

"...Nor Iron Bars a Cage"

696-017

Ben 10: Ultimate Alien

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TEASER

EXT. THE NULL VOID - INCARCICON - TO ESTABLISH

PUSH IN through the NULL VOID, past swarms of NULL VOID GUARDIANS, until we find INCARCICON, the PRISON PLANET we saw Armageddon escape from in "Vendetta."

PUSH IN ON THE PRISON YARD - until we stop at a large METAL BOX, about five feet high and three feet wide that stands alone in the center of the prison yard. There is a slit at about eye height on the front of the box.

ON THE SLIT - For a beat, all we see is BLACKNESS. Then, suddenly, TWO ANGRY RED EYES OPEN, and glare out at camera.

Now, the shadows of TWO ROBOT GUARDS falls across the box.

NEW ANGLE - while one guard aims his BLASTER at the box, the other guard <OPENS> the box's metal DOOR.

1 ROBOT GUARD
 Come on out, Trukk. Your 30 days
 are up.

ON THE BOX DOOR - as TRUKK, seven feet tall and almost as wide at the shoulders, a real alien bruiser, in prison garb, staggers out, shielding his eyes against the light.

WIDER - Trukk just stands there as one guard places a high-tech RESTRAINT COLLAR around his neck, while the other guard hands him a large PICKAXE.

2 ROBOT GUARD
 Time to get back to work.

CUT TO:

INT. UNDERGROUND MINE - MINUTES LATER

It's a huge sprawling cavern, shored up with huge wooden beams, and lit by lanterns. There are ALIEN PRISONERS, all wearing restraint collars, busy digging up the GLOWING BLUE CHALK that runs in veins through the cavern walls, loading the chalk into ORE CARS.

Trukk is led into the mine at blaster-point by the two robot guards, and is joins the workforce alongside an older, heavy-set, amiable alien prisoner named QUINCE.

If we look we might notice that many of the prisoners, Quince included, have a recognizable TATTOO on their arms, a definite prison tatt.

3 QUINCE
Welcome back, Trukk. Been quiet
around here without you.

One Robot guard pokes Quince painfully with his blaster.

4 ROBOT GUARD
No talking. Work.

FAVORING QUINCE - he starts whacking away at the chalk with his axe. Satisfied, the two robot guards EXIT. Once the guards are out of earshot, Trukk stops hacking and turns conspiratorially to Quince.

5 TRUKK
So, I hear there's been some
changes while I was in solitary.
Some new guy in the chain gang?

6 QUINCE
Yeah.

7 TRUKK
Show him to me. I'm gonna need to
hurt him some, just so he knows
who's in charge around here.

CLOSER - Quince shakes his head while Trukk glowers.

8 QUINCE
Don't think you really wanna do
that.

9 TRUKK
Yeah. Why not?

10 QUINCE
Because--

CAMERA PANS - stopping at the feet of any even bigger prisoner than Trukk. Then CAMERA PANS UP the new prisoner's body until we can clearly see that this prisoner is:

KEVIN, in his new multi-alien form. Kevin is grimly, relentlessly whacking away at the blue rock with his PICKAXE-SHAPED FIST, like he has a personal grudge against it. This is not somebody we want mad at us.

11 QUINCE (CONT'D)
--That's the guy.

FADE OUT.

END OF TEASER

ACT ONEEXT. BELLWOOD - EVENING

BEN is driving his car through the streets of Bellwood, with a worried GWEN riding shotgun.

- 12 BEN
Big waste of time, Gwen. There's nothing we can do.
- 13 GWEN
Kevin's been missing for over a week.
- 14 BEN
Not missing, he left us. His choice.
- 15 GWEN
No, Ben. It's not his fault. He touched the Ultimatrix to save us. It's not his fault that the power affected his mind.
- 16 BEN
Maybe not. But fair or not, he has to pay the price.
.

CUT TO:

INT. HOSPITAL - MOMENTS LATER

CLOSE ON BARRY - 20ish, friendly. He's looks directly at camera as he speaks.

- 17 BARRY
It was insane. I'm at lunch, right? And this monster shows up and says that it's Kevin Levin. He claims I owe him eight bucks that I borrowed from him five years ago! So I says I don't remember borrowing any money from him and... well...

PULL BACK TO REVEAL - Barry is in a COMPLETE BODY CAST, lying in a hospital bed, with Ben and Gwen standing at his bedside.

- 18 BARRY (CONT'D)
You can see what happened next.

FAVORING GWEN - She puts a hand on Barry's shoulder.

19 GWEN
 We're really sorry about this,
 Barry. All of your hospital
 expenses will be taken care of.

WIDER - As Ben and Gwen start to leave the room.

20 BARRY
 So that was really Kevin? What's
 wrong with him?

21 BEN
 He's been settling old scores, big
 ones, small ones. It's all the same
 to him.

22 GWEN
 (explaining)
 He's not well. He didn't mean to
 hurt you.

Barry's not buying it.

23 BARRY
 Did a pretty good job for not
 trying.

CUT TO:

INT. UNDERGROUND MINE

Quince and Trukk work together, whacking away at the powder blue rock with pickaxes, even as Trukk glowers at Kevin, who works with his picaxe-shaped hand several yards away. The other prisoners working the mine all keep clear of Kevin.

24 TRUKK
 Look at him, thinks he's better'n
 us, his sweat don't stink?

25 QUINCE
 Let it go, Trukk. He ain't
 botherin' nobody.

CLOSE ON TRUKK - he's pissed.

26 TRUKK
 He's botherin' me.

WIDER - Trukk goes over to Kevin. Kevin ignores him, and keeps digging.

27 TRUKK
 Yo, fresh meat. You know who I am?

28 KEVIN
 Don't know. Don't care.

ON TRUKK - he cocks a thumb towards himself.

29 TRUKK
 Name's Trukk. I'm top dog here.

30 KEVIN
 Good for you. Go bury a bone or
 something.

WIDER - Trukk looks at Kevin, still working, still ignoring him, then he looks at the pickaxe he holds.

NEW ANGLE - roaring in rage, the pickaxe held high overhead, Trukk charges at Kevin as Quince watches from nearby.

31 TRUKK
 <Roar of rage>

CLOSE ON QUINCE - Flinching at the <O.S SOUND OF IMPACT>.

FOLLOWING TRUKK - as he flies ass over heels through frame, until he <SLAMS> into the mine wall, leaving a Trukk-shaped impression in the chalk.

31a TRUKK
 Oooff..

ON TRUKK - he stands uncertainly for a beat, then topples face-forward to the mine floor, completely out of it.

32 TRUKK
 <2 impacts, then keep alive>

NEW ANGLE - as the robot guards rush to where Trukk lays sprawled. They check him out, then move toward Kevin, their blasters aimed at him.

33 ROBOT GUARD
 Prisoner, you're coming with us.

34 KEVIN
 For what?

FAVORING QUINCE - he rushes in to stand between Kevin and the guards, speaking to the guards earnestly.

35 QUINCE
 Whoa. Wait, you're making a
 mistake. I saw the whole thing.

Quince glances over to the fallen Trukk, still laying there.

36 QUINCE (CONT'D)
Trukk--ah--stepped on his own pick
and knocked himself out. This guy
had nothing to do with it.

37 ROBOT GUARD
Sensor logs indicate--

Quince makes his case with the guards, gesturing at Trukk.

38 QUINCE
Sensor, shmensor. You wanna stand
here arguing, or do you wanna get
this guy to the infirmary? Warden
won't be happy to lose a good
worker like Trukk.

NEW ANGLE - The robot guards look at one another, then turn,
pick up Trukk and cart him away.

39 ROBOT GUARD
All of you, back to work.

WIDER - Quince speaks, as Kevin turns back to his work.

40 QUINCE
Yer welcome.

41 KEVIN
Don't remember asking for help.

QUINCE - smiling, he offers Kevin his hand. Kevin ignores it.

42 QUINCE
Name's Quince. You look like you
could use a friend.

43 KEVIN
Looks can be deceiving. So can so-
called "friends."

Quince lowers his hand, then walks away to rejoin the other
working prisoners, leaving Kevin to himself.

44 ALIEN PRISONER
Real charmer, ain't he?

CLOSE ON QUINCE - he's thinking, considering.

54 QUINCE
 No, you were here before, a few
 years ago.

CLOSE ON KEVIN - as Quince speaks, Kevin's face gets grim.

55 QUINCE
 You're Kevin Levin.

WIDER - Kevin turns on Quince angrily, grabbing him.

56 KEVIN
 No I'm not. And if you repeat that
 lie, I'll squash you like a bug. We
 understand each other?

FAVORING QUINCE - trying to pry Kevin's hand from him.

57 QUINCE
 (straining)
 Hey, no worries. I was your friend,
 remember? I still am.

WIDER - Kevin hesitates for a beat, then lets poor Quince go.
 Quince rubs his sore neck.

58 QUINCE
 I'm just sorry you got yourself
 thrown back into this pit, after
 everything you went through to get
 out. *

ANGLE ON KEVIN - looking grim.

59 KEVIN
 I came back here on purpose.

60 QUINCE
 On pur... Why would anybody come
 here on purpose?

CLOSE ON KEVIN - looking grim.

61 KEVIN
 Revenge.

CUT TO:

INT. PRISON CORRIDOR - MOMENTS LATER

Several robot guards move toward us, flanking the prison
 boss, WARDEN MORGG, a powerful, brutish alien figure in a too-
 tight suit. Morgg is not happy as he speaks to the guards.

62 MORGG
 You sure about this? We're not
 expecting a delivery of new
 prisoners.

63 ROBOT GUARD
 The teleporter has been activated
 from the other side, Sir.

With that, Morgg and the guards ENTER a door to find
 themselves in...

INT. TELEPORT ROOM - CONTINUOUS

The room is stark with a CIRCULAR PLATFORM in the center of
 the room. A phalanx of robot guards stand in a circle around
 the platform, blasters aimed at it, ready for whatever may
 appear on the platform. There is a FANCY RAY PROJECTOR aimed
 at the center of the platform.

64 ROBOT GUARD
 You're just in time, Sir. Incoming
 transmission.

65 MORGG
 Arm blasters. Be ready for anything.

Morgg looks at one of the robot guards who stands by the ray
 projector.

66 MORGG
 Activate teleport receiver.

ON THE RAY PROJECTOR - it fires a beam at the center of the
 platform.

ON THE PLATFORM - as something starts to materialize.

ON MORGG - startled by what he sees o.s. on the platform.

67 MORGG
 <startled grunt>

RESUME THE PLATFORM - DOWN ANGLE - as two pairs of legs
 become solid.

PAN UP THE LEGS TO REVEAL:

BEN AND GWEN

Ben smiles sheepishly as the robot guards <COCK> and aim
 their blasters.

68 BEN
Hey, easy, guys. We come in peace.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. TELEPORT ROOM - MOMENTS LATER

Gwen is flashing her PLUMBERS BADGE. The robot guards are standing down. A single, RED ROBOT GUARD, uniquely colored, flanks Morgg.

69 MORGG
You aren't supposed to be here.

70 GWEN
We're no happier about this than you are, Warden Morgg.

ANGLE ON MORGG - leaning forward to emphasize his point.

71 MORGG
There's a procedure, remember? Once a criminal's captured, you're supposed to teleport them here. That's all.

Morgg points an accusing finger at Ben and Gwen.

72 MORGG (CONT'D)
Incarcicon is off-limits to the Plumbers. You're violating the rules.

73 BEN
We're not here on Plumber business. We're here to warn you.

74 GWEN
We believe there's someone in this prison who wants you dead.

Grimly, Morgg gets to his feet.

75 MORGG
Everyone in this prison wants me dead, little lady. It comes with the job. But I assure you I'm perfectly safe.

*

Morgg starts to escort Ben and Gwen out of the room.

76 MORGG
Now, I appreciate your concern, but
I'd appreciate it even more if
you'd just leave my facility.

ANGLE ON GWEN - speaking to Morgg.

77 GWEN
The teleport system only works in
one direction, remember? People can
beam in but they can't beam out.

WIDER - to include a somewhat smug Ben.

78 BEN
Afraid we'll just have to wait here
for the next supply transport ship.
That's tomorrow, right?

FAVORING MORGG - he's not happy about this.

79 MORGG
You knew that when you came here!

Morgg calms down, then turns to one of his robot guards.

80 MORGG
(to the robot guard)
Show these two to temporary
quarters and keep them comfortable
until the supply ship arrives.

81 BEN
Thanks. Appreciate the hospitality.

As Ben and Gwen EXIT the room, flanked by robot guards, Ben
turns back to speak to Morgg.

82 BEN
Just watch your back, okay? We were
serious about the danger.

ON MORGG - he sits back at his desk, and rubs his chin
thoughtfully, as he considers this new development and turns
to the Red Robot.

83 MORGG
Keep an eye on our guests. The last
thing I need is for the Plumbers to
learn what's really going on here.

CUT TO:

INT. PRISON MINE - SIMULTANEOUS

Keeping an eye out for the guards, Quince speaks to Kevin, who continues to dig the blue-glowing chalk.

84 QUINCE
You don't look much like you did
the last time you was here.

85 KEVIN
Different look, same nightmare.

CLOSE ON KEVIN - he thinks back.

DISSOLVE TO:

EXT. PRISON YARD - SEVERAL YEARS AGO - FLASHBACK

A slighter younger Quince and an older, wiser-looking alien prisoner named KWARREL (think an alien George Raft) stand together watching 11-YEAR-OLD KEVIN, in his original multi-monster form, shout at the other prisoners gathered in the yard.

86 YOUNG KEVIN
Nobody touches me, ya hear me?
Nobody! C'mon, if you got the guts!

87 QUINCE
Feisty little thing, ain't he?

88 KWARREL
Angry, mostly. I know the feeling.

WITH KWARREL - he approaches the angry Kevin calmly.

89 KWARREL
That's enough, kid. It's time to
cool off.

ANGLE ON KEVIN - he balls his fist threateningly.

90 YOUNG KEVIN
Make me.

91 KWARREL
Your choice.

WIDER - <ROARING>, Kevin charges at Kwarrel, who stands his ground, calmly.

92 YOUNG KEVIN
<attack>

As Kevin reaches Kwarrel, the older man grabs Kevin's wrist, and with a graceful martial arts move, sends the startled Kevin flying through the air from the force of his own momentum.

93 YOUNG KEVIN
 <startled gasp, then impact>

FOLLOW KEVIN - he flips through the air and lands flat on his back in the center of the yard, knocking the wind out of him. For a beat, he struggles to rise, but finally gives up.

94 YOUNG KEVIN
 <weak struggle> <defeated groan>

NEW ANGLE - Kwarrel looks down at Kevin, then turns and walks away to rejoin Quince.

95 KWARREL
 Name's Kwarrel. When you finally
 decide to let go of that anger, you
 know where to find me.

*

DISSOLVE TO:

CLOSE ON KEVIN

Coming out of his reverie.

CUT TO:

INT. PRISON CORRIDOR - THE PRESENT

Ben and Gwen, escorted by two robot guards, walk down the hall. Up ahead, Ben notices an ore cart being pushed through a bisecting corridor by several prisoners.

96 BEN
 What's with the mining gear? I
 didn't know this was a labor camp.

97 ROBOT GUARD
 I am not programmed to provide that
 information.

Ben and Gwen look at one another in curiosity. Say what?

NEW ANGLE - Finally, the group reaches a room that is really little more than a large cell. One guard opens the door and gestures for Ben and Gwen to enter. *NOTE: there is a small barred window in the door.*

107 QUINCE (V.O. CONT'D)
 But there was a guard who hated
 Kwarrel, and his influence on a lot
 of the cons.

FLASHBACK - PRISON YARD - MONTHS LATER

As Kwarrel watches, 11 year-old Kevin strains with all his
 might and manages to TRANSFORM himself back into HUMAN-
 LOOKING 11-YEAR-OLD KEVIN.

108 QUINCE (V.O.)
 And, while you got better, Morgg's
 hatred grew worse.

DISSOLVE TO:

OUT OF FLASHBACK

Present-day Kevin is talking to present-day Quince.

109 KEVIN
 Yeah, Kwarrel changed my life all
 right... in more ways than one.

DISSOLVE TO:

FLASHBACK - PRISON YARD - MONTHS LATER

HUMAN 11-YEAR-OLD KEVIN touches the concrete prison wall and
 covers himself in concrete. Turning human again, CONCRETE 11
 YEAR-OLD KEVIN smiles sheepishly as Kwarrel looks at him
 proudly.

110 KWARREL
 There's nothing more I can teach
 you, kid. You don't belong here
 anymore.

111 YOUNG KEVIN
 Ain't like I've got a choice.

CLOSER - Kwarrel puts a comforting hand on Concrete Kevin's
 shoulder, as he speaks to him out of earshot of anyone else.

112 KWARREL
 (sotto)
 Listen, I've been working on a way
 out of this pit. If you want, we
 can go together.

113 YOUNG KEVIN
 Whenever you say.

NEW ANGLE - Behind Concrete Kevin and Kwarrel, a prison yard RIOT breaks out. Kwarrel is startled at first, then grins.

114 QUINCE (V.O.) *
And that's when Morgg put his plan
into action. Somehow, he started a
major riot in the yard.

115 KWARREL
Come with me.

WIPE TO:

INT. PRISON BASEMENT - MOMENTS LATER

Kwarrel pushes aside some LARGE CRATES to reveal the entrance to a TUNNEL he's been digging under the prison.

116 KWARREL
I've been digging this tunnel in
secret for years. Now's the time to
use it.

WITH KWARREL AND KEVIN - they run deep into the tunnel, veins of blue chalk visible in the walls, and round a corner. Suddenly, they stop, startled by what they see o.s. ahead.

117 MORGG (O.S.)
Going somewhere, boys?

REVERSE ANGLE - to reveal a grinning Morgg, blaster in hand, blocking the tunnel ahead of them.

118 KWARREL
Morgg.

119 MORGG
Took you long enough. I found your
tunnel months ago. *

Morgg aims his blaster at Kwarrel and Kevin.

120 MORGG
Nice try. Too bad you both got
vaporized trying to escape. *

WIDE - even as Morgg <FIRES>, Kwarrel tackles him, knocking the blaster out of Morgg's hand. Kwarrel shouts to Kevin, who stands flatfooted, unsure of what to do.

121 MORGG
<startled grunt>

122 YOUNG KEVIN
Kwarrel?

123 KWARREL
Forget about me, kid. Run! Get out
while you can.

FAVORING KEVIN - he hesitates, while Kwarrel and Morgg
grapple on the ground to reach the blaster.

123a KWARREL/MORGG
<struggling efforts>

124 YOUNG KEVIN
I can't.

125 KWARREL
Don't argue, kid. Run!

One last look at the two struggling men, and Kevin runs, just
as Morgg manages to get his hands on his blaster.

126 KEVIN (V.O.) *
I was a coward. I ran.

CUT TO:

INT. UNDERGROUND MINE - THE PRESENT

CLOSE ON Present-Day KEVIN - He FLINCHES as he hears the
<SHOT> that ends Kwarrel's life.

127 KEVIN *
The sound of Morgg's blaster will
haunt me the rest of my life.

Quince bows his head at the memory of Kwarrel.

128 QUINCE
Ya did what Kwarrel told ya, kid.
That's all.

ANGLE ON KEVIN - getting angry.

129 KEVIN
Kwarrel is gone, and that creep
Morgg is still breathing.

130 QUINCE *
Morgg's the Warden now. You can't
touch him. He got rid of the old
guards, replaced 'em all with
robots.

WIDER ANGLE - Quince looks around at the blue chalk.

131 QUINCE
Then he started using all the
prisoners to mine this glowin' blue
crud down here. *

ON KEVIN - as serious as death.

132 KEVIN
Morgg is going to pay for what he's
done. Pay in full.

CUT TO:

INT. BEN AND GWEN'S QUARTERS - NIGHT

Ben lays on his bunk, hands behind his head, as Gwen tries
the door again, to no avail.

133 BEN
Any luck?

134 GWEN
Does it look like I'm having any
luck? *

Getting to his feet, Ben dials up, <SLAPS> his Ultimatrix.
Instantly, Ben TRANSFORMS into GOOP.

135 GOOP
Goop!

NEW ANGLE - the floating gizmo that gives Goop his form
floats out between the bars of the door's window, and Goop
oozes out under the door to follow it.

136 GWEN
Ever pick a lock before?

137 GOOP
No. Is it hard?

Goop fires a GLOB OF ACIDIC GOO at the lock, it MELTS THROUGH
and the door SWINGS OPEN.

138 GWEN
Let's find Kevin.

Goop TRANSFORMS back into Ben and the two kids take off down
the corridor. Unseen by them, the RED ROBOT silently follows.

WIPE TO:

INT. PRISON YARD - MOMENTS LATER

Hiding in the shadows, Ben and Gwen watch as several prisoners are led by robot guards down the hall they'd seen the other prisoners push the ore carts past earlier.

139 GWEN
This prison wasn't designed as a
mining colony. What are they
digging for?

*

Gwen and Ben follow, watching as the prisoners enter a door to the prison basement.

140 BEN
Let's ask.

WITH BEN AND GWEN - they ENTER the basement to REVEAL:

THE MINE ENTRANCE

It leads down into the earth under the prison itself, shored up with wooden beams, lit by lanterns strung along the walls.

141 GWEN
Whatever is down here, Morgg
doesn't want anyone on the outside
to know about it.

142 BEN
Which is why he replaced all the
guards with robots.

CLOSE ON GWEN - as they move on.

143 GWEN
Well, it's not going to stay
Morgg's secret for long.

144 MORGG (O.S.)
I'm sorry to hear you say that.

WITH BEN AND GWEN - they turn toward the voice to find:

MORGG, RED ROBOT, and a half-dozen robot guards are standing behind them, blasters aimed at them, blocking any chance of escape. Morgg steps forward.

145 MORGG
I'm even more sorry that you
ignored my warning and the other
prisoners got to you before I could
save you.

*

*

WITH MORGG - he turns away to EXIT, gesturing to the guards.

146 MORGG
Try not to make too big a mess,
won't you, boys?

ON THE GUARDS - they <OPEN FIRE>.

WITH GWEN - she throws up a shield to block the ray blasts.

147 GWEN
<groan of effort>

WIDER - the ray blasts <SHATTER> Gwen's first shield and she instantly throws up another, taking a step back as she does.

147a GWEN
Ughh..

148 GWEN
Can't keep this up. <effort>

Gwen fires an wide energy blast that blows the guards over for a beat. Then she and Ben race deeper into the mine.

149 BEN
Nice. Let's find some cover.

NEW ANGLE - the robots race in pursuit of Ben and Gwen.

WITH BEN AND GWEN - they round a corner in the mine, to discover they've reached a dead end. *NOTE: there are veins of blue rock in the walls.*

150 GWEN
Dead end.

151 BEN
Then we stand and fight.

Side by side, they turn to face the oncoming guards.

ON BEN - he <SLAPS> the ultimatrix and TRANSFORMS into HUMUNGOUSAUR.

152 HUMUNGOUSAUR
Humungousaur! <attack>

WITH HUMUNGOUSAUR - he charges the robot guards, <SWATTING> several aside with a sweep of his hand, even as the remaining guards fire back at him, their blasts hitting the cavern walls behind him, kicking up clouds of blue rock dust.

153 HUMUNGOUSAUR
<annoyed roar>

ON GWEN - she fires energy blasts that knock over two guards.

154 GWEN
We need to find Kevin.

CLOSE ON HUMUNGOUSAUR - breathing in some of the blue dust as he <SWATS> another robot guard.

155 HUMUNGOUSAUR
We need to stay alive fir--<choking
gasp>

WITH HUMUNGOUSAUR - his expression changes, becoming confused.

156 HUMUNGOUSAUR
<confused grunt "huh?">

HUMUNGOUSAUR'S POV - The room and attacking robots twist and turn, as if we were looking at everything through a ripple filter.

157 HUMUNGOUSAUR
(confused)
Wh-what's happening?

Now, suddenly, a MONSTER (something from stock, repainted in Gwen's clothing colors?), spouting FIRE from its hands, stands in front of Humungousaur, blocking his path.

NEW ANGLE - Raising his huge fists over his head, Humungousaur CHARGES at the new monster.

158 HUMUNGOUSAUR
<battle roar>

REVERSE ANGLE - almost the same shot, but not from Humungousaur's view now, so we can see that he is actually about to smash Gwen, who raises a hand to defend herself.

159 GWEN
Ben, no!

And, as Humungousaur moves to flatten Gwen, we:

FADE OUT.

END OF ACT TWO

ACT THREEINT. MINE TUNNEL - CONTINUOUS

Even as Humungousaur's huge fists come down, Gwen throws up an ENERGY SHIELD to protect herself.

160 GWEN
Ben, what are you doing? Stop!
It's me. It's Gwen!

REVERSE ANGLE - HUMUNGOUSAUR'S POV - he still sees Gwen as a monster, <ROARING> at him.

161 GWEN MONSTER
<Gwen roaring>

162 HUMUNGOUSAUR
Monster! Where's my cousin?

ON GWEN - she looks up at Humungousaur, still using her shield to protect herself.

163 GWEN
Right here, Ben. Can't you see me?

CLOSE ON GWEN - she's getting really annoyed.

164 GWEN (CONT'D)
Ben? There's something wrong with
you. Ben?

WIDER - as Gwen drops her shield and <SLAPS> Humungousaur right across the face.

165 HUMUNGOUSAUR
Ow!

166 GWEN (CONT'D)
Stop for a second and listen to me!

ON HUMUNGOUSAUR - Startled by Gwen's action, he PAUSES.

ON GWEN - Urgently talking to Humungousaur.

167 GWEN
You're not thinking straight. I'm
Gwen. Look at me!

CLOSE ON HUMUNGOUSAUR - he shakes his head, clearing it.

168 HUMUNGOUSAUR
Gwen?

REVERSE ANGLE - the monster BLURS back into Gwen.

169 GWEN
That's what I've been trying to
tell you.

Humungousaur TRANSFORMS back into a sheepish Ben.

170 BEN
Sorry about that. I...I thought you
were a monster.

171 GWEN
Seriously?

CLOSE ON BEN - putting it together.

172 BEN
I was seeing all kinds of stuff.
That blue dust I swallowed must've
made me hallucinate. *

FAVORING GWEN - she adds her two cents worth.

173 GWEN
Now we know what Morgg is trying to
hide.

174 BEN
He's forcing the prisoners to mine
some sort of alien dream dust.

175 GWEN
Quite the career path. From Prison
guard to prison warden to
intergalactic drug trafficker.

176 BEN
You forgot the part where he ends
up in jail.

177 GWEN
Not if Kevin finds him first.

CUT TO:

INT. ANOTHER MINE TUNNEL - SIMULTANEOUS

Kevin moves through one of the mine's tunnels with Quince
beside him, trying to be the voice of reason.

178 QUINCE
Kid, please. Don't do this. Guards
catch us, we're finished.

179 KEVIN
By the time anyone notices we're
missing, it'll be over...

CLOSE ON KEVIN - looking dangerous.

180 KEVIN (CONT'D)
...for Morgg.

FAVORING QUINCE - trying to talk sense to Kevin.

181 QUINCE
I know how you felt about Kwarrel.
I felt the same way. But you waste
Morgg and you undo everything
Kwarrel did for you.

ON KEVIN - you can see the pain inside as he speaks.

182 KEVIN
I owe Kwarrel. I can't just let his
murderer walk away free. *

WITH KEVIN AND QUINCE - they round a tunnel corner to find
Morgg coming toward them. Morgg is stunned to see them.

183 KEVIN (CONT'D)
And I won't.

FAVORING MORGG - hands forward, palms out, he backs away from
Kevin and Quince, trying to reason with them as he goes.

184 MORGG
Easy now, boys, let's not do
anything you're gonna regret.
You go back to work and
I'll forget this ever happened.

ON KEVIN - advancing slowly but dangerously toward Morgg.

185 KEVIN
But I won't forget. You murdered my
friend just so you could make a
lousy buck!

Angrily, Kevin <DIGS> a fistful of the blue chalk out of the
tunnel wall with one hand, then holds it up towards Morgg.

186 KEVIN (CONT'D)
 And now I'm going to shove as much
 of this as I can down your throat
 before clubbing you to a pulp with
 your own arms.

ON MORGG - he grins as he reaches into his pocket.

187 MORGG
 Do you really think I'd walk among
 you animals without taking
 appropriate precautions?

Morgg pulls a fancy HANDHELD REMOTE CONTROL out of his
 pocket, with ONE RED BUTTON in its center.

188 MORGG
 Think again.

ON MORGG'S HAND - he <PRESSES> the red button.

189 MORGG
 You all wear those collars for a
reason.

WIDE ANGLE - suddenly, Kevin and Quince's restraint collars
 <HUM> with sonic energy, sparking and vibrating and sending
 terrible pain through their bodies.

190 KEVIN / QUINCE
 <howls of agony>

And, as Morgg stands <LAUGHING> in triumph, we:

190a MORGG
 <laughing>

CUT TO:

INT. ANOTHER MINE TUNNEL - SIMULTANEOUS

Ben and Gwen have finally reached the other prisoner miners,
 just in time to see their restraint collars activated and the
 prisoners all writhing in pain.

191 PRISONERS
 <pain wallah>

192 GWEN
 What's wrong with them?

193 BEN
 Some sort of sonic feedback. Those
 collars are killing them.

ON BEN - he dials up, then <SLAPS> his Ultimatrix.

194 BEN
 And if sonics is the problem, then
 the solution is...

Ben TRANSFORMS into ECHO ECHO.

195 ECHO ECHO
 Echo Echo!

ON ECHO ECHO - as Gwen watches, he MULTIPLIES himself until there are dozens of him.

196 ECHO ECHO
 You might want to cover your ears.

WIDER - Echo Echoes face in all directions, and emit a <HIGH-PITCHED SONIC WAVE> that radiates throughout the tunnel.

FAVORING THE PRISONERS - as the sonic wave hits, their restraint collars <VIBRATE> for a beat, then the restraint collars <SHATTER>, setting the prisoners free.

197 PRISONERS
 <startled, relieved wallah>

NEW ANGLE - as a cadre of robot guards ENTERS, intending to restore order.

198 ROBOT GUARD
 Prisoners, you are instructed to
 return to your work immediate--

ON THE PRISONERS - they glare at the guards for a beat, then, picking up their picks and shovels, they start moving toward the robot guards menacingly.

199 ROBOT GUARD (CONT'D)
 --Uh-oh.

WIDE ANGLE - the angry prisoners surround the guards and stalk them.

WITH GWEN AND ECHO ECHO - he TRANSFORMS back into Ben. Ben grins.

200 BEN
 I think our work here is done...

CUT TO:

INT. KEVIN'S TUNNEL - SIMULTANEOUS

NEW ANGLE - with all his strength, Kevin throws Armodrillo off of him. Armodrillo <SMASHES> into one of the tunnel support beams, <SHATTERING> it.

210 ARMODRILLO
 <impact grunt>

WIDE - as Armodrillo gets to his feet beside Gwen and Quince, the tunnel ceiling starts to <COLLAPSE> as a result of the shattered support.

211 GWEN
 Ben, watch out!

NEW ANGLE - as Armodrillo uses himself as a shield to protect the others, the tunnel ceiling <COLLAPSES>, dropping tons of rock that cuts Kevin off from the others.

When the rock stops falling, Armodrillo tunnels free, followed by Gwen and Quince, all three look to see that Kevin's long gone.

212 GWEN
 He's gone!

*

Armodrillo TRANSFORMS back into Ben.

213 BEN
 We'll find him.

CUT TO:

INT. TUNNEL CHAMBER - MOMENTS LATER

This is one of the mine's hubs. In the center of the chamber, there is a fancy ELEVATOR SHAFT WITH ELEVATOR CAR waiting that leads down into the mine's lower depths.

Looking back over his shoulder to make sure he's not being followed, Morgg runs to the elevator, <PRESSES> a button, and the elevator doors <WHOOSH OPEN> to REVEAL:

KEVIN - grining evilly.

214 KEVIN
 Goin' down?

Kevin EXITS the elevator as Morgg backs away, desperate.

215 MORGG
 You can have half of the profits.
 You can have the whole thing,
 anything you want!

FAVORING KEVIN - sarcastic.

216 KEVIN
Yeah? Can I have Kwarrel back?

ON MORGG - he knows his goose is cooked.

NEW ANGLE - Kevin yanks the Elevator car halfway down, then uses his SWORD HAND to cut the exposed CABLE, sending it careening down the SHAFT.

Kevin grins at Morgg, showing him the deep, deep shaft.

217 KEVIN
Your turn.

He pushes Morgg who falls down the shaft.

CUT TO:

INT. ANOTHER TUNNEL - MOMENTS EARLIER

This is the bottom end of the elevator shaft, hundreds of feet below the chamber above where Kevin confronted Morgg. Ben and Gwen enter the chamber, noticing the elevator shaft.

218 BEN
Where are we?

219 GWEN
We're in the mine's deepest tunnel.

220 BEN
Okay, we take the elevator, work our way up one floor at a ti--

As if in response, the elevator door <EXPLODES> outward, as the elevator car (which Kevin kicked down) smashes through.

221 GWEN/BEN
<startled gasp>

*

WITH BEN AND GWEN - cautiously, they step into the bottom of the elevator shaft, looking up.

222 BEN
I'm betting he's up there.

223 GWEN
We just have to get to him.

They pause, as we hear the <SCREAMS> of a plummeting Morgg <DIALING UP>.

224 MORGG
<long FALLING CRY>

NEW ANGLE - an instant later, Morgg PLUMMETS into scene.

FAVORING GWEN - Pushing Ben out of the way she shouts a spell.

225 GWEN
Turbo!

A magical Vortex spins up. The wind cushions Morgg's fall, so he lands safely, albeit on his back.

226 MORGG
<impact>

227 GWEN
Warden.

228 BEN
Nice of you to drop in.

WIDER - Flanking Morgg now, Ben and Gwen look down on Morgg.

229 BEN
I can't wait to hear how you're gonna explain all this to the Plumbers.

230 MORGG
<defeated groan>

CUT TO:

EXT. PRISON YARD - MINUTES LATER

Ben and Gwen ENTER SCENE with the captive Morgg, stunned by what they see o.s.

REVERSE ANGLE - to reveal the prison is a total ruin, broken robot guard parts scattered everywhere. There is a huge hole in the outer wall through which we can see the last of the prison's inmates ESCAPING.

231 BEN (CONT'D)
What hit this place?

232 GWEN
(embarrassed)
I think we did.

ANGLE ON BEN - he looks around.

233 BEN
Any sign of Kevin?

234 QUINCE (O.S.)
 Long gone.

Ben and Gwen turn to see Quince coming toward them. Quince gestures at Morgg.

235 QUINCE
 He thought that fat slug was
 finished, so he took off.

236 GWEN
 And you didn't leave, too?

CLOSE ON QUINCE - looking resigned.

237 QUINCE
 I still got time to serve.

FAVORING GWEN - she notices the last prisoner escaping.

238 GWEN
 Most of the prisoners are escaping.
 Shouldn't we do something?

ON BEN - looking grim.

239 BEN
 They're out of prison, but they're
 stuck in the Null Void. That's
 probably punishment enough.

NEW ANGLE - on the two.

240 BEN
 Gwen, you see what Kevin's capable
 of now--

ON GWEN - looking really determined.

241 GWEN
 That's why we have to help him.

242 BEN
 I think we're past that. I think we
 have to put him down.

243 GWEN
 What's that supposed to mean?

Ben can't say the words, he turns away from her.

FADE OUT.

END OF EPISOD