

"Revenge of the Storm"

1003-026

Ben 10: Ultimate Alien

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BEN 10: ULTIMATE ALIEN #1000-026
"Revenge of the Swarm"
Written by Stan Berkowitz
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TEASER

FADE IN:

INT. BEN'S BEDROOM - NIGHT

Ben is tossing and turning, unable to sleep.

1 BEN
(frustrated sighs, etc.)

He turns onto his side and sees:

THE WINDOW: A small shadow briefly darkens the curtain.

Ben blinks once or twice, then, curious, he gets up and goes to the window. He opens the curtains and looks out but all he sees is the usual night-time view. He closes the curtains and gets back into bed.

CLOSER: He closes his eyes, and:

2 BEN (CONT'D)
(breathing becomes steady)

After a beat:

3 VALADIS (O.S.)
Did you think you could get rid of us
that easily?

Ben's eyes pop open and he sits bolt upright. VICTOR VALADIS, in trench coat and fedora, is now standing at the foot of Ben's bed.

4 BEN
(breathing hard)
Valadis? What do you want?

5 VALADIS
This isn't about the microchips or even
the Queen and her hive. We understand why
you did that to us.

6 BEN
Then what--

7 VALADIS
 (stand, angry)
 We're here because of what you wanted to
 do to Elena.

8 BEN
 I don't understand--

9 VALADIS
 Don't lie to me, Ben. A father can tell.

Tendrils now emerge from Valadis' trenchcoat and snake
 toward Ben.

Eyes widening, Ben taps the Ominatrix and and transforms
 into HUMONGOUSAUR:

10 HUMONGOUSAUR
 Humongosaur!

The camera pulls back very rapidly to reveal that
 Humongosaur is only FOUR INCHES TALL, and standing on
 Ben's bed! Humongosaur realizes what's happened.

11 HUMONGOUSAUR (CONT'D)
 Uh oh.

Valadis' tendrils snake toward the tiny Humongosaur. He
 dodges them as best as it can, then dives under the
 covers.

11a HUMONGOUSAUR
 <Dodging sounds>

Valadis can see a little lump running around under Ben's
 blankets; one of his tendrils yanks back the covers;
 HUMONGOUSAUR is exposed with nowhere to go.

The tendrils move toward him from every direction.

12 HUMONGOUSAUR
 Valadis, please! I never wanted to hurt
 Elena.

CLOSE ON VALADIS (HUMONGOUSAUR'S POV)

13 VALADIS
 We didn't say you wanted to hurt her.

Valadis' tendrils now whip toward CAMERA.

14 HUMONGOUSAUR
 (cry of fear)

Suddenly Valadis and his tendrils just FADE AWAY.

ON BEN: He's normal-sized, under the covers, eyes closed, tossing and turning.

15 BEN
(mumbling)
No... no..

Suddenly his eyes pop open and he sits up. He look around. No tendrils, no Valadis. Everything's normal. It was all just a nightmare.

15a BEN (CONT'D)
<Gasp> <breathing...>

16 BEN (CONT'D)
(sigh of relief)

He lies back down and closes his eyes.

17 BEN (CONT'D)
(breathing becomes steady)

As he falls back asleep, CAMERA PANS away from him, to his window... where we can clearly see the shadow of a man in a fedora...

FADE OUT.

END TEASER

ACT ONE

FADE IN:

INT. BEN'S BEDROOM - NIGHT

The light is on (so we can't see any shadows that might be on the curtain), and Ben is not here. When we hear an <OFF-SCREEN TOILET FLUSH>, we know why. A moment later, Ben enters the room. He goes to turn off the light, but freezes as he reaches for it. He thinks for a moment, then suddenly whirls around, goes to the curtains and yanks them open...

... only to come face-to-face with Victor Valadis on the other side of the glass. And this time, it's no dream. Ben takes an involuntary step back from the window, then ACTIVATES the Ultimatrix, and TRANSFORMS into CANNONBOLT:

18 CANNONBOLT
Cannonbolt!

Cannonbolt immediately dives through the window at Valadis, demolishing the window, and the wall around it.

EXT. OUTSIDE BEN'S WINDOW - CONTINUOUS

Cannonbolt lands on top of Valadis, but Valadis instantly retaliates by whipping tendrils all around him, like Kudzu vines.

19 CANNONBOLT
<struggles>

Cannonbolt ACTIVATES the Ultimatrix and becomes GOOP...

20 GOOP
Goop!

Valadis' tendrils go right through him!

CLOSER: Goop quickly oozes away, hiding around a corner of the house as Valadis gets back up to his feet and looks around to see where Goop went. But there's nothing to see.

FOREVER KNIGHT #1 Frustrated, Valadis turns into a CLOUD OF NANITES and SWIRLS down a STREET DRAIN.

ON GOOP: Oozing out of his hiding place in time to catch a glimpse of Valadis disappearing.

Goop looks down at the drain, then transforms back into Ben, who soon notices something on the ground. It's very small, and we can't see what it is... yet. Whatever it is, Ben puts it in his pocket.

DISSOLVE TO:

EXT. MR. SMOOTHY'S - MORNING

CLOSE on Ben, leaning against the hood of his car. Kevin's car is parked right next to Ben's. Kevin and Gwen are listening to Ben's story, already in progress..

21 BEN
 ... I must have seen his shadow on the
 curtain, and that's what made me dream
 about him.

REVERSE: Gwen and Kevin are listening skeptically.

22 KEVIN
 You ask me, the whole thing was a dream.

23 GWEN
 I liked the part where Humongosaur was
 really small. I was reading about how
 dreams reveal what we're really afraid
 of.

24 BEN
 It was not a dream! Well, the part about
 being little was, but--

25 KEVIN
 Keep telling yourself that, Bud. *

26 GWEN
 Ben, Victor Valadis was cured a long time
 ago--

27 KEVIN
 And those alien microchips that were
 controlling him, all got flushed when you
 killed the Queen and her hive.

28 BEN
 Yeah? Then what's this?

Ben reaches into his pocket and pulls out the tiny thing he found last night. He holds it up.

It's an ALIEN MICROCHIP (as seen in "Alien Swarm").
Kevin's and Gwen's jaws both drop.

CUT TO:

EXT. VICTOR VALADIS' LAB - DAY

Start TIGHT on the door--sign that identifies this as
'Valadis Laboratories.' PAN TO Ben, Gwen and Kevin,
outside the door, each looking very determined.

29 BEN
 Ready?

30 GWEN
 Ready.

Kevin touches a metal fixture and turns steely.

31 KEVIN
 Ready.

Ben TRANSFORMS into TERRASPIN.

32 TERRASPIN
 Terraspin!
 (to Kevin)
 So am I.

Terraspin charges the door, smashing it.

INT. VICTOR VALADIS' LAB - CONTINUOUS

Terraspin, Kevin and Gwen crash in. The place is empty,
except for an old JANITOR with a broom.

33 JANITOR
 (big gasp)

The Janitor backs away from them, holding up the broom to
defend himself. Kevin approaches him.

34 KEVIN
 Where's Valadis?

35 JANITOR
 (Russian accent)
 Who are you?

Gwen now steps closer to the Janitor.

36 GWEN
We're just looking for Valadis. We don't
want to hurt you.

37 KEVIN
Speak for yourself, Gwen.

Kevin slices the wooden broomhandle in half with a single chop of the edge of his steel-coated hand.

38 KEVIN (CONT'D)
... Now where is he?

Janitor looks at what's left of his weapon and lets it drop from his hands.

39 JANITOR
(blurting)
Six-two-five-five Pleasant Hills Road.

40 KEVIN
What's that?

41 TERRASPIN
A cemetery.

41 A GWEN
You mean he's...?

42 JANITOR
(confirming)
Was big shock. One minute fine, next
minute... gone.

43 GWEN
Did you know him very well?

44 JANITOR
Few years. I help him with experiments.
Nice man.
(beat)
Can't believe I never see him again.

45 KEVIN
Hold it, Igor. Doesn't it seem a
little... coincidental that Valadis would
suddenly drop dead right after everything
that happened?

46 JANITOR
Anyone can die... any time. Even you,
smart guy.

CUT TO:

EXT. VICTOR VALADIS' LAB - MOMENTS LATER

Ben, Kevin and Gwen are coming out of the lab, heading to Kevin's car.

- 47 KEVIN
 There's something about that janitor I
 don't like.
- 48 BEN
 Yeah, he stood up to you.
- 49 KEVIN
 Something else...
- 50 GWEN
 Either of you know how to get to the
 cemetery?
- 51 BEN
 Later. We've got another stop to make
 ~~first.~~

Gwen and Kevin look at him expectantly.

CUT TO:

EXT. PLUMBERS ACADEMY - NIGHT

The Rustbucket III is in the foreground flying towards the Space Station.

INT. PLUMBERS ACADEMY LABORATORY - NIGHT

It's one big room, a bit like a giant high school lab; the scene begins with a small explosion on a lab bench.

When the smoke clears, we see the TEACHER, a middle-aged, Milquetoast ALIEN in a bow tie, with two plumber students. Trailing the teacher are Ben, Gwen and Kevin.

- 52 TEACHER
 (reacting to explosion)
 Yes, well. A pinch less neutronium oxide
 next time, and don't forget: your
 research papers are due tomorrow morning,
 bright and early.

The Teacher moves off through the room, and Ben, Gwen and Kevin follow. The Teacher glances back to address them.

53 TEACHER (CONT'D)
Where was I? Oh yes, Elena. One of our
best students. She would have made an
excellent Plumber some day.

54 BEN
Did she say why she was leaving?

Before the Teacher can answer, he's distracted by two
Cadets sparring on a mat. One throws a mighty punch at the
other but misses by a mile.

54a ALIENS *
 <Fight Walla> *

55 TEACHER
Lead with the left, Drax, the left.

Drax, the cadet who missed, nods. As the Teacher leads
Ben, Gwen and Kevin away, Drax and the other kid go back
to sparring... and this time when Drax rears back to
swing, the other kid kicks Drax's leg out from under him.

56 TEACHER (CONT'D)
Elena was shattered by her father's
death, as you might imagine. She couldn't
concentrate on school.

57 GWEN
Maybe she'll be back when she gets over
it.

58 TEACHER
I don't think so. When her father passed,
she went back to Earth and took over his
research on the alien microchips. No one
alive knows more about them than she
does.

59 BEN
That's just what I'm counting on...

Kevin gives him a look. Ben doesn't notice.

60 BEN (CONT'D)
... it's why I'm trying to find her.

The Teacher has now reached his desk. He opens a drawer,
pulls out a PLUMBER BADGE and taps on the face, it
<PINGS>.

61 TEACHER
I just sent her new address to your
Badges.

62 BEN
Thanks I--

*

Before Ben can finish the word, the Teacher notices something off screen and shouts:

63 TEACHER
Not the chlorine, the fluorine!

The Teacher hurries off screen, leaving Ben staring at the address, and flanked by Kevin and Gwen.

64 KEVIN
 (mocking)
'It's why I'm trying to find her.'

65 BEN
It is why.

66 KEVIN
Admit it, you just want to see her again.

67 BEN
Hey, Elena and I, we're just friends,
that's all.

SMASH CUT TO:

EXT. ELENA'S LAB - NIGHT

CLOSE as Elena opens the door from the inside and sees:

68 ELENA
Ben Tennyson!

She lights up with a big smile and hugs Ben.

NEW ANGLE: While Elena is hugging him, Ben glances over at Kevin and Gwen, who are nearby.

69 KEVIN
 (smirking; under his
 breath:)
'Just friends.'

Elena didn't hear him.

70 ELENA
 (to Ben)
Come in, let me show you around.

Ben goes inside, Gwen and Kevin following.

CUT TO:

INT. ELENA'S LAB - DAY - LATER

It's a big place, with lots of high tech equipment. Elena is giving Ben and the others a tour.

71 ELENA
Most of this came from my father's lab,
the rest I built myself.

72 BEN
 (looking around)
Incredible. Really incredible.

73 ELENA
My dad set the bar pretty high.

74 GWEN
Elena? Are you sure you should be doing
this?

75 ELENA
What, studying the alien microchips? How
can I not be?

76 GWEN
You know how dangerous they are. They can
reproduce themselves, take over living
bodies--

77 ELENA
And they can also solve half the problems
of the human race.

CLOSE ON ELENA: CAMERA moving ever-closer to her as:

78 ELENA (CONT'D)
They can make bridges, roads, even whole
cities! And all anyone would have to do
is think of something they want, and the
chips would make it!

ON KEVIN: He's thinking about this. At first, there's a
smile on his face, but then he abruptly shakes his head.

79 KEVIN
Not worth the risk.

WIDER

80 ELENA
There's no risk. Watch.

She guides the group to a sterile compartment. The chips are inside. Elena switches on a pair of WALDOES (mechanical hands that are inside the compartment), then uses one to pick up a chip. She uses the other mechanical hand to open the compartment's door, then she moves the chip toward the open door.

81 GWEN
Wait! Don't--

Just as Gwen says that, the chip reaches the doorway... and it's ZAPPED to a cinder. Elena shuts the door and turns back to the group with a satisfied smile.

82 ELENA
Forcefield. My failsafe device. None of the chips can ever leave that compartment.

83 KEVIN
Yeah? How do you explain this?

He pulls out the microchip that Ben gave him. Elena's smile fades.

CUT TO:

INT. ELENA'S LAB - DAY - LATER

A MICROSCOPIC VIEW of the chip.

84 ELENA
It's not one of mine.

WIDE: Ben and the others are standing around Elena, who is at her microscope.

85 GWEN
It has to be! Where else could it have come from?

86 BEN
That's what we have to find out.
(to Elena)
And we need you to help us, Elena. You know more about these things than anyone else in the world--~~now.~~

87 ELENA
Ben, I'd like to help, but what I'm doing here, it's just too important.
 (brightening)
Maybe... maybe you could help me! This could change the whole world, you know.

Kevin takes the alien chip from under the microscope.

88 KEVIN
These could change the world too, but not in a good way.

89 GWEN
Ben's got to help us find out where they came from. He doesn't have time to be a lab rat. Right, Ben?

No answer. Ben's staring at Elena.

90 GWEN (CONT'D)
Ben?

91 BEN
Oh, right. Right.

Kevin and Gwen are already walking out. Ben gives Elena a lingering glance, then exits with the others.

CLOSE ON ELENA: Her smile turns to a frown as they exit.

CUT TO:

INT. BURGER SHACK - NIGHT

Kevin and Gwen are sitting across from each other, eating dinner. Kevin seems to be concentrating on his food. Gwen's not.

92 GWEN
 (after a beat)
It's just too dangerous.

93 KEVIN
I wouldn't go that far. Disappointing, maybe.

94 GWEN
Elena and those microchips she's working on?

95 KEVIN
Oh them. Yeah. They are dangerous.
Definitely. *

96 GWEN
What were you talking about?

97 KEVIN
Elena and Ben.

98 GWEN
What about them?

99 KEVIN
They're interested in each other, anybody
can see that. But she's going to be a
problem.

100 GWEN
Oh?

CLOSE ON KEVIN

101 KEVIN
Elena's the type who makes guys think she
cares about them, but once they start to
care about her, poof, she's gone. I've
seen the type before. Lots of times.

ON GWEN: She gives him a cold look.

ON KEVIN: He has a burger halfway to his mouth when he
realizes Gwen is glaring at him.

102 KEVIN (CONT'D)
I mean I've heard about them. From
friends.

CUT TO:

EXT. BURGER SHACK - WINDOW

We're just outside, looking in. The window frames Gwen and
Kevin, but we can no longer hear them. Gwen is now
speaking animatedly (MOS), and as she continues to
harangue Kevin, we can see Valadus watching them. He turns
into a cloud of Nanites and begins to head towards the
window...

FADE OUT.

END ACT ONE

Ben grabs a coat, then, realizing something, he stops and turns back to Julie.

114 BEN (CONT'D)
 You know, it feels like I'm always
 running off somewhere, doesn't it?

Julie looks down at the floor.

115 JULIE
 It's starting to.

116 BEN
 Can we get together tomorrow night? For
 sure?

Julie looks up and smiles.

117 JULIE
 I'd like that.

EXT. BURGER SHACK - NIGHT

Hell has broken loose here; tendrils from Valadis are holding Kevin and Gwen, who are doing their best to break the grip.

119 KEVIN
 <struggling>

119a GWEN
 <struggling>

NEW ANGLE: Ben's approaching the chaos, eyes widening, jaw dropping. He reaches for the Ultimatrix and transforms to WATERHAZARD:

120 WATERHAZARD
 Waterhazard!

Waterhazard WATERBLASTS his way in through the window and leaps through, tackling Valadis from behind.

INT. BURGER SHACK - CONTINUOUS

Valadis is knocked forward, slamming into a wall face-first.

121 VALADIS
 (2 impact)

Stunned, his tendrils drop Kevin and Gwen.

121a KEVIN
<oof>

121b GWEN
<oof>

CLOSE ON VALADIS: He recovers quickly and whips around. But when he sees Waterhazard, he turns into A CLOUD OF NANITES and slithers rapidly through the restaurant and out of the window. WATERHAZARD follows, BURSTING THROUGH the window and surrounding wall.

EXT. BURGER SHACK - CONTINUOUS

When Waterhazard comes out, there's no sign of Valadis. As he looks around, Kevin and Gwen are there.

122 GWEN
He was willing to fight us, but not you, Ben. It doesn't make sense.

123 KEVIN
Something else doesn't make sense, either...

CUT TO:

EXT. CEMETERY - NIGHT

Some grave markers stand in the foreground as Ben, Kevin and Gwen approach. Kevin touches a headstone and armors up in stone. He morphs one hand into a shovel.

124 KEVIN
If any of your aliens are good at digging, now would be the time.

125 BEN
I'm still not convinced this is such a great idea.

126 KEVIN
How else are we going to prove Valadis isn't dead?

ON GWEN: She looks down at the grave, then closes her eyes for a moment. When she opens them, they GLOW PINK for a moment. As they return to normal:

*

127 GWEN
There is someone down there...
(beat)
... and it's Victor Valadis.

128 ELENA (O.S.)
I could have told you that.

NEW ANGLE: Everyone starts as Elena steps out from behind a tall grave marker.

129 BEN
Elena? I thought you didn't want to help.

130 ELENA
Changed my mind.

131 GWEN
But your research was so important.

132 ELENA
Friends are important, too.

She looks right at Ben.

CUT TO:

EXT. MR. SMOOTHY'S - NIGHT

Ben, Gwen, Kevin and Elena have are drinking smoothies at one of the tables.

133 GWEN
... What I'm wondering is, why these new chips would take the form of your father, ~~Elena~~.

Elena can only shrug and shake her head.

134 ELENA
Habit? They know it from when they attacked us before.

135 BEN
But what do they want? Last time, they tried to take over everyone and everything. But this time--

136 KEVIN
I know what they want. They want to kill me.

137 GWEN
And me.

138 BEN
But not me.

139 ELENA
How so?

140 BEN
It ran from me twice.

141 ELENA
Maybe it was afraid of all those aliens
you have on your wrist.

142 GWEN
Then why wouldn't it have been afraid of
me? Or Kevin? We're not exactly
powerless, you know.

143 ELENA
 (shrugging)
I'm a scientist, not a detective--

144 KEVIN
 (standing)
Well I'm going to do some detective work.
If those guys on TV can do it, so can I.
 (to Ben)
Coming?

145 BEN
Can't. I'm supposed to see Julie later.
 (considers it for a beat)
Although we probably need to find a
restaurant that doesn't have a hole in
it.

CLOSE ON ELENA: She turns to look at Ben as:

146 KEVIN (O.S.)
Suit yourself. We're outta here.

ON GWEN: She turns to assess Elena's reaction.

CUT TO:

EXT. VICTOR VALADIS' LAB - NIGHT

As Kevin and Gwen approach the entrance:

147 GWEN
Did you see the face Elena made when Ben mentioned Julie?

148 KEVIN
That's just the way girls are. You gotta take advantage, play one against the other.

Gwen stops in her tracks. Kevin turns back, realizing he's said too much.

149 KEVIN (CONT'D)
At least... that's what my friends say.

150 GWEN
Which friends?

151 KEVIN
The ones I don't see any more?

Gwen looks at him for a beat, then continues toward the lab.

152 GWEN
What are we doing back here—~~anyway~~?

As he knocks on the door:

153 KEVIN
I noticed something about the janitor.

The Janitor now opens the door.

154 JANITOR
What you want?

155 KEVIN
I want to know who you really are.

156 GWEN
Kevin?!

157 KEVIN
He knows what I'm talking about.
(to Janitor)
Don't you?

158 JANITOR
I do not! You crazy!

159 KEVIN
Oh yeah? Then what about... this!

With a flourish, Kevin yanks off the Janitor's wig. Startled, the Janitor takes a step back, stumbles over his pail and hits the floor hard.

160 JANITOR
Ahhhh! (impact grunt, unconscious groan)

Kevin is still holding the wig. Gwen is staring at the unconscious man, her jaw agape.

161 KEVIN
I spotted it last time we were here. When he wakes up, everything's going to be a whole lot clearer.

162 GWEN
You're sure about that?

163 KEVIN
Absolutely. I saw something like this on TV once.

164 GWEN
Tell me it didn't involve a cartoon dog...

CUT TO:

EXT. BURGER SHACK - NIGHT

Boards now cover the broken wall, but it's still open for business. Julie approaches the front door; there are kids milling around outside; she quickly scans them, looking for Ben.

JULIE'S POV: THE CORNER OF THE BUILDING. Just as CAMERA PANS over to it, someone rounds this corner, disappearing behind the building. Julie's glimpse of this figure is too fleeting to permit identification, but even so...

BACK TO JULIE: She thinks she knows who it is:

165 JULIE
Ben? Ben? ~~I got your message to meet me here... Ben?~~ *

THE CORNER OF THE BUILDING: Julie rounds this corner, disappearing from view.

166 JULIE (O.S.) (CONT'D)
(Screams)

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

EXT. BURGER SHACK - NIGHT - MOMENTS LATER

Ben pulls up in his car, exits, and sees the kids waiting outside.

167 BEN
 Hey. Anybody seen Julie?

A boy points toward the corner.

168 BOY
 She just went around back.

169 BEN
 Thanks!

Ben smiles and goes around the corner.

EXT. THE BACK OF THE BUILDING - CONTINUOUS

There's nothing here except some trash cans. His back to camera, Ben looks around.

170 BEN
 Julie? Julie!

CUT TO:

INT. ELENA'S LAB - NIGHT

Elena is at the sterile compartment, manipulating the WALDOs when she hears LOUD, PERSISTENT KNOCKING at her door.

She hurries to the door and opens it. It's:

171 ELENA
 (delighted)
 Ben!

Ben ignores Elena's smile, barges in and begins to scan the place. Elena's smile quickly fades.

172 ELENA (CONT'D)
 What's the matter?

188 JANITOR
 (groggy groan, then:)
Why you do that to me?

189 KEVIN
You did it to yourself. Who are you?

190 JANITOR
I am janitor, idiot boy!

Kevin holds the man's wig in front of him.

191 KEVIN
Then how do you explain this?

The janitor grabs the wig and puts it back on.

192 JANITOR
For hiding! When hair start to fall out!
That's how I explain!

The janitor cranes in to take a closer look at Kevin's hairline.

193 JANITOR (CONT'D)
Maybe you need one someday, too.

Kevin reflexively touches his hairline.

194 GWEN
Kevin? I think an apology might be in order.

195 KEVIN
No way. This guy's gotta know something.

He yanks the janitor to his feet.

196 GWEN
Why? Because that's how it works on TV?

197 JANITOR
I don't know nothing! All I do is clean up Victor's lab, then help crazy daughter move equipment.

Gwen is suddenly very interested.

198 GWEN
Wait a minute, why do you think Elena's crazy?

199 JANITOR
Way she talk. Saying 'we' or 'us' when it
just her. Who she think she is, Queen of
England?

200 GWEN
(realizing)
No, not the Queen of England. The Nanite
Queen.

201 KEVIN
I thought the Queen was dead.

202 GWEN
Long live the Queen.

CUT TO:

INT. ELENA'S LAB - NIGHT

Elena is putting some equipment into an aluminum suitcase.
Ben watches; he seems a bit chastened.

203 BEN
Guess I got a little paranoid. For a
minute there, I even thought Julie...

Elena stops packing.

204 ELENA
What about Julie?

205 BEN
Nothing. She must have changed her mind
about wanting to see me again, that's
all.

Elena goes back to what she was doing.

INT. STORAGE ROOM - SAME TIME

CLOSE on Julie, still force field bound and struggling.
PAN DOWN her body, to her legs, which she is now
wriggling. One of her bonds begins to loosen.

205a JULIE
<muffled sounds>

INT. ELENA'S LAB - SAME TIME

Elena now closes the metal suitcase. She looks happy.

206 ELENA
I'm so glad we're going to be together
now.

207 BEN
Working together, Elena.

208 ELENA
It won't always be work.

She kisses him.

He's starting to like it... until he hears OFF-SCREEN
THUMPING.

209 BEN
You hear that?

210 ELENA
Don't--

She tries to hold him back, but Ben breaks free and CAMERA
FOLLOWS HIM as he goes toward the storage room. But before
he can get there:

211 ELENA (O.S.) (CONT'D)
 (raspy, metallic)
We said, don't!

Ben stops in his tracks and whirls around.

BEN'S POV: Elena MORPHS one of her hands into a HIGH TECH
GUN.

Ben is stunned.

212 BEN
It was you...

213 ELENA
Us, Ben, us! Some of the chips hid in me,
so that the ones inside my father could
be sacrificed. We built the false Queen
to mislead you.

214 BEN
And I bought it.
 (to Elena)

215 BEN (CONT'D)
Elena, they've been controlling you ~~ever-~~
~~since.~~ You've got to fight them!

216 ELENA
They're not controlling me, they are me!
And I am them. They give me what I want;
they fulfill my deepest desires. Even the
ones I don't know I have.

She's now very close to Ben.

217 ELENA (CONT'D)
 (softly)
We could fulfill your deepest desires,
too.

A beat, and then, with a sweep of her arm, Elena sends a swirl of chips that form BEN'S CAR.

218 ELENA (CONT'D)
You like your car? Wouldn't you like a
few more?

Its engine ROARS.

219 ELENA (CONT'D)
Or something else. Anything else. We can
give it to you, Ben.

CLOSE ON BEN: He considers that... until he hears MORE POUNDING. He turns away from Elena and starts toward the storage room again.

220 ELENA (CONT'D)
Don't.

Elena scowls, and with another sweep of her arm, the car MORPHS into A CLOUD OF NANITES, which flows across the floor and splits into two identical versions of Victor Valadis, blocking Ben's way. Ben glances back at Elena.

221 BEN
Make them go away, Elena.

222 ELENA
I can't! The chips want what I want, and
I can't stop wanting!

More O.S. POUNDING. Ben TRANSFORMS into ARMODRILLO.

223 ARMODRILLO
Armodrillo!

Armodrillo crashes into the two Valadis, knocking them aside, and Armodrillo then proceeds to the door of the storage room and tears it off of its hinges, revealing JULIE.

But before he can untie the struggling Julie, the two Valadises each split, forming four... all of whom leap onto Armodrillo from behind.

224 ARMODRILLO (CONT'D)
(impact grunt)

Armodrillo VIBRATES his hand, the Earthquake punch drives all four of the Valadises off him and into the air.

NEW ANGLE: On the lab's main door as Kevin suddenly kicks it open. But before he and Gwen can take so much as another step, one of the Valadises CRASHES DOWN at their feet.

225 KEVIN
(to Gwen)
What did I tell you? From now on, you can call me Sherlock Levin.

Gwen's about to respond when this Valadis, as well as the other three, all descend on her and Kevin at once.

Gwen blocks tendrils with her shield.

226 GWEN
(effort)

Kevin swipes at another Valadis, his blows passing through him like Sandman.

227 KEVIN
(efforts)

ON ARMODRILLO: He finishes untying Julie, then turns to see what's happening to Gwen and Kevin. Kevin is being overwhelmed by tendrils.

Armodrillo rushes to them, but when he tries to pull Kevin loose of the tendrils, the tendrils grab him as if they were a single hand and fling him across the lab. He lands hard.

228 ARMODRILLO
(impact grunt)

As soon as he recovers, he heads back toward Elena, and:

229 ARMODRILLO (CONT'D)
You have to stop them!

230 ELENA
We can't!

231 ARMODRILLO
Then I'll have to stop you!

Armodrillo starts toward Elena, she MORPHS into a ten-foot version of the NANITE QUEEN from "Alien Swarm."

232 ELENA/QUEEN
You know we like you, Ben. But not that much.

Elena/Queen raises her fists, and together they quickly form the twin barrels of a high-tech akk-akk-like gun... which begins to blast a fusillade of chips at Armodrillo.

233 ARMODRILLO
(impact grunts)

He covers his face with his arms; the chips just bounce off him at first, but as Elena/Queen bears down and the fusillade grows heavier, Armodrillo is forced further and further back.

234 ARMODRILLO (CONT'D)
(impact grunts)

Elena/Queen grows more determined; the two barrels now merge into a single orifice, from which blasts a thick cloud of chips... which splat against Armodrillo, then flow up and form a bubble over his head

235 ARMODRILLO (CONT'D)
(muffled)
Can't... breathe... Ugh...

He falls. Julie now leaps on him, trying to peel off the microchips with her bare hands... to no avail. She turns to Elena:

236 JULIE
(panicked)
Ben! Is this what you want? *

237 ELENA/QUEEN
It... must be.

238 JULIE
No! Whatever's left of Elena couldn't want this.

239 ELENA/QUEEN
Julie, we can't stop.

240 JULIE
Then you never really cared about Ben.

241 ELENA/QUEEN
We did! ... I did!

242 JULIE
~~Then~~ Isn't there some part of you left -- *
the real you -- that still cares enough *
to stop this?

Elena/Queen looks off at Armodrillo, who is still suffocating. Horrified, she backs away, and within a few steps, she finds herself beside the sterile compartment. A beat as she looks at it, and then she opens the compartment's door.

242a ARMODRILLO *
<Gasping> *

Julie realizes what Elena/Queen is about to do.

243 JULIE *
Elena, don't!

Elena/Queen ignores her. She steps into the forcefield. For a brief moment, her entire body becomes a mosaic of microchips... and then they are all zapped by the forcefield.

The chips that were smothering Armodrillo now fall off him, lifeless, while the ones that formed the Valadis and were strangling Gwen and Kevin, morph into harmless piles of chips.

Ben transforms back to normal and slowly approaches the door to the sterile compartment, where a few fried microchips are now scattered on the floor.

244 BEN
Oh, no...

Julie puts her arm around Ben to comfort him, and as she does this, Gwen and Kevin come up on either side of them to look.

245 JULIE
That wasn't Elena. The Nanites got her a long time ago.

246 BEN
You're wrong. There was enough of my friend left to save my life. Goodbye, Elena.

DISSOLVE TO:

INT. ELENA'S LAB - DAY

WIDE: The lab is now deserted and most of its equipment is gone. The Janitor is sweeping up.

CLOSER: As he passes a small, cracked mirror on the wall, the Janitor stops to adjust his wig. While he's doing this, CAMERA PANS AWAY from him, then ZOOMS to a corner of the lab, where a couple of seemingly scorched microchips lay on the floor. But now, they both begin to SPARKLE and move toward each other.

FADE OUT.

THE END