 GWEN
 Is that why you're so arrogant all
 the time? Because you're scared?

218 BEN
 (covering)
 No. I'm actually oblivious.

DISSOLVE TO:

INT./EXT. RUSTBUCKET - NIGHT

Later. The Rustbucket is still moving through the Nebula.

Young Ben is twisting the dial on Ben's Ultimatrix, peering
 at the Holograms.

219 YOUNG BEN
 --Dumb. Lame. Weak. I guess this
 one's okay...

He looks up at Ben.

220 YOUNG BEN (cont'd)
 How'd you break the Omnitrix again?

221 BEN
 I didn't break it, exactly. I--

But Young Ben has already lost interest, he calls out to
 Kevin.

222 YOUNG BEN
Are we there yet?

223 KEVIN
Yeah. I think we are.

ON THE SCREEN

A gargantuan ALIEN X FEMALE, with a bright glowing light cradled in her immense, cupped palms.

224 GWEN
What's that in her hands?

EXT. ALIEN X MOM - SPACE

The Rustbucket approaches the Alien X Female.

225 BEN (O.S.)
A baby Alien X.

INT. RUSTBUCKET III - NIGHT

All are awed by the Alien X Mom.

226 YOUNG BEN
Where do baby Alien X's come from?

227 KEVIN
When two constellations love each other very much-

228 GWEN
Kevin!

229 KEVIN
Just trying to help the kid out. I had to learn about Astrophysics on the streets.

The banter is interrupted by the ship taking a HIT from an ENERGY BEAM, it punches right through.

230 BEN/GWEN/KEVIN/YOUNG BEN
<impact>

231 KEVIN
We're hit!

More BLASTS rake the ship. The cabin begins to VIBRATE.

232 BEN
Take us down.

233 KEVIN
That's where we're going, the
engines are out.

Cocky Young Ben reaches for the controls.

234 YOUNG BEN
Move! I'll land it!

Kevin bellows in his face.

235 KEVIN
Sit!

236 YOUNG BEN
Sitting.

EXT. ALIEN X MOM'S HANDS - SPACE

The Rustbucket CRASHES on the plain of stars that make up Alien X Mom's palm. It's a bad one. Finally the wreck is still, and smoldering. Nothing could have survived that.

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

SAME LOCATION - MOMENTS LATER

A moment of silence, then <BOOM> THE DOOR IS BLOWN OUT FROM THE INSIDE. It's two FOURARMS, the classic one, and the current, bigger version, standing side by side. They're badass. YOUNG FOURARMS looks at his Omnitrix.

237 YOUNG FOURARMS
 I was going for Upgrade.

Fourarms looks at his Ultimatrix.

238 FOURARMS
 Huh. I was going for Big Chill.

239 YOUNG FOURARMS
 How much stronger do I get when I'm
 older?

240 FOURARMS
 A lot.

Kevin points at the sky.

241 KEVIN
 Incoming!

IN THE SKY

Flying fast with the glowing MAP OF INFINITY grasped in one fist, is AGGREGOR. He fires multiple blasts, Waterhazard's Firehose, NRG's nuclear blasts, Terraspin's cyclone blasts, and AmpFibian's electrical blasts.

ON THE GROUND

Gwen puts up an ENERGY SHIELD.

242 GWEN
 <effort>

But the shield SHATTERS under Aggregor's multiple attacks.

243 GWEN (cont'd)
 <impact>

The heroes DODGE the blasts, as Aggregor LANDS.

244 AGGREGOR
 I can't imagine how you managed to
 beat me here, Tennyson, but it
 doesn't matter. I'm going to kill
 you, and take the ultimate prize.

Aggregor indicates the GLOWING BALL in the distance, the one
 we saw in the palm of the Alien X Mom's hands.

245 YOUNG FOURARMS
 And they say I talk too much!
 <effort>

Young Fourarms PUNCHES Aggregor from his blind side.

246 AGGREGOR
 <impact>

Aggregor catches Young Fourarm's wrist and THROWS him into
 Fourarms and Kevin.

247 FOURARMS/KEVIN
 <impact>

Gwen manages to DODGE Young Fourarms, then throws a fusillade
 of ENERGY DISKS at Aggregor.

248 GWEN
 <efforts>

The disks impact Aggregor but dissipate on contact.

249 AGGREGOR
 Your manna attacks can't touch me.

250 GWEN
 I don't want to touch you. I just
 want to get rid of you! Itum.

Gwen's incantation opens a swirling Mystic portal behind
 Aggregor, who resists its pull.

251 AGGREGOR
 <effort> A valiant effort, girl.
 But I'm not falling into your trap.

Kevin touches a piece of Metal Debris from the Rustbucket and
 ARMORS UP.

252 KEVIN
 What if I give you a push?

Kevin FLYING TACKLES Aggregor, driving both of them into the
 Portal.

253 KEVIN/AGGREGOR
<impact>

254 GWEN
Kevin, don't!

Too late. Both men fall through the Portal, and the portal CLOSES.

255 FOURARMS
Where did you send them?

Aggregor reappears in a FLASH OF LIGHT from his glowing Map of Infinity, holding unconscious Kevin with his free hand. He lets Kevin fall to the ground.

256 KEVIN
<keep alive>

257 AGGREGOR
To the Null Void, infinitely far from here, but distance means nothing while I hold the Map of Infinity.

258 GWEN
Kevin?

259 AGGREGOR
Worry about yourself.

Aggregor blasts Gwen HARD with Armodrillo's EARTHQUAKE VIBRATORY WAVES. She's slammed backwards through the air, very hard.

260 GWEN
<2 IMPACTS, then KEEP ALIVE>

She's out for the count.

261 YOUNG FOURARMS
Leave her alone! <efforts>

Young Forearms Attacks, throwing multiple blows at Aggregor. Aggregor Levitates high into the air, carrying a still-punching Young Forearms with him.

Aggregor grabs Young Fourarms and THROWS HIM TO THE GROUND

262 YOUNG FOURARMS (cont'd)
<FALLING, then IMPACT>

Fourarms goes over to the crater to tend to Young Forearms as Aggregor calls down to him.

263 AGGREGOR
 It's over, Tennyson. All of your
 friends have fallen.

Young Fourarms talks to Fourarms.

264 YOUNG FOURARMS
 (weak)
 Can't fight him like this. Shoulda
 picked a flyer.

265 FOURARMS
 Not a bad idea.

Fourarms manipulates Young Fourarm's Omnitrix and Young
 Fourarms TRANSFORMS into STINKFLY.

266 STINKFLY
 Stinkfly? How'd you...?

267 FOURARMS
 You'll learn how to do it later.
 Give me some cover.

As Stinkfly FLIES up BLASTING away at Aggregor, Fourarms
 ACTIVATES his Ultimatrix and TRANSFORMS in rapid succession
 into SWAMPFIRE.

268 SWAMPFIRE
 Swampfire!

He ACTIVATES it again and becomes ULTIMATE SWAMPFIRE.

269 ULTIMATE SWAMPFIRE
 Ultimate Swampfire!

IN THE AIR

Flying around him at high speed, dodging Aggregor's attacks
 and scoring with his own, Stinkfly has forced Aggregor down,
 closer to the ground.

270 STINKFLY
 (to Ultimate Swampfire)
 Plant guy? Just a copy of Wildvine.

271 ULTIMATE SWAMPFIRE
 Sure. Remember the time Wildvine
 did this?

Ultimate Swampfire scatters a handful of seeds which GROW
 into vines that reach up and ENTANGLE Aggregor, yanking him
 to the ground.

282 YOUNG BEN
 You can absorb my Omnitrix like you
 did before. You'll have all my
 powers.

Young Ben offers Kevin his Omnitrix.

283 KEVIN
 No. If I'm doing this, I better go
 with the A-Game.

Kevin passes up Young Ben's Omnitrix and instead touches the
 unconscious Ben's Ultimatrix. Kevin TRANSFORMS.

284 KEVIN (cont'd)
 <pained CRY>

It's frightening, Kevin looks unhinged as he becomes ULTIMATE
 KEVIN, an adult version of Kevin 11, this time made up of
 Ben's modern transformations. With the big light show we
 still haven't gotten a good look at Kevin's new form.

EXT./INT THE BALL OF LIGHT - SPACE

Aggregor enters the ball of light, and now he sees his
 target, a peacefully-slumbering STAR CHILD, a baby Alien X.
 He reaches out his hand to touch it..

285 AGGREGOR
 Finally, the universe at my
 fingertips...

And something grabs his wrist.

286 ULTIMATE KEVIN
 Hands off the baby.

It's EVIL KEVIN, fully transformed.

287 AGGREGOR
 Levin?

288 ULTIMATE KEVIN
 Remember when you told me our
 people's laws against absorbing
 energy were lies to control the
 weak?

Ultimate Kevin unleashes a relentless attack on Aggregor,
 blasting him with fire, and various energy beams from Ben's
 arsenal.

298 ULTIMATE KEVIN
 Face it Gwen, whatever I look like,
 I'm a freak!

Defiant Young Ben steps between Kevin and the Star Child

299 YOUNG BEN
 You're a jerk. You've always been a
 jerk. People try to be nice to you,
 but you can't ever see it. You're
 too busy feeling sorry for
 yourself.

*

Kevin raises his huge fist, he's about to smash Young Ben,
 who actually flinches. Young Ben trembles with fear. But
 Kevin lets his fist fall.

300 KEVIN
 Maybe I'll try it your way, Kid. At
 least for today. But tomorrow?

Kevin flies away.

301 GWEN
 Kevin!

302 BEN
 He's crazier than he was before.

Paradox APPEARS in a flash of light.

303 PARADOX
 A problem for another day. Today,
 you've saved the universe. And it's
 time to go home.

Paradox turns to Young Ben.

304 PARADOX (cont'd)
 Particularly you, my impetuous
 young friend.

305 YOUNG BEN
 I'm going to forget everything that
 happened, aren't I?

Young Ben indicates Ben.

306 YOUNG BEN (cont'd)
 I mean, he doesn't remember.

307 PARADOX
You'll think it was a dream. But
one day, you'll remember it dimly,
and trust Kevin when you shouldn't.
And he'll respond to that trust,
and help save the universe.

308 BEN
(bitter)
And then turn evil again.

309 PARADOX
The story isn't over, Ben. When the
moment comes, you'll do what needs
to be done. That is your great
gift.

Gwen kneels down and kisses Young Ben on the cheek.

310 GWEN
Goodbye, Ben. Try being nicer to
your cousin. <kiss>

Young Ben is mortified. He blushes and begins to FADE AWAY.

311 YOUNG BEN
Aw. Why'd you have to go do that...

Paradox looks at his pocket watch.

312 PARADOX
We must also take our leave, before
the locals take notice of my
presence.

313 GWEN
What about Kevin?

Gwen can't see his face. Ben looks resolved to do something
bad.

314 BEN
Don't worry, Gwen. I'll take care
of him.

FADE OUT.

END OF EPISODE