

"The Transmigration of Eunice"

1003-021

# **Ben 10: Ultimate Alien**

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BEN 10: ULTIMATE ALIEN  
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Written by Eugene Son

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**TEASER**

**EXT. DESERT FLATS - DAY**

Ben's and Kevin's cars race side-by-side across the desert flats - driving towards mountains in the far off distance. The two cars kick up a dust trail behind them.

BEN and KEVIN communicate through Ben's ULTIMATRIX and Kevin's PLUMBER BADGE they race.

1                    BEN  
Save yourself some embarrassment,  
Kevin. Concede my speed!

2                    KEVIN  
Are you kidding me, Tennyson? I'm  
still in second gear.

Kevin SHIFTS UP, and his car surges ahead.

**INT. KEVIN'S CAR - CONTINUOUS**

A smiley Kevin drives - an unamused GWEN sits shotgun.

3                    GWEN  
You guys act like a couple of 10  
year-olds.

4                    KEVIN  
Ten year-olds can't drive.

5                    BEN  
(filtered)  
Neither can you, Grandma!

6                    KEVIN  
(to Ben on the radio)  
Want to make this interesting? Last  
one to the campsite has to do the  
cooking.

7                    BEN  
You're on! I want pancakes.

- 8                   GWEN  
Is this really necessary?
- 9                   KEVIN  
Yes. Unless you want to skip  
camping and, I don't know, go do  
something fun instead.
- 10                  GWEN  
You know Ben can't go anywhere  
without being swamped by fans. If  
we're going to have a vacation,  
this is it.
- 11                  KEVIN  
I can think of plenty of fun places  
we could've gone...
- 12                  GWEN  
Keeping in mind that we're not  
ditching Ben.
- 13                  KEVIN  
Oh. Then in that case, no.

Kevin looks in the rear view mirror. Ben's gaining on him.

- 14                  KEVIN  
Not gonna happen, Tennyson.

**EXT. DESERT FLATS - CONTINUOUS**

Ben's car gains and tries to pass Kevin's car, but Kevin's car surges - the two race side-by-side again.

In the skies above them, an unidentified OBJECT comes hurtling towards Earth - leaving a trail of fire behind it.

Ben looks over towards Kevin, when he notices the light coming above them.

- 15                  BEN  
Incoming!
- 16                  KEVIN  
I see it!

Ben's and Kevin's cars split off to avoid being crushed by the object, as it <CRASHES> into the desert floor.

The object is a SPACESHIP - relatively undamaged with a simplistic design. The crash has left a long trench behind it in the ground.

Ben, Kevin, and Gwen approach the ship on foot.

17                    BEN  
Looks like an escape pod.

**EXT. SPACE SHIP - CONTINUOUS**

In the center of the wreckage is a LIFE POD - resembling a sealed coffin. It's about six feet long and two feet wide - the top of the pod has a window of frosted glass.

18                    GWEN  
I think something's in there.

Gwen touches the top, then instantly recoils and grabs her hand.

19                    GWEN  
(ow!)

20                    BEN  
You okay?

21                    GWEN  
Cut my hand.

\*

Kevin kneels down to get a closer look at the box.

22                    BEN  
What do you make of it?

23                    KEVIN  
I don't recognize the design.  
Careful, whatever's inside might be  
disoriented, and dangerous.

Suddenly brilliant GREEN LIGHT flashes through the frosted top.

The top of the pod slides OPEN - smoke pours out into the chamber.

The smoke subsides a bit, revealing a beautiful HUMAN GIRL inside. Eunice, 16, appears to be sleeping. Ben looks at her in awe.

24                    BEN  
Or beautiful...

Off of Eunice's face...

**END OF TEASER**



34 EUNICE  
Hi there, little guys.

35 KEVIN  
Maybe we should call her "the  
vermin whisperer."

Ben scowls at Kevin, then smiles at Eunice.

36 BEN  
"Eunice." Hello.

37 KEVIN  
We should cut this trip short and  
head back. Turn her over to the  
Plumbers.

The others react to Kevin - Eunice looks startled. Ben and  
Gwen don't appear pleased.

38 GWEN  
You'll do anything to avoid  
camping, won't you?

39 KEVIN  
Yes. But as it turns out, I got a  
good reason. She's an alien. We  
should get her to someone who can  
help her.

40 EUNICE  
Is it okay if I stay with you for a  
while?

41 BEN  
(overlapping Kevin)  
Of course you can!

42 KEVIN  
(overlapping Ben)  
You have to go.

\*

They look at each other, then at Gwen.

43 KEVIN  
Tie-breaker?

Gwen shrugs.

44 GWEN  
If she wants to stay, who are we to  
say no?

Ben turns to Eunice, smiling.

45                    BEN  
      Maybe we can help you get your  
      memory back.

46                    GWEN  
      I've got some extra clothes you can  
      borrow.

Gwen takes Eunice by the hand and they exit. Ben looks off, smiling stupidly. Kevin breaks his reverie by <SNAPPING HIS FINGERS> next to his head.

47                    KEVIN  
      You're drooling, dude.

CUT TO:

**EXT. FOREST - DAY**

Kevin and Gwen walk through the forest - he carries fishing poles and equipment.

48                    KEVIN  
      This is going to be fun!

49                    GWEN  
      A minute ago you were trying to get  
      out of camping and now it's going  
      to be fun? Are you working some  
      kind of angle?

50                    KEVIN  
      (too innocent)  
      Gwen! I know it's important to you  
      that we all spend some quality time  
      together. I want what you want.

Gwen isn't buying it. She walks past Kevin.

51                    GWEN  
      If you're working some angle, so  
      help me, I'm going to hurt you.

52                    KEVIN  
      (evil chuckle)

Kevin follows after Gwen. Ben and Eunice follow behind them.

53                    BEN  
      So how do you do that thing with  
      the animals?

54 EUNICE  
I don't know. I don't know  
anything. This must all seem so  
strange to you,

55 BEN  
You'd be surprised.

56 EUNICE  
I'm sorry for tagging along. I hope  
I'm not intruding.

57 BEN  
You're not. You're fun to be  
around.

58 EUNICE  
<laughs> I am? I'm fun even though  
I don't have a memory?

59 BEN  
It'll come back. Don't force it.  
Anyway, you're more fun than Kevin.

Wider to reveal Kevin, only a few feet away.

60 KEVIN  
I'm right here, Dude.

\*

**EXT. RIVER - DAY**

\*

Ben and Kevin wade into the river, looking for the perfect spot to cast their reels.

Gwen and Eunice sit on the edge of the river - they both have cast their fishing rods into the water.

62 EUNICE  
What do we do next?

63 GWEN  
We wait. I brought some stuff to  
make batter, if we're lucky we're  
having a fish fry tonight.

64 EUNICE  
We're going to capture fish and eat  
them? I can't do that.

65 GWEN  
Oh, um... I've got stuff for salad.

66 EUNICE  
I'm sorry.

67 GWEN  
It's fine. It's good. You remember  
that you're a vegetarian...

Ben and Kevin continue to wade into deeper and rockier water,  
as they cast their reels.

68 EUNICE  
What are they doing?

69 GWEN  
Showing off.

Ben and Kevin try to steady themselves on the slippery rocks.  
Kevin starts to lose his balance.

70 KEVIN  
<losing his balance, then impact>

Kevin falls over and hits the water - taking out Ben in the  
process. The two <SPLASH>.

71 BEN  
<impact>

The two get out of the water - sopping wet.

72 EUNICE / GWEN  
<laughter>

Ben sees them laughing, smiles, and waves. Eunice waves back -  
Gwen notices Eunice's wave.

#### **EXT. FOREST CAMPSITE - NIGHT**

The four have finished eating around the campfire - Gwen sits  
with Kevin, Ben sits with Eunice. The empty cans remaining  
from dinner are stacked near them.

73 BEN  
Then Grandpa Max said to Gwen,  
"That's why I ride side-saddle!"

74 EUNICE  
<laughing>

75 GWEN  
That's not how it happened!

76                   BEN  
                  (conceding)  
                  It's funnier the way I told it.

77                   KEVIN  
                  And you come out of it looking  
                  better.

78                   BEN  
                  Do I? How about that?

Gwen turns her attention to Eunice, who is staring off into space.

79                   GWEN  
                  You're quiet. Remembering  
                  something?

80                   EUNICE  
                  No, just thinking. Losing my memory  
                  makes me focus on the here and now,  
                  I guess. The animals. The trees.  
                  The people. All the beautiful  
                  things in the world around me.

Ben hangs on her every word - then stands up and reaches out his hand to help Eunice to her feet.

81                   GWEN  
                  Where're you going?

82                   BEN  
                  I'm going to take Eunice to see the  
                  view of the ravine.

83                   GWEN  
                  (through gritted teeth)  
                  May I have a word with you? In  
                  private.

Gwen and Ben step aside, leaving Kevin and Eunice at the campfire.

Squirrels come up to Eunice. Kevin frowns at them.

84                   KEVIN  
                  Squirrels. Nothin' but tree rats.

Kevin gets up and joins Gwen and Ben.

**EXT. FOREST CAMPSITE - CONTINUOUS**

Ben, Gwen, and Kevin conference away from the campfire.

85                   GWEN  
What do you think you're doing?

86                   BEN  
Talking. I'm not allowed to talk to  
her?

87                   KEVIN  
Forget it, Tennyson. She's way too  
good-looking for you.

88                   GWEN  
Not the point. What about Julie?

89                   BEN  
She was only a little too good-  
looking for me.

90                   KEVIN  
Just barely in your range. But  
okay.

91                   GWEN  
That's not what I meant, and you  
both know it.

92                   BEN  
Julie broke up with me.

93                   GWEN  
No. She said you might as well be  
broken up.

94                   KEVIN  
Same difference.

95                   BEN  
Two to one, majority rules. Don't  
wait up.

Ben leaves - Gwen looks unhappy.

**EXT. FOREST TRAIL - NIGHT**

Ben leads Eunice through a forest trail.

96                   EUNICE  
You're lucky to have your Grandpa.  
I don't even know if I have family.  
I wonder if anyone's looking for  
me.

- 97                   BEN  
Of course people are looking. They miss you. I'd miss you.
- 98                   EUNICE  
You're not very good at flirting.
- 99                   BEN  
How would you know? You have total memory loss.
- 100                  EUNICE  
True, but I wasn't born yesterday.
- 101                  BEN  
Sorry. Won't happen again.
- 102                  EUNICE  
I said it was awful. I didn't say stop.

Ben and Eunice come to a stop in a clearing beneath a rocky hill. The landscape is dotted with large rocks.

- 103                  BEN  
I might be lost. Stay here. I'm going to climb higher, see if I can spot the ravine.

Ben climbs up the rocky hill, leaving Eunice. Eunice hears something and walks off the path.

Something in the darkness is stalking her. But we can't see what. Bushes shaking, <LOW GROWLS>, a flash of teeth, but never a clear look.

She comes around a large boulder and comes face-to-face with an enormous GRIZZLY BEAR. The angry bear <SNARLS> and rises up on its hind legs - startling Eunice and draping a huge shadow over her.

**EXT. HILL - CONTINUOUS**

Ben is at the top of the hill - which is dotted with large rocks.

- 104                  BEN  
(calling out)  
Okay, Eunice! We're a little West of where I thought we were--

Ben looks down and sees the bear looming over Eunice.

105                    BEN  
                  Eunice!

Ben TRANSFORMS into ARMORDILLO.

106                    ARMORDILLO  
                  Armordillo!

Armordillo burrows into the ground traveling through it as if it were water as he races towards Eunice.

107                    ARMORDILLO  
                  Hang on! I'm coming!

He stops short, startled by what he sees.

108                    ARMORDILLO  
                  Wait - what?

**EXT. FOREST TRAIL - CONTINUOUS**

Eunice is in no trouble. Standing next to the large boulder, she pets the grizzly bear, calming it down. As she does, there is a FLASH of GREEN LIGHT, where her hand touches the bear.

Armordillo reaches the bottom of the hill, then REVERTS back into Ben. He approaches Eunice incredulously, as Eunice nudges the bear and sends it on its way.

109                    BEN  
                  How did you do that?

110                    EUNICE  
                  I didn't do anything. I just knew  
                  it wasn't going to hurt me. It's  
                  weird, isn't it?

111                    BEN  
                  You didn't think it was weird when  
                  I turned into a ten-foot tall  
                  alien?

112                    EUNICE  
                  I figured you'd explain it to me  
                  later.

113                    BEN  
                  Fair enough. C'mon. The ravine is  
                  up this way.

Ben leads the way, inching around a Boulder in the path. Before Eunice joins him, she easily and effortlessly SHOVES the boulder out of the way.

114                   EUNICE  
                  Wait for me.

**EXT. DESERT FLATS - NIGHT**

A mysterious figure we don't get a clear look at, arrives at the spaceship crash site - approaching the ship.

The figure TEARS OPEN the ship with his bare hands, searching for something.

115                   SUNDER  
                  <exertion effort!>

**INT. SPACE SHIP - CONTINUOUS**

Reveal that the figure is SUNDER. Sunder enters the interior of the ship and finds the empty space pod.

116                   SUNDER  
                  Empty.

**EXT. DESERT FLATS - CONTINUOUS**

Sunder steps outside, holding his handheld scanner.

117                   SUNDER  
                  I can find it with my scanner...

Sunder puts the scanner back on his belt.

118                   SUNDER  
                  But it looks like I won't need to.

Sunder's eyes follow tire tracks in the desert sand - leading from the spaceship up towards the mountains.

**END ACT ONE**

**ACT TWO****EXT. FOREST - NIGHT**

Ben and Eunice walk through the woods.

119                   BEN  
It's not far now.  
                  (beat, chagrinned)  
I know I said that before...

Eunice is kneeling by a patch of blue wildflowers.

120                   EUNICE  
Have you ever seen anything more  
beautiful?

She picks a flower and holds it up, as a RABBIT comes up to her.

121                   BEN  
How do you do that?

122                   EUNICE  
I don't know. The animals just-

123                   BEN  
Not just that. Everything? How do  
you make it all seem so... natural?

Eunice holds the rabbit in her arms.

124                   EUNICE  
Want to pet him?

Ben frowns, putting his hand out tentatively.

125                   BEN  
Does it bite?

126                   EUNICE  
                  (teasing)  
No. I'm pretty sure that bear you  
were going to fight for me does,  
though.

127                   BEN  
That's different!

128                   EUNICE  
If you want to be scared of the  
bunny, I won't judge.



Sunder leaps back, as Ultimate Spidermonkey <RIPS> a tree out of the ground and swings it at Sunder, knocking him through the air.

137                   SUNDER  
                  <2 impacts>

\*

Sunder finds his balance, then counter attacks with his axe. Ultimate Spidermonkey takes a second swing with the tree trunk, but Sunder SLICES it in half.

137a                   SUNDER  
                  <swinging effort>

\*

\*

138                   ULTIMATE SPIDERMONKEY  
                  <effort>

139                   SUNDER  
                  Never did get even with you for  
                  sending me to the Null Void.

140                   ULTIMATE SPIDERMONKEY  
                  Get even?! You cut my hand off!

141                   SUNDER  
                  Stop whining. You got it back.

Sunder fires an ENERGY BLAST from his axe - destroying the ground at Ultimate Spidermonkey's feet. He straddles the crater with his tentacles.

142                   ULTIMATE SPIDERMONKEY  
                  We already settled this. The  
                  Ultimatrix is mine!

Sunder goes on the offensive, swinging with his axe and causing Ultimate Spidermonkey to backpedal.

143                   SUNDER  
                  You think this is about the watch?  
                  <effort>

\*

\*

Sunder raises his axe and brings it down towards Ultimate Spidermonkey - but misses him.

144                   ULTIMATE SPIDERMONKEY  
                  If you're not after the Ultimatrix,  
                  then what...?

Ultimate Spidermonkey makes eye contact with Eunice.

145                   ULTIMATE SPIDERMONKEY  
                  Eunice.

Ultimate Spidermonkey attacks Sunder, rising up and using his many legs to stomp him.

146                   ULTIMATE SPIDERMONKEY  
    <efforts>

Sunder grabs one of Ultimate Spidermonkey's legs and throws him aside.

147                   SUNDER  
    <effort>

148                   ULTIMATE SPIDERMONKEY  
    <falling, then impact>

Sunder regains his footing, and stalks towards Eunice.

149                   SUNDER  
    You're coming with me. Now.

150                   EUNICE  
    Stay away!

A frightened Eunice looks at the ground - finding her rabbit nearby. She reaches down and TOUCHES the rabbit. There is a FLASH OF GREEN LIGHT.

Sunder reaches to grab Eunice. With stunning speed absorbed from the rabbit, Eunice LEAPS AND BOUNDS DOZENS OF FEET INTO THE AIR and away - escaping into the forest.

151                   ULTIMATE SPIDERMONKEY  
    Hey, Hatchet-head!

Ultimate Spidermonkey jumps Sunder from behind - knocking him down.

152                   SUNDER  
    <impact>

As Ultimate Spidermonkey opens his mouth to fire a blast of webbing, Sunder rolls over and fires an ENERGY BLAST from his axe into Ultimate Spidermonkey's mouth.

153                   ULTIMATE SPIDERMONKEY  
    <pained cry> Ooof!

\*

The point-blank attack staggers Ultimate Spidermonkey, sending him crashing to the ground. Ultimate Spidermonkey opens his mouth, SMOKE pours out!

154                   ULTIMATE SPIDERMONKEY  
    Hot! Hot! Hot!

The Ultimatrix TIMES OUT. Ultimate Spidermonkey REVERTS back into Ben.

155                   BEN  
Oh, that's inconvenient.

Sunder gets up as his Glider flies back to him. He leaps aboard, and flies into the forest after Eunice.

156                   SUNDER  
Stay out of this, Tennyson. You don't understand what you're dealing with.

An exhausted Ben watches as Sunder flies away.

**EXT. FOREST CAMPSITE - NIGHT**

Kevin struggles with his tent, trying to hammer the tent stakes into the ground with his HAMMER FIST. Gwen watches.

157                   KEVIN  
(grumbling!)

158                   GWEN  
Offer still stands.

159                   KEVIN  
Answer is still no. The guy puts up the tent.

160                   GWEN  
Speaking of things that take too long, where are Ben and Eunice?

Kevin continues putting up the tent.

161                   KEVIN  
Probably watching the stars. Girls like that, right? What's the problem?

162                   GWEN  
This weekend was supposed to be the three of us. Not the three of us plus Ben's new girlfriend.

163                   KEVIN  
Ease up. It's hard enough for her without all the pressure from you.

164                   GWEN  
Pressure?

165                    KEVIN  
You're treating her like a fifth  
wheel. Wasn't that long ago I was  
the one trying to fit in with you  
and your cousin. So be nice.

Gwen stares at him for a long moment, puzzled.

166                    KEVIN  
What?

167                    GWEN  
Sometimes you make sense.

168                    KEVIN  
Your influence.

Kevin looks at the crooked tent he's mis-assembled and  
frowns.

169                    KEVIN  
You want to show me how to do this?

Ben comes running back to the campsite.

170                    BEN  
Where's Eunice?

171                    KEVIN  
Man. You can not keep a girlfriend.

172                    BEN  
(ignoring the joke,  
agitated)  
Sunder attacked us in the forest.  
We got separated.

173                    GWEN  
She's wearing my extra clothes. I  
can track her.

Gwen uses her powers to track Eunice - her eyes GLOW.

#### **EXT. MOUNTAIN FACE - NIGHT**

Ben, Gwen, and Kevin walk up the side of the mountain on a  
series of Gwen's ENERGY PLATFORMS.

174                    GWEN  
This way. Although I can't imagine  
how she got way up here.

175                   BEN  
Oh. She can absorb animal powers.  
She was jumping like twenty feet  
high.

176                   KEVIN  
Okay. Too much we don't understand.  
We find her, and make her talk.

177                   GWEN  
What happened to "be nice to her"?

178                   KEVIN  
Sunder only goes after rare and  
precious objects. He wouldn't be  
here unless Eunice has something he  
wants.

**EXT. MOUNTAIN TOP LEDGE - CONTINUOUS**

A plateau near the mountain top peak - the air is cold and the terrain is all rock. Ben, Gwen, and Kevin make their way onto the ledge via one of Gwen's ENERGY PLATFORMS.

Eunice sits on the ground, huddled over. Ben, Gwen, and Kevin approach her. Eunice smiles weakly and wipes tears from her eyes.

179                   BEN  
Come here often?

180                   EUNICE  
You've all been so nice to me, and  
now I've brought you into this.

181                   KEVIN  
What is "this"? What does Sunder  
want from you.

182                   EUNICE  
I honestly don't know. I've been  
trying to remember, but I can't.

183                   BEN  
Maybe something from your ship?

184                   KEVIN  
Could be. When we found you, I'm  
pretty sure you weren't carrying  
anything.



194                   SUNDER  
                   (swinging efforts!)

Kevin touches and absorbs the rocks, forming oversized ROCK FISTS, as he leaps at Sunder.

195                   KEVIN  
                   <efforts>

Kevin lands a few punches at Sunder, before Sunder spins his axe - then surprises Kevin by firing an energy net from the bottom of the axe.

196                   KEVIN  
                   <2 impacts>

\*

The net covers Kevin and pins him to the ground.

197                   NRG  
                   Where do you think you're going?

NRG grabs the passing Sunder, yanking him off of his glider - causing the glider to spin wildly.

198                   SUNDER  
                   <jerked>

Sunder pulls out a glowing handheld device - then attaches it to NRG's chest.

The device FLASHES and fires an elastic webbing - instantly entangling NRG in a sticky goo.

199                   SUNDER  
                   Hoisted by your own petard.

\*

200                   NRG  
                   <struggles> If I knew what a  
                   "petard" was, I'd probably think  
                   that was funny.

Gwen charges Sunder, hurling more energy discs.

201                   GWEN  
                   (throwing effort!)

The first disk hits Sunder and EXPLODES.

202                   SUNDER  
                   <impact>

Sunder's GLIDER returns, Sunder hops on, avoiding several more of Gwen's disks. Sunder charges swinging his axe at Gwen.



Sunder suddenly takes his hand and plunges his hand grabs Eunice's head and pulls up her hair, revealing green, PRINTED CIRCUITS at the base of her skull. Ben, Gwen, and Kevin react in horror.

Sunder twists his hand - turning Eunice OFF. Eunice disappears in a FLASH OF GREEN LIGHT and the original series <OMNITRIX SOUND EFFECT>. In her place is a CRUDE VERSION OF THE OMNITRIX POWER CORE (except with no hourglass plumber symbol). Sunder picks it up. Ben is stunned.

211                    BEN  
                  Eunice?

Off the Eunice/power core in Sunder's hand...

212

**END ACT TWO**

**ACT THREE****EXT. MOUNTAIN TOP LEDGE - NIGHT**

Re-establish. Ben, Gwen, and Kevin are stunned.

213                   GWEN  
He turned Eunice into an Omnitrix  
core?

Sunder clutches the Eunice power core in his hand, picks up his energy axe, and then leaps up on his glider.

214                   BEN  
What did you do?

215                   SUNDER  
My job. Now if you'll excuse me, I  
have a delivery to make.

Sunder flies away on his glider.

216                   BEN (O.S.)  
Sunder!

Ben transforms into CANNONBOLT.

217                   CANNONBOLT  
Cannonbolt!

Transforming into Cannonbolt bursts the webbing off of him.

Gwen creates an energy bubble around herself, then expands it - destroying the energy netting around her. Kevin bashes his way free from his netting.

217a                  GWEN  
<strain and release>

\*  
\*

Cannonbolt, Gwen, and Kevin get to the edge of the cliff. Sunder is barely visible in the distance.

218                   CANNONBOLT  
Catch up when you can.

In mid-roll, Cannonbolt transforms into ULTIMATE CANNONBOLT.

219                   ULTIMATE CANNONBOLT  
Ultimate Cannonbolt!

**EXT. MOUNTAIN - CONTINUOUS**

Ultimate Cannonbolt rolls down the mountain at breakneck speed - bouncing and <SMASHING> through rocks and other obstacles in his path.

**EXT. FOREST - CONTINUOUS**

Small animals run out of the way as Ultimate Cannonbolt races through the forest - LEVELING everything in his path, SNAPPING trees like matchsticks, and leaving a swath of destruction behind him.

A wider view shows Sunder flying in the sky - Ultimate Cannonbolt has almost caught up to him.

**EXT. SKIES - CONTINUOUS**

As he flies, Sunder admires the Eunice power core in his hand, when he hears <RUMBLING> below him. He looks down just as Ultimate Cannonbolt comes shooting up at him like a cannonball.

They collide in mid-air.

220                   ULTIMATE CANNONBOLT  
                  (impact grunt!)

221                   SUNDER  
                  (impact grunt!)

Sunder and Ultimate Cannonbolt plummet to the ground.

**EXT. LAKE - CONTINUOUS**

A small pond adjacent to a muddy wetlands. Sunder and Ultimate Cannonbolt <SPLASH> down in the lake, then disappear under the surface.

A moment later, they both come up fighting. Ultimate Cannonbolt has unrolled himself.

Sunder throws punches at Ultimate Cannonbolt, then tries to grab hold. Ultimate Cannonbolt rolls up again, then manages to roll over Sunder. The force of his spinning shoots Sunder out from under him.

222                   SUNDER  
                  (fighting efforts!) (off-balance  
                  hurk!)

**EXT. WETLANDS - CONTINUOUS**

The wetlands are dotted with thick patches of tall grasses. The parcels of mud are of various depths - one step might be solid, the next step up to your ankle, the next step up to your neck.

Sunder is thrown into the muddy wetlands. He quickly gets to his feet, with his face splattered with mud.

223                   SUNDER  
                  <impact>

Ultimate Cannonbolt rolls at Sunder, who manages to leap frog over Ultimate Cannonbolt.

224                   SUNDER  
                  (jumping effort!)

Ultimate Cannonbolt bounces through the tall grasses - rustling up the hidden wildlife and sending a flock of birds flying in all directions.

As Ultimate Cannonbolt turns to come racing back towards Sunder, Sunder pulls out a miniscule high-tech hand cannon.

225                   SUNDER  
                  Like it? I picked it up on Galvan  
                  Prime!

The hand cannon <FIRES> a massive energy distortion blast - hitting Ultimate Cannonbolt hard, and disorienting him.

226                   ULTIMATE CANNONBOLT  
                  <Impact>

Ultimate Cannonbolt tries to roll straight, but can't do it. He unrolls himself, falling to one knee and trying to regain his bearings.

227                   ULTIMATE CANNONBOLT  
                  What did you do? Dizzy....

Sunder attacks with his axe, swinging again and again. Ultimate Cannonbolt tries to back-pedal, but is at a disadvantage.

228                   SUNDER  
                  (swinging efforts!)

Ultimate Cannonbolt trips and falls on his back - landing in the mud. Sunder stands above him with his axe raised.

229                   ULTIMATE CANNONBOLT  
                   <impact>

230                   SUNDER  
 You really thought you could beat  
me?

231                   ULTIMATE CANNONBOLT  
 Well, yes!

232                   SUNDER  
 Last mistake you'll ever make.

233                   KEVIN (O.S.)  
 He'll make plenty more mistakes!

Gwen and Kevin have arrived.

234                   KEVIN  
                   (sheepish)  
 That didn't come out right.

235                   GWEN  
 No. It didn't. <effort>

Gwen fires an ENERGY WHIP at Sunder, yanking the axe from his hands and tossing it aside.

236                   SUNDER  
                   <reacts>

Kevin digs down into the mud with both hands and pulls out two rocks - he ABSORBS the rocks into his fists, then tangles with Sunder. He tags Sunder with a series of punches.

237                   KEVIN  
                   (punching efforts!)

237a                  SUNDER  
                   <impacts>

\*  
 \*

Ultimate Cannonbolt shakes off the cobwebs, then rolls up again to pick up speed.

Sunder tags Kevin with a punch, knocking him away.

238                   KEVIN  
                   <impact>

But before Sunder can move, Ultimate Cannonbolt comes up and barrels into him - RAMMING into him.

239                   SUNDER  
                   (2 impact grunts!)

\*

The impact sends Sunder into the mud - and separates him from the core.

Sunder quickly wipes the mud from his face, then dives for the power core. But before he can grab it, Gwen uses her powers to knock the power core away.

240                   GWEN (O.S.)  
Kevin!

The power core bounces to Kevin, who picks it up.

Gwen goes toe-to-toe with Sunder - slamming him with energy-assisted punches.

241                   GWEN  
<efforts> What are you doing?

Kevin holds the power core, turning it over and trying to tinker with it.

242                   KEVIN  
I'm looking for a switch on this thing.

243                   ULTIMATE CANNONBOLT  
If it looks like an Omnitrix...

Kevin grins and SMACKS the power core.

There's a GREEN FLASH of light. The power core is replaced by Eunice, back in her original alien form. She stands and stares at her hands - looking stunned.

244                   EUNICE  
What... am I?

While still fighting Gwen, Sunder sees what's happening. Sunder blocks one of Gwen's attacks, pushes her out of the way, then runs straight for Eunice.

a                   SUNDER  
<blocking impact>

\*  
\*

245                   GWEN  
<impact>

246                   SUNDER  
You belong to me!

Eunice sees him coming. Her body language changes from shock to anger.

247                   EUNICE  
I don't belong to anybody!

Eunice kneels down and touches a nearby snake, THERE IS A GREEN FLASH.

248                   EUNICE  
Tell me what's happening!

Sunder tries to attack Eunice, but Eunice grapples with Sunder. Using the snake powers, she manages to slip out of his grasp, reverse the grab, and then takes Sunder down to the ground.

249                   EUNICE  
(fighting efforts!)

250                   SUNDER  
(impact grunt!)

251                   EUNICE  
Who am I!?! Where do I come from?  
Where are my parents?!

In the mud, Eunice has Sunder in a wrestling-type lock from behind. Despite the hold, Sunder tries to reach for something off his belt.

252                   SUNDER  
(struggling!) You have no parents!  
You're a thing. A machine!

253                   EUNICE  
Liar!

Ultimate Cannonbolt, Kevin, and Gwen dive at Sunder, piling on.

254                   KEVIN/GWEN                   \*  
<efforts>

255                   ULTIMATE CANNONBOLT  
Hold him!

The five of them struggle in the mud - at a virtual standstill.

256                   ALL  
<struggles>

With his signature teleportation FLASH, AZMUTH appears on the edge of the wetlands, shaking his head at the sight of all of them covered in mud.

257                   AZMUTH  
    Wallowing in the mud. Why am I not surprised?

Ultimate Cannonbolt REVERTS back into Ben. Ben, Gwen, Kevin, Eunice, and Sunder get to their feet, as Azmuth approaches.

258                   BEN  
    Azmuth? What are you doing here?

Azmuth looks at Ben and Sunder.

259                   AZMUTH  
    Attending to trivialities that should have been easily handled by my proxy.

260                   SUNDER  
    I'm sorry, Sir. I just needed more time.

261                   AZMUTH  
    As if you're a match for Tennyson.

262                   BEN  
    (to Sunder)  
    Don't take it personally, I am pretty tough.

263                   AZMUTH  
    You're a buffoon. Once again involving yourself in matters that are none of your concern!

Bn puts a protective arm around Eunice's shoulders.

264                   BEN  
    Eunice is my concern.

Azmuth looks at Eunice.

265                   AZMUTH  
    Eunice? Is that what you've been calling the Unitrix?

266                   EUNICE  
    Unatrix? Is that my name? You know who I am?

267                   AZMUTH  
    You are a Unitrix. One of my early prototype models of the Omnitrix.

268                   GWEN  
                  (ahead of everyone)  
                  Uni as in "one," instead of omni,  
                  meaning "all."

269                   AZMUTH  
                  Indeed. Originally I planned to  
                  create a separate device to store  
                  the DNA of each species.

270                   GWEN  
                  So when I cut my hand opening the  
                  space pod...

271                   AZMUTH  
                  --It sampled your DNA, randomized  
                  it, and created "Eunice."

272                   KEVIN  
                  So, basically, you lost your  
                  doohicky, and hired Sunder to find  
                  it.

273                   AZMUTH  
                  A wasted effort. And after going to  
                  all the bother of freeing him from  
                  the Null Void.

274                   EUNICE  
                  (frightened)  
                  What happens to me now?

275                   AZMUTH  
                  You go back into storage.

Eunice is terrified.

276                   EUNICE  
                  No. Please...

277                   BEN  
                  You can't just store a human being!

278                   AZMUTH  
                  She's not human. She's a construct.  
                  No more alive than any of your  
                  transformations. She's not real.

The words sting Eunice. Tears well in her eyes.

279                   BEN  
                  Who are you to say that? My  
                  transformations are real, and she's  
                  way more human than you are!



287                   EUNICE  
      Goodbye, Ben.

288                   BEN  
      Goodbye.

Eunice steps back to stand next to Azmuth and Sunder - the three fade away in Azmuth's Energy signature.

289                   SUNDER  
                  (fading)  
      Do I still get paid?

Gwen and Kevin look at Ben, who keeps his hand closed.

290                   GWEN  
      What did she give you?

Ben opens his hand - inside is a blue wildflower.

291                   BEN  
      Something beautiful.

Ben, Gwen, and Kevin walk away - as birds take flight over the wetlands.

**THE END**