

BEN 10: ULTIMATE ALIEN

"Moonstruck"
Episode #1003-032

Written by
Len Uhley

Story Editor:
Dwayne McDuffie

FIRST DRAFT TELEPLAY
May 20, 2010

CARTOON NETWORK STUDIOS

BEN 10: ULTIMATE ALIEN

Episode #1003-032

"MOONSTRUCK"

First Draft, 5/31/2010

Written by Len Uhley

TEASER

FADE IN:

EXT. RUSTBUCKET II - DAY (PRESENT)

Wide on Grandpa Max's RV. We can hear the action from outside.

1 MAX (O.S.)
 Okay, that's everything.

2 BEN (O.S.)
 I'll say. How did you fit all this
 stuff in here?

3 MAX (O.S.)
 Gradually. I haven't done Spring
 Cleaning in the Rustbucket since I
 got her.

4 KEVIN (O.S.)
 Except for when I blew it up. Which
 I probably shouldn't mention.

5 MAX (O.S.)
 Just help carry the boxes outside
 and stack them up. I'll get rid of
 em later.

6 BEN (O.S.)
 <effort> Heavy!

7 GWEN (O.S.)
 Not if you take them one at a time.

8 BEN (O.S.)
 I got a better idea...

A flash of GREEN LIGHT fills the windows.

9 FOURARMS (O.S.)
 Fourarms!

10 MAX/GWEN (O.S.)
 Ben!

11 FOURARMS (O.S.) *
 I can carry em all at once! *

12 MAX (O.S.) *
 You're too big to be in here! *

13 FOURARMS (O.S.) *
 No I'm n-- *

We hear <several things being knocked around> and then *
something <BREAKS>. *

14 MAX (O.S.) *
 Ben! *

15 FOURARMS (O.S.) *
 Sorry! Sorry! I'm going! *

The door opens and FOURARMS tries to squeeze out, carrying a *
BIG CARDBOARD BOX under three of his four arms. He's on his *
hands and knees, only his top half sticking out the door. *

16 FOURARMS (CONT'D) *
 Aw, man! *

17 KEVIN (O.S.) *
 You're stuck, aren't you. *

18 FOURARMS *
 Why do you ask? *

19 KEVIN (O.S.) *
 I'm here to help. *

20 FOURARMS *
 <OW!> *

Fourarms is propelled out the Rustbucket as if someone has *
just shoved him out by pushing his butt through with the *
bottom of his foot. Fourarms hits the ground, scattering his *
boxes around him. *

21 FOURARMS (CONT'D) *
 <impact> Thanks a lot, Kevin. *

Kevin stands in the doorway, we can see he just kicked *
Fourarms in the butt by his raised foot, and the smile on his *
face. *

22 KEVIN *
 Anytime. *

Kevin exits, carrying a Box. GWEN follows, she's got one too, *
so Does Grandpa Max. *

Gwen sets her box down, noticing that a chunky, ALIEN BRACELET has spilled out of the top of one of the Boxes Fourarms dropped. She picks it up and admires it. *

23 GWEN
Look what I found!

24 MAX *

That shouldn't be in there. *

25 GWEN *

Can I keep it?

26 GRANDPA MAX

I'd let you have anything, sweetheart, but that bracelet has a lot of meaning to me.

27 KEVIN

It matches his handbag.

28 GWEN

Why do you have a woman's bracelet?

29 GRANDPA MAX *

I's not exactly jewelry, Gwen. It belonged to your grandmother.

She hands him the bracelet. Max eyes the bracelet, lost in thought. He notices the kids looking at him.

30 GRANDPA MAX (CONT'D)

Long story.

They sit comfortably, and lean closer, chins in hands, riveted. Busted, he sighs.

31 GRANDPA MAX (CONT'D)

I was about Kevin's age. A rookie with the Tactical Air Command.

MATCH CUT TO:

EXT. AIRSPACE OVER NEVADA - DAY (MANY YEARS AGO)

CLOSE on the COCKPIT of an F-104 STARFIGHTER. The PILOT's oxygen mask dangles. This is a YOUNG ADULT VERSION OF MAX.

32 COLONEL (V.O., FILTERED)

TAC 3, TAC 3, do you copy. TAC 3.
(beat; barks)

Tennyson! Put on your mask! You wanna suffocate?

33 MAX
 (mutters, sotto)
 It's not like we're that high up.

Max keys the radio, he's looking out the window, straining to see.

34 MAX (CONT'D)
 (to radio)
 It's blocking my eye-line. I think
 I see something...

Max's plane BANKS AWAY, joining TWO other F-104's. Ahead, a THUNDERSTORM above low mountains. LIGHTNING FLASHES.

INSIDE MAX'S COCKPIT - <STATIC> suddenly fills his headset.

35 MAX (FILTERED) (CONT'D)
 TAC 1, TAC 2, do you read? Over.

He glances down. Every DIAL on his console goes HAYWIRE, needles spinning. Max looks up. His eyes go wide.

A HUGE FLYING SAUCER rises from the clouds -- dead ahead!

It fires twin LASER BLASTS right at Max!

FADE OUT

END TEASER

45 MAJOR GENERAL (O.S.)
'Scuze me, Colonel.

A MAJOR GENERAL wearing aviator glasses stands backlit in the hangar door. His TWO STARS GLISTEN in the sunlight.

46 MAJOR GENERAL (CONT'D)
I'll take it from here.

CUT TO:

INT. NELLIS AIR FORCE BASE - OFFICE - DAY

Max stands at attention. The Major General sits behind a metal desk and studies him.

47 MAJOR GENERAL
You say there was a UFO, which the other pilots never saw, which didn't show up on radar, which you then chased... and shot down.
(beat)
And you're sticking with that?

48 MAX
Yes, sir. Because it's the truth.

The Major General gestures to a chair. Max sits. The Major General removes his hat and places it on the desk.

49 MAJOR GENERAL
Do you know why President Kennedy wants to send us to the moon, son?

50 MAX
Because of the Russians.

51 MAJOR GENERAL
No. Because of the kind of thing you saw today.

Now Max eyes him like he's nuts. The Major General sits back in his chair, hands crossed on his highly decorated chest.

52 MAJOR GENERAL (CONT'D)
I don't know what you tangled with, but I do know it was real.
(nonchalant shrug)
Of course, officially, we deny everything.

53 MAX
Then why tell me?

A long beat. The Major General sits forward and opens up a big, thick FILE FOLDER. It's Max's.

54 MAJOR GENERAL
Quite a record you've got here. Top scores academically. You aced our elite combat training course. You're maybe the finest young pilot in the Air Force, over all...

55 MAX
Yeah.

56 MAJOR GENERAL
On the other hand, you've been cited repeatedly for insubordination--

57 MAX
Only when my commanding officers were wrong... Sir.

58 MAJOR GENERAL
--you've been reprimanded for participating in a dozen or more brawls, and your personal ethics are best described as... situational.

59 MAX
My orders are to get the job done, sir. That's what I do.

The General meets Max's defiant gaze for a long moment, and seems to make a decision.

60 MAJOR GENERAL
In short, your smart, tough, skilled, and stubborn. You know what that sounds like to me?

61 MAX
Grounds for a dishonorable discharge, Sir?

Major General smiles.

62 MAJOR GENERAL
It sounds like an astronaut, son.

63 MAX
Sir?

64 MAJOR GENERAL
The world is changing, Son. We are not alone. Aliens are visiting our planet at will, doing we don't know what. Studying us? Helping us? Testing our defenses?

Major General stands and paces.

65 MAJOR GENERAL (CONT'D)
The President wants us to be prepared. To be able to defend ourselves if nessesary, meet these 'visitors' on a level playing field.
(beat, jovial)
So what do you say? Do you want to go to the moon?

Max springs out of his chair, beaming. He extends his hand, thinks better of it, withdraws the hand and briskly salutes.

66 MAX
Yes, sir!

The Major General grins.

67 MAJOR GENERAL
Good. Then you are hereby transfered to Langley Field in Virginia.

He takes his hat off the table and dons it.

68 MAJOR GENERAL (CONT'D)
Enjoy the weekend, Airman. Because starting Monday, you are an astronaut in training.

SMASH CUT TO:

EXT. NEVADA DESERT - NIGHT

Max rips down a two-lane HIGHWAY, letting off steam. [NOTE: he drives a RED version of Kevin's car.]

69 MAX (DISTANT)
Woooo-hooooooo!

As his ecstatic cry echoes across the barren land...

CUT TO:

INT. THUNDERCLAP DINER - SOON - NIGHT

We hear a Dick Dale-style RECORD. BILLIARD BALLS <CLICK> as the door swings open. Flight jacket slung over his shoulder, Max saunters in, looking cocky.

It's a pretty shabby place. At the rear is a counter, behind which a world-weary WAITRESS stands drying a glass with a towel. There's a jukebox at left playing a 45. In an alcove at right is a billiards table, where TWO TRUCKERS play pool.

Max sits dejectedly on a stool facing the Waitress, who hands him a menu. He gives it a glance, then puts it aside.

- 70 MAX
 How's your chili?
- 71 WAITRESS
 Pretty bad.
- 72 MAX
 That's my favorite kind. I'll take
 a double order.

She writes down the order. Then, noticing his gloom:

- 73 WAITRESS
 Why the long face, fly-boy?
- 74 MAX
 I got some good news today --
- 75 WAITRESS
 (chuckles)
 And you were hoping to do a little
 celebrating tonight, huh?

He glances over his right shoulder toward the pool table.

- 76 MAX
 I guess. But, the pickings are
 looking pretty slim in here.

A sultry YOUNG WOMAN slides onto the stool at Max's left. Her incongruous high fashion attire looks like something out of Jackie Kennedy's closet. This is VERDONA, an Anodite in human guise, whom Max will someday marry, she's wearing the BRACELET that Gwen found in the teaser.

- 77 VERDONA
 I'm going to try not to take that
 personally.

Max glances over at her and double-takes. He tries to regain his cool.

Max stands over the guy, gasping for breath, ready to use the chair to bash him again. Then he startles as:

107 MAX (CONT'D)
 <breathing hard> Sorry I had to hit
 you so hard, buddy. But you were
 out of... line?

The man twitches, embedded in the smashed jukebox. His FACE FLICKERS like a TV SCREEN. Then his ID MASK slips off, revealing his true appearance: metal skin and zoom-lens eyes. He's a ROBOT (hereafter, a Synthroid)!

As Max gapes:

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. THUNDERCLAP DINER - RESUME ACTION - NIGHT

The Synthroid stirs, then turns toward Max, expressionless. Max gapes down at the Synthroid. Then Verdona is beside him.

108 VERDONA
 We have to get out of here.

109 MAX
 It's okay, I can take him!

110 VERDONA
 No. You can't. We have to run!

She bolts. Max tosses aside his broken pool cue and runs after her.

CUT TO:

EXT. THUNDERCLAP DINER - CONTINUOUS - NIGHT

Verdona and Max dash outside. Max reaches the driver's side of his car, then looks up. Verdona stands, nonplused.

111 VERDONA
 What is it?

112 MAX
 What do you think? It's a car.

113 VERDONA
 Ah.

Still she stands there, eyeing the car like she's never seen one. Max thinks she's being Miss Manners and grumbles:

114 MAX
 Are you kidding me? Get in!

He throws open the door and gestures sharply at the passenger seat. Now she gets it.

THE DOOR SLAMS SHUT

Max's car PEELS AWAY -- just as a SHERIFF'S CRUISER arrives.

The SHERIFF, still in his car, turns on his SIREN. He's about to pursue. But before he can:

The DOOR OF THE DINER SPLINTERS. The Synthroid stalks out.

122 VERDONA
My name is Verdona. That's all I
can tell you for now.

Max stomps his foot on the brake.

EXT. DESERT HIGHWAY - CONTINUOUS - NIGHT

Max's CAR SKIDS to a halt. A CLOUD OF DUST WAFTS BY.

INT. MAX'S CAR - CONTINUOUS - NIGHT

Max twists in his seat to face her and folds his arms.

123 MAX
I am done with Twenty Questions!
Now, we can sit here till your
boyfriend catches up, or you can
come clean.

Verdona checks over her shoulder, then fesses up a little.

124 VERDONA
Fine. What you said before was
correct. I am not 'from around
here.'

Max doesn't budge. Stuck, she quickly adds:

125 VERDONA (CONT'D)
I'm from another planet and the man
chasing me isn't a man at all, he's
actually from a race of sentient
robots called Synthroids.

Max stares at her for a long beat. Then, evenly:

126 MAX
Oh. Well, why didn't you say so?

HEADLIGHTS REFLECTED by the rear view mirror play across
Max's eyes. He squints into the light.

IN THE REAR VIEW MIRROR, the Sheriff's Cruiser appears in the
distance, HEADLIGHTS FLARING. Bat-out-of-hell speed.

127 VERDONA
It's coming!

128 MAX
Then this is us, going.

INT. MAX'S CAR - CONTINUOUS - NIGHT

Max watches with satisfaction at the conflagration. Verdona, seated beside him, leans forward, peering into the flames.

138 MAX
 That'll slow him down.

139 VERDONA
 Not for long.

Max gives her a 'you must be kidding' look. She isn't.

EXT. SECOND STRETCH OF HIGHWAY - CONTINUOUS - NIGHT

The back tires of Max's car spin in the dirt, then catch. The car bounces back up onto the road on the far side of the flaming wreckage and takes off.

Then, with the sound of <GROANING METAL>, the Synthroid tears free of the pile-up, it is a cross between the Terminator and Robocop.

The Synthroid gazes down the highway. It resumes the pursuit, striding faster and faster until its legs are pumping like locomotive pistons. Off it goes into the night.

WIPE TO:

EXT. DESERTED GAS STATION - SOON - NIGHT

Max's car sits with headlights off, behind an old filling station. The building's windows are boarded up.

INT. MAX'S CAR - CONTINUOUS - NIGHT

Verdona sits in the front seat. Max joins her.

140 MAX
 Joint's been stripped clean. No
 gas, no tools and no food.

141 VERDONA
 Are you hungry?

142 MAX
 I ordered chili back at the diner,
 but it's probably cold by now.

Verdona reaches into the pocket of her Chanel suit jacket and hands him a POUCH containing a green leafy salad.

143 MAX (CONT'D)
 Salad?

144 VERDONA
Uragoga Ipecacuanha leaves. It's
very nourishing.

145 MAX
Looks awful.

He tears it OPEN. He sniffs it and grimaces.

146 MAX (CONT'D)
Smells worse.

Then he takes a bite and with a nod, admits...

147 MAX (CONT'D)
Tastes -- not bad!

148 VERDONA
Glad you think so.

He eats some more, then leans back, studying her.

149 MAX
So, if you're from outer space, how
come you look like this?

150 VERDONA
What's wrong with the way I look?

151 MAX
Nothing. I was just expecting
something else. Like two heads and
green skin. Maybe some antennae.

152 VERDONA
It's best not to stand out.

153 MAX
Too late for that.

154 VERDONA
Thank you. I think.

155 MAX
Anything else I should know about
you?

She hesitates, not willing to spill all the beans, quite yet.

156 VERDONA
Well, I also have certain, how
shall I put this, abilities.

157 MAX
So, why don't you use them?

She pulls back her sleeve and shows him the BRACELET.

158 VERDONA
I can't. The Synthroid put this on
my arm. It locked me in this form
and neutralizes most of my powers.

[NOTE: We will reveal Verdona's true form for Act III.]

159 MAX
'Most?'

160 VERDONA
I can still use telepathy.

161 MAX
Then you can tell when that robot's
getting close?

162 VERDONA
Telepathy only works with living
beings. The Synthroid is a machine.
(coy smile)
But I did read your mind.

163 MAX
In the diner? It wouldn't take
super powers to tell what I was
thinking, Doll.

164 VERDONA
Not then, when you were chasing us
in your "fighter jet." I found the
experience... invigorating.

165 MAX
You were in the UFO.

166 VERDONA
A captive. Then you shot it down,
and I escaped. But I knew --
(beat, sotto)
That I had to find you.

167 MAX
So you just like me for my mind?

Verdona grips his arm. This is serious.

168 VERDONA
Don't you understand? You're the
only one who can help me!

...which extrudes the copper into THIN SHEETS. The sizzling sheets roll along a conveyor to land on COOLING RACKS.

Max and Verdona sneak over to a RACK OF TOOLS in the corner.

172 VERDONA
(sotto)
What is this place?

173 MAX
(sotto)
They smelt copper here. I flew over
it all the time on practice runs.

He grabs a set of LONG HANDLED SHEARS and <SNAPS> the blades.

174 MAX (CONT'D)
(sotto)
Now stay real still.

But before he can put shears to manacle, they hear:

175 WORKERS (O.S.)
<startled cries>

Max and Verdona peer around the side of a cabinet. In B.G., the Workers scatter as the Synthroid storms in.

176 VERDONA
Cut it off! Hurry!

Max has the shears on the Bracelet, he tries to snip it.

177 MAX
<effort>

Nothing.

178 MAX (CONT'D)
Whatever it's made of, it's
stronger than these metal shears.
But maybe the Synthroid isn't as
tough. Do you trust me?

Their eyes meet. She nods.

179 MAX (CONT'D)
I need you to do something for
me...

AT FLOOR LEVEL

The Synthroid strides through the plant, head turning as it scans for the manacle. Then it halts, looks up and spies Verdona, standing on a PLATFORM near the ceiling. She runs.

The Synthroid leaps on a wall-mounted ladder and climbs.

HIGH OVERHEAD

Verdona hurries across the narrow platform.

The Synthroid clambers after her, leaping from level to level.

Finally it lands on a CATWALK held up by chains. The catwalk sways; the Synthroid steadies itself. One more leap and it'll reach Verdona's platform. But before it can make its move...

Max lands behind the robot with the shears in hand. As the Synthroid turns, Max lunges--

180 MAX (CONT'D)
 <attack effort>

Catching the robot's shoulder between the blades of the shears. With a huge effort he closes the shears.

181 MAX (CONT'D)
 <effort>

<SNIPPS> off its right arm at the shoulder! SPARKS FLY. The ARM <CLATTERS> down the catwalk, but before it can slide off, its hand grabs hold of the edge.

182 MAX (CONT'D)
 You want some more?

Max goes for the left arm, but the Synthroid's arm clambers across the floor and grabs Max's ankle.

183 MAX (CONT'D)
 What--?

He looks down to see the disembodied arm grasping at him, horrified, he KICKS the arm free and over the edge.

184 MAX (CONT'D)
 <grunt>

Max returns his attention to the Synthroid, but it's too late. The Robot uses his remaining arm to slap Max's shears away. Max barely keeps his grip on the handles.

185 MAX (CONT'D)
 <grunt>

The Synthroid stalks, forcing Max to back up. They reach the half-way point, over the BUBBLING VAT.

EXT. CRASH SITE - NIGHT

Just as it looked in Verdona's memory. The ship sticks out of the sand behind a ring of boulders. The saucer's TRACER LIGHTS illuminate the scene. The Synthroid uses a LASER TOOL to repair the thruster damaged by Max's missile.

Beside the hatch, Verdona's manacle is affixed to a MAGNETIC PANEL. She tries to move her arm, but cant.

197 VERDONA
<effort>

198 MAX (O.S.)
Hey, Tin Man!

The Synthroid <WHIRS> about towards the sound. Max stands, holding a tire iron from his car.

199 MAX (CONT'D)
I'm here to rotate your tires.

Max charges, swinging the tire iron.

200 MAX (CONT'D)
<effort grunt>

The Synthroid deflects the blow <CLANG!> Max wields the tire iron like a samurai, spinning and swinging. The Synthroid fends off most of the blows, and shrugs off the rest.

201 MAX (CONT'D)
<short, sharp effort grunts>

On Max's next swing, the Synthroid bends back at the waist. Max misses. The Synthroid pops forward and lands a sucker punch that sends Max flying.

202 MAX (CONT'D)
<gut-punch impact grunt>

Max lands hard, clutching his gut. He glances to one side. The tire iron is beyond reach. Max looks up.

The Synthroid looms over him. Max wheezes:

203 MAX (CONT'D)
Why are you doing this? What do you want with her?

The Synthroid pauses -- then speaks in a PROCESSED MONOTONE -- like Stephen Hawking's voice, only nasty.

204 SYNTHROID
The female is an Anodite.

205 MAX
An Ano-what?

206 VERDONA
I'm an energy being. The Synthroids
are going to use me like a battery.
I can power their world for years.
 (dispirited)
Until they drain me dry.

The Synthroid looks back at her. It almost sounds indignant.

207 SYNTHROID
What is one life compared to the
survival of my species?

208 MAX
The way I see it, any life's
precious. But you wouldn't
understand that, 'cuz you're not
really alive, are you?
 (beat, determined)
Anyway, you can't have her.

The Synthroid's eyes flash as it yanks Max to his feet.

209 MAX (CONT'D)
<grunt>

210 SYNTHROID
But I will have her. And you will
be destroyed, just like the Organic
Ones who built us.

Just then, a TELEPORTATION BEAM lights up the scene. As it
FADES, a fish-faced extraterrestrial (MAGISTER LABRID)
APPEARS. He brandishes his PLUMBER'S BADGE and a BLASTER.

211 LABRID
This is Magister Labrid of the
Plumbers. Release the Anodite and
the human, and surrender
immediately.

212 MAX
Too bad, Tin Man. Looks like the
cavalry's here.

The Synthroid tosses Max aside --

213 MAX (CONT'D)
Hey!

214 LABRID
Put your hands where I can see
them.

215 SYNTHROID
As you wish.

As the Synthroid turns, a PULSE CANNON instantly pops out of his hand and ZAPS Labrid square in the chest, knocking him off his pins.

216 LABRID
<impact grunt, fainting groan>

The Synthroid marches back to the saucer, disengages Verдона's manacle from the magnetic panel and drags her into the ship.

217 VERDONA
Let me go!

The hatch closes behind them, <HISS-FOMP!>

Wincing, Max crawls over to the fallen Magister --

218 MAX
Wake up! They're getting away!

219 LABRID
<keep-alive groan>

Max frets -- and then spies the Plumber's Badge and Blaster.

CUT TO:

INT. FLYING SAUCER - CONTINUOUS - NIGHT

The Synthroid shoves the feisty Verдона into a SEE-THROUGH STASIS CHAMBER (à la *Forbidden Planet's* deceleration tubes).

220 VERDONA
<struggling grunts and yelps>

He shuts her in. She <pounds the glass>; the SOUND IS MUFFLED.

The ship's hatch <HISSSES> open. Max steps in, holding both the Badge and the Blaster. Max squeezes the Badge. It <BEEPS> but otherwise doesn't do anything.

221 MAX
That's helpful.

The MANACLE <WHIRS> open and FALLS OFF Verдона's arm. She GLOWS, levitating as she reverts to her ENERGY-BEING FORM.

227 VERDONA (PHASED)
I'm free!

228 MAX
And this is what you really look like?

229 VERDONA (PHASED)
Does my true form displease you?

Max squints at Verдона as she alights facing him.

230 MAX
No. On you, that's a good look.

She smiles, pleased.

231 VERDONA (PHASED)
And now that you see me as I am, I have a request.

232 MAX
Ask away.

233 VERDONA (PHASED)
Come into space. Come with me.

Max ponders the proposal. Then -- he shakes his head.

234 MAX
Second best offer I've had all day. But I can't.

235 VERDONA (PHASED)
Why? I know you have feelings for me.

236 MAX
I do. But I've got plans. I'm going to be the first man on the moon.

237 VERDONA (PHASED)
Why settle for the moon when I can give you the stars?

238 MAX
You can't give me what I want. I have to take it. It wouldn't be the same if I didn't do it myself. Do you understand?

Verдона smiles. She does understand.

239 VERDONA (PHASED)
You are a stubborn man, Max
Tennyson.

240 MAX
I always say it's a sin to waste
natural talent.

241 VERDONA (PHASED)
I won't argue, because I know I
can't convince you. But I promise,
we will meet again.

242 MAX
I'm counting on it.

Verdona flies into the night sky and DISAPPEARS in a FLASH.
Max rubs his eyes.

MATCH CUT TO:

EXT. CAMPGROUND - NIGHT (RESUME PRESENT)

Grandpa Max, lost in reverie. Ben and Gwen gape at him,
captivated by the tale. They've already eaten dinner.

243 MAX
The following Monday I went into
the Astronaut training program.

244 GWEN
But you never got to go to the
Moon.

245 MAX
Not the way I wanted to. But I
suppose I can't complain. A little
while after, Magister Labrid came
back and recruited me to the
Plumbers.

246 BEN
And Grandma came back too, right? I
mean, you had to meet her again!

247 GRANDPA MAX
That's a story for another time. We
wouldn't want to wake Kevin, right?

They all turn to see that Kevin has fallen asleep.

248 KEVIN
<snoring>

Ben KICKS the sole of Kevin's shoe.

249 KEVIN (CONT'D)
 <waking snort> Wh-what'd I miss?

250 GWEN
 C'mon, Kevin. We're calling it a
 night.

Ben heads for the Rustbucket. Gwen helps the sleepy Kevin to his feet and walks him in the same direction.

251 GRANDPA MAX
 I'll be there in a minute.

Grandpa Max watches them climb into the camper. Then he reaches into his pocket and produces the bracelet. He gazes down at it, and then up at the stars. In a quiet, wistful voice:

252 GRANDPA MAX (CONT'D)
 Good night, Verdona. Wherever you
 are...

FADE OUT.

END OF EPISODE