

EUNICE (CONT'D)
I've detected some sort of
degradation in the genetic pattern-

6 AZMUTH
Eunice, I put you on Primus
precisely so I wouldn't have to
deal with these mundane
trivialities. Send some Voliticus
Biopsis out for a fresh sample and
stop pestering me!

Azmuth's image abruptly WINKS OUT.

7 EUNICE
(mocking)
"Stop pestering me!"

*
*

Eunice taps a command on the panel.

*

Above her, several of the mechanical mosquito-like VOLITICUS
BIOPSIS creatures ENTER FRAME. She taps the panel again, and
they fly off, VANISHING in a FLASH OF LIGHT - a warp gate.

*

Eunice silently watches them go.

DISSOLVE TO:

EXT. PRIMUS - DUSK

The SUN hangs low in the darkening sky now, and TWO MOONS
appear on the horizon. Eunice finishes taking another reading
in another part of the codon stream. She checks her panel and
shakes her head.

8 EUNICE
The Voliticus Boipsis should have
been back by now. I'd better tell
Azmuth-

*

She starts to call him, but stops herself.

9 EUNICE (CONT'D)
No. I guess these "mundane
trivialities" are my job.

*
*

TRANSITION TO:

*

EXT. SPACE - ARANHASCIMMIA ORBIT - LATER

Near the Spidermonkey homeworld (Aranhascimmia), EUNICE'S
SHIP APPEARS, dropping out of warp, and descends towards the
planet in a smooth arc.

19 GWEN
 Simian?!

20 SIMIAN
 Wait! I can certainly understand
 your ire-

21 BEN
 You lied to us, Simian. Used us.
 And sold us out to the Highbreed!

22 SIMIAN
 And I'm sorry... but things have
 changed. And I now have no choice
 but to humbly beg for your help, oh
 great Ben Tennyson, hero to all
 worlds. *

Kevin leans against his car, crossing his arms.

23 KEVIN
 Oh, this is gonna be good.

CLOSE ON SIMIAN

24 SIMIAN
 The Highbreed weren't exactly
 pleased when you caught on to my
 little deception before. *

25 GWEN
 You mean when you tried to trick us
 into taking out the Plumbers'
 communications system, so Earth
 would be defenseless against the
 alien invasion? *

26 SIMIAN
 Yeah, that's the one. *

DISSOLVE TO:

MONTAGE

INT. HIGHBREED SHIP CORRIDOR

Several DNALIENS rush past a side corridor as RED LIGHTS
 FLASH and ALARMS SOUND. A beat later, Simian emerges from the
 corridor, carrying a XENOCITE CAPSULE (reference: B10AF
 seasons 1-2), and dashes off the opposite direction.

29 BEN
 Are telling me you willingly
 brought a Xenocite to your
 homeworld and turned it loose on
 some crime boss? *

30 SIMIAN
 I didn't turn it loose! He did! And
 now the DNAliens are spreading all
 over. In a few days, there won't be
 a single unaffected Arachnchimp
 left on the planet. I-I need your
 help. *
 *
 *
 *

31 KEVIN
 Not buying it. Nobody's that
 stupid. *
 *

32 BEN
 Maybe. But can we really take that
 chance? A whole planet full of
 innocent arachnachimps, turned into
 mutant monsters? *

33 GWEN
 It won't hurt to check it out. If
 he's telling the truth, we need to
 do something about it. *

34 KEVIN
 And if it's just another con? *

35 GWEN
 Then he's all yours. *

Kevin smiles and gives Simian an "I can't wait" stare. *

DISSOLVE TO:

EXT. SPACE - LATER

The RUSTBUCKET III follows SIMIAN'S SHIP towards
 Aranhascimmia.

INT. RUSTBUCKET III - CONTINUOUS

Kevin sits at the controls, Gwen rides shotgun, while Ben is
 busy in the back.

36 GWEN
 There's some E.M. interference up
 ahead. Don't lose sight of Simian's
 ship. *

37 KEVIN
Don't worry. I've got all our
weapons locked on him in case he
tries anything.

38 GWEN
That's not really what I meant. But
good. *

Ben approaches from the back, carrying two DNA-REPAIR GUNS
(from B10AF ep. 25-26 "War of the Worlds").

39 BEN
Look what I found! The genetic
repair guns we used to cure the
DNAliens back on Earth. Good thing
we held onto these bad boys. *

40 GWEN
I just hope we have enough ammo to
cure a whole planet. *

41 SIMIAN (O.S.)
(radio filter)
We should go in cloaked. The
DNAliens have already taken over
the planetary defense grid. *

EXT. SPACE - ARANHASCIMMIA ORBIT

Both ships begin an arc towards the planet, but SHIMMER OUT
OF SIGHT as their CLOAKING shields are engaged. *

DISSOLVE TO:

EXT. ARANHASCIMMIA - TREETOP CANOPY - A LITTLE WHILE LATER

Between the canopy above and the ground far below,
Aranhascimmia is covered in a network of WALKWAYS and
SUSPENDED BRIDGES that connect the GIGANTIC TREES.
Paradoxically, the tropical foliage is covered in a light
dusting of SNOW!

Ben, Gwen, and Kevin emerge into the PERPETUAL TWILIGHT below
the leafy canopy. Ben and Gwen each carry a DNA-repair gun on
a sling strap, while Kevin has several in a BACKPACK.

42 BEN
It sure gets dark fast around here. *

Simian joins them.

55

56

BEN

That's where we differ. Before we
do anything else, we're going to
find Eunice.

*
*
*
*

Ben holds up the Ultimatrix like a divining rod.

57

ULTIMATRIX

(repeats)

Matrix core detected in range.
Version code: Unitrix.

58

BEN

This way.

Ben heads off. All follow.

*

DISSOLVE TO:

*

EXT. ARANHASCIMMIA - TREETOP CANOPY - LATER

Ben, Gwen, Simian, and Kevin walk through a DIFFERENT AREA of
the canopy. The walkway they're on slopes downward to a wider
suspended area where THREE PATHS converge. Ben looks puzzled.

59

ULTIMATRIX

You have arrived at the Matrix
core: version code: Unitrix. Ending
route guidance system.

*

60

BEN

I don't get it. It says she's right
here!

*

Simian approaches Ben.

61

SIMIAN

Directions are different in the
trees. You're thinking in two dimen-
LOOK OUT!

*
*

Simian grabs Ben and dives aside just in time to avoid a gout
of DNALIEN RESIN from above!

62

BEN

<impact>

*
*

WIDE ON SCENE

DNALIEN ARACHNACHIMPS are closing in on them from all three
pathways!

72 KEVIN *
For shooting, maybe... *

Kevin ARMORS UP, turning RED like the barrel of the DNA-repair gun. He forms his FISTS into HAMMERS and plows into the DNAlien Arachnachimp horde.

73 KEVIN (CONT'D)
<attack efforts>

Simian fires bursts of WEBBING OS, while Ben commands the Ultimatrix.

74 BEN
Ultimatrix! Revert DNAliens to Arachnichimps!

75 ULTIMATRIX
Insufficient power for this operation.

76 BEN
What? Uh... Repair genetic damage to Arachnichimps!

77 ULTIMATRIX
Insufficient power for this operation.

78 SIMIAN *
They're not taking me without a *
fight! *

79 GWEN *
No where to run, huh? *

80 SIMIAN *
Sometimes a chimp gets cornered. *
What can you do? *

Simian leaps upwards, grabbing a vine. He leaps from vine to vine, delivering vicious spin-kicks to some swinging DNAlien Arachnachimps, but the mutants are as agile as he is. *

81 SIMIAN (CONT'D) *
<attack efforts> *

82 BEN *
Man, I miss my old Omnitrix. Got *
enough power for this? *

Ben slaps the Ultimatrix and TRANSFORMS into TERRASPIN! *

83 TERRASPIN

Terraspin!

Terraspin uses his SHELL to shield himself from the gobs of resin, then backhands the advancing DNAlien Arachnachimps as they close on him, knocking them off of the platform. *

84 TERRASPIN (CONT'D)

<efforts>

85 DNALIENS *

<impacts> *

Terraspin rises into the air, retracting his head and spinning his flippers like FAN BLADES, generating a gale-force WIND that BLOWS the DNAlien Arachnachimps off one of the pathways and knocks them away far into the distance.

86 DNALIENS (CONT'D) *

<falling cries> *

With one battlefront clear, Terraspin turns his attention to the DNAlien Arachnachimps attacking Gwen. She is BLASTING away with MAGENTA ENERGY beams from her hands at the onslaught of DNAlien Arachnachimps, and quickly creates part of an ENERGY BUBBLE above her like an umbrella to shield herself from the globs of RESIN being hawked at her.

87 GWEN

<efforts>

Terraspin starts revving his propellers... but the Ultimatrix suddenly starts CYCLING through it's different COLORS.

88 ULTIMATRIX

Parallel signal interference detected. Ultimatrix resetting.

89 TERRASPIN

Are you kidding? No bars?? Cancel!
Un-reset! I mean... Ultimatrix
abort reset, code 10! *

90 ULTIMATRIX *

That function is not available. *

The Ultimatrix glows BLUE, and Terraspin abruptly TRANSFORMS back into Ben!

WIDER ON SCENE

Kevin is being nearly overwhelmed by DNAlien Arachnachimps on the slope our heroes arrived on; Gwen under her MANA ENERGY UMBRELLA is surrounded on another pathway;

and Ben stands defenseless on the third; while Simian is being overcome in the off-path branches... with more DNAlien Arachnachs closing in from all sides, even climbing down the vines from above.

91 DNALIENS *
 <stalking cries> *

92 BEN
 Stupid Ultimatrix!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. ARANHASCIMMIA - TREETOP CANOPY - CONTINUOUS

Ben, Gwen, Kevin and Simian continue to be under assault from all sides by a horde of DNAlien Arachnachimps.

Ben smacks the Ultimatrix over and over. *

93 BEN
Come on, come on, come on! What
interference? From where? *

94 EUNICE (O.S.)
<attack cry> *

Ben looks up to see EUNICE! However, she's moving with SUPERHUMAN AGILITY, leaping from vine to vine and delivering punishing aerial roundhouse kicks to several DNAlien Arachnachimps. *

95 EUNICE (CONT'D)
<efforts> *

96 BEN
Eunice?

Eunice fires a volley of WEBS from her palms, trapping a half dozen DNAlien Arachnachimps, then somersaults onto the platform near Ben. *

97 EUNICE
Ben! Am I glad to see you!

98 BEN
You too. Except that your unimatrix is interfering with the Ultimatrix! If you're absorbing powers, I can't change. *

She smiles, Errol Flynn. *

99 EUNICE
Never change. *

She kisses him on the cheek, then leaps to help Gwen, springing off of a tree branch to launch a devastating attack on one group of DNAlien Arachnachimps, landing a FLURRY OF PUNCHES. Gwen drops her MANA ENERGY SHIELD and launches an ENERGY BURST, knocking back the remaining assailants. *

100 EUNICE (CONT'D) *

(to Gwen)

You get Kevin. I'll grab Ben. We don't have much time!

101 GWEN

On it!

Eunice races towards Ben.

102 BEN

Wait! Eunice, we- <cry of surprise>

Without even pausing, Eunice grabs Ben and leaps over the side of the platform!

103 BEN (CONT'D) *

<falling cry stopping short in surprise> *

*

After a moment of free-fall - and sheer terror for Ben - she reaches out for a vine and swings away on a high arc into the trees.

Kevin is waist-deep in DNAlien Arachnachimps, pounding them aside with his massive steel HAMMER-HANDS.

104 KEVIN

<attack efforts>

He raises one arm for another mighty blow, but a LASSO OF MAGENTA ENERGY catches him by the wrist.

He looks up to see Gwen floating on a platform of MANA ENERGY.

105 GWEN

I got you.

106 KEVIN *

Trap, trap, trapity-trap. I told you guys. *

*

As Gwen uses the LASSO OF MAGENTA ENERGY around his wrist to pull him up onto the ENERGY PLATFORM beside her, Kevin kicks away a DNAlien Arachnachimp clinging to his other leg.

Gwen starts making a path of SQUARE ENERGY PLATFORMS, like mid-air stepping stones, and she and Kevin follow Eunice. Behind them as they progress, each ENERGY PLATFORM DISSOLVES, preventing the DNAlien Arachnachimps from easily giving chase. One DNAlien FALLS when the platform he's leaping for FADES AWAY. *

*

EXT. MIZARU'S PALACE - FLASHBACK

Mizaru's palace is carved into the bole of a GIGANTIC TREE, like a wooden version of the ancient city of Petra. There's a large courtyard out in front of the palace proper, constructed like the walkways and platforms we've seen elsewhere on Aranhascimmia. Irregularly-shaped reflecting pools dot the courtyard.

121 EUNICE (V.O.)
 I didn't even have time to grab my
 equipment before I was captured.
 The DNAlien Arachnachimps brought
 me and what was left of my ship to
 their leader, Mizaru.

Eunice is being frog-marched towards the entrance of the palace, while a small army of DNAlien Arachnachimps drag her ship onto the courtyard platform. DNAlien Mizaru - a much larger, more powerful, and slightly bloated "queen" DNAlien Arachnachimp in design - gives Eunice the once over.

122 EUNICE (V.O.) (CONT'D) *
 Mizaru didn't know who I was, but
 he recognized my ship as Galvin and
 decided to hold me for ransom.

Eunice flattens her hand and touches one of her DNAlien Arachnachimp captors. There is a familiar GREEN FLASH, and she springs into action, leaping backward over her captor and catching him in something like a headlock.

123 EUNICE (V.O.) (CONT'D) *
 I had to get out of there and try
 to save the rest of the
 Arachnachimps from pending
 extinction.

The DNAlien Arachnachimp flails all four arms, but can't get a grip on her. She walks steadily backwards, using him as a shield, until she gets to the edge of the platform. She then releases him and leaps over the edge.

DISSOLVE TO:

INT. ARANHASCIMMIA - TREETOP HIDEAWAY - CONTINUOUS

Everyone stands as before, listening to Eunice's tale.

124 EUNICE
 I've been on the run ever since. I
 met Haplor a short time later, and
 I've been helping his family to
 hide and find food.
 (MORE)

EUNICE (CONT'D)

But we can't hold out forever. They
may very well already be the last
of their kind.

*

Ben shakes his head and holds up the Ultimatrix. It still
glows BLUE.

125

BEN

We came to help, but I'm not sure
how. The DNA-repair guns we brought
from Earth didn't work.

*

*

126

EUNICE

Those guns were built to restore
human DNA. Naturally, they have no
effect on Arachnachimps.

127

KEVIN

Naturally.

Eunice takes Ben's left hand and studies the Ultimatrix.

128

EUNICE

As for the Ultimatrix: Azmuth gave
me a one-way, sub-space connection
to Primus so I can upload DNA
samples.

Gwen indicates Ben's Ultimatrix.

*

129

GWEN

"Parallel signal interference."
That's why your powers aren't
working!

*

*

*

*

Eunice realizes what's wrong.

*

130

EUNICE

(chagrined)

Oh. I'll shut it off.

*

*

Eunice closes her eyes for a moment, and Ben's Ultimatrix
FLASHES GREEN again.

*

131

ULTIMATRIX

Link to Primus re-established. All
functions available..

*

*

132

BEN

That's more like it. Now, I can
cure the DNAlien Arachnachimps!

*

*

Eunice shakes her head.

133 EUNICE
 No. The Ultimatrix doesn't have
 that capability. But the equipment
 in my ship does. *

Kevin steps forward.

134 KEVIN
 Then what are we waiting for? We go
 to your ship, zap all the mutant
 monkeys back to normal, and we're
 home in time for dinner.

135 EUNICE
 I was hoping you'd say that. Come,
 Haplor. It's time.

Haplor stands bravely, ready for anything, but his WIFE and
 DAUGHTER still clings to him, tears welling in their eyes.

136 GWEN
 Wait, why does he have to go?

137 EUNICE
 Because I need an original DNA
 sample for my equipment to work.
 Haplor volunteered.

Simian steps towards Haplor.

138 SIMIAN
 You stay with your family, Haplor. *
 This mess is partly my fault, *
 anyway. *

139 KEVIN
 "Partly?"

140 SIMIAN
I'll provide the DNA sample. Let's *
 get going.

Simian heads for the door, and the others follow.

DISSOLVE TO:

EXT. MIZARU'S PALACE - LATER

WIDE ESTABLISHING

Mizaru's palace is as we saw it in Eunice's flashback, with
 her DAMAGED SHIP in the courtyard among the reflecting pools.
 Several ARMED GUARDS form a perimeter around the ship.

158 SWAMPFIRE

Swampfire!

Swampfire blasts a massive FIREBALL across the platform, scattering the guards and setting a section of the tree ABLAZE!

Gwen blasts her way free of the guards with one big MANA ENERGY BURST, *

159 GWEN *

<effort> *

160 DNALIENS *

<impacts> *

Gwen seals the flaming platform inside an ENERGY BUBBLE, snuffing it out. *

161 GWEN *

<effort> Stop it, Ben! You'll burn the whole forest down! *

162 SWAMPFIRE

Okay, then. We'll go green.

Swampfire throws a handful of SEEDS towards the henchmen, and thick, ropy VINES erupt from the platform, binding the bad guys.

163 DNALIENS *

<struggles> *

Kevin struggles against his two guards, but in their mutated forms they hold him securely. Suddenly, they are GRABBED from behind and SLAMMED together, knocking them unconscious. *

164 DNALIENS (CONT'D) *

<impact, keep-alive> *

Reveal Simian standing behind them!

165 KEVIN

Guilty conscience?

166 SIMIAN

Maybe. What's that like? *

Simian offers Kevin a firearm dropped by one of the guards. Kevin touches it and uses it to go FULL-METAL.

167 KEVIN

<attack efforts>

ACT THREE

FADE IN:

EXT. MIZARU'S PALACE - CONTINUOUS

DNAlien Eunice rushes at Swampfire, who backpedals.

171 SWAMPFIRE
Eunice, this isn't you! You've got
to fight it!

DNAlien Eunice swipes at Swampfire with a CLAW, misses, then slashes with the other claw, this time taking a chunk out of his torso!

172 SWAMPFIRE (CONT'D)
<impact>

Swampfire REGROWS his missing chunk of torso. Then creates a SHIELD of TWISTED VINES between him and DNAlien Eunice, but she vaults over it and delivers a roundhouse kick to the small of his back, sending him sprawling. He lands in a heap just a few yards from EUNICE'S MANGLED SHIP.

173 SWAMPFIRE (CONT'D)
<impacts>

Swampfire rolls just in time to see DNAlien Eunice pounce. She leaps on him, pinning him to the ground - but he SPROUTS thick vines that hold her back.

174 SWAMPFIRE (CONT'D)
<struggling efforts>

Simian is fighting valiantly, holding his own, when he is overpowered and seized by several DNAlien Arachnachimp guards.

175 SIMIAN *
<struggles> *

DNAlien Mizaru motions to the guards holding Simian.

176 DNALIEN MIZARU *
Simian! So glad you could join us!.

The guards hoist the struggling Simian and carry him towards the nearest pool.

177 SIMIAN *
<struggles> *

Gwen, hurling MANA ENERGY DISCS at advancing DNAlien Arachnachimps, sees this and calls out to Kevin.

178 GWEN
 <efforts> Kevin! You've got to save *
 Simian!

179 KEVIN
 Are you kidding? *

Kevin is wading through DNAlien Arachnachimps himself, slamming them with a massive SPIKED MACE on one arm, his other arm formed into a SHIELD.

180 GWEN
 We need his DNA! He's the only
 Arachnachimp left! And we already
 know that Xenocites can't affect
 you, but can affect me and Ben!

The guards THROW Simian into the pool!

181 SIMIAN *
 <impact> *

But a split-second later, Kevin pulls him right back out. There's a XENOCITE crawling towards Simian's face, but Kevin SKEWERS it with a RAPIER-ARM.

182 SIMIAN (CONT'D) *
 <cough, sputter> Thank you.

183 KEVIN *
 Don't. Once we don't need your DNA
 anymore, you're on your own, dude.

DNAlien Eunice still has Swampfire pinned, although he's managed to stave off her attacks with a NETWORK of THICK VONES around her claws. With a tremendous effort, she rips a claw free and draws it back for a killing blow! Swampfire grabs both of her wrists, struggling with all his might. *

184 SWAMPFIRE *
 <struggling efforts> This is either *
 genius, or the worst idea I've ever *
 had. *

SWAMPFIRE REVERSES the hold, ending up holding Eunice DNAlien from behind. He lets her go and activates her Unimatrix and his Ultimatrix AT THE SAME TIME. Both are lost in a BRILLIANT GREEN GLOW. When it fades DNAlien Eunice has TRANSFORMED back into her ORIGINAL form - the FLATTENED CYLINDER of a MATRIX POWER CORE - and Swampfire has transformed back into Ben. *

185 BEN
 Eunice.

The Ultimatrix glows RED.

186 ULTIMATRIX
 Ultimatrix power depleted. Entering
 Recharge mode.

Ben picks up the UNITRIX. He stares at it for a beat, then
 ACTIVATES it. With a FLASH, it turns back into Eunice!
 NORMAL, healthy Eunice.

187 BEN
 Genius.

188 EUNICE
 (smiling)
 Thank you, Ben.

Kevin is standing back-to-back with Simian, as XENOCITES
 crawl out of the pools towards them! Kevin is POUNDING or
 SKEWERING them as they get close, like some deadly game of
 Whack-a-Mole.

189 KEVIN
 <efforts>

A Xenocite launches at Simian's face, and he puts his arms up
 to block it - but a MAGENTA ENERGY SHIELD appears which the
 Xenocite bounces off harmlessly. Gwen throws up a protective
 MANA ENERGY BUBBLE around herself and Simian.

190 GWEN
 <effort> Kevin, clear us a path to
 the ship!

191 KEVIN
 And you say I never take you
 anywhere. <efforts>

Kevin plows through attacking DNAlien Arachnachimps and
 menacingly pulsating Xenocites, with Gwen and Simian
 following behind inside their protective ENERGY BUBBLE.

Seeing that his empire is descending into chaos, DNAlien
 Mizaru retreats into his palace. Ben sees him go, just as
 Kevin, Gwen, and Simian arrive at Eunice's ship.

192 BEN
 I'm going after Mizaru!

Ben ducks around the other side of the ship and starts after
 Mizaru, keeping to the shadows.

Ben turns towards the voice, but there's no one there.

200 BEN
I've fought your kind before. Just another Highbreed slave, who doesn't know his masters have been defeated.

*

201 DNALIEN MIZARU (O.S.)
Is that what you think? The Xenocite Simian stole was no mere drone. It was a queen, able to produce hundreds more Xenocites every day!

*

Ben checks the Ultimatrix: It's still RED, charging. He needs to stall some more.

*

*

202 BEN
So that makes you what? Queen Kong?

Ben walks through the room, looking warily around, apparently unaware of the SHIFTING SHADOWS behind him.

203 DNALIEN MIZARU (O.S.)
It makes me more than DNalien, more than Mizaru. I am the sum total of every Arachnachimp on the planet!

Ben keeps one eye on the shadows and one eye on the Ultimatrix at all times.

204 DNALIEN MIZARU (CONT'D)
I am your doom!

With that, DNalien Mizaru brings a CLAWED FIST down right on top of Ben - but Ben dodges and rolls at the last moment. Mizaru's fist splinters the wood floor.

When Ben comes up, the Ultimatrix flashes GREEN, and Ben hits it.

In a FLASH, Ben transforms into SPIDERMONKEY!

205 SPIDERMONKEY
Spidermonkey!

DNalien Mizaru steps out of the shadows, looking considerably LARGER than he did outside.

206 DNALIEN MIZARU
<laugh> That's your plan? One scrawny chimp against the power of this entire world?

214 DNALIEN MIZARU *
 You're no match for me! I control *
 the DNaliens through nothing but my *
 force of will!

215 SPIDERMONKEY *
 Your mother must be very proud.

216 DNALIEN MIZARU *
 She was one of the first to be *
 transformed. *

217 SPIDERMONKEY *
 Okay, then. *

Spidermonkey slaps the OMNITRIX SYMBOL on his CHEST and goes
 Ultimate - TRANSFORMING into ULTIMATE SPIDERMONKEY!

218 ULTIMATE SPIDERMONKEY
 Ultimate Spidermonkey!

Now DNalien Mizaru is clearly well-matched now size-wise, but
 he still possesses DNalien strength.

219 DNALIEN MIZARU *
 <angry growl, efforts>

DNalien Mizaru lands two punches to Ultimate Spidermonkey's
 jaw, a left and then a right.

220 ULTIMATE SPIDERMONKEY
 <impacts x2>

DNalien Mizaru winds up for a third swing, but Ultimate
 Spidermonkey CATCHES the mobster's FIST in one hand and
 hoists DNalien Mizaru overhead with the other, throwing him
 on top of the throne, which splinters under the impact!

221 DNALIEN MIZARU
 <efforts, impact>

DNalien Mizaru struggles to regain his footing, but before he
 can, Ultimate Spidermonkey shoots WEBBING out of his MOUTH,
 pinning DNalien Mizaru against the wall and floor. He
 struggles, but he cannot free himself.

222 ULTIMATE SPIDERMONKEY *
 I know. Embarrassing.

Ultimate Spidermonkey CRACKS his knuckles ominously.

INT. EUNICE'S SHIP - CONTINUOUS

Eunice prepares to throw the final switch on the device.

223 EUNICE
Shield your eyes. This could get messy.

Simian reacts wide-eyed:

224 SIMIAN
Messy? Wait! I changed my mind!

Too late. Eunice throws the switch, and a BRIGHT WHITE SHOCKWAVE passes through the cabin.

EXT. EUNICE'S SHIP - CONTINUOUS

Outside, the SHOCKWAVE washes over the DNAlien Arachnachs, and their MUTATED FEATURES dissolve away, leaving dazed and confused plain old ARACHNACHIMPS everywhere.

Kevin, mid-attack, lowers his weapons as soon as his hulking assailants revert to their wiry regular size.

Haplor and his family, revealed to be back to normal, embrace warmly.

INT. MIZARU'S PALACE - CONTINUOUS

Ultimate Spidermonkey is still standing over DNAlien Mizaru when the SHOCKWAVE hits. Like the Arachnachs outside, Mizaru's MUTATED DNAlien FEATURES dissolve away, leaving the original paunchy crime boss.

Ultimate Spidermonkey powers down first into regular SPIDERMONKEY then into Ben

225 BEN
The cure didn't work on you. Wait, is that your real face? Sorry.

*

Gwen, Kevin, Eunice, and Simian run in.

226 EUNICE
Ben! You're still alive!

227 BEN
I know. Hero, remember?

Kevin pokes at the broken furniture.

228 KEVIN
Looks like you've been doing some redecorating. Nice.

Simian regards Mizaru, now looking far less impressive slumped in a pile of splintered wood and webbing.

Something catches Simian's eye, and he flips over a broken piece of the throne, to reveal -

There, pulsating weakly, is the original QUEEN XENOCITE Simian had stolen and sold to Mizaru! It's battered, but still very much alive. Simian hears DNAlien Mizaru's words in his mind:

229 DNALIEN MIZARU (V.O.)
 (SOT re-use, w/reverb)
 "... granted me unlimited power
 over this entire planet!"

Simian bends down, slowly reaches towards the Xenocite, salivating, tempted by the lure of power... then surprisingly uses a piece of debris to SQUASH it like a bug.

230 SIMIAN
 <panting with relief>

231 BEN (O.S.)
 Y'know something, Simian?

Simian whirls to see Ben standing behind him.

232 BEN (CONT'D)
 You might just turn out to be a
 prince after all.

EXT. MIZARU'S PALACE - MOMENTS LATER

The cured Arachnachimps disperse to their homes, leaving the courtyard practically deserted. Ben, Gwen, Kevin, Eunice, and Simian begin the long walk back to the Rustbucket III.

233 MIZARU (O.S.)
 Ben Tennyson!

Mizaru, still looking a bit pathetic, bursts out of his palace, shaking his fist in rage!

234 MIZARU (CONT'D)
 You have made a dangerous enemy
 this day! Mark my words: You have
 not heard the last of Mizaru!

No sooner has he finished his threat, than a gigantic set of ROOT SHARK JAWS erupts up through the platform, swallowing him whole! The jaws disappear back down where they came from, and we hear a distant <BURP!>

235 GWEN
Now we've heard the last of Mizaru.

DISSOLVE TO:

EXT. RUSTBUCKET III - ARANHASCIMMIA ORBIT - LATER

The Rustbucket III arcs smoothly away from Aranhascimmia.

INT. RUSTBUCKET III - CONTINUOUS

In the cabin, Kevin and Gwen ride up front, Ben and Eunice are in the back.

236 EUNICE
 You're sure you don't mind taking
 me back to Primus?

237 KEVIN
 Nah. It's only a few hundred light-
 years out of our way. *

238 GWEN
 Or not. Azmuth moved it, remember? *

239 EUNICE
 That's okay, I'll drive.

Off Kevin's not-on-my-watch reaction.

240 BEN
 Don't mind him. He's just cheesed
 because I was right about Simian
 and he was wrong.

Kevin swivels in his seat to face Ben.

241 KEVIN
 This time, maybe. But I'm telling
 you, a leopard doesn't change its
 spots. And an Arachnchimp doesn't
 change its... blue fur stuff.

242 BEN
 I don't know, Kev. Simian could
 have taken all that power for
 himself, and he turned it down. I
 think all this really got through
 to him. *

Gwen suddenly notices something.

243

GWEN

(already knows the answer)
 Hey, what happened to the DNA-
 repair guns?

*
*

TRANSITION TO:

INT. SHADY BACKROOM - SIMULTANEOUS

The aforementioned DNA-REPAIR GUNS are being pushed across a
 TABLE in a disreputable establishment of some sort.

WIDER

Reveal - Simian is sitting at the table, across from yet
 another alien mobster, EMPEROR MILLEOUS (reference: B10AF ep.
 13 "X Equals Ben Plus 2"). Milleous accepts the DNA-repair
 guns and pushes a pile of GEMS over to Simian, who gathers
 them up and scurries away.

*
*

244

SIMIAN

A pleasure doing business with you.

FADE OUT.

END OF EPISODE