

Name: Grey Matter

One-line Introduction: Grey Matter is the Omnitrix's DNA sample of a Galvan from the planet Galvan Prime.

Appearance: Grey Matter is a grey-skinned, frog-like, bipedal alien standing at only six inches tall. He has large green eyes with rectangular pupils and horizontal eyelids. In the Original Series, Grey Matter wore a white jumpsuit with a thin vertical black stripe down the front, yellowish-green eyes, and a larger version of the jumpsuit's stripe on his forehead. The original Omnitrix symbol was located on his back. In the Ultimate Alien intro, Grey Matter's skin was slightly lighter, his eyes were green, and he wore the Ultimatrix symbol on his chest. In Omniverse, Grey Matter has a green jumpsuit with a black belt, a black suit collar, and black, fingerless gloves with a green rectangle on the back. The stripe on his head and jumpsuit are absent. His neck is slightly longer, and the Omnitrix symbol is on his back. The 11-year-old version of Grey Matter in Omniverse looks similar to his Original Series design, but with a black collar, green eyes, and a slightly different skin tone. Gwen as Grey Matter had Gwen's hair and more oval-shaped eyes with smaller pupils. She wore a light blue jumpsuit with dark blue sleeves, and the Omnitrix symbol was on her back without the stripes Ben's Grey Matter has. Ken's Grey Matter looked the same as 10-year-old Grey Matter in the Original Series.

History: Grey Matter first appeared in Washington B.C., searching for a Golden Sumo Slammers card. He defeated Kraab and SixSix in Hunted. In A Small Problem, the Omnitrix malfunctioned, trapping Ben as Grey Matter for most of the episode. He defeated one of Vilgax's MechaDroids in Secrets. Grey Matter defeated a Null Guardian and sent Phil to the Null Void in Truth. In Grudge Match, he disabled shock implants, looked for escape pod controls, and defeated Slix Vigma's drones with Kevin 11. In Ghostfreaked Out, Grey Matter fought the Circus Freak Trio and hid from Zs'Skayr. In Ultimate Weapon, he snuck into a building, helped Gwen and Max, opened a safe to retrieve the Mask of Ah Puch, and escaped from Sir Enoch and the Forever Knights. In They Lurk Below, Grey Matter saved a drowning man from sharks. In Back With a Vengeance, Grey Matter appeared multiple times, including escaping from Vilgax and evading him and Kevin in the Null Void. In Midnight Madness, Grey Matter was hypnotized into being Gwen's slave. In Merry Christmas, Grey Matter destroyed the Rustbucket's air conditioner and the Jinglelator. In The Unnaturals, Grey Matter stopped thieves from stealing the Liberty Bell and won an MP3 player. In Be Afraid of the Dark, Grey Matter evaded Zs'Skayr and Dr. Viktor, explained Zs'Skayr's plan, and built a Sun Gun. In Ben 10: Secret of the Omnitrix, Grey Matter attacked Dr. Amino and crawled into his vest. In Perfect Day, Grey Matter defeated a mutated Cash and JT in a dream. In Ben 10: Destroy All Aliens, Grey Matter escaped Retaliator and was attacked by Carl and Sandra. In Snack Break, Grey Matter got stuck in a vending machine. In Alien Force, Grey Matter was locked by the Omnitrix's reconfiguration in Ben 10 Returns: Part 1. In Ben 10,000 Returns, Grey Matter was re-unlocked by Ben 10,000. In Omniverse, Grey Matter stopped the Vreadle Brothers in So Long, and Thanks for All the Smoothies, was part of an accidental transformation chain in Have I Got a Deal for You, defeated Tyrannopede in Of Predators and Prey: Part 2, and repaired Rad's ship in Rad. In And Then There Was Ben, No Watch Ben as Grey Matter disabled the shields on the Chimeran Hammer. In It's a Mad, Mad, Mad Ben World: Part 2, Grey Matter and Brainfrog repaired each other's Omnitrices. In A New Dawn, Grey Matter appeared briefly during alien cycling. Prior to Ken 10, Grey Matter was used by Ben 10,000 to create an Omnitrix for Ken. In Ken 10, Ken as Grey Matter escaped his room to battle Devlin and unlocked the Master Control. In Gwen 10, Gwen as Grey Matter was chased by a raccoon. In Ben 10: Race Against Time, Grey Matter rewired machines in Mrs. Dalton's diner.

Weaknesses: Grey Matter's small size makes him unsuitable for physical battle, requiring him to outsmart his enemies. Animals like dogs and cats may see him as a chew toy or food. He is at a disadvantage against the Nematrix's sample of an Omnivorous due to his size. Grey Matter is also vulnerable to electricity.

Powers and Abilities: Grey Matter's primary ability is his enhanced intelligence and technological expertise, allowing him to create advanced machinery from spare parts, understand device

functions, and repair complex machines. He can think strategically, solve problems analytically, and learn quickly. He has an intuitive understanding of unfamiliar things and languages. His small size allows him to squeeze into small spaces, and he can climb walls using microscopic pads on his skin. He has sharp teeth. Grey Matter is stronger than he looks. He can breathe underwater and possesses a long prehensile tongue. He also possesses a "pre-brain" which deals with all basic bodily functions, as well as some mild speech and motor capability. His horizontal pupils create microscopic vision.

Personality: Not mentioned.