

BEN 10: ULTIMATE ALIEN

#1003-032

"MOONSTRUCK"

Written by Len Uhley

TEASER

1. EXT. CAMPGROUND / EXT. RUSTBUCKET - NIGHT (PRESENT)

SWAMPFIRE shouts, "Look out!" and shoots a STREAM OF FLAME AT CAMERA. Only, he's not in a battle, he's just reigniting a CAMPFIRE. "Oh, relax," chides KEVIN. BEN reverts to normal as Kevin and GRANDPA MAX debate the merits of S'mores vs. Max's favorite (disgusting) snack from Uragoga VII. "Don't knock it till you try it," Max counters. "I did. And then threw up for a month."

GWEN exits the RUSTBUCKET holding a tarnished, HIGH-TECH MANACLE. Grandpa Max looks uneasy. "Don't touch, okay?" Off their curious looks, he adds, "It was your grandmother's. It's a long story." "Good. We have all night," insists Ben as the others nod. Max sighs. "I was only a little older than Kevin..." SMASH CUT TO:

2. EXT. AIRSPACE OVER NEVADA - DAY (FIFTY YEARS AGO)

"...and a rookie with the Tactical Air Command." We see a YOUNG VERSION OF MAX piloting one of three F-104 STARFIGHTER's flying in formation, when they enter a dense CLOUD BANK. STATIC fills Max's headset. "TAC 1, TAC 2, can you read? Over." Suddenly, a huge FLYING SAUCER appears, and it's coming right at him! GO TO MAIN TITLES.

ACT ONE

3. EXT. AIRSPACE OVER NEVADA - DAY

Max pulls a wild evasive maneuver and barely avoids a collision. He banks around, fires his afterburners and jets off in pursuit. The F-104 shudders as Max pushes it past its limits. He spies the UFO in the distance. It's out of range of the Starfighter's Gatling gun, so Max fires his heat-seeking AIM-9 SIDEWINDERS. BLAM! He nails one of the saucer's thrusters, sending it wobbling earthward. However, before Max can pursue the matter, his plane's LOW FUEL WARNING SOUNDS; he has to return to base. CUT TO:

4. INT. NELLIS AIR FORCE BASE HANGAR - DAY

A livid COLONEL bellows at Max: "You think the laws of physics don't apply to you? F-104's are rated for Mach 2.2. You were over Mach 3. They fall apart at Mach 3!" "But, sir!" "Forget it, hotdog! You're through! I am kicking your butt off this base and out of the Air Force!" An O.S. VOICE interrupts. "'Scuze me, Colonel.' A MAJOR GENERAL wearing aviator glasses stands backlit in the hangar door. His two stars glisten in the sunlight. "I'll take it from here." CUT TO:

5. INT. NELLIS AIR FORCE BASE HANGAR - OFFICE - DAY

Max stands at attention. The Major General paces. "Let me get it straight. You say there was a UFO, which

the other pilots never saw, which didn't show up on radar, which you chased and then shot down. And you're sticking with that story?" Max nods. "Because it's the truth."

The Major General grins. "Do you want to know why President Kennedy wants us to go to the moon, son? It isn't because of the Russians; it's because of the very kind of thing you just saw. Now, I don't know exactly what you tangled with, but it was the real McCoy. Of course, officially, we would deny it everything." Max asks, "Then why are you telling me?" "We need men like you -- stubborn and smart and fearless. We need to meet these 'visitors' on a level playing field. So, what do you say? Want to go to the moon?" Max beams. "Yes sir!!" "Good. Airman Tennyson, I hereby transfer you to Langley Field in Virginia. Enjoy your weekend, son, because come Monday, you are an astronaut in training." SMASH CUT TO:

6. EXT. NEVADA DESERT - NIGHT

Max rips down a two-lane HIGHWAY, letting off steam. [NOTE: he drives a '60's version of Kevin's car.] As his ecstatic 'wooooo' echoes across the barren land, IRIS TO:

7. INT. THUNDERCLAP DINER - SOON - NIGHT

Max saunters into a shabby roadside diner, but he's disappointed to find it empty save for TWO TRUCKERS playing pool in B.G. Max sits at the counter and commiserates with

the seen-it-all WAITRESS. He's in the mood to cut loose but -- he glances around the room -- "it looks like the pickings are pretty slim."

"I bet you say that to all the girls," interjects a sultry YOUNG WOMAN as she slides onto the stool beside him.

[NOTE: this is VERDONA, an Anodite in human guise, whom Max will eventually marry.] Max eyes her incongruous attire, which looks like something out of Jackie Kennedy's closet.

"You're not from around here, are you?" Max asks. "You are perceptive," she replies. "Got any other hidden talents?" Their film noir-style flirtation continues until Verdonia leans close to whisper, "You're the one I've been trying to find." "Looks like we both got lucky today," Max quips.

At that, a huge MAN in a black slicker enters the diner. His face is blank, like a mannequin. He stiffly turns his head, sees Verdonia and starts for her. Each step CRACKS the floor. Max intervenes, but the man grabs him by the face and shoves him aside. The Waitress ducks behind the counter, dials a phone and tells the Sheriff to hurry!

"I said, leave her alone!" warns Max as he jumps on the intruder's back. The man promptly reaches up, grabs Max and flings him across the room. He crashes on the pool table, which collapses. The man turns back to Verdonia. Only, Max won't give up. He rolls off the table, grab a

chair and use it to shove his attacker into a JUKEBOX. Sparks fly. The stranger lies twitching on the floor; his face flickers like an old ghosting TV screen. Then his ID MASK slips off: he's a ROBOT! As Max gapes, FADE OUT.

ACT TWO

8. INT. THUNDERBOLT DINER - RESUME ACTION - NIGHT

The robot stirs, glares at Max and retrieves its mask. Verdona rushes over to Max, who boasts, "I can take him!" Verdona insists, "No you can't. Now run!" CUT TO:

9. EXT. THUNDERBOLT DINER - CONTINUOUS - NIGHT

Max and Verdona scramble into Max's car and race off into the night. Then their pursuer storms out as the SHERIFF pulls up in a CRUISER and draws his REVOLVER. "Halt!" The robot spans the twenty yards and chucks him across the parking lot. It gets into the Cruiser and analyzes the dashboard, discerning how the car works, as we CUT TO:

10. EXT. DESERT HIGHWAY / INT. MAX'S CAR - NIGHT

As Max's car zooms along, he peppers Verdona with questions. She's evasive about herself and pleads ignorance of her pursuer. Max hits the brakes; the car skids to a halt. "We can wait here until your boyfriend catches up, or you can come clean. What'll it be?"

Verdona huffs, "Fine. You were right, I am not 'from around here.' I'm from another world and the man chasing

me isn't a man at all. He's from a race of sentient robots called TEROLYTES." Max stares at her for a beat. "Well why didn't you say so?" He throws the car in gear -- and just in time too, as the Sheriff's Cruiser roars into view with the Terolyte at the wheel!

A frenetic car chase ensues. Max is as good a driver as he is a pilot, but the Terolyte is a quick study and repeatedly rams them ("Watch the car!" cries Max at the sound of crumpling fenders and sheet metal). Max floors it and pulls away. Sailing over the next rise, Max and Verdona see a jackknifed EIGHTEEN WHEELER blocking the road. "Stop!" cries Verdona. "Naw," says Max as he accelerates. A TRUCK DRIVER, placing FLARES in the road, dives out of the way; Max wrenches his car off the road at the last second. The cruiser, on the other hand, cannot halt in time and plows into the big rig at full speed.

Max steers his car back out of the ditch and brags, "That'll slow him down." "I doubt it," Verdona warns. Seeing that she is serious, Max peels rubber.

BACK ON THE HIGHWAY, the trucker gapes as the Terolyte tears free of the wreckage. Its ID mask is gone, its clothes in tatters; we now see that it's a cross between the *Terminator* and *Robocop*. It strides off, legs pumping like a locomotive, gaining speed. WIPE TO:

11. **EXT. DESERTED GAS STATION - NIGHT**

Max's car sits behind an old filling station. Max returns to report that "the place is locked, and there's nothing left: no gas, no tools, not even food." Verdona hands him a tube containing a brown liquid. "What's this?" "Nourishment. From a planet called Uragoga VII." "Looks awful." He sniffs and grimaces. "Smells worse." Then he sips and admits, "Tastes -- pretty good!"

Under Max's questioning, Verdona admits that she has "certain... what is your word for it? Powers." "So why don't you use them?" She pulls back her sleeve and shows him a HIGH TECH MANACLE. "I can't, because of this. The Terolyte put it on me. It neutralizes most of my abilities." [NOTE: We will reveal Verdona's true form for Act III.] "What do you mean, 'most?'" Max asks. "I still can use my telepathy." She smiles. "In fact, I read your mind while you were chasing the Terolyte's ship. I found the experience... invigorating." "Thanks. I think." Verdona adds, "When the ship crashed, I escaped, but I knew I had to find you." He asks why. "Don't you see? Now our minds are linked. You're the only one who can help me."

Putting aside their mutual attraction, Max guesses that the manacle serves as a tracking device. "So, if we want to make sure Tin Man can't follow us, we need to get

that thing off your arm." Inspiration strikes. "And I think I know how." CUT TO:

12. EXT. COPPER SMELTING PLANT - NIGHT

Max's car pulls up outside; he explains that he flew over the place many times on practice runs. CUT TO:

13. INT. COPPER SMELTING PLANT - NIGHT

QUICK CUTS: NIGHT SHIFT WORKERS prime a FURNACE; sheets of copper cool on racks; and a huge VAT filled with MOLTEN COPPER hangs from TRACKS that run along the ceiling.

Max and Verdona sneak over to a RACK OF TOOLS in the corner. Max grabs a pair of LONG HANDLED SHEARS to cut off the manacle, but before he can do so, they hear STARTLED CRIES. They see the workers scatter as the Terolyte storms in. Max concocts a plan, but he'll need to use Verdona as bait. "Do you trust me?" he asks. "I do," she replies.

The Terolyte strides through the plant then halts as it senses the manacle and spies Verdona standing on a PLATFORM high above. She runs. The Terolyte climbs ladders and scaffolds to catch her. But as it reaches a high CATWALK suspended by chains, Max lands behind the robot with the shears in hand. As the Terolyte turns, Max SNAPS off its right arm at the elbow! Sparks fly.

The Terolyte goes on the offensive, forcing Max to back up along the catwalk -- which is exactly what Max

wants! As they reach a point directly over the bubbling vat, Max snips a supporting CHAIN with the shears. He grabs the chain as it unspools, riding it down to the floor. The Terolyte, diverted by Max's Errol Flynn move, is unprepared when the catwalk capsizes. The robot and its arm SPLASH down in the VAT OF MOLTEN METAL below.

Verdona runs over to Max, who winces, clutching his knee. "Guess I fell kind of hard," he grunts. "The feeling's mutual," she replies. However, before things get mushy, they hear a CLANG. They look up. Another CLANG. Then the giant VAT SPLITS OPEN as the Terolyte busts out. Yes, it's battered, it's lost an arm and it's dripping in hot copper -- but it will not give up! Max glances at Verdona. "Remember what you said before?" "You mean, 'Run?'" "Yeah, that was it." SMASH CUT TO:

14. **EXT. SMELTING PLANT - CONTINUOUS - NIGHT**

They barely make it outside when the Terolyte crashes through a wall and flings its severed arm at them! Max throws himself in front of Verdona and takes the brunt of the blow. The Terolyte stomps over and grabs Verdona. As it carries her away, she groggily looks back and sees Max, lying motionless. As she cries out, we FADE OUT.

ACT THREE

15. EXT. SMELTING PLANT - SOON - SAME NIGHT

Max comes to. An AMBULANCE and another SHERIFF'S CRUISER are parked nearby. He hears the Sheriff tell the Workers that the maniac who went after them is the same one who stole his car and wrecked it! "Had to have my deputy come pick me up!" He hears an ENGINE RACE and turns to see the Cruiser tear off into the night. "Not again!!" CUT TO:

16. INT. SHERIFF'S CRUISER - CONTINUOUS - NIGHT

Max speeds down the road, glancing at the stars, trying to get his bearings. "Gotta figure out where that saucer crashed!" Then he remembers what Verdona said about the link between their minds. He skids to a stop and concentrates. Verdona's STACCATO MEMORIES flash through his brain. His eyes snap open -- "Found you!" WIPE TO:

17. EXT. CRASH SITE - NIGHT

Working with its one good hand, the Terolyte repairs the thruster struck by Max's missile. Verdona, sitting dejectedly in the sand, looks up and gasps. The Terolyte turns. Max stands, holding a tire iron from the Sheriff's car. "That saucer's not the only thing that's gonna need fixing." They go at it. Max swings the tire iron like a samurai, but the Terolyte ducks or deflects each blow before a powerful blow sends Max sprawling.

Max winces as the Terolyte looms closer. "Why are you doing this? What do you want with her?" The Terolyte pauses -- and finally speaks (in a PROCESSED MONOTONE).

"She is an Anodite, a source of immense energy." Verdonia explains, "They're going to use me like a battery, Max. I can power their entire world for years -- that is, until they drain me dry." The Terolyte objects, "What is your life compared to the survival of my species?" Max scoffs. "'Species?' Species are alive. You're a machine -- an overgrown toaster. Anyway, you can't have her."

The Terolyte's eyes flash as it yanks Max to his feet. "But I will have her. And you will die, just like the organic units who built us."

Just then, a BLINDING LIGHT FILLS FRAME. A fish-like extraterrestrial (MAGISTER LABRID) appears. Brandishing his PLUMBER'S BADGE and BLASTER, he orders the Terolyte to surrender. Max is glad that the cavalry's arrived. Alas, as it turns to face the Magister, the Terolyte taps a button in the palm of its remaining hand. A PULSE CANNON pops out of the saucer and ZAPS Labrid! Fearing the arrival of additional reinforcements, Terolyte drags Verdonia into the saucer. Max crawls over to the fallen Magister... and sees his Plumber's Badge and Gun. CUT TO:

18. INT. PURSUER'S SPACE SHIP - CONTINUOUS - NIGHT

The Terolyte shoves the feisty Verdona into a STASIS CHAMBER when Max staggers in. Not knowing any better, Max aims the Badge... but all it does is go "bloop." He quickly aims the blaster instead. "That weapon is not powerful enough to harm me," snarls the robot. Max gets another BRIEF FLASH of Verdona's memory -- a view of the Terolyte operating the saucer -- and tending to a glowing column in the center of the ship. Max smirks. "No, but I bet this is." He shifts aim and shoots the ship's fusion reactor!

[CAMERA SHAKES.] KLAXONS BLARE. As the Terolyte tries to avert a system meltdown, Max frees Verdona from the stasis chamber. "How did you find me?" she gasps. "Just used my head!" CUT TO:

19. EXT. CRASH SITE - CONTINUOUS - NIGHT

Dragging Labrid with them, Max and Verdona scramble away. Then the SAUCER EXPLODES, knocking them flat. A second burst of ANTI-MATTER sucks the explosion in on itself leaving no trace, save for scorch marks in the sand!

Max looks over to Verdona -- and then gets another surprise. The MANACLE on her arm WHIRS open. Free at last, Verdona GLOWS, levitating as she reverts to her natural ENERGY-BEING FORM. "So this would be...?" "The other powers I mentioned, yes."

Now that he sees her as she truly is, Verdona offers to take Max with her into space. He considers the proposal -- but turns her down. "I'm going to be the first man on the moon." Verdona is incredulous, and a little hurt. "Why settle for the moon when you can have the stars?" "Sorry, but, I need to do this my way. Even if it is the hard way." "You are most stubborn, Max Tennyson." "Well, a guy's gotta be good at something." Promising that they will meet again, Verdona disappears in a BURST OF LIGHT. Max rubs his eyes, wondering aloud if it was all a dream.

Someone taps him on the shoulder. He turns to find himself face to face with Labrid. "No, I'm afraid not." CUT TO:

20. EXT. CAMPGROUND - NIGHT (RESUME PRESENT)

Kevin's fallen asleep, but Gwen and Ben beg for more. Max demurs -- they're all tired. He shoos them off to bed. Max pauses, picks up the manacle and gazes up at the stars. "Good night, Verdona." With a shrug, he shuffles into the Rustbucket. Beat. Verdona steps out of the darkness wearing a melancholy smile. "Good night, Max," she whispers, and then disappears once more. FADE OUT.

END OF EPISODE