

"Eye of The Beholder"

(FKA Baz-L Dazzle)

1003-022

Ben 10: Ultimate Alien

By

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BEN 10: ULTIMATE ALIEN

Episode #696-022

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03/07/10

Written by Len Uhley

TEASER

FADE IN:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

A plain of hardened lava. A distant STAR-SUN twinkles in the dusky sky, but this moon's main source of light is the reflected GLOW from the huge ORANGE PLANET that looms overhead. We hear a WHISTLING WIND, but other sounds as well -
- TAPPING AND SCRATCHING of metal against stone.

SETTLE on a run-down OUTDOOR TEMPLE: STONE COLUMNS etched with glyphs surround an ALTAR; its face is angled toward THREE ONE-EYED SENTRY STATUES (the 'eyes' on the other two Statues are missing and their sockets scratched, thanks to...

BAZ-L (see "Pier Pressure"), who stands on the belly of STATUE #3 (the tallest one) comically straining as he uses a TOOL to pry loose its IRIDESCENT EYE. The orb pops out. Baz-L falls and <SPLATS> on his back in the dirt.

1 BAZ-L
 <straining, short cry, impact>

Baz-L sits up, brushes himself off -- and burps.

2 BAZ-L (CONT'D)
 <burp> Oh, dear.

Baz-L stands and picks up the other ORB lying on the altar. He holds the two between the tips of his fingers, pleased.

3 BAZ-L (CONT'D)
 Ah. This is an unexpected bonus! I
 think I shall call you "Baz-L's
 retirement plan."

Hearing <O.S. GRAVEL CRUNCH>, he turns and reacts, startled. A SHADOW falls across him. He backs up, just as a large hulking figure looms in F.G., FILLING FRAME.

4 BAZ-L (CONT'D)
Wait! What are you doing? No!
<terrified DISTINCTIVE ELECTRONIC
scream>

CUT TO BLACK.

ACT ONE

FADE IN:

EXT. TENNIS COURT - DAY [RE-USE #696-002, "BEN SQUARED"]

JULIE practices tennis, returning ball after ball. <SMACK!>
<SWAT!> <POW!>

5 JULIE
<EFFORTS>

On the other side of the net, SHIP, who is shaped like a
TENNIS BALL LAUNCHER, fires another ball <POONK!> Suddenly,
he hears the <DISTICTIVE ELECTRONIC SCREAM> signal sent by
Baz-L. Extruding the remaining balls out the back <PLOPPITY-
PLOP>, he reverts to his NORMAL SHAPE and bops around
anxiously.

5a BAZ-L
<scream>

6 SHIP
Ship? Shipship! Shipshipship!

Julie hops the net and hurries over to him.

7 JULIE
What's the matter, Ship?

8 SHIP
Shipship!

9 JULIE
Baz-L? What about him?

10 SHIP
Shipshipshipship, shipshipship!

11 JULIE
He's in trouble? You're going to
help him? Wait!

WIDE ANGLE as Ship MORPHS into a SPACESHIP (see "Pet
Project"), lifts off, tacks about and <ZOOMS> away. As the
blow-back subsides, Julie gazes skyward in despair.

12 JULIE (CONT'D)
 Oh, Ship!

CUT TO:

EXT. MUSEUM - DAY - [RE-USE #696-002, "BEN SQUARED"]

A huge MECHANICAL 'FOOT' stomps down, <CRACKING> the sidewalk. Two BATTLE STRIDERS (like *Star Wars*' At-At Walkers with one-man cockpits) <CLANK> around the side of the museum. The FOREVER KNIGHTS piloting them react when they see:

BEN, GWEN and KEVIN confronting them. Ben nods, his point proven from some earlier off-screen debate.

13 BEN
 Told you it was the Forever Knights.

14 GWEN
 I don't see how these things fit into the whole King Arthur theme.

15 BEN
 Maybe they're supposed to be horses.

16 GWEN
 Anyway, I thought they broke up last year.

A ROCKET SPIRALS past them and <EXPLODES>. Offhand:

17 KEVIN
 Don't think so.

18 BEN
 We'll ask them about it after we kick their cans.

Gwen and Kevin rush forward PAST CAMERA; HOLD ON Ben as he activates his Ultimatrix and TRANSFORMS INTO HUMUNGOSAUR.

19 HUMUNGOSAUR
 Humungosaur!

Kevin runs his hand along a PARKED TRUCK as he charges, SHEATHING HIMSELF IN STEEL without missing a step.

Strider #1 pivots at the waist, aiming its launchers --

Gwen THROWS SEVERAL ENERGY DISKS --

19a GWEN
 <throwing efforts>

IMPACTING the cockpit. They only dent it, but the pilot reflexively shields his face. --

20 KNIGHTS #1
 <surprised cry>

Gwen makes an ENERGY RAMP. Kevin runs up, cocks a fist and throws a punch that 'kneecaps' Strider #1.

21 KEVIN
 <effort>

It <WHIRS>, totters --

DOWN SHOT - Kevin gives a look of resignation as Strider #1 keels over on top of him, <CREAKING METAL, WHAM>!

22 GWEN
 Sorry!

Meanwhile, Humungosaur GROWS--

Strider #2 swivels, trying to track him as --

Humungosaur somersaults overhead, doing a lateral turn in mid-air. He then lands facing forward on the back of Strider #2!

23 HUMUNGOSAUR
 I know! I'm nimble for a big guy.

IN THE COCKPIT - Knight #2 jams his controls hard.

Strider #2 bucks like a bronco. Humungosaur hangs on for dear life -- until the cowl tears off in his hands! Without having something to hold onto, he goes flying O.S.

24 HUMUNGOSAUR (CONT'D)
 <startled cry> <oof>

<THUD> Humungosaur rolls to a stop and rattles his head.

25 HUMUNGOSAUR (CONT'D)
 I never liked the rodeo, anyway.

26 JULIE (O.S.)
 Ben!?

Humungosaur looks up as Julie runs over. He shrinks down and self-consciously brushes himself off.

27 HUMUNGOSAUR
Ah. Julie. How did you find us?

28 JULIE
How do you think?

She points O.S. SWISH PAN to a knot of microphone-wielding REPORTERS and CAMERAMEN behind a POLICE BARRICADE.

29 REPORTERS (OVERLAP)
Reporting live from the scene of --
/ Ben Tennyson is talking with a
bystander -- / A high-tech weapon --

The badly-damaged Strider #2 <STOMPS> forward. Humungosaur prepares to fight, when Kevin slams into it from off frame, sending it tottering off in another direction.

29a KEVIN
<tackling impact>

Ben continues his testy exchange with Julie.

30 HUMUNGOSAUR
I'm a little surprised to see you,
considering.

31 JULIE
Considering what?

In the background, Gwen blasts the strider.

32 HUMUNGOSAUR
Considering the fact that you broke
up with me.

33 JULIE
I didn't break -- it's not that
simple!

34 HUMUNGOSAUR
You said we shouldn't see each
other. Sounds simple to me!

35 JULIE
I said, considering how little time
you have for me lately, we might as
well be broken up.

36 HUMUNGOSAUR
That's not my fault! <effort>

As Strider #2 comes at him again, Humungosaur, in a display of misdirected anger, grows to the same size as the walker and punches it, it folds like the horse Mongo punched in BLAZING SADDLES.

CLOSER - Knight #2 faints.

37 KNIGHTS #2
 <fainting groan>

ON HUMUNGOSAUR - breathing hard, he REVERTS TO HUMAN FORM.

38 BEN (B-TRACK UNDER)
 <breathing hard, slows>

39 JULIE
 Look, I didn't want to ask you for help. But I don't have a choice.

40 BEN
 Help with what?

41 JULIE
 I was playing with Ship, then he got a signal from Baz-L and then he took off like a rocket. L

42 BEN
 So, you're just here -- about Ship.

43 JULIE
 I'm worried about him.

Disappointed, Ben pretends to pick lint off his jacket.

44 BEN
 Well, I wouldn't. He's gone away before. He'll be back.

Julie fumes at his apparent disinterest.

45 JULIE
 Ben, you're not listening! This time is different!

46 BEN
 Sure. Well... Good luck.

Julie fumes and turns walking away. We see Ben soften after her back turns, but before he can change his mind, Gwen and Kevin step over.

47 GWEN
 Forget about Ben. We'll help you.

48 JULIE
 Thank you.

Kevin shakes his head at Ben.

49 KEVIN
 Smooth move, Romeo. You sure showed
 her.

50 BEN
 Showed her what?

51 KEVIN
 You don't know either, huh?

Ben watches him go. He moves to object, but then, hearing
<O.S. CLANKING>, he turns. In B.G., TWO MORE STRIDERS round
the corner, WEAPONS <WHIRRING> into position.

ON BEN - as he charges up the Ultimatrix for another fight.

52 BEN
 <sigh>

As he hits the Ultimatrix and a KIRBYESQUE FLASH FILLS FRAME:

WIPE TO:

EXT. / INT. VARIOUS - DAY / NIGHT (MONTAGE)

Ben's post-battle routine unfolds with MUSIC UNDERSCORE; only
now, the thrill of being a celebrity is gone.

53 BEN (V.O.)
 So, I let her go. Guess I shouldn't
 have, but I still had Forever
 Knights to trash.

OUTSIDE THE MUSEUM, Ben looks impatient as Reporters and
Camera Crews shout questions and shoves microphones and
cameras at him.

54 BEN (V.O.)
 And after that, there's always the
 press.

WIPE TO:

AROUND THE CORNER - Ben ducks behind the building and slumps,
relieved, until SEVERAL FANS accost him, waving autograph
books and wearing Fan Club T-shirts. Ben slumps.

55 BEN (V.O.)
But, you know, they're ditchable.

WIPE TO:

IN WILL HARANGUE'S STUDIO, WILL HARRANGUE prattles on, accusatory; a MONITOR at rear shows NEWS FOOTAGE of Humungosaur's fight.

56 BEN (V.O.)
Kind of. You don't have to do their interviews, but they'll still trash you on their stupid cable shows.

Ben slumps in his chair, defeated, until the VIDEO ZOOMS IN ON JULIE as she runs over to Humungosaur. Ben gazes sadly.

57 BEN (V.O.)
I guess there's no way to escape the things that really matter. Like Julie.

WIPE TO:

INT. JIMMY'S BEDROOM - NEXT DAY (RESUME SOUND)

Now we see whose been talking. Ben lies on his back gazing upward as if he is in therapy.

58 BEN
She says I don't spend enough time with her. That I take her for granted. But I can't just drop everything whenever I want. I have responsibilities. I'm a famous superhero!

ZOOM OUT; Ben lies on JIMMY'S TRUNDLE BED. Jimmy sits beside him, nodding sagely. He then offers an open BAG OF PEANUTS.

59 JIMMY
I see. Peanuts?

60 BEN
No.

61 JIMMY
You sure?

62 BEN
Yes.

Jimmy shrugs and stuffs a HANDFUL OF Peanuts in his mouth.

63 JIMMY
 (mouth full, chewing)
 Are you and Julie ever gonna be
 friends again?

Ben throws up his hands, exasperated.

64 BEN
 She won't even talk to me!

65 JIMMY
 But, do you wanna talk to her?

Ben shrugs, then reluctantly nods 'yes.'

66 BEN
 Yes.

67 JIMMY
 Then maybe you should go talk to
 her.

As Ben considers this from-the-mouth-of-babes wisdom:

SMASH CUT TO:

EXT. JIMMY'S APARTMENT BUILDING - DAY

Ben sprints down the steps, then halts and pulls out his PLUMBERS BADGE. It PROJECTS a 3-D SOLAR SYSTEM MAP. We see Kevin and Gwen's HOMING BEACONS pull away from Earth, fast.

With a look of resolve, Ben TRANSFORMS INTO JETRAY --

68 JETRAY
 Jetray!

-- and then <SWOOSHES> up into the sky. Jimmy steps out the foyer door, watching Jetray go.

69 JIMMY
 <impressed whistle>

Then Jimmy notices a few NEIGHBORHOOD KIDS in B.G. standing slack-jawed on the sidewalk with their bicycles. Jimmy holds up two fingers, indicating how close they are and announces:

70 JIMMY (CONT'D)
 Oh yeah. That was Ben Tennyson. Him
 and me, we're like this! Way back.

CUT TO:

EXT. EDGE OF SPACE

Jetray <ZOOMS> up, up and away from Earth. He squints ahead.

71 JETRAY
I'm going to have to jump to
hyperspace to catch them.
 (frets)
I can do that.
 (beat)
In theory.

MOVING WITH JETRAY - he hunkers down and flies faster and faster, punching through dust clouds and whooshing past stars. He's near the speed of light and it's excruciating.

72 JETRAY (CONT'D)
 <building effort into pained growl>

FAR SHOT - finally a HYPERSPACE VORTEX SWIRLS INTO EXISTENCE, sucking in Jetray, then closing after him, <VWOMP!>

CUT TO:

INT. RUSTBUCKET III - IN HYPERSPACE - MEANWHILE

Kevin pilots, Gwen rides shotgun. Julie's in a rear seat.

73 JULIE
I appreciate this.

74 GWEN
Don't worry about it. We're glad to
help.

75 KEVIN
Besides, we are all up to here with
Ben!

Kevin holds his palm under his chin, demonstrating where "up to here" is.

76 KEVIN (CONT'D)
I mean, if he says 'I saved the
whole, entire universe' one more
time, I am gonna go psycho!

77 GWEN
Again?

78 KEVIN
It's just an expression.

79 GWEN
And yet, I still feel the need to
check.

Julie shakes her head and shrugs.

80 JULIE
Maybe he doesn't know how he comes
off to other people.

81 KEVIN
Oh he knows. He just doesn't care.

82 GWEN
Don't make excuses for him, Julie.
You stuck by him, and he didn't do
the same for you.

Julie averts her gaze and stares out a porthole.

WIPE TO:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

Meanwhile, Baz-L lies on the altar, a PULSATING NEURAL
IMMOBILIZING BAND across his chest acts like a clamp, holding
him prisoner. He extends his TENDRILS, trying to take control
of the band, but gets a severe <ZAP> for his trouble.

83 BAZ-L
<pained yowl>

FOUR CHURLS (high priests from the planet Monawk) shuffle
over to him. Baz-L clutches his stomach, groaning. The lead
Churl, STRABISMUS, leans over him.

83a BAZ-L (CONT'D)
<Pained groans>

84 STRABISMUS
That was set to immobilize.

He fingers a control.

85 STRABISMUS (CONT'D)
Now it's set to DISINTEGRATE. Use
your powers at your own peril.

86 BAZ-L
Perhaps you could loosen it a bit?
<burp> I'm warning you -- if I lose
my lunch, it'll be your fault!

87 STRABISMUS
Don't toy with me. Tell me, where's
the other Oculant?

88 BAZ-L
The what?

89 STRABISMUS
The sacred eye of the Sentinel!

Strabismus points to the statues; they've replaced #1 and #2's eyes; #3's is still missing.

Baz-L rolls his eyes, disdainful.

90 BAZ-L
I don't know, you myopic mooncalf!

Strabismus zaps Baz-L with a BEAM from his single eye.

91 BAZ-L (CONT'D)
Ow! Look, I told you, I thought
this was just an old ruin!

92 CHURLS
<scandalized gasps>

93 STRABISMUS
This is our most revered place of
worship!

94 BAZ-L
Yes. Well you don't take very good
care of it, do you? From the looks
of it, I assumed you were all
extinct.

The Churls rear back and nail him with their eye-beams.

SMASH CUT TO:

EXT. MOON OF MONAWK - SOME DISTANCE AWAY - TWILIGHT

Hopping across the plain, Ship startles as he hears:

95 BAZ-L (O.S., DISTANT)
<extended cry of pain>

96 SHIP
Shiiip!

Ship morphs into SPACESHIP FORM and <ZOOMS> to the rescue.

CUT TO:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

The Churls reel about as Spaceship Ship <ROARS> over the horizon, headed toward them. They fire their eye-beams. The separate beams hit Ship at various points, but bounce off harmlessly.

BAZ-L - cranes his neck to see what's happening.

97 BAZ-L
 (sotto, relieved)
 Ship -- here?
 (to Churls, snide)
 You're in a great deal of trouble,
 you know.

98 STRABISMUS
 Are we?

99 BAZ-L
 Those beams won't work on him, yes.
 He's nearly indestructible.

Strabismus stops firing his beam upward to retort:

100 STRABISMUS
 Again!

The Churls fire, MERGING THEIR BEAMS (à la Ghostbusters).

ON SHIP - IN FLIGHT - The AMPLIFIED BEAM rakes along Ship's fuselage/belly, leaves a long gash.

101 SHIP
 Shiiiiiiip!

Ship corkscrews past us overhead, sputtering out of control and TRAILING SMOKE like a damaged World War II bomber. He's headed towards the ground, and a fatal crash.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. MOON OF MONAWK - ROCKY PLAIN - TWILIGHT

<SPUTTERING> as he descends, Ship strains and then reverts from his rigid spaceship form into his normal shape.

102 SHIP
 Ship!

Ship, once more a rubbery blob, bounces along the smooth terrain, finally tumbling to a halt a mile or two beyond the altar.

103 SHIP (CONT'D)
 <impacts>

Injured but determined, Ship peels himself off a rock and starts to crawl back in the direction of the altar.

104 SHIP (CONT'D)
 Shi-ip... Shi-ip...

SHIP'S POV - the temple lies in far B.G. His VISION BLURS.

ON SHIP - he can't go on. In a feeble, forlorn voice:

105 SHIP (CONT'D)
 Ssssship!

A sudden WIND SWIRLS around him. Ship woozily gazes up as:

THE RUSTBUCKET III descends, RETROS BLAZING. The REAR HATCH <WHIRS> open.

Julie runs out, shouting with concern.

106 JULIE
 Ship!

Ship collapses into a PUDDLE. Have they arrived too late?

106a SHIP
 <fainting> Ship.

CUT TO:

INT. RUSTBUCKET III - LATER - TWILIGHT

Ship lies on a COT, unmoving. Julie frets as Gwen bathes him in her hands' HEALING GLOW. Gwen concentrates, eyes shut.

107 JULIE
Is he going to --

108 GWEN
Shh, I have to concentrate. My
magic doesn't work well on
technology...

Julie gestures 'sorry.' Beat. Then we hear <O.S. CHEWING>.
Concentration broken, Gwen glares off at...

109 KEVIN
<chewing, smacking lips>

Kevin, who sits in F.G., gnawing on a FLEEN CAKE. From across
the cabin, Gwen objects. INTERCUT as they banter:

110 GWEN
What are you doing?

111 KEVIN
Eating.

112 GWEN
So I heard.

113 KEVIN
It's a Fleen Cake. Want some?

Gwen is still trying to work.

114 JULIE
What's a Fleen Cake?

115 KEVIN
Just the most delicious dessert in
the whole galaxy. You wouldn't
believe how much they cost. And I
just scored six of 'em last week!

116 GWEN
"Scored"?

117 KEVIN
Not like that. A guy owed me for a
thing. --A legal thing.

He breaks off a piece, and offers it to Julie.

118 JULIE
I'm not hungry. I'm too worried
about--

Ship RECONSTITUTES from his puddle form, wobbling like a Jello mold. He slurs:

119 SHIP
Shiiiiip?

Julie and Gwen double-take at the little symbiot.

120 JULIE
Gwen, you did it!

Kevin pops the piece of cake he offered to Julie into his mouth.

121 KEVIN
(mouth full)
Or, he smelled the cake.

Julie grabs Ship and hugs him.

122 JULIE
Oh, Ship, I thought you were --
(shakes away the notion)
You're okay now, and we can go back
to Earth and --

Ship oozes from her grasp and bounces on the cot, protesting.

123 SHIP
Shipship! Shipshipship! Ship!!

Gwen and Kevin step up beside Julie, who looks dismayed.

124 GWEN
What now?

125 JULIE
He doesn't want to go back with us.

126 GWEN
Why?

127 SHIP
Ship ship ship!

128 JULIE
He says Baz-L's been captured. He
wants to rescue him.

129 KEVIN
In spite of the fact that Baz-L's a
total weasel?

130 SHIP
 Ship ship ship ship shiiip!

Ship nods urgently. Julie looks resigned.

131 JULIE
 He says, yeah. In spite of that.

CUT TO:

EXT. RUSTBUCKET III - TWILIGHT

The rear hatch of the Rustbucket <WHIRS> open. Ship bounces down the ramp, followed by Julie, Gwen and Kevin. Then:

Overhead, <VWOMP> Jetray breaks out of hyperspace and comes in for a landing. Settled, he turns back into Ben and runs up behind the others. No one's happy to see him.

132 BEN
 Already found Ship, huh?

133 JULIE
 Obviously.

134 BEN
 Great! So I guess we can go home now?

135 GWEN / JULIE / KEVIN (IN UNISON)
 No!

136 SHIP
 ('jackass')
 Ship!

137 JULIE
 We're going to go help Baz-L.

138 BEN
 But, he's a total weasel!

139 GWEN
 (nose in air)
 We've already gone over that.

With Ship leading the way, Gwen and Julie move O.S. Ben looks to Kevin for an explanation.

140 BEN
 A little help here?

141 KEVIN
 It's not my fault you missed the
 recap.

Kevin shrugs and leaves. Stymied, Ben goes after them.

WIPE TO:

EXT. MOON OF MONAWK - LAVA PLAIN - TWILIGHT

A FAR SHOT - shows our fractured team surrounded by desolation as they trudge back in the direction of the altar.

Ship bounces along, leading the expedition. Julie and Gwen try to keep up, sometimes slipping on the lava rock. Seeing Julie's troubled expression, Gwen tries to put a positive spin on the situation.

142 GWEN
 Ship's something, isn't he? --
 <whoops>!

She slips on the lava rock underfoot, then recovers. She creates a PATH of PINK ENERGY for them to walk on.

143 GWEN (CONT'D)
 (to herself)
 That's better.
 (to Julie)
 I mean, coming all this way to save
 Baz-L. You have to admire that kind
 of loyalty.
 (beat, checking)
 Don't you?

144 JULIE
 I guess. Only, I didn't think Ship
 would care more about Baz-L than
 me.

Gwen gives Julie a consoling pat. HOLD as they gingerly move OUT OF FRAME, Gwens Energy Path FADING OUT BEHIND THEM; then Ben and Kevin GAIN INTO SHOT, doing that same tentative skating-on-thin-ice walk. Ben's annoyed.

145 BEN
 This is ridiculous -- <whoops>!

He slips, then regains his footing.

146 BEN (CONT'D)
I mean, I flew halfway across the galaxy so Julie could tell me to buzz off again? I don't deserve this! I'm a world-famous hero!

147 KEVIN
You're a world-famous jerk!

Kevin staggers, then rights himself.

148 KEVIN (CONT'D)
<whoa>

Kevin ABSORBS some of the rocky ground to cover his shoes. He picks up one foot, and GROWS CLEATS, then repeats the process for his other foot. e takes a solid step and we hear a satisfying <CRUNCH>

149 KEVIN (CONT'D)
 (to himself)
That's better.
 (to Ben)
And if you weren't such a jerk, maybe she wouldn't have dumped you in the first place!

Ben halts, agape.

150 BEN
Oh, and now you're the expert on feelings?

Kevin meets Ben's indignant gaze with one of his own.

151 KEVIN
No, but I am an expert on jerks.

Kevin marches off. Beat.

FAR SHOT - Ben stands alone, left behind on the barren plain.

RESUME CLOSE ON BEN - As he takes a step and starts to retort -- but his feet fly out from under him as if he just stepped on a banana peel. He falls backwards OUT OF FRAME.

152 BEN
 (calls)
Y'know, I don't have to take that from --

A long beat; then:

153 BEN (O.S.) (CONT'D)
 Whoa! <impact>

Kevin smiles.

WIPE TO:

EXT. MOON OF MONAWK - NEAR SHRINE - TWILIGHT

Ship, Julie, Gwen, Kevin and Ben peek up over a ridge. Ben rubs the back of his head, still hurting from his pratfall. They wince as they hear:

154 BAZ-L (O.S.)
 <yowl of pain>

At the altar, Strabismus is in Spanish Inquisition mode, <ZAPPING> Baz-L with a BEAM every time he complains. Baz-L is still held on the altar by the GLOWING NEURAL BAND.

155 BAZ-L (CONT'D)
 <groan>

156 STRABISMUS
 Show me where you've hidden the
 Oculant!

157 BAZ-L
 I've already told you a dozen
 times, I can't show you what I
 don't have! <belch>

158 STRABISMUS
 Infidel!

Strabismus's EYE FLARES as he <ZAPS> Baz-L again.

159 BAZ-L
 <bigger yowl of pain> Uncalled for!
 Uncalled for!

Behind the ridge, everyone grimaces and whispers.

160 BAZ-L (O.S.) (CONT'D)
 <pained yowl>

161 SHIP
 (pleading, to Julie)
 Ship, shipshipship!

162 JULIE
 I know, Ship. We're going to help
 him!

163 BEN
 (whispering)
 Guys, we're trying to be sneaky.
 Can you hold it--

Ben sees Churls #2, #3 and #4 popping up from hiding places all around them.

164 BEN (CONT'D)
 Nevermind.

The Churls FIRE their EYE BEAMS in a three-way attack. Our heroes instantly go down hard in the crossfire.

Ben pivots, moving to slap the Ultimatrix, but a BLAST from behind drops him.

165 BEN (CONT'D)
 <impact grunt>

Kevin touches a LAVA ROCK to protect himself, but before the overlay can cover his chest, another BLAST bowls him over.

166 KEVIN
 <impact>

Gwen gestures to form a FORCE SHIELD, blocking one Churl's BLAST, but the other Churls' BEAMS nail her. Down she goes.

167 GWEN
 <effort grunt, cry of pain>

Confused, Ship darts to and fro, unsure of where to turn next. Then he double-takes and cries out:

168 SHIP
 Ship!?

...when he sees that the Churls have grabbed Julie!

169 JULIE
 (struggling)
 Let go of me, you, you -- !

Strabismus waddles over. Ship cowers. Like an alien Cardinal Richelieu, he purrs to the frightened symbiot:

170 STRABISMUS
 Ah, a little one. If Baz-L won't
 tell me the whereabouts of the
 Occulant to save himself, perhaps
 he'll do it to save you.

171 SHIP
 (defiant)
 Ship! Ship! Ship!

172 STRABISMUS
 Perhaps he won't. But I wager, you
 will.--

Pan across the fallen heroes, holding on terrified Julie.
Strabismus grabs Julie's wrist.

173 STRABISMUS (CONT'D)
 --To save the lives of your
 friends.

As Ship quivers in fear for his captive friend:

173a SHIP
 <scared> Ship.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. MOON OF MONAWK - NEAR SHRINE - TWILIGHT - RESUME ACTION

Ben, Gwen and Kevin, splayed in the dirt, slowly come to...

174 BEN / GWEN / KEVIN
 <recovering groans>

... even as Strabismus, looming over Ship, demands:

175 STRABISMUS
 I grow impatient. Talk!

Ship bends in one direction, then the other, torn between his loyalty to the O.S. Baz-L and his love for Julie.

176 SHIP
 (whimpering)
 <Ship Ship>

Strabismus makes a dismissive gesture.

177 STRABISMUS
 You're not convinced? Very well.
 (to Churls)
 Eradicate the female.

A Churl FIRES an eye blast at Julie. Ship leaps across to Julie and instantly ENVELOPS HER in high-tech ARMOR (see "Vreedle, Vreedle"). The blast knocks her off her feet, but she's unharmed.

178 JULIE
 <Impact>

Julie climbs to her feet.

179 SHIP
 Shippppp!

180 JULIE
 Good boy!

Using her mechamorph-enhanced strength, ARMORED JULIE grabs Churl #2 and <SLAMS> him into Churl #3. Both go flying.

181 CHURL #2 / CHURL #3
 <impact grunts>

Churl #4 turns, EYE AGLOW as he aims at Armored Julie's back.

Gwen gets up on one elbow and fires a BLAST PAST CAMERA...

182 GWEN
Behind you, Julie!

Gwen's ENERGY SHIELD blocks the blast. Gwen follows up with an ENERGY DISK.

183 GWEN (CONT'D)
<throwing EFFORT>

...that <ZAPS> Churl #4, knocking him into Strabismus.

184 CHURL #4
<startled yowl>

184a STRABISMUS
<impact grunt>

Churls #2 and #3 recover and charge at Armored Julie.

185 CHURL #2
<building attack growls>

185a CHURL #3
<building attack growl>

BEN AND KEVIN stand, watching Armored Julie block, kick, punch and flip the Churls. Kevin asides to Ben:

186 KEVIN
Your girlfriend's hot.

Ben gives Kevin a dirty look, then calls out to Julie.

187 BEN
Need any help?

Julie doesn't respond, continuing to pummel the Churls. Ben, feeling superfluous, calls out:

188 BEN (CONT'D)
Okay, then. So, you keep doing --
that. I'll go, er --
(gets a bright idea)
-- help Baz-L!

He dashes off. Kevin starts after Ben, but then Churl #4 tackles him O.S.

189 KEVIN
<impact grunt>

CUT TO:

EXT. MOON OF MONAWK - SHRINE - TWILIGHT

Baz-L lies on the altar, writhing and clutching his stomach.

190 BAZ-L
 <melodramatic Dr. Smith moans>

Ben runs over and skids to a halt beside the altar.

191 BEN
 Relax. This won't take long.

Ben powers up the Ultimatrix and slaps it. PANIC ZOOM IN as:

A quick DNA-SPLICING TRANSFORMATION SEQUENCE unfolds. There is a BLINDING FLASH and in Ben's place -- stands BRAINSTORM!

191a BRAINSTORM
 Brainstorm!

192 BRAINSTORM (CONT'D)
 I strongly suggest you keep unnecessary motion to a bare minimum whilst I endeavor to extricate you from this vile contrivance!

Brainstorm levitates and fires a <CRACKLING> STREAM OF MENTAL ENERGY at the neural band pinning Baz-L. He shuts down the flow -- but the GLOWING BAND remains intact, barely singed.

193 BRAINSTORM (CONT'D)
 This will require even more brainpower than I'd anticipated. Fortunately, there's no surfeit of electro-encephalic energy where Brainstorm is concerned!

194 BAZ-L
 Just get on with it!

Brainstorm lets fly with an even BIGGER STREAM OF ENERGY. Baz-L flinches from the RICOCHETING LIGHTNING STORM.

195 BAZ-L (CONT'D)
 <building yowl>

Strabismus staggers into the circle, horrified.

196 STRABISMUS
 (shouting)
 Stop, you imbecile!

197 BRAINSTORM
 Imbecile? I dare say that I have
 greater intellectual capacity in my
 left claw that you have in your
 entire species!

198 STRABISMUS
 I won't warn you again --

Strabismus fires an EYE BEAM. Brainstorm intercepts the beam
with his MENTAL ENERGY STREAM -- then increases the
intensity, slamming Strabismus backwards.

199 STRABISMUS (CONT'D)
 <impact>!

With a satisfied air, Brainstorm faces the altar.

200 BRAINSTORM
 Now, where was I? Ah yes: On the
 verge of succeeding brilliantly!

Brainstorm unleashes the biggest STREAM yet; shouting over
the <CRACKLING>:

201 BRAINSTORM (CONT'D)
 <big effort>

<BOOM!> An EXPLOSION FILLS FRAME. Then, as SMOKE CLEARS, we
see that Brainstorm has pounded the ALTAR INTO RUBBLE. Baz-L
lies amidst the debris, limp.

Beat.

The restraining band, reduced to a twisted and scorched
ribbon, <PINGS> open. Brainstorm turns back into Ben and
dusts his hands.

202 BEN
 All done.

Strabismus staggers closer; the other Churls cower behind
him, slack-jawed with horror.

203 STRABISMUS
 Blasphemer! Don't you realize that
 by destroying the altar, you've
 awakened the Sentinels?

Armored Julie, Gwen and Kevin join Ben as he asks:

204 BEN
 I've who'd the what, now?

They all turn and look upward. Their jaws drop.

With a GRAVELLY RUMBLE, the STATUES come to life. The Statues with gems, #1 and #2, turn their heads, OCULANTS GLOWING; #3's socket is hollow. It reaches up and gingerly feels around for the missing eye.

The group slowly backs up.

205 BEN (CONT'D)
 Aw, man!

Gwen and Armored Julie dive clear as TWO THICK ENERGY BEAMS BLAST a hole in the ground where they'd been standing.

Statues #1 and #2 stand shooting ENERGY BEAMS (much thicker than those of the Churls) from their Oculants; the third statue is still without his 'eye,' stiffly and comically toddles about in B.G. with arms extended, as if blind.

Rolling to a stop in the dirt, Ben slaps the Ultimatrix. In a FLASH, he changes into SWAMPFIRE.

206 SWAMPFIRE
 Swampfire!

Then quickly into ULTIMATE SWAMPFIRE.

207 ULTIMATE SWAMPFIRE
 Ultimate Swampfire!

Ultimate Swampfire aims a FIRE STREAM up at the Statues. In B.G., Gwen assumes a shooting position and lobs PULSES.

Statue #1 staggers as the FLAMES and PULSES pummel him. Statue #2 steps into F.G., RETURNING FIRE.

On hands and knees, Kevin crawls over to and touches what's left of the shattered altar. Now COVERED IN STONE, he stands and heaves a large CHUNK OF DEBRIS at the O.S. Statues.

208 KEVIN
 <heaving grunt>

Armored Julie steps up beside him, firing REPULSOR BEAMS from the palms of her hands, Iron Man-style, <PEUUPEUUPEUUPEUU!> She pauses and looks at her palms.

209 JULIE
 (surprised)
 Oh, that's cool!

Julie resumes firing.

Ducking to evade the chunks thrown by Kevin and peppered by Gwen and Armored Julie's powers, Statue #2 stumbles into Statue #1; they keel over, <WHA-WHAM!>

Statue #3, staggering in circles, reacts to the resulting [CAMERA SHAKE], turns and hones in on his targets. It <STOMPS> toward the team, arms swinging, hands grasping.

The group gape in fear at the oncoming juggernaut.

210 BAZ-L
 Well. I don't like the looks of
 this!

Baz-L runs, followed by the others.

Ultimate Swampfire, Kevin, Baz-L, Armored Julie and Gwen duck around and hide behind one of the columns. Gwen puts fingers to lips, urging silence. Everyone nods. The statue is confused, heading off the wrong way. Then, clutching his gut, Baz-L lets go a BIG WET BURP:

211 BAZ-L (CONT'D)
 <extended loud belch>

Statue #3 cocks its head -- it heard that.

Behind the column, Swampfire gets in Baz-L's face and hisses:

212 ULTIMATE SWAMPFIRE
 What is your problem?

213 BAZ-L
 I have a very delicate stomach
 which does not respond well to
 stress or impending doom!

Just then, the column behind which they're hiding lifts upward OUT OF SHOT. They gaze up to see...

Statue #3 towering overhead. It holds the column in one hand before effortlessly tossing it aside.

214 STATUE #3
 <growl-like rock grinding sfx>

Ultimate Swampfire, Kevin and Gwen strike fighting poses.

215 BAZ-L
 Oh, dear! <burp>

Armored Julie gives Baz-L a look, then realizes:

216 ARMORED JULIE
 Wait. It doesn't want us --

She steps behind Baz-L, grabs him from behind and gives him a squeeze as if performing the Heimlich Maneuver.

217 BAZ-L
 I beg your par - <big belch>

The missing orb flies out of Baz-L and rolls on the ground.

218 ARMORED JULIE
 It wants that!

Kevin, Ultimate Swampfire and Gwen react as Armored Julie picks up the Oculant and walks it toward Statue #3. Swampfire yammers:

219 ULTIMATE SWAMPFIRE
 Uh, Julie? Hello? Dangerous?

Armored Julie steps up to the 'blind' statue and raises the shimmering, bowling-ball-sized bauble above her head.

220 JULIE
 Here. Take it.

Sensing its proximity, Statue #3 feels around, takes his 'eye' from her outstretched hands... and then jams it back in its socket. <CLICK!> Satisfied, the statue turns.

Ultimate Swampfire and Kevin look impressed; Gwen smiles; Baz-L pouts.

Statues #1 and #2 follow #3 back to the shrine. They resume their original poses, and the light from their GLOWING OCCULANTS FADE as they become inanimate once more.

Ship oozes off of Julie, reverting to normal.

221 JULIE (CONT'D)
 Ship!

222 SHIP
 Shiiiiip!

Swampfire REVERTS into Ben. Then all of them glare at Baz-L.

223 BEN
 You had it on you all this time?!

224 KEVIN
 More like, 'in you.'

Baz-L is, as usual, unrepentant.

225 BAZ-L
Look, do you know what I do for a living? I fly from one pathetic planet to another, taking atmospheric readings. "Oh look, there's a lot of Nitrogen here! A trace of Argon! My favorite." And that's on a good day!

The others glare, irritated.

226 BAZ-L (O.S.) (CONT'D)
The hours are long, the work is tedious beyond belief, and by the way, it pays a miserably low salary.

Baz-L shrugs, unrepentant.

227 BAZ-L (CONT'D)
Ergo, when I can, I collect a few souvenirs for profit. I call it my retirement plan. So shoot me.

228 KEVIN
Okay.

229 GWEN
Kevin!

230 KEVIN
I might have been kidding...

231 STRABISMUS (O.S.)
Ohhh, Great Sentinels of Monawk!

The Churls limp over, arms raised like tent-show preachers:

232 STRABISMUS (CONT'D)
Once again, you have triumphed over your enemies! We, your humble servants, give thanks for --

233 BAZ-L
Do you mind? We're trying to have a conversation here!

234 STRABISMUS
This is a temple!

Gwen grabs Baz-L's arm and drags him away.

235 GWEN
 Sorry. Sorry.

Julie steps up to Baz-L --

236 JULIE
 I guess there's only one thing
 left.

Winching to keep from crying, she abruptly hands Ship to Baz-L. Ship looks from one to the other and back again.

237 SHIP
 Ship?

238 GWEN
 Julie! What're you doing?

239 JULIE
 Don't you get it? Ship came here to
 save Baz-L, no matter what. Ship's
 a part of him.

Even hard-hearted Kevin can't figure this out.

240 KEVIN
 But, he's your pet.

241 BEN
 More than that, he's your friend.

Julie shoots Ben a look that says 'wrong topic, buster.'

242 JULIE
 Sometimes friendships end. And
 maybe that's the way it's supposed
 to be.

243 BEN
 (sotto, urgently)
 Julie, I'm trying to help you here!

244 JULIE
 You've already helped plenty.

She turns away, struggling to hold back her tears. Ship cocks his head, confused by the subtext.

245 SHIP
 Ship?

Determined to turn things around for Ship (and himself), Ben tries a different tactic. Clapping and rubbing his hands:

246 BEN
Well then, everybody's happy!

Gwen glares.

247 GWEN
(warning)
Benjamin Kirby Tennyson...

Ben ignores her and turns to Baz-L.

248 BEN
We get to go home, and you get to
sell Ship to the highest bidder.
(conspiratorial wink)
That is your plan, isn't it?

Baz-L takes the bait.

249 BAZ-L
Of course. Any species that's at
war will pay a fortune for him!

Julie turns back, eyes wet with tears, stunned.

250 JULIE
But, he's just a --

Baz-L interjects, voice dripping with sarcasm.

251 BAZ-L
Deadly space weapon? That's right,
and you're the one who trained him.
'Look, he's a cannon. Oh, now he's
a battle cruiser! Good boy, Ship.'

Ship perks up as Ben leans close to address him.

252 BEN
What'll it be, Ship? Go with Baz-L,
so he can make a few bucks selling
you? Or, stay with Julie, who
really cares ab-- --

Like a shot, Ship <ZIPS> into Julie's arms.

253 SHIP
('Julie')
Shi-ip!

Baz-L looks askance as Ship rubs Julie adoringly.

254 BAZ-L
 (to Ben)
 Rather stacked the deck there,
 didn't you? Fine. I'm leaving,
 before all of this pathetic,
 cloying affection gives me another
 stomach-ache.

Head held high, Baz-L sashays O.S. past Ben. Gwen and Kevin casually step up behind Ben -- and then shove him at Julie.

255 BEN
 <mild impact>

Ben stumbles over to Julie as she cuddles Ship.

256 BEN (CONT'D)
 So, uh, can we talk?

257 JULIE
 Actually, I'm kind of talked out.

She turns to go. Ben holds her shoulder to stop her.

258 BEN
 Hey, I know I'm a jerk sometimes --

Standing off to one side, Kevin and Gwen interrupt:

259 KEVIN / GWEN (IN UNISON)
 Sometimes?

Ben responds to Gwen and Kevin without looking.

260 BEN
 I got this.

261 BEN (CONT'D)
 But, you're the only person in my
 life --
 (looks off at the others)
 Besides them -- who isn't impressed
 by all that other stuff. You know
 the real me, faults and all, and
 that's okay with you. Kinda.

262 JULIE
 Kinda. You promise you'll do
 better?

263 BEN
 I promise I'll try.

Julie smiles and nods.

Ben 10: Ult. Alien #696-022 - "Eye of the Beholder" - 2/20/10 - 34.

264 JULIE
 Then I'll try, too.

Julie hugs Ben.

FADE OUT.

END OF EPISODE