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EXT. LONELY DESERT LANDSCAPE -- NIGHT

We crest a rocky mountain range to see a winding highway that cuts across lonely desert scape. There's nothing for miles.

We travel closer to the ground to find a lone beat up BOX TRUCK that whistles along the abandoned highway.

INT. BOX TRUCK -- NIGHT

We pull inside the cab to find the driver, **CHARLIE KENTON**. He's unshaven with sun-beaten skin and a worn posture as he chews on a cheap cigar and gulps an energy drink from a can.

The cab is littered with junk food wrappers and energy drink bottles. The radio plays **Simon and Garfunkle's "The Boxer"** as he struggles to stay awake. CHARLIE puts his cigar in the overflowing ashtray as he strains to see something in the distance. Through the windshield we see...

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- TEXAS -- NIGHT

At the far end of the desolate horizon we can see neon spinning and white light flashing as a Ferris Wheel and other rides at a small fair turn in the dark night sky.

EXT. DESERT HIGHWAY -- NIGHT

We watch CHARLIE's BOX TRUCK zoom across the empty desert towards the FAIRGROUNDS.

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- ENTRANCE -- NIGHT

CHARLIE's truck trolls through the exhibitors' gate and we follow it down a sparsely populated dirt road on the midway. The attractions are tired as are the folks who sleepwalk with cotton candy and beer in hand.

The TRUCK passes MERRY GO ROUNDS and TILT A WHIRLS as it heads toward a large white tent.

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- GRASS FIELD -- NIGHT

CHARLIE's truck is tightly parked amongst other exhibitors and live stock trucks. He pops out of the cab and moves to the rear of the truck. He unlocks the gate and rolls up the door revealing a small cot tucked inside a packed workshop.

It's dark, but CHARLIE reaches inside a tiny fridge that leaks a little bit of light as he grabs a beer. CHARLIE cracks the beer and stands on the gate of his truck surveying the FAIRGROUNDS. We're close enough to read the odometer on CHARLIE's face. The blows that life's delivered are clearly evident; a scar above his eye, a slightly flattened ear.

We watch as he listens to the distorted pipe organs playing a failing melody and the scared but thrilled yells of teenagers on rides.

He drinks his beer and wonders, "How did it come to this?"

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- TEXAS -- DAYBREAK

The sun begins to light the sleeping fairgrounds as we now fully take in the low buck quality of this small fair.

EXT. CHARLIE'S BOX TRUCK -- SAME TIME

We find CHARLIE's feet with his socks still on and travel up the cot to find that he is rustling awake. He slowly sits up and swings his foot off his cot knocking over a half-full beer, he quickly picks it up and puts it to his mouth preventing the foam from overflowing.

He walks to the open gate of his truck and downs the dregs of the beer and goes to toss it when he sees...

TWO KIDS -- A BROTHER AND SISTER -- MAYBE 7 AND 10 YEARS OLD

CHARLIE stares at the kids as the early Texas summer heat is already rising. He buckles his belt and tries to tuck his tank top in to his dirty slacks.

The kids hold a yellow flier as they stare inside CHARLIE's truck, something has them mesmerized...

BROTHER
Is that Supernova?

CHARLIE musters a smile, nods.

INT. BOX TRUCK -- SAME TIME

We find a large pair of boots...or are they mechanical feet? We pan up as we see that the boots are not boots but titanium feet that become painted alloy legs. Old sponsor stickers cover the torso that we now reveal as we continue up the body of an 8 foot HUMAN-LIKE ROBOT.

The ROBOT is sitting with its back against the wall and its legs outstretched as if on a break at a warehouse job.

CHARLIE makes his way to the ROBOT and we can now see that the ROBOT is connected to a power generator that's mounted to the wall. CHARLIE pulls the chord from the ROBOT and waves his hand in front of its face...

SUPERNOVA's EYES SHOOT OPEN AND HE COCKS HIS HEAD and focus towards the kids who startle at the attention from the 8 foot mechanical menace. CHARLIE assumes a showman's lilt.

CHARLIE

Yes, meet Supernova, 2 years ago he was ranked 8th in the world and twice fought for the world championship.

The KIDS step a little closer, amazed.

SISTER

Can we take a picture?

CHARLIE smiles...

CHARLIE

Of course...for five dollars.

The KIDS stare in equal amazement at CHARLIE's demand.

BROTHER

You want five dollars seriously?

CHARLIE

No, I want five dollars immediately.

The BROTHER raises the yellow flier in disgust.

BROTHER

I hope that bull kicks his ass and takes a huge shit on his head when he's done.

CHARLIE raises the beer bottle in their direction like Peyton Manning on Sunday. The KIDS scatter.

CHARLIE spits and stretches out his arms in an attempt to wake up. The sun lights the inside of his truck. It's a ROBOT BOXING workshop with generators and tools.

The truck is overfilled with mechanical parts of unknown origins. Wires, belts and robot arms hang from the ceiling like Peking Ducks in a window on Mott Street.

CHARLIE grabs a water bottle from the fridge and takes a long drink before pouring some on his head and using his hands to smooth his hair back. He uses one stroke of a brush to slick his mane back. He dodges in between the dangling arms, legs and belts and grabs a dress shirt that hangs.

It's a white oxford shirt with the sleeves cut off and a tie already fixed around its neck. He pulls the shirt with prefixed tie over his head and spins to grab a linen sports coat that matches the slacks he slept in.

After pulling on the jacket he's finished a 2 minute transition from bum to used car salesman.

CHARLIE walks to **SUPERNOVA** and pulls a control pad from a shelf. The PAD is a sophisticated REMOTE CONTROL. CHARLIE quickly punches a sequence into the pad like a teenager texting her friends.

SUPERNOVA clicks to life, powering up and standing up in one swift maneuver. We can now see that the 8 foot ROBOT towers over CHARLIE. CHARLIE uses the remote to maneuver SUPERNOVA on to the lift gate at the back of the truck.

CHARLIE joins SUPERNOVA on the lift gate and the two stand side by side as CHARLIE presses a button that slowly makes the gate descend the 3 feet to the ground. As they descend CHARLIE wipes SUPERNOVA's face and head down with a cloth.

CHARLIE
It's showtime, big fella.

INT. SAN LEANDRO COUNTY FAIRGROUNDS -- BIG TOP -- DAY

This live stock arena has been temporarily transformed in to a ROBOT BOXING ring. A tall hurricane fence surrounds the fine sand oval normally used to show prize cattle.

Wooden grandstands have been moved to surround the ring and the crowd is trying to fill the seats.

BULL CAGE -- SAME TIME

In a bull cage we find a furious BULL who is being tended to by 2 handlers as a LARGE TEXAN MAN is listening to CHARLIE.

CHARLIE
That's not Daisy! They said Daisy
was an 800 pound steer...that is
not 800 pounds!

The BULL in the cage jumps and pounds the side of the cage causing one HANDLER to tumble off, this is a huge angry BULL.

LARGE TEXAN MAN
You can tell how heavy a cow is by
looking at it?

CHARLIE

No but I went on a blind date with a girl who told me she was 115 over the phone -- when I saw her I knew she was...well she was way more than 115 I can tell you that!

A slick Texan named **RICKY** enters the fray with a hot piece of blonde arm candy named...**CANDY**.

RICKY

Good day sir, you're Charlie correct? I'm Ricky. We spoke on the phone, this here's Candy.

CANDY smiles deep at CHARLIE, she's hot but smells like trouble. CHARLIE tries to just nod and stay focused.

RICKY

We good to go here, Charlie?

CHARLIE

Ricky, we agreed that my boxer would fight "Daisy" an 800 pound steer for 3 grand.

RICKY

Yessir, correct sir.

CHARLIE

That bull is like 2000 pounds!

RICKY

Well, he ain't 2000 pounds but-

CHARLIE

He! HE?! His name is Daisy?! That's a 20 thousand dollar Robot Boxer out there, he's the only one I got left.

RICKY

I'll make it 3500.

CHARLIE

I drove 400 miles to get here!

RICKY

Your bot don't fight you don't get paid nothin' Charlie.

CHARLIE looks at the growing crowd in this dingy tent at this dusty fair.

He sees SUPERNOVA making small circles with his hands raised in a programmed sequence meant to entertain the crowd.

CHARLIE shakes his head, no choice.

CHARLIE

5000.

RICKY offers a well worn envelope to CHARLIE.

RICKY

Here's 4000 Charlie, but if you wanna make it more interesting I'll bet you whatever you got, my bull against your bot -- straight up.

CHARLIE

10 grand.

RICKY

Whoa! 10 grand! You got 10 grand?

CHARLIE

In a safe in my truck.

RICKY tries to read CHARLIE's poker face...

RICKY

Alright, 10 grand. If you lose and you welch, I will beat you to within an inch of your life Charlie. We clear on that?

CHARLIE

We're good. No worries.

CHARLIE shakes RICKY's hand, accepting the bet. CANDY smiles liking all the male bravado floating around.

INT. BIG TOP -- BULL RING/FIGHT RING -- DAY

RICKY becomes a carnival barker as he hops on top of a barrel in the center of the sandy ring and addresses the crowd.

RICKY

In the seven years since the ban of human boxing, the world has crowned 6 World Champion Robot Boxers. Today, in our main ring we will feature Supernova a 2 time challenger for the World Title.

The audience applauds as CHARLIE uses his remote to make SUPERNOVA open his arms towards the fans.

RICKY

Supernova's opponent tonight is not
a robot, it's not a man, it's...a
bull. A bull named Zeus....!!!

CHARLIE's EYES GO WIDE

CHARLIE

ZEUS?!

BACK IN THE RING -- RICKY FIRES THE CROWD UP FURTHER

RICKY

In a promotional fight for pride --
machine versus beast here at the
San Leandro County Fairgrounds - I
give you Supernova versus Zeus!!!

The CROWD is cheering, they are tightly packed in to small
grandstands giving a tense, violent energy to the fight.

CHARLIE walks along the hurricane fence typing codes into his
remote. We now see SUPERNOVA react...

SUPERNOVA stands straight and extends his arms and legs,
growing by a foot. The CROWD "Ooohs" and "Aaahhs!"
SUPERNOVA now throws a flurry of punches with spins and steps
that are remarkably nimble and impressive.

CHARLIE smiles, he's good. The CROWD is taken by the
technology. The ROBOT BOXER is now hopping up and down in
place like a FIGHTER pre-bell. SUPERNOVA seems super ready.

THE BELL RINGS -- DING DING DING!!!!

We watch as ZEUS comes flying out of his cage with sideways
violence. He bangs in to the fence trying to get oriented.
The CROWD reacts to the crazy run of the wild BULL.

SUPERNOVA is scanning the ring trying to get a bead on ZEUS.
Before he locks in ZEUS takes a wild run at SUPERNOVA and the
ROBOT has to lift his left leg quickly to avoid a collision.

The CROWD cheers in disappointment as it looked like we were
gonna get instant violence.

SUPERNOVA lifts his arms and spins in a defiant and cocky
maneuver.

We see ZEUS collect himself on the opposite side of the ring.
He stares at the ROBOT and drops his head.

SUPERNOVA drops his head in a mock of the bull's animal
instinct.

We see CHARLIE smirking as he uses dueling thumbs to pound the remote making SUPERNOVA cover his eyes in more defiance.

ZEUS begins his charge and hits top speed in a few strides.

CHARLIE sees the speed and tries to re-adjust on the remote.

ZEUS is within feet when SUPERNOVA starts moving sideways to his right to avoid the frothing BULL.

ZEUS jukes left which makes SUPERNOVA freeze. ZEUS now bounces back to his right at full speed and hits SUPERNOVA like Ray Lewis hitting a flat-footed QB.

SUPERNOVA's left leg is torn from his body.

CHARLIE is shocked as he sees his ROBOT trying to maneuver on one leg. He is furiously trying to work the remote as he runs towards the fence.

The CROWD explodes with energy.

ZEUS ducks his head and flings SUPERNOVA's left leg in to the crowd. FOLKS scatter as the metal leg crashes in the aisle.

CHARLIE
RICKY!!! STOP THIS THING!!!

CHARLIE is trying to get RICKY's ATTENTION. RICKY stands on the railing of the fence on the opposite side of the ring.

ZEUS again regroups and puts SUPERNOVA in his sights. He begins his run, breathing heavy as all 1700 pounds of him roll with fury at the ROBOT.

SUPERNOVA eyes ZEUS and decides to be proactive. SUPERNOVA starts hopping right at the BULL.

CHARLIE is furiously thumbing the remote.

The CROWD cannot believe what they're seeing. A game of chicken, these two monsters are about to clash...

CHARLIE is watching as the BEASTS grow closer...

CHARLIE
Okay...jump..NOW!

We watch as SUPERNOVA uses his one leg to jump giving him rise. Unfortunately ZEUS has begun to turn sideways and bucks his rear end in to the air.

The enormous ass of the BULL acts like a baseball bat as it hits the airborne body of the ROBOT. The force of the collision sends SUPERNOVA flying towards the fence.

SUPERNOVA hits the post of the fence with such force that his halo light dims for a second before slowly coming back up.

CHARLIE scrambles to the fence right behind his downed BOXER.

CHARLIE
RICKY!! ENOUGH!! ENOUGH!!!

ZEUS is an animal with killer instincts. He runs at the sitting ROBOT with death in his eyes. He lifts his front hooves like a horse and stomps the sitting ROBOT on the chest. 1700 pounds of angry steak repeatedly pounds the shattering plastic outer shell and begins to separate the alloy skeleton.

The CROWD goes bananas and like a dog with garbage, ZEUS shakes the ROBOT apart, leaving him strewn all over the ring.

CHARLIE has given up and hangs his head in frustration. His last 20 grand is burning in a large pile of metal in the middle of a sand ring in some shit town in nowhere Texas.

INT. BIG TOP -- BULL RING/FIGHT RING -- DAY

Finally TWO RODEO CLOWNS run out and distract ZEUS and lead him back to the chute that puts him in his cage.

RICKY once again jumps up on the barrel.

RICKY
In a time of 54 seconds Zeus the
wonder bull beats or should I say
destroys Supernova!!!

CHARLIE has entered the ring with a motorized cart and begins picking up pieces of his shattered robot. CHARLIE can't help himself as he shoves RICKY off of the barrel.

The CROWD boos CHARLIE who offers them an angry wave. Now the boos are joined with cans and trash that rain on CHARLIE as he tries to get as much of the ROBOT collected as he can.

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- GRASS FIELD -- DAY

CHARLIE is using the power lift gate to pull the torso on to the truck. SUPERNOVA is barely recognizable, just pieces.

CHARLIE is sweating from the chore of collecting what was once a super robot and is now scrap metal. He also appears to be on the hustle to get out of this ridiculous town.

CHARLIE looks around nervously and sees...

TWO GENTLEMEN DRESSED IN SUITS WALKING TOWARDS HIM

The **TWO GENTLEMEN** look wildly out of place. CHARLIE quickly shoves the remains of SUPERNOVA inside the truck and locks up. He leaps off of the gate and jogs to the driver door.

THE TWO SUITED GENTLEMEN BEGIN TO RUN TOWARDS CHARLIE

CHARLIE struggles now as he looks for his keys.

CHARLIE
My keys, dammit...

The GENTLEMEN are on him. Without thinking CHARLIE lands a professional right hook on the first GENTLEMAN to arrive who drops like a sack of beans. CHARLIE now steps back to confront the SECOND GENTLEMAN.

CHARLIE
One more step and I'll drop you
like your girlfriend.

The FIRST GENTLEMAN speaks from his knees...

GENTLEMAN #1
Charlie relax-

CHARLIE
I'm not paying you, that was a
bullshit bet. That whole fight was
bullshit! It cost me my last robot.

GENTLEMAN #2
Just listen to us...

CHARLIE watches the GENTLEMAN on the ground slowly get up.

GENTLEMAN #2
You are Charlie Kenton?

CHARLIE
(warily)
Yeah.

GENTLEMAN #1
Do you recall Mary Fallon, formerly
Mary Kenton?

CHARLIE
She's my ex-wife. I haven't seen
her in 7 years at least. What does
she want? I don't owe her money!

GENTLEMAN #2

She died.

CHARLIE now drops his arms and tries to process the information. He nods and exchanges looks of understanding.

GENTLEMAN #1

Do you recall Max Kenton?

CHARLIE

He's my son. I haven't seen him in even longer, he's gotta be like 9.

GENTLEMAN #2

11.

CHARLIE nods still trying to stay a step ahead.

CHARLIE

Is he dead too?

GENTLEMAN #1

No, he's fine. That's why we're here.

CHARLIE stares at them, not sure where this is heading.

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- ENTRANCE -- DAY

We see CHARLIE's truck kicking up dust as it beats a hasty exit out of the fair.

EXT. SAN LEANDRO COUNTY FAIRGROUNDS -- GRASS FIELD -- DAY

RICKY stands in the square patch of grass left vacant by the absence of CHARLIE's truck. He has the pissed off look of a man who just had 10 grand run away from him.

EXT. COUNTY COURT HOUSE -- SUBURBAN DALLAS -- DAY

Straight out of a Norman Rockwell painting.

INT. COUNTY COURT HOUSE -- FAMILY JUDGE'S CHAMBERS -- DAY

At a large oak table we find **MAX KENTON** an 11-year-old BOY. The remnants of a burrito lunch are in evidence as he pulls a small, freshly bought bag of plastic toys from his pocket.

MAX uses his teeth to open the bag and spills the contents, cheap BUTTERFLIES of assorted colors. MAX picks a dark red BUTTERFLY and begins to rub it between his fingers. He seems fascinated with the BUTTERFLY as he now rubs it on the table.

An OLDER BAILIFF who is reading the paper in the corner looks up at MAX. MAX remains intent on weathering the butterfly.

INT. COURT HOUSE -- CONFERENCE ROOM -- SAME TIME

A JUDGE sits next to a stack of files as he tries to sort through the legal morass that is MAX's custody.

JUDGE

Helen Fallon Barnes.

(The woman nods)

You are the boy's aunt.

An overly done up woman in expensive clothes gets emotional, this is AUNT HELEN. AUNT HELEN is a little "off."

AUNT HELEN

Mary was my older sister. I don't have children of my own. I've told you, my husband Marvin is..wealthy.

HELEN points to MARVIN, her 68 year old silver fox, 3rd husband. MARVIN tries to offer a sincere smile.

AUNT HELEN

We can more than provide for Max.

We plan on taking him to Europe.

The JUDGE smiles, nods.

JUDGE

I appreciate that but, per Texas State Law, without a written will the next of kin retains custody. That should be his father...

(checks a file)

Charles Kenton...who is aware of this custody hearing and we are expecting him.

AUNT HELEN flips out...

AUNT HELEN

He's aware of this hearing because I hired a P.I. to track him down. He's fringy and unreliable, always was, like a gypsy.

JUDGE

Ms. Barnes-

AUNT HELEN

Charlie Kenton waived all of his rights to custody right after that kid was born. It was how he got out of paying child support! He has no interest in Max, never has!

JUDGE

Ms. Barnes, we've been through this and again I ask for your patience.

MARVIN pulls HELEN back to her seat.

EXT. COUNTY COURT HOUSE -- PARKING LOT -- DAY

CHARLIE's truck parks and CHARLIE hops out on the phone.

CHARLIE

(in to the phone)

Destroyed. The bull did everything but crap on his head. I need a new bot I had a big fight for Supernova next Saturday and I wanna show up with something. Noisy Boy is for sale? In his day Noisy Boy was a killer. 35 grand?! That's a good deal. I don't have 35. Brandon, I don't have any. Yes, and you will get your money, gimme a minute...

CHARLIE continues to chatter as he heads inside.

INT. COURT HOUSE -- CONFERENCE ROOM -- SAME TIME

The JUDGE tries to placate HELEN who is spinning further out of control. MARVIN appears annoyed with the whole procedure.

JUDGE

And because of that waiver we are in uncharted water here. The father needs to sign a new waiver. I'm not on anyone's side. I'm here to see that Max finds the best home-

CHARLIE finds his way inside the room. The JUDGE looks up...

JUDGE

Please be Charles Kenton.

CHARLIE

Charlie. I'm here to sign some paperwork that releases my rights to custody of my son.

It's quiet as that flip statement lands like a dead body.

JUDGE

Mr. Kenton with the passing of Mary Fallon the custodial rights revert to next of kin, which would be you.

CHARLIE

But I can just sign a paper and I can go right?

HELEN can't take it anymore.

AUNT HELEN

Charlie do you even recognize me? I'm Helen, Mary's little sister.

CHARLIE

Sure, right, Helen. How are you?

JUDGE

Mr. Kenton, in order for the state of Texas to release your custodial rights we have to first assign custody to someone else.

CHARLIE

Great. It doesn't much matter to me who it is...is that Helen?

AUNT HELEN

You're an animal, disgusting. Did you even think of going to Mary's funeral?

CHARLIE

Judge? Can we wrap this up? Before I point out that Helen here has no kids of her own because she spent a few years in the "nervous" hospital.

AUNT HELEN

Ugly. That's so ugly. And unfair.

The JUDGE gets loud to take charge.

JUDGE

Mr. Kenton please take a seat.

(It gets quiet)

Ms. Barnes, this is Mrs. Simmons from Child Protective Services.

(MORE)

JUDGE (CONT'D)

I'd like her to take you down to meet with him for a few minutes, get acquainted.

CHARLIE

Meet with who?

AUNT HELEN

Max! Your son!

CHARLIE quiets at the idea of his son being in the building.

JUDGE

Child Protective Services would need to approve a meeting with him for you. We can make that happen if you like.

All eyes on CHARLIE as he briefly considers this prospect. He shakes his head, "no."

The JUDGE nods again as CHARLIE turns to see HELEN shaking her head in disgust as she leaves with Mrs. Simmons.

CHARLIE checks his watch and takes a seat across from MARVIN.

INT. COUNTY COURT HOUSE -- FAMILY JUDGE'S CHAMBERS -- DAY

MAX sits quietly as AUNT HELEN is making her pitch.

AUNT HELEN

Your mother was like a mom to me when we were growing up.

MAX notes the Cartier Watch and perfect manicure.

AUNT HELEN

The time was never right for me to have kids of my own. This feels like the right time. A fresh start for both of us.

MAX pulls the red butterfly from his pocket, it appears worn now. He puts it on the table and gingerly pushes it around.

AUNT HELEN

My husband and I have nice houses. Let's see...we have one in New York City and one in Miami, Florida...
(She studies him)
Do you like the ocean? The Miami house is on the ocean.

MAX can't help it as his poker face melts in to a smile.

INT. COURT HOUSE -- CONFERENCE ROOM -- SAME TIME

The room is quiet as CHARLIE considers his next move.

CHARLIE
It's Marvin, right?

MARVIN
Yeah.

CHARLIE
Do you have the time?

MARVIN pulls up the sleeve of his designer shirt and offers his Rolex Submariner in CHARLIE's direction. CHARLIE studies it, nods and then speaks across the room to the JUDGE.

CHARLIE
Your honor? I apologize for the
family tension before, it's just...
(he chokes up)
This is an emotional decision.

The JUDGE has seen plenty of family drama in his day.

JUDGE
It's understandable Mr. Kenton.

CHARLIE
When I sign off on that paper, I
need to know that Max is gonna get
a real shot at a good life and I
know that Texas has a foster care
system that works.

JUDGE
We try. We really do.

CHARLIE has gotten up and is standing near the door.

CHARLIE
I'd like to step out and call my
attorney. Is that alright?

JUDGE
Please.

CHARLIE composes himself and steps out of the room.

INT. COURT HOUSE -- JUDGE'S QUARTERS -- SAME TIME

We now see a tiny shade of the mania that may have landed Helen in the nervous hospital.

AUNT HELEN

I'm happy to do all the talking.
Marvin says I could be the last
person on earth and not get lonely.

MAX looks up at HELEN with tears in his eyes as he pushes the butterfly towards her. HELEN slowly reaches for the butterfly and picks it up. MAX quietly explains.

MAX

My mom gave me that before she
died. She told me she was gonna be
a butterfly. The caterpillar dies
but the butterfly flies...

HELEN has never heard something so elegant, so simple. She and MAX both well up with tears.

AUNT HELEN

That's beautiful Max, but I can't
take this.

MAX

I really want you to have it.

She smiles...

AUNT HELEN

Maybe we'll keep it in our new
house, find a special place for it.

MAX brightens at the suggestion, smiles.

EXT. COURT HOUSE -- FRONT STEPS -- MOMENTS LATER

CHARLIE blasts out the door to get some air and collect himself. He pulls a cell phone from his vest pocket and puts it to his ear as if mid-conversation.

MARVIN joins him on the steps. CHARLIE nods and then into the phone...

CHARLIE

Thanks, Michael, I will, I'm gonna
wait. Thanks. I will.

CHARLIE shuts the phone. MARVIN is awkward at first.

MARVIN

Helen really wants to adopt Max.
And uh...I'm up for it. But..

CHARLIE studies this older guy, sensing an angle.

MARVIN

We're supposed to go to Italy with my oldest friend and his wife. Two months in Tuscany and all over.

CHARLIE

Just the four of you? Sounds nice.

MARVIN

We get back to New York at the end of August.

CHARLIE nods, hearing the double speak loud and clear.

CHARLIE

A hundred grand.

MARVIN

You're crazy.

CHARLIE

Not nearly as crazy as your wife. Good luck telling her I just signed that kid over to the state of Texas.

CHARLIE grabs the door to head back inside. MARVIN buckles..

MARVIN

I'll give you half...today...and the other half when you bring him to New York in August.

(Charlie stares at him)

50 grand. Cash. You'll have it today.

CHARLIE stops and smiles, con complete.

INT. COURT HOUSE -- CONFERENCE ROOM -- LATER

CHARLIE happily signs a custody waiver which gets notarized and stamped. The JUDGE appears worn out from the process. MARVIN is nervous and HELEN appears as though she might snap.

CHARLIE

Your honor, I'm really happy we all took the time to make the best decision for everyone.

CHARLIE tips his imaginary hat as he bops out of the room.

EXT. COURT HOUSE -- FRONT STEPS -- MOMENTS LATER

CHARLIE gabs a mile a minute as he hustles to his truck.

CHARLIE
(into phone)
No. I'm leaving now, it's a two
hour drive. Just tell him I'm
buying Noisy Boy. I got the money.

CHARLIE smiles as he snaps the phone shut and drives.

EXT. INDUSTRIAL COMPLEX -- FACTORY ROW -- DAY

The technology boom and bust has left rows of once "state of the art" industrial complexes empty and falling to seed. It's part shanty town, part epicenter of the sub-strata that trades on used technology. This is where used technology goes to die.

Outmoded flat screen TV's and old computers line a narrow alley that we find Charlie's box truck zooming down.

The truck stops by a double wide metal garage door. We watch the door roll up and light spills out as he pulls inside.

INT. BRANDON TAKAO'S ROBOT BOXING GYM -- DUSK

CHARLIE pops out of his truck, tired but full of pep as he is met by BRANDON a gnarly, mixed Asian dude with tribal tats.

BRANDON
Tell me you got the money.

CHARLIE
I'm gonna have it in a minute. Is
Noisy Boy here?

BRANDON
No but his owner is. He wants the
money today and he'll deliver the
bot in the morning.

CHARLIE
You trust this guy?

BRANDON
Yeah, I do actually.

CHARLIE follows BRANDON across the big open hangar of space. An old boxing ring occupies the center of the space like a relic, like a beer sign on a college kid's wall.

The hangar is a workshop of sorts. BRANDON has populated the space with ROBOT pieces. The body parts are recognizable; legs, torsos and hands.

INT. BRANDON'S ROBOT BOXING GYM -- LOADING DOCK -- DAY

CHARLIE and BRANDON arrive at the loading dock to find an enormous STEROID GUY sitting on the lift of his box truck.

CHARLIE arrives with a smile.

CHARLIE
Where's Noisy Boy?

STEROID GUY
Where's the money?
(They size each other up)
You gimme the cash and I will give
you all of his paperwork tonight.

CHARLIE grabs the paperwork and scours it for authenticity.

STEROID GUY
I got other buyers man. And I've
been waitin' here for an hour.

It's tense before we see the headlights of a luxury sedan pull in to the loading area. CHARLIE smiles, pay dirt.

EXT. KENTON'S ROBOT BOXING GYM -- LOADING DOCK -- DAY

CHARLIE greets MARVIN who is nervous to be in this dead area as the sun is dying. He hands CHARLIE a thick envelope.

MARVIN
The money's in there and all of my
numbers and contact info...second
payment upon delivery in August.

CHARLIE fingers through the bills, nodding happily. MARVIN looks around nervously, a guy like him never comes to a place like this.

MARVIN
Needless to say, she's furious
about this, I told her there was
no other way.

The back door swings open and HELEN gets out. CHARLIE steels himself for this exchange. MARVIN gets back in the car.

AUNT HELEN
You're a pig.

CHARLIE
And you're a mental patient.

AUNT HELEN

I cannot believe that you would
keep my son in this disgusting,
criminal environment.

CHARLIE

Your son? You should up the
dosage.

HELEN holds up the beat-up little red BUTTERFLY...

AUNT HELEN

He gave me this...It was his mom's.
(She gets emotional)
He wanted me to have it...

CHARLIE can't help but stare at the sad little BUTTERFLY and
feel bad for the motherless boy...

AUNT HELEN

You will have him in New York by
August 27th, without a hair out of
place or I will have you killed.

HELEN pulls MAX from the car and into a tight, overdone hug.
She levels a death stare at CHARLIE before getting back in
the car.

BRANDON APPEARS

He pulls CHARLIE aside.

BRANDON

Dude's pissed. He's taking off.

CHARLIE quickly roots through his new envelope and hands most
of the cash to BRANDON.

CHARLIE

Here's 35, wrap it up with roid
man. Tell'em we want Noisy Boy
here first thing in the morning.

BRANDON nods before taking the cash and hurrying off.

One last turn of the SEDAN blinds them and in the wake of
those headlights we find our 11 year old boy. MAX stands in
a pool of dim alley light with an old green Army duffel bag
at his feet.

Father and son stare at each other like gunfighters in the
old west. CHARLIE has his first pangs of humanity as he
looks at the son he never knew, this is hard...

CHARLIE
I'm Charlie.

MAX stares at CHARLIE against the grim backdrop of the warehouse and thinks, "How did it come to this?"

CHARLIE
Well, uh, it's been a long time
because, um.. I'm your-

MAX
You screwed me.

CHARLIE is thrown by the rough remark.

CHARLIE
I'm sorry?

MAX
You screwed me. Do you have any
idea how many houses that guy has?

CHARLIE
Do you have any idea how crazy that
woman is?

MAX
Four, four giant houses.

CHARLIE
She's not bananas, she is a banana.
And you can enjoy as many of the
old guy's houses as you want...in
August.

MAX
I'm not spending the next two
months with you.

CHARLIE
You bet your ass you're not.

MAX
I'm not spending one night here.

CHARLIE
Right again, Junior.
(It's quiet)
Is that your concern? Cuz' it
shouldn't be. I already found
someone that will take you. I'm
way ahead of you kid.

CHARLIE walks off, MAX reluctantly follows...

EXT. INDUSTRIAL COMPLEX -- FACTORY ROW -- NIGHT

MAX sits on his duffel bag as he watches CHARLIE argue with CINNAMON a sexy yet trashy woman in a sweat top unzipped to her chest with nothing underneath and tight jeans.

CHARLIE
I told you it was 2 months.

CINNAMON
I can't do it.

CHARLIE
You said you could.

CINNAMON
And now I can't, things change.

CHARLIE
For two grand you won't take him
for 2 months? I'm gonna be on the
road for the next 2 months, I can't
have him with me!

A BIG BURLY DUDE appears in the doorway. CINNAMON smiles...

CHARLIE
Four grand, c'mon Cinnamon I'm
really in a spot here.

BIG BURLY DUDE
Lissen buddy, she ain't interested.

The BIG BURLY DUDE puts his hand on the lowest part of CINNAMON's back that you can while still calling it her back as he steers her inside. The door slams shut.

CHARLIE yells to the sky...

CHARLIE
SHIIITTTTTT!

CHARLIE turns to find MAX staring daggers at him.

MAX
I hate you.

CHARLIE
Good. Are you hungry?

EXT. DINER PARKING LOT -- LATER

CHARLIE gets out of the truck and MAX is slow to follow.

CHARLIE
C'mon we'll have a burger.

MAX
I hate burgers.

CHARLIE
What kid hates burgers? Let's go.

MAX is walking away with his bag over his shoulder. CHARLIE reaches for MAX and grabs his jacket...

MAX
Lemme go, I'm serious.

CHARLIE
Let's eat, we'll figure this out.

MAX pulls away, CHARLIE tightens his grip. MAX pulls and CHARLIE tugs him back...

The bag of plastic butterflies spills on to the ground. Both guys stop and stare at the colorful bugs on the concrete.

CHARLIE looks up and meets MAX's stare, one hustler to another.

INT. INDUSTRIAL TOWN DINER -- NIGHT

CHARLIE works his way through a burger meal, content. MAX has no food in front of him, instead he continues to handle a yellow plastic butterfly.

CHARLIE
You're really not gonna eat anything?
(Silence)
You haven't said a word in 20 minutes. You're good. You think I'm gonna keep babbling until I say something you can jump on. Wrong. And I can tell your little mind is racing around, what are you trying to figure out?

MAX maintains a stoic poker face as CHARLIE redirects...

CHARLIE
That was a cute hustle you pulled, with the butterfly. She really bought it.

MAX

And you blew it. Why? I should be with them right now.

CHARLIE

I told you kid, she's nuts.

MAX

That's not it. What's your hustle?

CHARLIE

It's not always about money.

MAX

Are you telling me he didn't give you money?

CHARLIE gets quiet.

MAX

How much did he give you? Huh?

CHARLIE

Lower your voice.

MAX

Tell me! I wanna know! Why doesn't this smell right to me?!

CHARLIE

(sotto)

This is the wrong approach kid.

MAX

I SHOULD CALL THE COPS!

Patrons in the beat up diner are beginning to raise their eyes. The wait staff is focused on the kid's antics too.

CHARLIE gets up and tosses a twenty dollar bill on the counter and walks out. MAX follows him.

EXT. INDUSTRIAL TOWN DINER -- NIGHT

CHARLIE pulls the nub of a cigar from the pocket of his work coat and is trying to light it. MAX appears full of anger.

MAX

We're not going another step until you tell me how much he gave you -- I deserve to know!

CHARLIE
35 thousand okay? He gave me 35
thousand dollars. Will you shut up
now?

It's quiet as MAX is putting all the pieces together.

MAX
You sold me.

CHARLIE's silence is damming as MAX is starting to crack.

CHARLIE
Listen kid, it sounds way worse
than it is.

MAX
Give me half the money and you
never have to see me again.

CHARLIE
Where you gonna go?

MAX
Sweet of you to be concerned..just
give me the money, I'll be fine.

CHARLIE
I told your aunt I'd make sure you
got to NY in August.

MAX
Now your concerned for Aunt Helen?
(Finally explodes)
YOU SOLD ME FOR 35 GRAND! I THINK
I'M BEING NICE BY ONLY ASKING FOR
HALF!

CHARLIE
I AIN'T GOT TIT!

MAX is a little shaken by the anger CHARLIE just handed out.

CHARLIE
I spent the money on a robot. It's
gone. Okay? And you're right, I
don't care what you do and I don't
care where you go. You wanna go?
Go. Or you stay with me for a few
weeks and I will hand deliver you
to one of your four new homes.
Your choice.

MAX picks up his bag and looks around...

MAX

At least gimme money for the train.

CHARLIE stares at a familiar look of defiance on his son's face. Ball's in CHARLIE's court, he reaches in his pocket...

CHARLIE

Here's...300.

MAX takes the money and walks off. CHARLIE watches him go. We hear the faint whistle of a train in the distance.

EXT. TRAIN STATION -- NIGHT

Now we see the sleek smoke stack of a modern train as it blows its whistle while idling at the station.

We see the seedy nature of the dark and desolate train station. Shadowy figures mill about, some sleep against heat vents.

We see a row of kiosks that line the platform. They house ads for everything from electric motorcycles and power drinks to an ad for.."The World Robot Championship"

We see the scope and spectacle of the Robot boxing poster that features "**Colossus**" -- "**The Robot King**"

Colossus is a modern monster of a Robot featured in the poster larger than life. We pull out from the poster to find-

MAX staring at the poster with his bag slung over his shoulder. We can see his breath, confirming a cold night.

MAX sees a **CONDUCTOR** hanging out of the mostly empty train...

CONDUCTOR

Dallas, Santa Fe and on to Las Vegas!

MAX

How do I get to New York?

CONDUCTOR

First train out at 6 AM...

MAX

How much to Vegas?

CONDUCTOR

185!

MAX weighs his options and digs in his pocket to count his money.

WE SEE THE WHEELS OF THE ENORMOUS TRAIN SLOWLY TURN

The whistle blows as the train pulls away. As it clears the station we see MAX sitting on his duffel bag near a heat vent.

EXT. INDUSTRIAL COMPLEX -- FACTORY ROW -- DAWN

Even the morning sun can't cast a feeling of hope over this desolate area.

INT. BRANDON TAKAO'S ROBOT BOXING GYM -- DAWN

CHARLIE's truck is parked inside the hangar. We go inside the truck to find...CHARLIE's feet hanging off the end of the cot. Even when not on the road, CHARLIE sleeps in his truck.

BRANDON bangs on the side of the truck as he attempts to rouse CHARLIE. He climbs inside the truck.

BRANDON

Wake up. Dude called. Noisy Boy
is on his way.

CHARLIE sits up with a puffy sleep-filled face.

CHARLIE

Another day another robot. Did you
get me a-

(Brandon hands him a
coffee)

You're the best, if you were cute
I'd marry you.

BRANDON

I'd still make you pay me the back
rent for the space. Speaking of
which..where's my money?

CHARLIE stands up and stretches. He wears boxers and socks and a long sleeve thermal undershirt.

CHARLIE

I've gotta fight tomorrow night.

CHARLIE is making his way towards the big roll up door.

BRANDON

You're buying 35 thousand dollar
robots when you owe me 6 grand in
rent.

CHARLIE

4! Fatass!

BRANDON

6! Shit for brains! And I gotta guy with real money who wants the space. I'm not kidding...

CHARLIE

You'll have it tonight.

CHARLIE nods as he unlocks the door and slowly rolls it up.

INT./EXT. BRANDON TAKAO'S LOADING DOCK GYM -- DAWN

CHARLIE squints at the morning sun, coffee in one hand, scratches his nuts through his boxers with the other hand.

SUDDENLY CHARLIE freezes, something has his attention.

MAX KENTON STANDS WITH HIS DUFFEL BAG AT HIS FEET

CHARLIE and MAX square off, round 2.

CHARLIE

You been out here all night?

(Nothing)

You didn't get too far.

(Still nothing)

I don't know what you want from me.

MAX

I want half that money.

CHARLIE

Back to this again, you're like a broken record.

BRANDON arrives.

BRANDON

Is this your kid?

CHARLIE

Yup. This is Max, if you give him 20 grand he'll go away.

We hear the beeping of a box truck backing up.

BRANDON

Noisy Boy is here.

The three guys step back from the loading platform as the truck docks.

The STEROID GUY appears and in a flash has the back gate open.

Inside the truck we see a sealed alloy case strapped to the wall like a giant metal coffin. The case is riddled with airline stickers and customs tags.

STEROID GUY unhooks the case from the wall and uses a motorized dolly to maneuver the case in to CHARLIE's GYM.

The STEROID GUY waves as he heads back to his truck and pulls away. The three guys stare at the case with wonder.

CHARLIE

That's a lot of airline stickers
and customs tags.

BRANDON

Noisy Boy has been fighting all
over the world.

CHARLIE

(reading the tags)
Sao Paulo, Brazil, Korea, London...

BRANDON

He hasn't been on North American
soil in two years.

CHARLIE

In his day he was a killer.

MAX

He knocked out Tetris for the WRB
BELT in 2006.

BRANDON and CHARLIE both look in quiet shock at MAX.

BRANDON

So you follow this stuff?

MAX goes quiet again. CHARLIE reaches for the case.

CHARLIE

We should get a look at him.

MAX

I want half.

BRANDON

Keep pushing kid. Try to get my
rent money while you're at it.

MAX

I want half!

CHARLIE
You want half of what's in this
box?

MAX nods. CHARLIE appears to consider it before bursting in to laughter.

CHARLIE
I can't do it kid. Nice try
though, Thanks for playing...
(game show voice)
Well Brandon, show him what he
almost won!

BRANDON pops the straps and the case falls open as we get our first glimpse of **NOISY BOY**.

He is massive and colorful. Purple and yellow metallic paint cover his limbs and torso. His head is a fiercely sharp angled helmet like a shogun warrior. Japanese Characters are boldly painted on his chest. The three guys are in slight awe of how good he looks.

CHARLIE
Holy shit, he looks amazing.

BRANDON is looking closely at his body and reading the spec sheet.

BRANDON
They obviously tuned him up for
resale but he does look good.

MAX is like a kid meeting Mickey Mantle, awed, stuff he'd only seen in a magazine.

MAX
It's really Noisy Boy, can I touch
him?

CHARLIE and BRANDON step back as MAX tentatively approaches the robot and feels the smooth metal of his long arm.

MAX
I've watched that fight with Tetris
a few times, he knocked him out.

MAX grabs a folding chair and pulls it close to the sleeping robot. He hops up on the chair to realize that he is staring at the robot's stomach.

MAX looks around and grabs a ladder that he struggles with but erects right next to the robot. MAX climbs to the top and is finally face to face with NOISY BOY.

The painted details on NOISY BOY's face are beautiful. Sharp accents detail his deep set eyes. It's quiet as he looks close enough to stare at him nose to nose.

Suddenly NOISY BOY's eyes flash open and burn red with fury. NOISY BOY emits a terrifying grunt like a mechanical ape.

MAX

AHHHHHH!

MAX nearly falls as he scrambles down the ladder to find CHARLIE laughing with the robot's remote control in his hands.

CHARLIE

Relax, he's on our side.

MAX now stands next to CHARLIE. CHARLIE shares a smug grin..

CHARLIE

And you know the best feature of
Noisy Boy?...

(it's quiet)

NOISY! RIGHT! LEFT! UPPERCUT!

NOISY BOY is frozen. BRANDON and MAX look at the frozen robot and then at CHARLIE.

CHARLIE

He's supposed to have voice
recognition...

(barks at the robot)

RIGHT! LEFT! UPPERCUT!

We watch as NOISY BOY leans in the direction of CHARLIE's voice like a dog trying to understand its owner.

CHARLIE

RIGHT JAB! ROUNDHOUSE!

NOISY BOY cocks his head straining to understand. CHARLIE is pissed.

CHARLIE

I knew it was too good to be true!
We got screwed. Look how good he
looks! Too good. SHIT!

It's quiet before MAX shouts out...

MAX

MI-GI! HIDARI! APPA KATTO!

NOISY BOY immediately releases a flurry of punches that has CHARLIE jumping backwards. BRANDON laughs.

BRANDON
He's programmed for Japanese!

MAX
(Yells again)
KITKU! TATTE! TATTE!

NOISY BOY raises his arms in victory and hops up and down as if just crowned the champ.

BRANDON
Give me the control, I can reset
him for English.

MAX approaches NOISY BOY and begins hopping up and down, imitating the huge robot. CHARLIE laughs.

BRANDON hands CHARLIE back the remote with a nod.

CHARLIE
JAB! JAB! UPPERCUT!

NOISY BOY fires off the punch sequence upon request.

CHARLIE
SPIN AROUND!

NOISY obeys the command and does a tight 360, MAX mimics him.

CHARLIE
I was due for some good luck!

He shoves and hugs BRANDON.

CHARLIE
Help me put him in the truck, I'm
gonna go get your money.

BRANDON and CHARLIE tend to the robot.

INT. CHARLIE'S BOX TRUCK -- MOMENTS LATER

CHARLIE excitedly jumps in the cab and searches for the keys...not in the ignition, not on the visor, not in his pocket. He turns to see MAX sitting in the passenger seat, keys raised.

CHARLIE
Gimme the keys and get out.

MAX
I'm coming with you.

CHARLIE
No you're not.

MAX opens the door and threatens to run with the keys.

CHARLIE
(relenting)
Stay outta my way and listen to me.

MAX almost smiles as he nods and tosses him the keys.

EXT. CRASH PALACE -- ROBOT ARENA - DUSK

The sun is fading as a neon "Crash Palace" sign flickers and buzzes to life. The building is covered in a flat black metallic sheen with a domed roof that is clearly adorned with the rusting pieces of dead robots.

We see a blue collar crowd passing through metal detectors. A marquee announces, "Robot Fights -- to the Death"

INT. CRASH PALACE -- ROBOT ARENA - NIGHT

CHARLIE wears his dirty suit as he struts down a wide hallway that's a back artery to the main arena. MAX flanks CHARLIE with NOISY trolling close behind them.

The hallway is loud and populated with the underbelly of the sport. ROBOT CARNIES and a few ROBOTS of older generations jolt and pop as their owners try to tune them pre-fight.

A ROBOT with a clear outer shell like an albino makes a sudden, involuntary reach towards MAX who jumps in fear.

CHARLIE pulls MAX closer to him as they near the end of the hallway.

The sounds of the arena grow louder as the light and energy intensify as well.

FIGHT STAGING AREA

Like the trading pit on the stock exchange guys are shouting trying to get fights. FINN, an angry guy with a headset controls the chaos.

FINN
All under card bouts are to the death! No exceptions, 500 for every round your robot survives!

FINN looks up and freezes when he sees CHARLIE.

FINN
CHARLIE KENTON! Heard Supernova
didn't survive running with the
bulls! Is that really Noisy Boy?

FINN jumps off his motorized ladder to get a closer look.

FINN
WOW! Noisy's been in Japan, softer
bots Charlie -- you wanna run him
tonight?

The GALLERY of CARNIES has surrounded NOISY BOY, obviously a famous ROBOT come home to roost.

CHARLIE
Whaddya got Finn? He can shitcan
any bot in this place.

The GALLERY "ooooh's" along to CHARLIE's pride. FINN scans his remote device that catalogues all of the BOTS.

FINN
I'll give you any under card fight
you want. 1000 guaranteed, 500
every round you survive. All
fights to the death!

CHARLIE considers it.

CHARLIE
Gimme a main event.

The GALLERY again reacts with "yeeeahhhhhh's!!!" FINN scans the menu.

FINN
You wanna fight Midas? 10 GRAND!

The GALLERY is whipped up now as CHARLIE considers the challenge. MAX pulls CHARLIE to eye level...

MAX
We should take an under card fight
and make a little cash and get
outta this hell hole.

CHARLIE
There is no "we." He's gonna crush
Midas and I'm gonna make some real
cash.

MAX

Didn't Midas just win the Miami
Sweeps?

CHARLIE

I coulda' won the Miami Sweeps!
And how do you know so much about
Robot Boxing?

MAX

TV, internet, video games, twitter,
it's my life, I usually-

CHARLIE

That's sweet, thanks for sharing
but it's my life. It's one thing
to play a video game and it's
another to actually fight your
robot to feed yourself!

MAX

And "to the death" means?..

CHARLIE

It means they don't stop the
fights, no quitting. You lose and
they weld your dead robot to the
roof outside.

MAX looks nervously at NOISY who is scanning the crowd
reacting to all of the sound. CHARLIE pops up with pride.

CHARLIE

We'll take Midas!

The GALLERY goes nuts! CHARLIE looks to MAX who smiles at
CHARLIE's confident flare for the dramatic.

INT. CRASH PALACE ARENA -- NIGHT

This is truly the dark underworld of bot boxing. What was
once a classy little venue for concerts has been transformed
in to a thunderdome of sorts.

The crowd is well oiled as cheap beer and the under card
fights have wet their appetite for violence.

The seats are on a steep rake and they end at the pit, which
is a plexi glass walled cage. An attempt to preserve some of
what was special about human boxing fails as we see an
archaic microphone dropping from a wire in the ceiling and
being caught by FINN.

FINN

Our first Main Event features the mighty "Midas" fresh off his win in the Miami Sweeps and trying to mount a comeback to the top tier...

MIDAS ENTERS THE CAGE THROUGH THE PLEXI DOOR IN HIS CORNER

He is as expected, pure gold with a sharp mohawk running the length of his head. MIDAS is wide and low as he spins around the ring. His handlers look like Russian Gangsters and it's at this point that we notice a knock out bottle-blonde...

CANDY is the perfect arm ornament for the biggest, fattest, richest owner of MIDAS. She loves the looks she gets...

CHARLIE IS STOPPED DEAD IN HIS TRACKS WHEN HE SEES CANDY

CANDY tilts her head with a smile of recognition at CHARLIE.

CHARLIE offers a weak smile and a nod in return. There's history that MAX wrinkles his forehead to understand.

FINN RAISES HIS ARMS AND COMMANDS THE ROOM....

FINN

Against...a robot born here but who has been fighting for the last two years in the far east, take your first look in a long time at Noisy Boy!!!

The palace erupts with sound as NOISY struts into the ring. MIDAS and NOISY circle each other in the human ritual of the "psyche out."

INT. CRASH PALACE ARENA -- NOISY'S CORNER -- NIGHT

CHARLIE looks tense as he tries to size up MIDAS. He looks to MAX with an adrenalized smile, this is what he lives for.

CHARLIE

NO TURNING BACK NOW!

A **REF-BOT** enters the ring as the fight is about to go.

MAX moves closer to his father as the blood thirsty energy in the palace has become scary.

THE FIGHT CAGE

The REF-BOT raises his arms and the noise of the crowd rises to a high pitch awaiting...the drop of the REF-BOT's arms triggers a siren that starts the fight!

NOISY and MIDAS immediately charge each other with tremendous force. They fly towards a meeting point with reckless speed. The collision of the two bots creates a near deafening metal crushing sound as they now fly conjoined toward the wall of the cage.

The need for the plexi wall is clear now as the bots smash in to it with such force that it bends a bit. The crowd is awed by their force.

NOISY uses the spring of the wall to throw MIDAS backwards. MIDAS trips and lands on his ass. The crowd erupts with laughter as NOISY pounces for the kill.

INT. CRASH PALACE ARENA -- NOISY'S CORNER -- NIGHT

CHARLIE smells blood in the water and yells...

CHARLIE
LEFT UPPER CUT! RIGHT UPPER CUT!

THE FIGHT CAGE

NOISY follows the orders and flurries punches at MIDAS who is retreating as he rises. NOISY's punches hit the gold metal of MIDAS chest and arms, the sound is satisfying as MIDAS is clearly on the run.

MIDAS is finally back on his feet and squares to NOISY.

CHARLIE
ROUNDHOUSE! ROUNDHOUSE!

NOISY winds up for a deathblow and as it's on its way...

MIDAS delivers a brutal two-handed punch that lands in NOISY's unprotected mid-section.

SLAM! NOISY BOY is sent flying across the cage and against the glass.

The rowdy fight night crowd ROARS. In the ring, the dented REF-BOT spins and sparks.

CHARLIE
COMBINATION! GET INSIDE!

NOISY BOY tries to recover and do just that, but his combination is useless as MIDAS now has him cornered.

MIDAS delivers two fierce blows to NOISY's head that have him crouching. NOISY is obviously in trouble but is determined to punch his way out.

CHARLIE
 (veins pop in his neck)
 JAB LEFT JAB RIGHT JAB JAB!

NOISY unleashes the combination as prescribed but MIDAS blocks, dodges, or simply takes everything he throws.

INT. CRASH PALACE ARENA -- NOISY'S CORNER -- NIGHT

Charlie runs around the glass trying to bark commands to NOISY as Brandon remains focused.

MAX watches his first live fight with scared awe.

CHARLIE
 LEFT! USE YOUR LEFT! HE'S OPEN.

THE FIGHT CAGE -- SAME TIME

A vicious combination from MIDAS and pieces of NOISY BOY start to fly. When the sheet metal flies, it's loud, jarring and dangerous.

MIDAS slams NOISY BOY back again. NOISY BOY staggers, sways. The crowd YELLS for slaughter. Then mercifully, the bell RINGS. NOISY BOY lumbers to his corner.

CHARLIE begins to work on him.

MAX
 Program more defense!

CHARLIE is working as fast as he can.

BRANDON
 He's trying to dodge the punches
 but he's not quick enough.

MAX
 If you disable the voice
 recognition that will increase his
 speed!

The suggestion stops CHARLIE cold, he knows MAX is right but he's opposed because..

CHARLIE
 But then I have to let him fight
 with whatever fight pattern was
 last programmed in and I have no
 idea what that is! I can't control
 his action.

MAX
Well then you shouldn't have taken
this fight!

CHARLIE
THAT DOESN'T HELP RIGHT NOW KID!

MAX
IT'S HIS ONLY CHANCE AT SURVIVING
THIS FIGHT! DISABLE THE VOICE
RECOGNITION!

CHARLIE explodes with frustration.

CHARLIE
FINE! I'LL DO IT!

CHARLIE goes to work and the TWO go quiet as the palace crowd
is raucously clapping along to...

THREE MIDGET ROBOTS DO A SYNCHRONIZED DANCE TO A HIP HOP SONG

The center of the cage is being swept for metal bits as these
comical robots do a hilarious dance.

INT. CRASH PALACE ARENA -- NOISY'S CORNER -- NIGHT

CHARLIE is done.

CHARLIE
He should be quicker now and I can
see he has punch sequences
programmed in there so-

Bell RINGS. CHARLIE and MAX exchange looks of "here we go.."

NOISY BOY moves back into the ring. Circles MIDAS, trying to
keep his distance. CHARLIE shouts encouragement.

CHARLIE
Watch his left! Cover up, Noisy.
Cover up. Keep out of his way!

MAX
He can't hear you anymore.

CHARLIE
Yeah. I know that.
(Back to the bot)
Cover up, damn it. Watch the
left...

MAX studies his father. His intensity. This means more to
him than money. Every fight does.

A BRUTAL BLOW by MIDAS severs NOISY BOY's right arm.

It flies across the floor of the ring. This is not good.

The next blow opens a hole in his shoulder, fluid leaks from broken hydraulic lines, wires sparking.

NOISY BOY staggers backwards, lost.

CHARLIE and MAX look at each other. They're in trouble.

Another MASSIVE BLOW opens a hole in NOISY BOY's chest. The crowd ROARS for total destruction.

MIDAS is happy to oblige. He goes after NOISY BOY with a vengeance, severing his other arm.

INT. CRASH PALACE ARENA -- MIDAS' CORNER -- NIGHT

The RUSSIAN MOBSTERS begin to congratulate each other. CANDY kisses her fat boyfriend...

INT. FIGHT CAGE -- SAME TIME

It's all happening so fast that CHARLIE is stunned. He looks on, frozen, as, with one huge round-house, MIDAS decapitates NOISY BOY, the head flying up to the top of the metal netting, then crashing down to the concrete floor.

CHARLIE and MAX can only watch in shocked defeat.

The crowd goes crazy, but NOISY BOY does not fall. He staggers around the ring, headless, armless, until, with a final barrage of blows, MIDAS separates his torso and legs, shattering them into pieces. NOISY BOY is no more.

The crowd ERUPTS. CHARLIE's head sinks. MAX watches him.

INT. CRASH PALACE ARENA -- HALLWAY -- NIGHT

Our DUO find themselves back where they began the night but with a cart full of pieces that used to be NOISY BOY. Other broken ROBOTS and ROBOT CARNIES still jabber around in this island of misfit toys.

FINN arrives and hands CHARLIE a small grip of cash.

FINN

You put on a good show Charlie, you
always do.

FINN careens back to the chaos of the misfits. There are no words until MAX breaks the silence.

MAX
Where's his head?

All eyes on CHARLIE, he's quiet.

EXT. CRASH PALACE ARENA -- NIGHT

We watch as sparks fly from a welding torch that is fixing NOISY BOY's head to an eave on the roof of the Crash Palace near the door.

We pan down to find our hapless duo. It's solemn...

CHARLIE
He gave me an extra 400 for his
head.

CHARLIE nods before pushing the cart full of NOISY's remains to the truck. MAX stares at the roof of the Crash Palace as the head of his favorite Robot becomes a hood ornament.

EXT. CRASH PALACE - CHARLIE'S TRUCK -- NIGHT

MAX sits on the lift-gate. CHARLIE arrives with two white paper bags from the parking lot roach coach, dinner.

CHARLIE
Ya hungry?

CHARLIE frees a sloppy cheeseburger from a bag and takes an enormous satisfying bite. He stares into the truck at the remains of NOISY BOY.

CHARLIE
I saved Noisy's voice recognition
board, other than that...he's gone.
(Shakes his head)
I gotta get a new robot together.

MAX
You don't have any money.

CHARLIE holds the nub of the burger as he stands, staring in to his truck of broken robot dreams.

CHARLIE
I got some decent parts,
hydraulics...I have what's left of
Supernova in here too. I'll put
somethin' together...

MAX roots through the bag of food that CHARLIE handed him and shoves it away in disgust.

CHARLIE

What?

(No response)

What?!

MAX

I told you I don't like hamburgers.

CHARLIE

What kid doesn't like burgers?

CHARLIE grabs the bag and begins happily eating the second burger. MAX sits there growing more angry, tired and hungry by the moment.

MAX

You never should've taken that fight.

CHARLIE

Maybe not.

MAX

You took a great robot and destroyed him because you didn't know enough about him.

CHARLIE

Maybe.

MAX

You're a jackass.

CHARLIE

You don't know the first thing about me kid.

MAX

I know plenty.

CHARLIE

You don't know shit!

MAX

Charlie the "can do kid" Kenton. Middleweight. Professional record of 16 wins and 13 losses. You had one title fight in 2001 against Tito Herada and he knocked you out-

CHARLIE

It was a TKO in the 11th round. The ref stopped the fight because my eye wouldn't stop bleeding!

(MORE)

CHARLIE (CONT'D)
(Points to the scar above
his left eye)
And of course it was a knockout,
all my fights were knockouts!

MAX is quieted by this fact, CHARLIE jumps on him...

CHARLIE
Ya didn't read about that did ya?
How many pro fighters can say that?
Huh? Every single fight I ever
had, every time I stepped in the
ring someone ended up on their ass.
How 'bout that? Jackass.

MAX
That's a lot of losing.

CHARLIE
It's been a long night and it ain't
over yet. So if you have any
desire to sleep indoors tonight?
I'd zip it and get in the truck.

MAX levels an angry look at CHARLIE as we hear...

CANDY
Charlie!

We turn to find the VAMPY BLONDE from MIDAS's corner. She is
a bit overdressed for the parking lot. CHARLIE brightens.

CHARLIE
Hey Candy.

CANDY
Sorry about Noisy Boy, I really
thought you had something going
with him.

CHARLIE
It's cool. I actually have a
better robot than him that I'm
about to head out with. You know?

MAX offers a look of "what the fuck are you babbling about?"

CANDY
Who's your partner?

CHARLIE
That's uh, my son.

CANDY

Cute.

A LIMO pulls up and CANDY makes the most of strolling to the car as the DRIVER makes a show of opening the door for her.

CANDY

I hope to see you boys around.

CHARLIE

Oh you'll see me. Us.

CANDY leaves. MAX looks incredulously at CHARLIE...

MAX

Candy?

CHARLIE

Get in the truck.

MAX

Really? Candy?

CHARLIE

In the truck.

MAX walks away leaving CHARLIE alone to feel goofy.

INT. CHARLIE'S BOX TRUCK -- MOMENTS LATER

They drive in silence, the defeat of NOISY BOY is setting in as CHARLIE is grinding in thought about his options.

EXT. OPEN ROAD -- NIGHT

We see organic farmland give way to a large wrecking yard surrounded by metal fencing.

CHARLIE's truck pulls past us and we see his brake lights go on as he pulls to the side of the road.

EXT. OPEN ROAD -- CHARLIE'S TRUCK -- NIGHT

CHARLIE walks up to the back of his truck and takes a quiet look around as he gently opens the lock and slowly raises the door.

CHARLIE pulls a small hand cart from the back of the truck. Every move he makes is precise as we get the sense he is about to do something he shouldn't. MAX joins him...

MAX

What are we doing?

CHARLIE
(in a loud whisper)
We are doing nothing...I am gonna
go take a look for some parts.

CHARLIE pulls a large bolt cutter from a hook on the side wall of the truck.

MAX
I'm coming with you.

CHARLIE
No you're not.

MAX
Yes, I am. That drink has my heart
pounding, if I sit in that truck by
myself my head will explode.

CHARLIE takes the cart and the bolt cutter and slinks across the road. MAX quickly follows.

EXT. VISTA POINT -- METAL VALLEY -- NIGHT

CHARLIE stands under a dim and occasionally blinking light at the side of the road looking down at METAL VALLEY. MAX arrives at his side and we now see what they see...20 acres of a bleak, metal scrap yard that is systematically being swept by lazy flood lights.

The two take a moment to survey where they've found themselves, a new low point. Their blank tired stares ask the question, "How did it come to this?"

CHARLIE exhales and looks to MAX before beginning a gentle descent down the small slope into the darkness. MAX nervously follows.

EXT. METAL VALLEY -- SCRAP YARD -- FENCE -- NIGHT

CHARLIE uses his bolt cutter to cut an oval hole in the metallic fence.

MAX looks around, he looks up to see the spiral of razor-sharp barbed wire that rings the top of the fence.

CHARLIE finishes cutting and tosses an egg-shaped piece of fencing in to the darkness before crawling through the hole.

MAX quickly follows.

EXT. METAL VALLEY -- SCRAP YARD -- NIGHT

CHARLIE quietly pulls the hand cart as he confidently slinks along a narrow road lined with piles of scrap metal. CARS mix with REFRIGERATORS and OVENS...anything metal.

MAX skips to match CHARLIE's long strides as we see a wrecked SEA PLANE and an old SCHOOL BUS.

The FLOOD LIGHT sweeps in their direction and CHARLIE pulls MAX against the wall of scrap and out of view. It passes and they walk on. We hear the faint sound of a dog barking. Our guys exchange looks.

CHARLIE

We gotta be quick in here. The robots are on the east side. The end of this road and to the right.

MAX nods trying to act cool, CHARLIE can sense his fear.

CHARLIE

If we get separated for any reason, look up and run towards the flag at the top of that boat.

We look to the top of the scrap wall to see a huge TIN BOAT with jagged gashes running the length of its hull. Extending from the boat is a flag pole that flies a tattered red flag with a faded logo.

CHARLIE

Gottit? Run to the flag.

MAX nods as CHARLIE ups the pace and MAX jogs to catch up.

EXT. METAL VALLEY -- SCRAP YARD -- ROBOT ALLEY -- NIGHT

CHARLIE and MAX now walk down a wider path that is lined with a wall of dead robots. Hands, heads and feet stick out like doll parts. They are older, cruder robots from the first years of the sport but their smaller appendages make them more human.

CHARLIE

These are all G1's.
(off his look)
Generation 1, the very first fighting robots. Look how small they were, like fighting mannequins.

MAX stares at the face of one of the dead robots, it's creepy. Again we hear a dog bark, it's a little closer. CHARLIE waves MAX along.

EXT. METAL VALLEY -- SCRAP YARD -- ROBOT FIELD -- NIGHT

CHARLIE has reached the end of the alley which opens into a field. Like the Pennsylvania Countryside on the day after the battle of Gettysburg, robot bodies cover the ground.

MAX watches as CHARLIE quickly hustles from one robot to the next checking for intact hydraulics. He lifts arms and bends legs, rolling robots over to find anything valuable.

MAX walks gingerly through the field of bodies towards what appears to be a clearing.

CHARLIE

It's soaking wet over here. These are all the G2's -- they cut all their hydraulics to let the fluid drain.

CHARLIE stands, wet and sweaty examining a yellow arm that he just freed from a robot...it's junk. He tosses it away.

CHARLIE

This is really the junk of the junk. It's all crap!

MAX

What are you looking for?

CHARLIE

Anything. Anything I can use to put a fighting bot together.

MAX now stands at the edge of the dark clearing.

MAX

So you're just gonna build a Robot out of a bunch of broken parts?

CHARLIE

Yeah, something like that.

MAX

How can you expect to win with a junker like that?

CHARLIE

Be careful, you're on a cliff.

MAX peers over the side of a metal cliff. A flood light sweeps the bottom revealing how jagged and treacherous the 1000 foot fall would be...

MAX

How do you expect to win with a-

CHARLIE

I don't expect to win!

MAX

Have you ever had a robot that won?

CHARLIE

Not many.

MAX

So you're a loser.

CHARLIE

That's right and I get paid for it!
I'm a professional loser!

MAX

We can agree on that.

MAX picks up a rock and fires it over the cliff in frustration. He loses his footing and falls on his butt with his legs hanging over the cliff...

CHARLIE stands up and takes a rushed step towards MAX...

MAX watches as loose rocks tumble down the jagged ravine...relieved as he is firmly planted to the ground.

CHARLIE and MAX exchange sighs of relief...

CHARLIE

I told you it's wet over here.

MAX

Wow, that was close...I really
almost fell to my de-

The GROUND UNDER MAX collapses and he is swept over the side!

EXT. METAL VALLEY -- ROBOT ALLEY -- CLIFF -- NIGHT

We watch as MAX tumbles along with a small muddy landslide that is picking up momentum as he races to a certain death.

CHARLIE reaches the side of the cliff and can only watch as the boy is swept away.

CHARLIE
MAX! MAX!!!

We are now tight on MAX and his landslide as it gains steam. MAX is violently tossed down the incline now mixing with rusty robot parts, rocks and garbage.

We see that the ground ahead forms a ramp that is launching the garbage into the abyss still hundreds of feet above the rocky bottom below.

MAX tries to grab anything he can as he is helplessly riding up the slope of the ramp. We watch rocks and garbage fly up in the air as MAX is right behind it about to be launched.

SUDDENLY MAX is stopped, caught on something. Rocks and metal junk fly past him and into the darkness. He closes his eyes as the bulk of the landslide washes over him, barraging him with junk and mud.

MAX reaches and grabs the branch that he's stuck on with both hands in the hope of saving his life.

The landslide stops and it's finally quiet. MAX opens his eyes, scared and shocked to be alive. He is trying to catch his breath as he looks to see that it's not a branch that saved him...it's a robot arm. MAX follows the arm to see that it is in fact connected to a beat up ROBOT who has MAX suspended above him as if bench pressing MAX with one arm.

MAX slowly turns his head to realize he is face to face with the ROBOT. MAX takes a moment to study the sad face of the dormant ROBOT. We could swear we see a brief flicker of light in his eyes. MAX slowly turns his head to assess his whereabouts...

MAX looks to see that he is dangling in the cool night air, being held over the deadly drop like Michael Jackson's baby from the balcony of a London Hotel. The ROBOT's fist is clenched around his belt above his right pocket.

We hear the metal of the ROBOT's arm creak and MAX suddenly drops 6 inches before the ROBOT arm stabilizes again...

MAX is afraid to move in fear that the arm will break.

MAX
Charlie? Charlie?!

CHARLIE (O.S.)
Max! Try not to move!

CHARLIE has found a path that winds to a plateau just above where MAX is dangling. It's dangerous but stable.

MAX
I'm on a robot arm. If it breaks,
I'm going over...

CHARLIE
Okay. Grab this pole tight and
I'll pull you away from the edge.

CHARLIE extends a rusty metal pole to MAX who grabs it with one hand while keeping another hand tightly gripping the ROBOT's arm that's extending him.

CHARLIE slowly pulls MAX away from the ledge. The ROBOT arm creaks as it moves with MAX away from the abyss towards slightly safer ground.

MAX is so happy to be on the ground he nearly cries. MAX collects himself and realizes he's laying on top of the ROBOT.

CHARLIE
You're cool now. Just get up
slowly and hang on to the pole and
I'll pull you up here.

MAX tries to free himself from the ROBOT. He tries to pull his pants free but the ROBOT has its fist tightly clenched.

MAX
His fist is clenched tight around
my pants.

CHARLIE
Just pull the arm outta the ground
and take it with you.

MAX tries to pull out the arm, it's impossible. MAX digs around the ROBOT to realize he is fully intact.

MAX
It's a whole robot.

MAX digs and sweeps mud and rocks away from the robot. A flood light makes its routine loop and washes MAX and the robot in light for a few seconds.

In that moment MAX again sees the face of the robot, lying lifeless on its back, buried and forgotten. MAX feels instantly connected to this piece of forgotten junk that saved his life.

MAX
I'm taking it with me.

CHARLIE shares the eye roll of a dad whose kids hold a puppy pulled from a box outside of a supermarket.

EXT. METAL VALLEY -- SCRAP YARD -- ROBOT ALLEY -- LATER

MAX and CHARLIE drag the robot up the last few steps of the hill where MAX initially fell. They are disgustingly dirty and exhausted as they flop down with the old robot on the wet ground amidst the other dead robots.

CHARLIE
It's junk Max, It's a 700 pound key chain.

MAX
He saved my life, I'm keeping it.

CHARLIE
You can drag it to the truck, I'm done.

MAX
Fine, gimme the cart.

MAX struggles to put the ROBOT on the hand cart as CHARLIE has already started walking away.

MAX shakes his head at CHARLIE's lack of help as he begins to pull the ROBOT on the cart along the road.

EXT. METAL VALLEY -- SCRAP YARD -- ROBOT ALLEY -- NIGHT

The DUO retraces their steps as they are exhausted from the night. The first hints of dawn begin to lighten the dark skies and we get an even more ominous look at the walls of dead robots as they trudge on.

MAX catches up to CHARLIE as the robot cart is working well now, gliding along with ease.

CHARLIE
It's almost morning, this place'll be open soon.

WOOF! MAX and CHARLIE freeze in their tracks as the sound of that dog bark was frighteningly close behind them.

CHARLIE
Stay cool. Just move slowly...

WOOF! GRRRRR!!!!!! WOOF! WOOF!! WOOF!!!

CHARLIE
Stay really still...RUN!!!

CHARLIE takes off running, MAX tries to follow, pulling the cart as they go.

We track with them as they cut down a small road in this maze of junk. CHARLIE is clearly self-concerned as he puts distance between himself and the vicious sounding dog...

MAX labors as he has the robot cart flying at full tilt. The dog makes rhythmic grunts that express his venom and thirst for blood as he haunts MAX's every step. MAX makes the fatal mistake of looking behind him...he sees...

A METAL ROBOT DOG WITH JAGGED TEETH

The ROBOT DOG has red eyes that sense motion. The dog is pumping his legs faster and faster as we can see that the same hydraulic technology employed in his limbs as in G1 robots.

THE ROBOT DOG has quickly closed the gap and is literally on MAX's heels. The dog extends his neck and opens his jagged metal mouth and bites at MAX's leg. The dog catches MAX's pant leg.

MAX nearly falls as he turns slightly and kicks the dog off of him, freeing his leg. MAX is forced to let go of the cart and make an all out sprint for it.

MAX turns a tight corner and the ROBOT DOG is again right on him. As MAX looks ahead he sees a fork in the road that as he approaches he is about to turn left when...

A SECOND ROBOT DOG APPEARS snarling and chasing MAX down the right fork. MAX now sprints with both DOGS at his heels, the second DOG is bigger and rattier than the first, obviously pieced together by scraps of dead robots.

MAX flies down the road almost putting a little daylight between himself and the dogs until he realizes...that he's at a dead end. Surrounded by junk metal walls on three sides.

MAX reaches the back wall and turns to face the DOGS that are bearing down on him.

The DOGS fly full tilt at MAX while emitting vicious metallic screams and baring their metal mouths. MAX is cornered with no options. He looks around hopelessly, finally he starts to run towards the charging dogs. MAX is a few feet away when he leaps, hurdling the dogs and grabbing the open door of a smashed car.

MAX swings over the DOGS who leap while gnashing their teeth. The snap of one DOG's metal jaw just misses MAX's foot, pulling off his sneaker in the process.

MAX now hangs from the car door with a bare foot exposed. The DOGS use the motion sensors in their eyes to scan the area for movement. It's quiet as MAX tries to be still.

The DOGS slowly rotate their heads 360 degrees, they can't find MAX. MAX relaxes, just as one of the DOGS slowly begins to tip his head back and look up.

The DOG leaps and SNAPS at the bare foot. MAX retracts his foot just in time. BOTH DOGS go in to a leaping, gnashing frenzy, trying to pull the boy down and maul him.

MAX strains to hang on as one hand slips and he swings low, just passed the DOGS' HEADS. The DOGS sense the movement and freeze as MAX's foot is dangling directly behind them.

MAX finds energy to make one last pull and he raises himself high enough to crawl in to a smashed Prius.

The DOGS realize too late where MAX went and now they furiously spin and leap at the totaled car on the second layer of junk metal.

The TWO DOGS start mauling each other, unsure of who to kill. They stop and begin searching for MAX again.

MAX climbs above the Prius to a mini van jammed on top of it. MAX quickly climbs the mini van. MAX looks around to realize he is truly trapped, barbed wire fencing prevents any escape from the corner he's in.

He stands on the roof of the mini van watching the KILLER ROBOT DOGS circle and leap below.

The DOGS freeze again, waiting to sense more movement. It's quiet as the DOGS again lift their heads but this time..

The MINI VAN comes crashing on top of the DOGS, reducing them to smoking rubble.

We look up to see an exhausted and shoe-less MAX trying to admire his work as he obviously scored a direct hit.

EXT. METAL VALLEY - ROAD -- DAWN

The orange of the pending sun gives the night sky a citrus glow as a boy dragging an old robot is the only movement on the horizon. MAX practically sleepwalks down the center of the abandoned road, pulling the robot via the cart, the ROBOT's arm extended like rigor mortis. MAX is dehydrated and half asleep as he carries his shoe and walks with a torn pant leg and a bare foot.

INT. CHARLIE'S BOX TRUCK -- DAWN

CHARLIE trolls down the abandoned road, exhausted, drinking an atomic energy drink. He leans over the wheel trying to study the horizon. He sits up, having spotted something.

INT. CHARLIE'S BOX TRUCK -- WINDSHIELD -- SAME TIME

Through CHARLIE's windshield we see MAX shuffling along through the center of the road, pulling the ROBOT on the cart.

EXT. METAL VALLEY - ROAD -- SAME TIME

CHARLIE pulls over and quickly hops out of the truck and lifts the back door.

MAX HAS STOPPED DEAD IN HIS TRACK AND STARES AT CHARLIE

CHARLIE is quickly lowering the lift to load the ROBOT.

MAX pulls the ROBOT towards CHARLIE's truck. CHARLIE meets him half way and pulls the cart to the lift and quickly has the ROBOT on his way up into the truck. He turns to see MAX who is dead on his feet, nearly in a trance.

CHARLIE

I kept driving back and forth
waiting for you to come out or for
the yard to open and then I was
gonna come in to get you...

MAX stares in disbelief at the man who abandoned him...again.

CHARLIE

Geez kid, you look like you had a
hard way to go in there, you should-

MAX starts throwing punches at CHARLIE which he effectively deflects, but he lets MAX continue to flurry...

CHARLIE

Okay, okay, OKAY!!!

CHARLIE grabs him and tries to lock up his arms. MAX shoves himself free and heads for the cab. CHARLIE watches the kid walk away. He has no idea what to say to his son...

INT. CHARLIE'S BOX TRUCK -- DAWN

CHARLIE drives into the rising sun. We look over to see that MAX is already completely passed out from his ordeal.

EXT. CHARLIE KENTON'S ROBOT BOXING GYM -- DAWN

CHARLIE pulls the truck in through the roll up door.

INT. CHARLIE'S BOX TRUCK -- MOMENTS LATER

CHARLIE parks and turns off the truck. He sees the sleeping, dirty boy. MAX appears younger and more innocent when asleep. CHARLIE can't help himself but pull an old blanket from behind the seat and place it on the sleeping kid.

INT. CHARLIE KENTON'S ROBOT BOXING GYM -- DAY

BRANDON watches as CHARLIE pulls all of the significant ROBOT remains from his truck. Like the recreation of a plane post crash, the parts are scattered all over the floor and atop a few work tables.

BRANDON

That's what's left of Noisy Boy?!

CHARLIE

They welded his head to the roof of the Crash Palace.

BRANDON

You're done Charlie. Right? Are you finally done?

(It's quiet)

Cuz I'm done with you.

CHARLIE

Let's get a robot, you and me.

BRANDON

You're broke. You owe me money and you just destroyed the best shot you had.

CHARLIE

We'll put one together...

CHARLIE points to the robot parts like a street vendor peddles junk outside of a train station.

BRANDON

All your junk is...junk. You're not even in the game anymore. Supernova's main frame is twisted.

He points to the torso of SUPERNOVA that is clearly bent from the thrashing by the BULL. BRANDON kicks NOISY BOY's body...

BRANDON

And Noisy Boy's frame is unusable,
garbage. It's all garbage Charlie.

CHARLIE

I heard you, it's garbage! It's
junk all my shit is junk!

BRANDON

Don't get loud with me! You're
your problem Charlie. You're an
angry dreamer. You got some angry
dream that it's all gonna work out.

CHARLIE

Get a life.

BRANDON

Get a job or get out!

CHARLIE goes quiet after that remark. CHARLIE stares at all
the broken robots.

CHARLIE

They're like old friends.

BRANDON

Old friends die Charlie and so will
you one day.

CHARLIE quietly accepts this truth and then...

CHARLIE

What about the robot the kid found
last night?

The OLD ROBOT is on a table with a charge chord extending
from his neck. A data wire is linked to a port in his chest.

BRANDON

Never seen a robot like this, he's
a G2 but he's older. I found a
power cell that fits him but it's
garbage, look at it...

CHARLIE

Maybe I could get a sparring gig
for him, make a few hundred bucks.

MAX (O.S.)

He's my robot.

CHARLIE turns to see MAX standing with the blanket wrapped
around him, still dirty from last night.

MAX

I nearly died dragging him outta there, he's mine.

CHARLIE

He's yours. But the parts we're putting in him are mine. Without me he's just a chunk of metal.

MAX realizes CHARLIE is mostly right...

BRANDON

You two idiots should see if he even powers up before you start fighting over him.

CHARLIE and MAX both walk to the OLD ROBOT who is still covered in mud and slime from being buried in a dump for a few years. MAX and CHARLIE both wrinkle their noses...

MAX

He smells like...

CHARLIE

Dog crap...wrapped in barf.

BRANDON pulls the chords and flips the switch. The OLD ROBOT immediately sits up and fires his right hand out straight, clenching his fist. We might recognize this as the move he made to catch the falling MAX. EVERYONE jumps back...

CHARLIE

WHOA! WATCH OUT!

The OLD ROBOT's eyes fire up and he slowly looks around like a frat kid waking up from a kegger.

MAX steps close to the ROBOT and they lock eyes. The ROBOT tilts his head as if in recognition of the boy. MAX grimaces again as he has to hold his nose shut from the smell.

The ROBOT raises his hand and puts his fingers on his nose in a mirror to MAX's move. MAX smiles at the odd game.

BRANDON

Looks like he has a "shadow" function. He can mime your movements and store them to memory. It's pretty rare.

MAX raises his arms above his head. The ROBOT does the same.

CHARLIE

So you think he's got anything we can use?

BRANDON

Not much. He's got stuff stored in memory, you'd have to sit and read through it all. But I've already told you Charlie...I'm done.

CHARLIE looks to MAX and offers...

CHARLIE

Why don't you take him out back and hose him off. There's a bucket I use to wash the truck sometimes.

BRANDON adjusts the ROBOT's setting with a few clicks on a key pad on his chest.

BRANDON

He's in follow mode now. So if you wave your hand in front of him, he'll know to follow you.

MAX waves his hand in front of the ROBOT. The ROBOT stands and follows MAX.

CHARLIE watches as the big, grungy ROBOT follows the little grungy BOY across the warehouse floor, quite a sight.

EXT. CHARLIE KENTON'S ROBOT BOXING GYM -- DAY

The ROBOT stands with his arms extended as MAX sprays the hose on him. Years of dirt and grime slowly melt off of the ROBOT revealing a smooth blue metal skin.

MAX concentrates the water on his chest revealing a data tag that reads, "ATOM." There is a series of numbers underneath the name. MAX looks at the ROBOT.

MAX

Atom.

The ROBOT swivels towards him and again mimics his movements. MAX sprays the hose over the lower half of ATOM revealing red lower legs and feet.

MAX puts the hose down and begins pouring soap into the bucket. As MAX turns around to face ATOM he gets blasted by the hose. ATOM repeats the movements he witnessed from MAX, soaking him with the hose.

MAX
NO! STOP! STOP IT! YOU BIG DUMB
ROBOT!!!

MAX realizes it's useless and stands still as ATOM continues to soak him with freezing water.

INT. CHARLIE KENTON'S ROBOT BOXING GYM -- DAY

MAX and ATOM stand in front of CHARLIE and BRANDON, soaking wet as a pool of water grows at their feet. MAX has water dripping off his face as he speaks.

MAX
His name is Atom.

CHARLIE stares at his soaking son and the wet ROBOT.

CHARLIE
We don't think he was ever a boxing robot.

MAX
Whaddya mean? Look at him.

BRANDON
He was built in '07 as an early model G2. He was a sparring bot.

MAX stares at ATOM trying to understand what's being said.

CHARLIE
He was built as a training tool for a big robot. Have you ever heard of Gamma?

MAX
Gamma was the first super champ.

CHARLIE
They spent so much money keeping Gamma on top that they even built robots that could learn the fighting style of any other robot so that Gamma could learn another robot's style before he got in the ring.

MAX
That's why he has the "shadow" function.

BRANDON

Exactly, he can imitate any series of punches. They probably showed him tapes of fights and had boxers and programmers load punch sequences into his memory.

CHARLIE

And he would get Gamma ready to fight any robot out there.

MAX

So can we get him a fight?

CHARLIE

He's not a fighting bot. He'd get killed in a real fight.

MAX is trying to process this information.

CHARLIE

I could try to get him a sparring job though.

MAX

Can he make some money?

CHARLIE

Well, you get paid per round. It's not much but with the right bot it could be 200 a round.

MAX

Good, get him a sparring job.

MAX walks away and ATOM follows him. BRANDON looks at CHARLIE.

BRANDON

Any fighting Robot in the world will take that tin can apart in about 10 seconds.

CHARLIE

Guess I failed to mention that.

CHARLIE sighs, sensing a 200 dollar dilemma coming up.

INT. CHARLIE'S BOX TRUCK -- NIGHT

We find CHARLIE passed out asleep in his cot in the back of his truck that's parked inside Brandon's warehouse. We pull off of CHARLIE to find MAX laying on his back in a smaller cot on the other side of the truck.

MAX stares at the ceiling listening to his ipod, unable to sleep. MAX is holding up an old BRASS BUTTERFLY PIN. MAX rolls the PIN around on his fingers, he's obviously very familiar with this pin. He sits up and pockets the pin...

INT. BRANDON TAKAO'S BOXING WAREHOUSE -- NIGHT

MAX wades through the workshop area inspecting the broken robot parts that are randomly on display. He sits at BRANDON's computer and looks around to see that he's alone before he taps the computer to life. MAX begins surfing through the computer, he seems to know his way around.

INT. BRANDON TAKAO'S BOXING WAREHOUSE -- A LITTLE LATER

We can still hear the tapping of the keyboard as we find ATOM at rest. The robot is sitting on a crate, attached to a generator via a power line. We pan off of ATOM to see MAX yawning and stretching his arms like a college kid at the end of a cramming session. We see that MAX has printed some information and is pulling a few pages out of a printer.

We now see MAX power down the computer and get up. He looks to see ATOM and can't help but take a closer look.

MAX approaches the sleeping robot very cautiously. MAX is able to get a close look at ATOM's face as he is sitting at eye level. We can see the wear and tear from years of sparring. His face has a welding scar that runs from his cheek to his chin giving him a human quality.

MAX looks around again before reaching into ATOM's control panel and flipping him "on."

ATOM's eyes fire up and he quickly scans the room before resettling his look on the boy in front of him. MAX smiles, he likes his new toy. MAX takes a quick look at the pages he's printed and then back at ATOM.

MAX

Let's take a walk...

(locates a dial near)

This should be "follow" mode.

ATOM stands up and towers over the small boy. MAX has to jump to wave his hand in front of ATOM.

MAX

(jumping)

Atom! Atom!

(jumping and waving)

I'm here! Down here!

The ROBOT catches the movement and locks in on MAX.

MAX

Yes! Here I am. Okay, c'mon.

MAX walks and ATOM follows, again it's a funny image to have this big robot shadowing this little boy...

EXT. BRANDON TAKAO'S BOXING WAREHOUSE -- NIGHT

MAX and ATOM have successfully snuck outside. The night is clear and the moon is bright. MAX stares in wonder at ATOM.

MAX cross references the sheets with the position of switches in his control panel.

MAX

Okay, all good. So, in "follow"
how fast can you go?

ATOM appears to be trying to understand the boy.

MAX

On your mark...

MAX crouches down in a runner's stance. Surprisingly, ATOM does the same. MAX can't help but smile.

MAX

Get set...GO!

MAX takes off sprinting down the wide alley way. We stay with MAX as he runs until he's breathless. No sign of ATOM.

MAX jogs back to find ATOM still in his runner's crouch.

MAX

Too fast for you?
(studies him)
Or maybe at night you can't see me
so good, I'll go slow.

MAX engages the robot and starts to walk, this time ATOM follows. MAX goes quicker and ATOM keeps up. MAX is enjoying this game, like playing with a golden retriever.

MAX looks at ATOM and then covers his eyes with his hands. ATOM looks at MAX and then covers his eyes with his hands.

MAX

(laughing)
It's called hide and seek...

And MAX takes off to hide.

EXT. BRANDON TAKAO'S BOXING WAREHOUSE -- NIGHT

MAX hides amidst a bunch of empty boxes and crates near the dumpsters. He is trying to hold in his laugh as he watches ATOM clumsily wander around trying to focus on any movement.

MAX

God, robots are dumb.

MAX picks up a box and throws it, ATOM runs to it but stops when he realizes it's not MAX.

MAX finally runs behind ATOM and smacks him on the ass, the robot spins around and ATOM dodges him one way then the other. The top half of ATOM is spinning on its axis.

ATOM finally snares MAX and lifts him up to eye level.

MAX

(as if to a dog)

Yes, you got me but you're a big
dumb robot, aren't you? Wanna play
again?

ATOM puts MAX down and studies the boy. MAX tries again...

MAX

Wanna keep going?

ATOM is trying hard to understand the boy. MAX raises his hand with only his pointer finger out. He makes a small circular gesture...

MAX

One more time?

ATOM imitates the boy's gesture with his raised finger.

MAX

Really? You understand me? You
hide, I'll count. 1,2,3...

MAX covers his eyes and ATOM freezes before looking around and lumbering off to hide. MAX peers through his fingers...

MAX

That's amazing.

EXT. BRANDON'S WAREHOUSE -- ALLEY -- SAME TIME

MAX goes looking for ATOM.

MAX

Come out come out wherever you are!

MAX turns a corner and finds ATOM in plain sight standing with three garbage cans that come up to his waist surrounding him. ATOM stands stock still. MAX stares in wonder.

MAX
You know I can see you right?
(Max laughs)
I'm talking to a robot. It's late,
let's get back.

MAX approaches ATOM and adjusts his setting by memory.

MAX
(yawns)
Okay, I will put you back in
"follow" mode...

MAX is still moving the settings when ATOM suddenly becomes viciously animated. He lets fly a combination of punches that could kill. MAX is luckily short enough to have just missed the blows. ATOM stays aggressive and hops as he goes through another fight sequence that accompanies the sound of his squeaky metal hinges. MAX is terrified for his life.

MAX
WHOA! FIGHT MODE! FIGHT MODE!

MAX sees ATOM coming after him and he ducks a huge punch and crawls between the robot's legs. MAX reaches up and grabs a handle on the power pack and holds on as he is whipped around as ATOM launches into a new boxing sequence.

SUDDENLY ATOM POWERS DOWN and freezes like a metal statue. He looks like an ALI sculpture mid swing with an uppercut.

MAX rolls in front of the frozen robot as he tries to breathe and let his heart return to normal.

MAX
Always read the instructions.
Right? Isn't that what they say?

MAX gets up and checks the papers before timidly repowering ATOM. MAX jumps a safe distance back as ATOM comes to life. MAX looks to find that ATOM is again the golden retriever.

MAX waves both hands over his head, ATOM does the same. MAX lowers his arms as if catching a low pass, ATOM does the same. MAX smiles before climbing in to ATOM's big hands.

MAX
Okay, home Jeeves.

MAX waves his hand in front of ATOM's face and ATOM slowly raises MAX up. MAX takes the opportunity to climb on to ATOM's shoulders and like the boy in the Jungle Book on the elephant, MAX rides ATOM home.

We watch as the potentially vicious robot chauffeurs his master MAX back to the homestead.

EXT. INDUSTRIAL COMPLEX -- FACTORY ROW -- DAY

The sun is in its mid-morning position.

INT. BRANDON TAKAO'S BOXING WAREHOUSE -- DAY

We see robot pieces being thrown into a pile and realize we are already mid-argument...

BRANDON

Out Charlie, just get out! I want you and all this junk out.

CHARLIE

When I bought Noisy Boy I gave you five grand.

INT. CHARLIE'S BOX TRUCK -- SAME TIME

MAX is again trying to sleep off a very late night. The argument has obviously woken him as he sits up...

INT. BRANDON TAKAO'S BOXING WAREHOUSE -- SAME TIME

BRANDON

Of the 15 grand you owed me! And now I have a dude with real money and real robots who wants to rent the space.

MAX is now a sleepy witness to this un-glorious divorce.

CHARLIE

I'm headed to Dallas tonight to see if I can get a partner or raise some money to get a new bot.

BRANDON

Good, come back when you have my money.

CHARLIE

Can you just gimme another week?

BRANDON stops and he and CHARLIE both look to see that MAX too has a stake in his answer...

BRANDON
I need you guys out.

With that CHARLIE fires a robot arm into the back of his truck with the frustration of a man at his bitter end.

EXT. CHARLIE'S BOX TRUCK -- DAY

MAX watches CHARLIE drive down the apparent road to nowhere. The feeling is dire, the truck is quiet, until...

CHARLIE
I'll get you to New York, to your
Aunt...it might take a few weeks
but I'll get you there.

MAX can see that CHARLIE is really struggling to find his next move.

MAX
Why're we going to Dallas?

CHARLIE looks at MAX and after a moment...

CHARLIE
Not right now. Okay? I just wanna
drive for a while.

MAX nods, it gets quiet again. They drive on...

WE SEE A CLOSE UP OF THE FRONT WHEEL OF CHARLIE'S TRUCK

The wheel spins and we widen out to see the barren road as the sun is starting to set.

INT. CHARLIE'S BOX TRUCK -- LATER THAT NIGHT

It's dark now as CHARLIE drinks an energy drink and listens to the radio at low volume. We follow his glance to spy MAX passed out to the hum of the truck at full speed.

EXT. DR. PEPPER STARCENTER ARENA -- NIGHT

Glowing like a gaudy jewel on the night's horizon is the **Starcenter** -- home of the Dallas Stars of the NHL.

Skylights shoot lasers into space as the parking lots are filled with fans. We look up to the enormous electronic marquis that announces, **"WORLD ROBOT BOXING"**

Tonight **"COLOSSUS VERSUS AXELROD"**

INT. CHARLIE'S BOX TRUCK -- SAME TIME

CHARLIE stretches from the drive as traffic has slowed near the stadium. He looks over to MAX...

CHARLIE
Hey...HEY!

MAX stirs. He sits up straight and peers out the windshield and like a kid meeting Santa, he can't believe his eyes.

EXT. DR. PEPPER STARCENTER ARENA -- NIGHT

We again see the enormous arena in all its glory; lights, fans, music, tee shirts, a real rock and roll culture.

INT. CHARLIE'S BOX TRUCK -- SAME TIME

MAX now bops with excitement...

MAX
Colossus! Colossus is here! We're
gonna see Colossus!!!!

EXT. STARCENTER ARENA -- SERVICE PARKING LOT -- NIGHT

CHARLIE has pulled his truck into the handlers' lot. This is backstage at the circus. We witness the same kind of carnies as the Crash Palace but on a much higher level. It's tense as handlers usher their bots in for undercard fights.

CHARLIE walks amongst the pros -- some seem to know him with nods and the occasional "hey Charlie."

MAX again wanders like a kid in Santa's workshop -- all the stuff he reads in magazines and online is now in front of him.

A LOUD COMMOTION DRAWS FOCUS NEAR THE SERVICE ENTRANCE

SECURITY GUARDS try to part the CROWD as we now see there are TWO GUYS pulling a cart that holds the upper torso of a SMASHED ROBOT thrashing like a fish. The SMASHED ROBOT swings wildly, stuck in some phantom power mode.

CHARLIE pulls MAX out of the way of the SMASHED ROBOT as the cart and the commotion pass, it's unsettling.

EXT. STARCENTER ARENA -- SERVICE ENTRANCE -- NIGHT

Security GUARDS try to limit the flow in and out of the backstage area of the arena. Guys flash passes that hang around their necks announcing their level of clearance.

CHARLIE and MAX approach and CHARLIE sees a familiar face inside. The SECURITY GUARD puts a hand out to CHARLIE...

SECURITY GUARD

Charlie Kenton, what are you doin' lately? Heard you had Noisy Boy for a minute?

CHARLIE

A short, painful minute. This is Max. I'm actually here looking for Finn of all people.

SECURITY GUARD

He's inside with the Axelrod guys.
(looks around)
You guys can go in but stay outta the arena space, without passes they'll throw you out.

CHARLIE

Thanks, Tim.

MAX can't wait to enter the dark staging area of the arena as he follows CHARLIE inside.

INT. STARCENTER ARENA -- STAGING AREA -- NIGHT

CHARLIE quickly hustles into the staging area where we see reporters standing in front of cameras giving teasers for the fight. We see a JAPANESE REPORTER talking animatedly about the fight. We recognize one word..."Colossus."

MAX is nearly overwhelmed by the intense energy. He is frozen watching all of the reporters hype the fight.

CHARLIE spots FINN and waves to him before leaning down to MAX. CHARLIE shouts over the din of energy and music pumping through the backstage area.

CHARLIE

I need to talk to Finn for a few minutes, don't leave this room.
Okay? OKAY?

MAX nods still captivated by the environment. CHARLIE walks off as MAX slowly drifts towards TWO REPORTERS doing a shared hype fest.

ROBOT COMMENTATOR #1

Colossus! No one has ever gone two rounds with this monster! 2 rounds! No one even dares get in the ring with him!

ROBOT COMMENTATOR #2

Well obviously Axelrod dares to tangle with Colossus. I think Colossus has a real fight tonight! AXELROD has been killing Robots, he's on a mission!

ROBOT COMMENTATOR #1

But it's a suicide mission Jim. Name me one robot that's ever even walked out of the ring after a fight with Colossus. NAME ONE!

ROBOT COMMENTATOR #2

Can't Mike. Can't name one opponent who walked away from Colossus.

ROBOT COMMENTATOR #1

COLOSSUS! GREATEST ROBOT BOXER ALL TIME! EVER! END! OF! STORY! GOOD NIGHT!

ROBOT COMMENTATOR #2

Tell me how you really feel?

ROBOT COMMENTATOR #1

I don't have time Jim because I'm being told that Colossus will be making his way to us on his way to his title fight with Axelrod...

MAX is enthralled with the REPORTERS, the handlers, the sounds, he's buzzing with energy. Suddenly a loud bass thump explodes in the staging area. MAX is forced against a wall by one of the goons of the COLOSSUS entourage.

There is a boisterous THRONG of COLOSSUS HANDLERS that plow through the hall en route to the arena. They are all dressed in black and red jumpsuits with COLOSSUS emblems on their chest. It's mayhem as if in the presence of a god.

Behind the handlers is **COLOSSUS** himself, much taller and broader than the robots we've seen. He towers over MAX as he struts by. He has a platinum sliver sheen that covers his long arms and legs. There is a modern sleekness to **COLOSSUS**. You have never seen a machine so sophisticated in your life.

The ROBOT COMMENTATORS get to grab the COLOSSUS CAMP for a sound bite. They have stopped his owner, a YOUNG PAKISTANI GIRL...**FARRA ZAMEER**. She's 15 and beautiful.

ROBOT COMMENTATOR #1
Farra Zameer! The Pakistani wonder
child, creator of Colossus! Can
Colossus ever be beaten?

FARRA has a quiet, humble way about her as she smiles. MAX
is awestruck by her beauty.

FARRA
For the fans we plan to put on an
awesome show. We are always
looking for the best opponent for
the fans. They wanted an Axelrod
fight, I gave it to them.

ROBOT COMMENTATOR #2
Farra! Answer the question! Can
Colossus be beaten?!

The CROWD quiets waiting for her response.

FARRA
We are making him better all the
time.
(finally offers)
He can't be beaten.

The CROWD goes crazy from the quiet bravado.

ROBOT COMMENTATOR #2
But Axelrod is also undefeated and
has never been knocked down. A few
experts are predicting an upset,
What would you tell them?

FARRA
I'd tell them to find their seats
quickly. This won't last long.

FARRA is pulled away by her entourage on their way to the
fight. COLOSSUS walks behind FARRA like a loyal soldier.

MAX is frozen, mouth agape, grinning from ear to ear as the
mighty **COLOSSUS** glides by. A COLOSSUS HANDLER tosses a small
COLOSSUS promo towel to MAX. He catches it and stares at it
like a foul ball at Dodger Stadium. History.

INT. STARCENTER ARENA -- STAGING AREA -- NIGHT

CHARLIE is making his case to FINN who is clearly distracted
by the commotion of the title fight.

CHARLIE

Why not? You remember that I was a boxer? Before the ban? I actually fought 33 pro fights? I know-

FINN

Charlie, I'm not going into business with you, I'm not.

CHARLIE hears this and takes a last shot.

CHARLIE

How 'bout a job at the Crash Palace? Can you help me at all?

FINN nearly winces at the never before seen vulnerability from the otherwise tough CHARLIE KENTON. FINN softens...

FINN

I can't Charlie. Good luck.

CHARLIE just nods and heads off in search of his dignity.

MAX SNEAKS PAST SECURITY LINES AND UNDER BARRIERS

He passes one last curtain and suddenly finds himself...

INT. STARCENTER ARENA -- ROBOT BOXING TITLE FIGHT -- NIGHT

MAX is hit with a wall of sound as he sees a capacity crowd of 30 thousand people packed into the arena.

We see the fight ring in the center lined with a tall plexi glass protection wall. It's state of the art, we are not in Kansas anymore.

The lights in the arena go wild as does the crowd as an enormous curtain lifts and out rolls **COLOSSUS**. His silver finish seems to change colors like reflective glass as the lights strobe on him.

COLOSSUS strolls into the ring..stops...freezes as the crowd gets quiet and then...does an enormous back flip, landing perfectly back on his feet. The crowd EXPLODES!

MAX puts his hands on his head in disbelief before joining the crowd in screaming for the "metallic second coming..."

EXT. STARCENTER ARENA -- SERVICE PARKING LOT -- NIGHT

CHARLIE sits on his tailgate in the packed parking lot that is deserted as everyone is inside glued to the fight.

CHARLIE eats a burger as we hear the roar of the crowd. They chant and clap and holler.

INT. STARCENTER ARENA -- SAME TIME

MAX is chanting along with the crowd who embrace the champ.

MAX
COLOSSUS, COLOSSUS, COLOSSUS!!!!

COLOSSUS is more than an AMERICAN hero, he is a corporate cult. The crowd has shirts and hats that honor the mighty robot. Everywhere you look, "COLOSSUS!" The BELL RINGS!!!!

INT. STARCENTER ARENA -- FIGHT RING -- NIGHT

COLOSSUS flies at AXELROD and quickly scoops him up and raises him above his head. The CROWD knows what's coming and can't wait as COLOSSUS slowly starts to turn AXELROD around getting faster every turn. Faster, faster, faster..louder..

EXT. STARCENTER ARENA -- SERVICE PARKING LOT -- NIGHT

CHARLIE sits on the lift gate of his truck, post burger listening to the screams of the excited fans as the fight has obviously just ended.

PEOPLE pour out into the parking lot excitedly jabbering after the spectacle of dominance they just witnessed.

MAX runs up to CHARLIE, high from the experience...

MAX
You should have seen it...Colossus was like...amazing...Axelrod? Well, Colossus just lifted him up and walked him to the center of the ring and spun him and slammed him.

MAX starts to act out the fight.

MAX
Colossus then just started peppering him with punches but so fast it was amazing. He just hit him at will. Axelrod didn't land a punch and didn't survive the first round it was-

CHARLIE
Amazing?

MAX realizes that CHARLIE is not sharing his enthusiasm for the fight. CHARLIE sees MAX's towel, he swipes it to the ground.

CHARLIE

You think that's what Robot boxing is? Colossus on TV beating up some crummy bot that they feed him?

MAX

Axelrod is not some crummy bot! And that is robot boxing! And I love it and I'm in it now!

CHARLIE

Yeah? You looking forward to sleeping in parking lots in the back of this truck for the next month, you love that?

MAX

Yeah I do! That's why I'm here. That's why I've stayed with you is to do this, to be here.

CHARLIE

You should leave now.

MAX

No. Atom's got a fight tomorrow. I know it's only a sparring fight but it's a start.

CHARLIE

And it will be the end. That piece of shit in there will be in a thousand pieces before the last ring of the starting bell-

MAX

You're wrong. Atom's better than that.

CHARLIE

You think that he's some magic robot that came outta the ground to save your life. He's not. He's a pile a garbage you found in a dump. He's junk. And he belongs right where he is. In my junky truck.

MAX is having a hard time recovering from CHARLIE's angry reality check. MAX's confidence is shot...

MAX
You're so sure he's gonna lose.

CHARLIE
Trust me kid, losing is the one
thing I know.

CHARLIE starts to walk towards the cab, he grabs the white bag he's left on the lift gate and shoves it at MAX.

MAX
I told you I HATE HAMBURGERS!

CHARLIE violently tears the bag open and pulls out a foil wrapped object. He tears that open and shoves it to MAX.

CHARLIE
IT'S A BURRITO!!!!!!

The yelling subsides as MAX accepts the burrito and CHARLIE walks away. MAX takes a lustful bite of the burrito.

EXT. STARCENTER ARENA -- SERVICE PARKING LOT -- DAWN

The sun rises over the now vacant lot of the arena.

INT. CHARLIE'S BOX TRUCK -- SAME TIME

We find CHARLIE sitting up in his cot having just woken up. He hears a strange noise and goes to investigate...

EXT. STARCENTER ARENA - PARKING LOT -- CHARLIE'S TRUCK - DAY

MAX and ATOM stand side by side as MAX tries a boxing combo. ATOM imitates the boy's combo...

MAX
Again...duck, bend your knees,
rise..uppercut.

MAX does the move and ATOM mimes it perfectly.

CHARLIE (O.S.)
You been up all night?

CHARLIE stands half asleep in his underwear staring at the tired, dirty boy and his robot.

MAX
Yeah, I cleaned him up and then it
took me a while to figure out how
to program a fight move, but he's
got one now so...how does he look?

CHARLIE tries to smile...

CHARLIE
He's clean.

They both look to ATOM who despite anything else is in fact the cleanest we've seen him.

MAX
Let's go. I'm ready to fight.

CHARLIE nods and the boys are off...

EXT. ROBO-PINS BOWLING ALLEY -- DAY

CHARLIE and MAX hop out of the truck in front of a beat up old bowling alley. CHARLIE walks as MAX is frozen...

MAX
Where are we going?

CHARLIE
Just come on, trust me.

INT. ROBO-PINS BOWLING ALLEY -- DAY

CHARLIE, MAX and ATOM walk through the old bowling alley. It's like a mild time warp as the lanes are beaten and the pins are scattered. Plaques with the names of old high scorers still hang above the lanes. Beer signs and food ads cover the walls, it feels like a lot of fun was had here.

Our THREE make their way through the alley to a door that leads to a staircase that takes them up. When they reach the door at the top CHARLIE turns to MAX.

CHARLIE
You're sure you wanna do this?

MAX offers an unsteady nod of "yes."

CHARLIE
You know you're bringing him home
in pieces right?

MAX locks eyes with CHARLIE trying to be confident.

CHARLIE
Once we go through this door
there's no turning back. Max-

MAX blasts past CHARLIE and shoves open the door and walks outside. CHARLIE stares in wonder at MAX's swagger.

EXT. ROBO-PINS BOWLING ALLEY -- ROOFTOP ROBOT RING -- DAY

This roof top robot boxing ring is bright, loud and crude. There is a seedy crowd of 200 or so that lines the rickety wooden bleachers that wrap around the roof line.

CHARLIE, MAX and ATOM walk close to the cheap, chain link fence that is trying to contain two OLDER PATCHED TOGETHER ROBOTS who are locked in a brutal, low-buck slugfest.

An unnaturally tall man is the obvious **KING PIN** of this fight scene. CHARLIE beelines for him with MAX and ATOM in tow.

CHARLIE reaches KING PIN who sizes him up.

CHARLIE

I'm Charlie Kenton and this is Max-

KING PIN

I know who you are Kenton. This is your robot? Is he even a G2?

They all seem to study ATOM who in broad daylight definitely appears a generation behind.

MAX

Yeah he's a G2, how much a round?

KING PIN smiles and leans way down to meet MAX eye to eye.

KING PIN

He will fight my robot, Metro, 100 bucks for one 3 minute round.

MAX

300 a round!

KING PIN

I'll give you 250 right now, if he gets to a second round I will give you a 1000 dollar bonus.

CHARLIE looks to MAX with concern, realizing this is the beginning and end for ATOM. MAX puts out his hand and he and KING PIN shake on it. KING PIN hands CHARLIE the 250 bucks.

The small gallery of creeps erupts with excitement for the slaughter they're about to witness. They immediately start betting on "how many seconds does the kid's robot last against Metro?" -- The bidding starts at 10 seconds.

EXT. ROBO-PINS BOWLING ALLEY -- ROOFTOP -- RING -- DAY

CHARLIE tries to do a pre-fight check with MAX and ATOM.

CHARLIE

Okay, so he's in fight mode and he knows to stay moving right?

MAX

Relax, he's set.

MAX waves his hand in front of ATOM's face and ATOM raises his hands in a fight stance. MAX nods and ATOM nods back.

EXT. ROBO-PINS BOWLING ALLEY -- ROOFTOP -- RING -- DAY

MAX leads ATOM into the ring and the small but rowdy gallery of creeps starts to hoot and holler. We get our first look at **METRO**, a gnarly looking G2 who has obviously seen his share of fights. METRO has a green arm and a blue arm that are not only different colors but different shapes and sizes.

This circuit is so low buck that the ref is not a REF-BOT but a guy in protective gear who tries to regulate the fight. The **REF** raises his beer to the crowd who cheers him on as he chugs it and tosses the can off of the roof. Charming, we really have fallen far through the cracks of respectability.

REF

LET'S GET IT ON!!!!

The creeps cheer and the TIMER hits a bell with a hammer and METRO and ATOM start to circle each other. METRO leans towards ATOM and ATOM leans to him. METRO throws a long looping right hook that catches ATOM in the back of the head knocking him to his knees.

MAX CRINGES AT THE SHOT THAT ATOM NEVER SAW COMING

ATOM gets up and resets with good speed. METRO again circles ATOM and ATOM gets in the loop with him. METRO leans in and ATOM does the same. METRO throws a longer more vicious right hook that puts ATOM down on his stomach.

THE GALLERY OF CREEPS GOES NUTS

KING PIN snickers and we find MAX who has a look of panic on his face. CHARLIE looks to the old digital clock that's counting down the round, it reads...2:41, an eternity.

CHARLIE

He can't see that hook!

MAX

I know! I know!

ATOM GETS UP AND IS A LITTLE SLOWER ON HIS FEET

But this time ATOM circles the opposite direction. METRO is unable to circle in that direction for some reason. So ATOM circles a stationary METRO. ATOM throws a jab that catches METRO on the chin and METRO absorbs the shot.

METRO makes a run at ATOM and shoves him into the corner. ATOM takes a defensive stance as METRO throws a combination of right jabs and a left uppercut. ATOM is crumbling as the punches are strong and scoring direct hits.

MAX EXHALES IN FEAR AS HE CHECKS THE CLOCK ... 1:57

CHARLIE starts to pace, feeling frustrated that there's nothing he can do.

CHARLIE

He's got 2 minutes to go.

MAX

He needs to get outta the corner.

METRO PULLS AWAY FROM ATOM AND LETS HIM OUT OF THE CORNER

The CROWD cheers the cocky move like a cat letting a dying mouse up. We see ATOM stagger out of the corner. METRO circles right again and ATOM follows him, a recipe for disaster. METRO leans in and ATOM can't help himself as he leans in and gets clocked by that big right hook.

ATOM miraculously stays standing but is a sitting duck as METRO moves in on him and begins to just punch him at will.

MAX EXHALES IN FEAR AS HE LOOKS AT THE CLOCK ... 1:03

MAX

He's gotta survive one more minute!

CHARLIE winces with fear as the old bot struggles to stand.

METRO WINDS UP FOR A HUGE HOOK AND SWINGS

ATOM leans away from the punch as it flies by. The stunned crowd reacts to ATOM's great evasive move. METRO attacks and swings wildly and ATOM backpedals, barely avoiding each blow. ATOM is running away and METRO can't catch him. The CROWD boos the cowardice as we cut to the clock. 0:37

CHARLIE grabs MAX by the shoulder and is trying to count his money as he watches the clock. :30, 29, 28...

CHARLIE

HOLD ON ATOM! HOLD ON!

And then it happens. METRO fires a direct shot to ATOM's face that sends him against the fence. ATOM bounces back off of the fence and directly into METRO's next shot that again lands squarely on ATOM's face. ATOM puts his hands up in defense but METRO pummels away at ATOM's body. ATOM doubles over from the barrage and falls to his knees and then to his side as he is laid out against the fence.

The GALLERY of CREEPS goes insane for the violence. CHARLIE looks at the clock...:21, 20...

The REF stands over ATOM counting him out.

REF
BELL CAN'T SAVE HIM...1...2!

CHARLIE looks to find a smiling KING PIN looking at him.

MAX NOW STANDS ON THE OTHER SIDE OF THE FENCE FROM ATOM

MAX
GETTUP! C'MON ATOM GET UP!!!

We see ATOM's halo light struggling to maintain a solid red. He is all but dead. The REF starts to count him out.

REF
4...5

The CROWD starts to count with them, knowing it's over.

ATOM MANAGES TO ROLL TO HIS SIDE AND THEN TO HIS KNEES

REF
7, 8!

MAX screams...

MAX
ATOM! C'MON GET UP! ATOM!

ATOM grabs the fence and pulls himself to his feet.

REF
HE'S UP!

The TIMER bangs the ring bell with a hammer. ATOM survived it, barely. CHARLIE jumps in the air with fists pumping.

KING PIN approaches CHARLIE and MAX with a disgusted look on his face and a grip of cash in his hand. CHARLIE reaches for it and KING PIN pulls it away.

KING PIN

This thousand? Double or nothing he
can't make it one more round.

CHARLIE laughs reaching for the money.

MAX

Deal, double or nothing.

The CROWD erupts at the thought of more violence.

MAX runs into the ring to work on ATOM before the next round.
CHARLIE is on his heels.

CHARLIE

ARE YOU CRAZY?! YOU JUST THREW
AWAY A THOUSAND BUCKS! THERE'S NO
WAY! THERE IS NO WAY!

MAX works furiously on ATOM.

MAX

Shut up and let me work!

ATOM seems to be more coherent but is still foggy from the
beating. The BELL RINGS and the REF points them to the door
of the ring. MAX closes ATOM's control box and runs out.

CHARLIE SHAKES HIS HEAD IN DEFEAT

CHARLIE knows this is suicide, but he realizes that this is
the son of the biggest broken dreamer in the fight game.
Should he be surprised?

METRO AGAIN CIRCLES AND ATOM FOLLOWS

MAX is scared as ATOM is slower in the circle this round.
METRO leans in and ATOM is slower to react but he does lean
in. METRO loads up that huge right hook...and lets it fly.

MAX smiles, a plaintive smile of inevitability as we cut back
to the ring to watch the hook find its fate.

And then it happens...ATOM mimics the move that MAX taught
him. ATOM ducks the hook, bends, rises with a massive
uppercut that catches METRO under his chin.

The force of ATOM'S uppercut nearly removes METRO'S head as
METRO is lifted slightly off the ground by the punch.

The metallic crunch of that punch quiets the crowd. METRO
hits the floor so quickly that everyone is stunned to silence
before...they ERUPT with cheers of respect for one of the
best punches ever thrown on this roof top.

CHARLIE is wide-eyed and shaking his head in disbelief as the REF is calling the fight.

REF
1, 2, 3, 4,...LIGHTS OUT!!! THAT'S
IT! HE'S OUT!

METRO is not moving and no light at all shines from his halo light. MAX runs in to find ATOM looking around. MAX switches him to follow mode and raises his arms, ATOM does the same. An amazing, unlikely victory.

CHARLIE is still trying to recover from the shock of the events as KING PIN grudgingly hands him the 2 thousand bucks.

An OLDER WELL-DRESSED MAN hands CHARLIE a card.

OLDER WELL DRESSED MAN
I have an undercard fight for your
robot, next Saturday night.
Guaranteed 8 grand. 15 if he wins.

CHARLIE nods and takes the card. He looks to see MAX parading around with ATOM as if he just won the Olympic gold. This crummy, bottom rung roof of a bowling alley is the sight of MAX's first triumph. CHARLIE smiles at the kid's moment.

EXT. DESERT SAND MOTEL -- NIGHT

We see CHARLIE's truck parked next to this two story motel. In the same strip we see a rowdy bar and a Mexican Restaurant. This strip is teeming with fringy nightlife.

INT. DESERT SAND MOTEL -- NIGHT

MAX flops on a big motel bed and grabs the remote for the TV. This is heaven compared to the truck. CHARLIE appears...

CHARLIE
This is all yours chief. My room's
across the hall.

MAX
We should celebrate.

CHARLIE
Lemme give you your cut.
(He peels off some bills)
I subtracted for gas and the hotel
etc. But here's 500.

MAX
(takes the money)
Awesome.

CHARLIE

Nice work boss. And I just spoke to that guy in the suit and we've got a real fight on Saturday.

MAX smiles and pumps his fists.

MAX

It was a great fight.

CHARLIE

It was a great punch. So you want this fight?

MAX

Yeah I want it, Atom's a little beat up but what I was thinking? What we should do is take-

MAX stops when he sees CANDY standing in the door frame. CANDY is again dressed like a tart complete with a coy hat.

CHARLIE

Max, you remember Candy?

MAX

Hi.

CANDY

Hi Max. Congratulations.

MAX nods trying to hide his disappointment.

CHARLIE

I also brought you the menu from the Mexican place. They'll bring you whatever you want.

Again MAX nods as CANDY wraps her arm around CHARLIE.

CHARLIE

Get some rest, you earned it.

MAX has already turned the TV up as CHARLIE leaves.

EXT. DESERT SAND MOTEL -- PARKING LOT -- NIGHT

We crane over the truck to find MAX completely engrossed in pulling apart old robot parts. He has ATOM in a sitting position with his control panel off and his right arm removed. The master is hard at work, covered in grime and taking the occasional huge bite of one of the many burritos he has at his disposal. A case of Coca Cola rests nearby.

EXT. DESERT SAND MOTEL -- DAWN

The sun rises revealing how beat-up this little pocket of the underworld is.

INT. DESERT SAND MOTEL -- HALLWAY -- DAWN

CHARLIE and CANDY stumble down the hallway towards their room. They carry pieces of their clothes as they have obviously been swimming. Drinking and swimming and...

CANDY
It's already light out. It's completely lit.

CHARLIE
I'm completely lit. I've been completely lit for hours now.

CANDY laughs and drunkenly throws her arms around CHARLIE and they slide against the wall in a sloppy kiss.

CHARLIE
Wait, lemme check on the kid...

CHARLIE puts his finger to his lips in a pose of "shhh, quiet," CANDY giggles. CHARLIE knocks on MAX's door. NOTHING. KNOCKS LOUDER...STILL NOTHING.

INT. DESERT SAND MOTEL -- MAX'S ROOM -- DAWN

CHARLIE stumbles through the unlocked door to find MAX's room empty. CANDY joins him and they stare at the untouched bed.

EXT. DESERT SAND MOTEL -- PARKING LOT -- DAWN

CHARLIE rambles through the graveyard of cars in the lot, this is not the crowd that gets an early start.

CHARLIE'S BOX TRUCK -- MOMENTS LATER

CHARLIE finds MAX still tweaking on ATOM's control panel. Parts of Noisy Boy and Supernova riddle the ground like wrapping paper around the Christmas tree.

CHARLIE in his stumbling and impaired state locks eyes with MAX who is dirty and edgy from a night of mechanics.

We see empty cans of Coca Cola all around MAX's workspace and he has a fresh one in hand as he stares wild-eyed at CHARLIE.

CHARLIE
You been up all night?

MAX
You been out all night?

The TWO freeze from the confusion before MAX launches into a hyper, somewhat confusing retell of his work.

MAX
I just spent the night doing
something I think is amazing, it's
incredible. Incredibly amazing if
it works. Y'know?

CHARLIE nods, trying to follow MAX's caffeinated rant.

MAX
I had to wipe his memory but I was
able to swap the mother board from
Supernova and then I pulled Noisy
Boy out and then I put it in and it
works, I mean he knows nothing but
it works. It really, really works.

CHARLIE struggles, did he miss something?

CHARLIE
What works?

MAX stares CHARLIE in his drunken mug and shouts...

MAX
RIGHT JAB UPPER CUT!

We watch as ATOM throws the punches. CHARLIE smiles, impressed. MAX raises his arms and ATOMS mimics him.

CHARLIE
You put Noisy's voice recognition
in Atom? Very smart.

CANDY (O.C.)
Can we get breakfast?

We look to see the drunk and wilting CANDY leaning against the truck. MAX shoots CHARLIE a look of "Really? Her?"

INT. DESERT SAND MOTEL -- DINER -- MOMENTS LATER

MAX and CHARLIE are edgy and tired as they bicker.

MAX
I need you to teach him some
combinations. You're a boxer.

CANDY and CHARLIE sit opposite MAX in a high back booth. CANDY's lipstick and eye makeup are all over the place.

CHARLIE
He's not special.

MAX
What about the knockout?

CHARLIE
A lucky punch. Don't get me wrong
kid, I loved it and we were due for
some luck but he's not special.

CANDY
Where's our food?

MAX
You're wrong. He is. He could be.
Teach him some punch sequences. He
can win on Saturday.

CHARLIE
It's a pro fight. This is the
undercard of a big fight. It's
gonna be painful.

MAX
Shut up, Charlie.

CHARLIE
What?

MAX
You've been losing so long you talk
like a loser, just shut up.

The WAITRESS arrives with many plates of eggs and pancakes.
She distributes them all over the table and leaves.

MAX and CHARLIE are both quiet, pissed off. CANDY is passed
out, mouth open. CHARLIE and MAX eat in angry silence.

A GROUP of people file into the booth across the aisle from
them. It's a **YOUNG FAMILY**. A MOTHER, FATHER and TWO KIDS.
They are laughing and enjoying the novelty of stopping at
this greasy spoon on their way to someplace wonderful.

MAX stares with tired fascination at the happy family. MAX
and CHARLIE trade looks. It's sad, no words are necessary.

EXT. DESERT SAND MOTEL -- PARKING LOT -- SUNSET

MAX sits on top of the box truck far above the ground and
away from the fray. With his knees pulled to his chest he
holds the old brass butterfly pin and stares at the endless
orange horizon that is quickly pulling the sun under.

EXT. DESERT SAND MOTEL -- PARKING LOT -- LATER

MAX's ipod plays through two little speakers as MAX tries to teach ATOM some punch combos. MAX has no idea how to box.

MAX

Okay um...jab, jab, hook.

MAX throws a clumsy sequence and ATOM gets a little off balance trying to mimic the punches.

MAX

You have to move your feet.

ATOM stares at MAX trying to listen for the words he knows. MAX raises his voice in frustration, the way we tend to yell at people who don't speak English.

MAX

MOVE YOUR FEET!

ATOM shuffles his feet side to side awkwardly. MAX shakes his head in defeat as he grabs his soda off of the lift gate.

MAX takes a drink of his soda as he hears the 2018 remix of **Soldja Boy's "Crank That"** start to pump through his ipod.

MAX smiles at the song and turns it up a little. MAX bobs his head as he sings along a little bit. His bopping gets a little more pronounced, the way it does when we're alone. Except, he's not alone. We turn to see...

ATOM following MAX's bopping to the music. MAX smiles as he kind of cryp walks to ATOM. ATOM mimics his cryp walk back. MAX laughs, this is absurd. MAX then follows the beats of the song and does the "**Soldja Boy**" dance.

The 8 foot robot follows MAX's every move including the superman sway and the lean back. The song continues and MAX gets more focused on the moves of the dance and ATOM falls perfectly in step with him. It's actually very sweet.

MAX is lost in the moment like an 11 year old boy should be. As if he's in his parents' basement with his best friend on a sleep over and they're just making each other laugh. He's smiling and sweaty as the song comes to an end.

ATOM holds up his pointer finger and twirls it around.

MAX

More? You wanna keep going? Okay.

MAX clicks the ipod back to "Soldja Boy" and they start the dance again at ATOM's bidding. They are even tighter in step this time as MAX really lets go, enjoying himself.

MAX is singing and smiling as he dances full out...until he hears the sound of clapping and turns to see...

CHARLIE AND CANDY ARE SPECTATORS TO MAX'S PRIVATE MOMENT

They continue to laugh and clap. MAX gets pissed and shuts off the ipod and flips ATOM to idle.

CANDY

That was great Max. Sooo cute.

CHARLIE

It was really cool. You should do it on Saturday night.

MAX

Don't make fun of me.

CHARLIE

I'm serious. Before the fight when you guys take the ring you should do it.

MAX stares at CHARLIE.

MAX

There's no way I'm dancing with a robot in front of a boxing crowd.

CHARLIE

It's genius. It's a show Max. A big part of this whole thing is the "show" -- people wanna see something they've never seen. They're gonna see robots smash each other but what else? Girls in bikinis? Guys who eat fire? Why not a kid dancing with his robot?

MAX listens to his father. CHARLIE gets real...

CHARLIE

I never had it kid. I was a good boxer but I never had any flash. Think of the greats. Ali? Sugar Ray? Prince Rakhim? Tyson? These guys all had their nick names, their personas, their flare. You might not have much robot but with that dance you've got some flare.

(MORE)

CHARLIE (CONT'D)
People will wanna see that. You
wanna make money? You wanna be in
the game? That will get you there.

MAX
You're not messin' with me?

CHARLIE
I promise you Max, this is hot.
They'll love it.

MAX thinks about it...

MAX
You gotta help me.

CHARLIE
I can't dance kid, you're on your
own.

MAX
No. Boxing. I need you to teach
Atom to box.

CHARLIE thinks about it...MAX offers...

MAX
I manage the robot, you take care
of the boxing.

CHARLIE
And you dance.

MAX inhales...sighs...

MAX
Fine.

MAX shakes his head "how did it come to this?.."

INT. DESERT SAND MOTEL -- DAWN

MAX sleeps like a rock in the motel bed. Suddenly the room
is washed in sunlight as the drapes have been pulled open.

CHARLIE stands at the window, the culprit.

CHARLIE
Training day, let's go. It's
already 6:30, gotta go.

MAX sits up with a look of angry exhaustion...

MAX

It's too early. I need more sleep.
And I'm hungry.

CHARLIE

It's late, you'll wake up and why
are you always hungry?

MAX

I'm 11. I'm trying to grow.

CHARLIE

Have a coke.

CHARLIE offers him a soda from the table. MAX stares in
disgusted wonder at the soda.

CHARLIE

What? Coke doesn't make you grow?
Kids shouldn't have coke for
breakfast?

MAX

No one should have coke for
breakfast.

CHARLIE shrugs, learning something new.

EXT. DESERT SAND MOTEL -- OPEN LOT -- DAY

MAX uses a stick to draw the sides of a ring in the sand in
an abandoned lot behind the motel. CHARLIE is shadow boxing,
trying to stretch his muscles and his memory for the sport he
once loved.

ATOM stands near MAX as if awaiting instructions. CANDY sits
on a cheap beach chair reading a tabloid. This is really the
island of misfit toys.

MAX now programs ATOM's control panel and gives CHARLIE the
thumbs up. CHARLIE nods and begins to slowly do the boxers'
shuffle step. ATOM watches CHARLIE, waiting for instruction.

CHARLIE

Simple combos, 3 punches.

CHARLIE fires off a hook, jab and uppercut that although
rusty are still poetic in their form. ATOM follows him.
CHARLIE speeds up and ATOM keeps pace. MAX smiles, he's
never seen a human box, especially his father.

A MONTAGE of footwork, defense and more intricate punch
sequences.

CHARLIE is giving it everything, the sweat and precision flow out of him like Jackson Pollock entranced. An artist and his blank canvas, passion flying, focus intact.

MAX is enthralled with his dad's every move, amazing to think what he once was or could have been.

As the day dies and exhaustion sets in, MAX sees a legitimate smile on CHARLIE's face as he plays with ATOM. Teaching him Ali's rope-a-dope and then parading around with his arms up.

EXT. DESOLATE HIGHWAY -- DAY

The TRUCK beats the burning road along another stretch of nothingness. It's a hot summer in nowhereville.

INT. CHARLIE'S BOX TRUCK -- SAME TIME

CHARLIE is focused on driving with a 1000 yard stare as MAX gets as close to the passenger door without riding outside as possible. CANDY sits in between the two and commandeers the radio, blasting an oldies station...

CANDY

(singing)

*...like a virgin, hey! Touched for
the very first time! Like a
virrrrgin! Hey! Let your heart
beat...next to mine...*

EXT. UNIVERSITY OF ILLINOIS CENTER -- NIGHT

The MARQUIS outside the U of I Center boasts, "Pan American Robot Boxing Championships."

INT. UNIVERSITY OF ILLINOIS CENTER -- NIGHT

The small but nice arena is well set up for tonight's events. The CROWD is light and still filling in as the RING ANNOUNCER introduces the first bout.

RING ANNOUNCER

In our first undercard! Former
North American Champ "Twin Cities!"

We see **TWIN CITIES**, an older G2 but solid. His gimmick is that he has TWO HEADS atop his block-shaped upper body.

RING ANNOUNCER

Twin Cities...a lifetime record of
56 and 27, a well traveled machine
that never backs down....ladies And
gentlemen..TWIN CITIES!!!!!!

TWIN CITIES struts into the ring and freezes before rotating both heads to mild applause by the sparse crowd.

RING ANNOUNCER
Opposing Twin Cities, in his first
professional fight... ATOM!

The small CROWD is quiet as they await the entrance of the challenger. After an awkward silence we hear the first loud bars of the 2018 remix of **Soldja Boy's "Crank That."**

We see cuts of folks in the CROWD who react to the jarring bass beat that's interrupting their conversations.

MAX AND ATOM ENTER THE RING AND FREEZE IN THE SAME POSE

The CROWD is baffled and then it happens. MAX starts the "Soldja Boy" dance and ATOM matches his every step.

The CROWD laughs at first not believing entirely what they are seeing. MAX and ATOM are really starting to click.

CHARLIE looks around at the crowd, judging their reaction. The CROWD begins to clap as the dance gets more energetic.

We see the PRESS ROOM where folks stop what they're doing to check the arena feed on the monitors to see MAX and ATOM doing the "lean back." They nod their heads as it's undeniably charming, a little BOY dancing with his ROBOT.

The CROWD claps along and cheers the charming duo.

Inside a LUXURY BOX atop the arena, the COLOSSUS CAMP is enjoying a fight night cocktail party. FARRA sits alone as the revelers in her suite carry on. She is transfixed by MAX and his robot. She leans to the edge of her box as if to absorb the charisma coming off of MAX and ATOM.

MAX is sweating as they come to a flourishing end of their dance and the CROWD gives them a rousing cheer. No one expected that delightfully entertaining start to the evening.

The RING ANNOUNCER smiles, he knows a show stopper when he sees it. He waves the REF-BOT into the ring.

INT. UNIVERSITY OF ILLINOIS CENTER -- ATOM'S CORNER -- NIGHT

MAX is breathing heavy as CHARLIE leans in to talk strategy.

CHARLIE
That was awesome kid, the crowd
loves you guys. Now listen, I know
this old pile of metal.
(MORE)

CHARLIE (CONT'D)
 He's tough to put down. We can't
 get caught up trying to knock his
 blocks off.

MAX looks at TWIN CITIES who circles around the ring with his
 heads spinning like the tea cup ride at the fair.

CHARLIE
 We have to pummel his body and stay
 outta the corners with him.

MAX nods and flips ATOM into fight mode. MAX leads ATOM into
 the ring and the REF-BOT raises his arms in a starting
 position. He drops them and the bell rings...IT'S ON!!!!

INT. UNIVERSITY OF ILLINOIS CENTER -- RING -- NIGHT

ATOM trots into the ring and begins to engage TWIN CITIES.
 The TWO HEADS are very distracting as ATOM can't help but get
 caught staring at them as they spin at random.

As ATOM is watching one head spin, the other stops. TWIN
 CITIES fires a shot to the face that knocks ATOM back. TWIN
 CITIES stays aggressive as he pushes ATOM into the corner and
 flurries shots at ATOM's head and body. ATOM wilts...

INT. UNIVERSITY OF ILLINOIS CENTER -- ATOM'S CORNER -- NIGHT

MAX sees ATOM struggling and barks at CHARLIE.

MAX
 He's getting killed! C'mon
 Charlie, tell him what to do!

CHARLIE
 I need to see a pattern!

MAX bites his lip as he looks to see CHARLIE smiling.

MAX
 We're dying! He's about to go
 down! Why are you smiling?!

CHARLIE
 I love this shit! You might be a
 genius kid! Let's find out!

CHARLIE stands and starts shouting to ATOM...

CHARLIE
 Duck left! Duck right!

On command ATOM ducks and fires a left jab and then ducks and fires a right cross. Both punches land sharply on TWIN CITIES FACES stunning him.

CHARLIE

Slide left, roundhouse! One Two!

ATOM does what looks like a Sugar Ray Leonard piece of footwork as he evades TWIN CITIES' assault and clocks him with a big right-handed roundhouse. He then follows with a left hook, right jab combo that has TWIN CITIES staggering.

The CROWD reacts to the human like finesse of ATOM's moves and punches. In a world of ROBOT BOXING where power always dominates, no one ever sees style and finesse as a tactic.

ATOM continues to move like a real boxer.

INT. UNIVERSITY OF ILLINOIS CENTER -- ATOM'S CORNER -- NIGHT

MAX lights up watching ATOM move so smoothly. CHARLIE continues to get lost in releasing punch combos verbally.

CHARLIE

Left left -- hook right, glide and
duck -- upper cut!

Like a wild conductor in front of the philharmonic, CHARLIE moves ATOM fluidly around the ring. TWIN CITIES is baffled.

ATOM punches the two-headed robot at will now and the crowd cheers a style they haven't seen in years.

MAX screams with delight, he can't believe what he's seeing.

MAX

(sotto to himself)
It works! It really works!
(to the world)
YEAAHHHHHHHHH! Get him ATOM!!

CHARLIE plays to the CROWD.

CHARLIE

Rope-a-dope! Arms up!

ATOM does the flashy foot switch and raises his arms in victory mid-round. The CROWD goes ape shit, loving the swagger and showmanship of the odd, old G2.

INT. UNIVERSITY OF ILLINOIS CENTER -- LUXURY SUITE - NIGHT

The COLOSSUS CROWD continues to small talk. But FARRA is wide-eyed as she studies ATOM's style, intrigued.

INT. UNIVERSITY OF ILLINOIS CENTER -- RING -- NIGHT

ATOM pounds TWIN CITIES and the crowd shouts for a knockout.
We see the clock for the 1st ROUND winding down, 20, 19, 18..

MAX
C'mon put him away! Knock him out
Charlie! Knock him out!

CHARLIE runs to MAX with wild energy...

CHARLIE
No, next round, we need to milk
this. It's our show now Max!

CHARLIE calls out to ATOM.

CHARLIE
Rope a dope! Spin!

ATOM steps back into the center of the ring and does a crafty foot switch and spins around, the crowd loves it. TWIN CITIES labors in a corner as his HANDLER tries to manage a remote control device that seems useless.

The BELL sounds and ATOM comes to the corner.

INT. UNIVERSITY OF ILLINOIS CENTER -- ATOM'S CORNER -- NIGHT

MAX checks ATOM's vitals, tightening a bolt on his elbow.
CHARLIE is rabid with excitement...

CHARLIE
This is it kid! We'll put him down
this round! With flare! Let's go!

MAX watches as CHARLIE charges to the side of the ring as the bell sounds and ATOM jogs up to TWIN CITIES.

CHARLIE
Right left! Right left!

ATOM levels two quick combos that stagger TWIN CITIES.

CHARLIE
Spin left, Spin right -- left
hook..RIGHT UPPERCUT!!!

ATOM spins on a dime in both directions which literally makes TWIN CITIES' heads spin. ATOM then stuns him with a left hook and then launches and lands a right uppercut that knocks TWIN CITIES flat on his back.

MAX goes bananas! He shoves CHARLIE so hard he nearly falls over. CHARLIE throws a series of shadow punches in the air in victory as MAX storms the ring.

INT. UNIVERSITY OF ILLINOIS CENTER -- RING -- NIGHT

MAX leaps into ATOM's arms. ATOM lifts MAX on to his shoulders and the two circle the ring. It's a sweet sight as the boy and his robot own the night!

Light bulbs flash as photogs capture the endearing moment.

INT. UNIVERSITY OF ILLINOIS CENTER -- HALLWAY -- NIGHT

CHARLIE stands with the PROMOTER who pays them for the fight. MAX is ecstatic, watching the cash land in CHARLIE's hand.

PROMOTER

Winner's take is 15 grand. Great fight, nice show. People really loved you guys. A promoter asked for your number, so...

CHARLIE

Tell'em to call. We take all comers!

MAX and CHARLIE shove each other with aggressive excitement. Finally something has gone their way.

CHARLIE

Candy's at the truck with Atom, let's celebrate!

MAX shoves CHARLIE again and the two stop to spar with each other. Their energy is brimming with victory.

EXT. UNIVERSITY OF ILLINOIS CENTER -- ALLEY -- NIGHT

MAX and CHARLIE continue to rough house each other as they stumble out of an alley door of the arena.

The alley is dark and quiet in big contrast to the bright, loud environment of the arena. CHARLIE is laughing...

RICKY (O.S.)

Charlie Kenton!

We turn to see RICKY the slick Texan from the bull fight smiling while sitting on the wall above the alley. He hops down to be eye level with them.

RICKY
Congratulations Charlie! That was
one entertaining match with your
little dancing monkey.

CHARLIE looks past RICKY to see a big GOON stepping to
RICKY's side. CHARLIE is already weighing his options...

RICKY
Did you think I was lying to you
when I said I would beat you to
within an inch of your life?

CHARLIE
I have some money.

RICKY
I'm sure you do, but it's about
more than just money isn't it?

CHARLIE reaches for his money but launches a huge right hand
at the GOON who drops to his knees not expecting the punch.

CHARLIE takes off running.

CHARLIE
Run Max!

MAX is on CHARLIE's heels as they fly through the dark
corridor that runs the length of the arena.

MAX is flying at full tilt, a few feet behind CHARLIE when he
is tackled by a dark figure that slams him to the ground.

MAX
CHARLIE! CHARLIE!

MAX is pinned beneath a SMALLER GOON as he fights for air.

CHARLIE HEARS MAX'S SCREAMS AND STOPS

CHARLIE runs back to help. As he arrives he is met with a
pipe to the head that drops him. He rolls and tries to sit
up. A GOON lifts him up and socks him in the gut.

A GOON has MAX on his feet and is rifling through his pockets
and has discovered his cash. The GOON holds it up.

CHARLIE
That's his money! Leave him outta
this!

RICKY

Sweet thought, but if we came all
the way up here to find you, we're
gonna make it worth our while.

The GOON makes a show of picking MAX up by his belt and humiliating him. MAX grimaces in pain and finally punches the GOON in the head. The GOON simultaneously drops and punches MAX who lands with a thud.

CHARLIE freaks out and charges the GOON, he hits him with a flurry of punches that has the GOON reeling. CHARLIE is in a blind rage as he pummels the GOON.

As the GOON is about to go down the SECOND GOON arrives with fresh hands and pot shots CHARLIE in the side of the head. CHARLIE stumbles but turns on the SECOND GOON and fires a professional combo that stuns him. CHARLIE is kicking ass.

Unfortunately a THIRD AND FOURTH GOON jump him and he does his best to inflict some damage but they ultimately overwhelm him. When CHARLIE is on the ground they continue to punch and kick him until he isn't moving. It's brutal.

CANDY (O.S.)

ENOUGH! ENOUGH! YOU DON'T HAVE TO
KILL HIM RICKY! LET'S JUST GO!

CANDY stands at the mouth of the alley, scared and annoyed.

RICKY

Take all the money.

The GOONS quickly relieve CHARLIE and MAX of all of their winnings and other money. MAX holds his eye and fights off tears as RICKY leans in close to him.

RICKY

Your friend's a real dirtbag kid.

MAX

He's my father.

MAX punches RICKY in the face, stunning him. RICKY grabs MAX and pulls him up in order to beat the shit out of him.

CANDY

NO RICKY!!! NOOO!!

RICKY tosses MAX to the ground and leans over the unconscious CHARLIE. He holds up his thumb and forefinger with a smile.

RICKY
Looks like a little less than an
inch of his life.

The GOONS all laugh at the bad mobster joke.

MAX watches them leave before struggling to stand. He steps to CHARLIE and kneels down.

MAX
Charlie? Charlie?

MAX rolls him to his side and grimaces as he sees how beaten his face is. MAX chokes back tears as he takes off his jacket and wipes CHARLIE's face with it before folding it into a small square and placing it under CHARLIE's head.

We see CHARLIE's face is battered and bleeding. CHARLIE's eyes flicker open. He sees MAX's face and tries to nod a nod of "I'm okay."

EXT. UNIVERSITY OF ILLINOIS CENTER -- PARKING LOT -- NIGHT

MAX limps next to ATOM as they walk away from the truck. MAX holds a dirty shirt to his nose to try and stop the bleeding.

EXT. UNIVERSITY OF ILLINOIS CENTER -- ALLEY -- MOMENTS LATER

MAX stands next to ATOM who slowly kneels down next to CHARLIE. ATOM is remarkably gentle as he picks up the broken, beaten and barely conscious CHARLIE and lifts him up. ATOM uses a fireman's carry to pull CHARLIE from the alley.

We watch as our trio limps out of the dark alley under scant green light from the occasional lamp.

EXT. UNIVERSITY OF ILLINOIS CENTER -- TRUCK -- DAWN

MAX sits on the back of the truck with the door rolled open. His left eye is now black and blue and the cuts on his lip and nose are crusted shut. MAX stares at the mess...

The TRUCK was obviously ransacked as there are robot pieces, luggage and clothes strewn about.

We hear a MOAN as CHARLIE stirs and slowly sits up. CHARLIE has two black eyes and a split lip as he struggles to get up and limp to the back of the truck. CHARLIE leans back before spitting out all of the blood and grime that's been accumulating in his mouth overnight.

He sits next to MAX on the rear of the truck. It's quiet...

CHARLIE
Did they get all the money?

MAX
Every penny. They went through the truck too, took my ipod, who was he?

CHARLIE
Candy's ex-boyfriend. Maybe not x-
MAX gets up, that's all he needed to hear.

CHARLIE
But it was me, I made a bad bet. I owed him Max. I had it comin'.

MAX
Well I didn't!

CHARLIE
It was one bad bet!

MAX
No it was two! Two bad bets because you bet on her too and she screwed us! Set us up!

CHARLIE's phone rings as they continue to argue.

CHARLIE
Can you throw me my phone?

CHARLIE motions towards a shelf in the truck.

MAX
That money was half mine!

MAX gets the phone and throws it at CHARLIE.

MAX
The second I make a dime? You get our asses kicked and we're broke again.

CHARLIE
(Into the phone)
Hello...yeah. Uh huh...we're interested. 4 o'clock. Okay.

CHARLIE shuts his phone and MAX stares at him.

CHARLIE

A promoter wants to meet us at 4.
They have a fight for us in New
York in a few days.
(it's quiet)
New York, it could be big time.

MAX

Look at us?! We're broke and we've
had our asses freshly kicked. We
can't afford the gas to get to New
York.

CHARLIE stands in an attempt to rally.

CHARLIE

Just let me handle this.

MAX

Of course you've done an excellent
job to this point.

CHARLIE looks at MAX and just starts laughing. MAX can't
help it as he joins him in an absurd laughing fit.

MAX

(still laughing)
Charlie? Did they break your nose?

CHARLIE

(tries to stop laughing)
Yeah, they did.

They both explode deeper into fits of laughter. These guys
are nothing if not realists who can appreciate the absurd.

EXT. HIGH END OFFICE BUILDING IN CHICAGO -- DAY

We see this modern super structure as it disappears into the
sky. We are not in Kansas anymore.

INT. HIGH END OFFICE BUILDING IN CHICAGO -- OFFICE -- DAY

A beautiful, window-walled office that offers views of lake
Michigan. The ART and FURNITURE is out of this world. Also
out of this world are our DUO who we find sitting opposite
each other in two designer chairs across from a huge desk.

CHARLIE and MAX are both as cleaned up as they can be. They
both have done the "shower in the sink" complete with wet
hair combed back. Their faces are still swollen and their
eyes blackened. A few band aids try to hide the bigger cuts.

An interior door in the office opens and TWO OLDER BUSINESS MEN walk in and sit in chairs flanking the desk.

FOLLOWING the MEN is FARRA the owner of COLOSSUS. She eyes both guys and sits. It's quiet. She studies the beaten guys.

CHARLIE	MAX
Fell down the stairs.	Walked into a door.

The TWO GUYS stare at each other and decide to trade excuses.

CHARLIE
I fell off my bike.

MAX
Slipped off the roof.

CHARLIE
I was in a car accident.

MAX
There were these wet leaves-

FARRA finally stops the ridiculous game.

FARRA
I really don't care. What I do
care about is this.

FARRA tosses a newspaper down on the table in front of them. We see that it's the sports section that has a big shot of MAX on ATOM's shoulders after the TWIN CITIES' fight.

CHARLIE
Look at that.

MAX
Can I keep this?

MAX picks it up to admire it.

CHARLIE
You have a fight for us?

FARRA
I'd like to buy your robot.

MAX and CHARLIE are both shocked.

FARRA
50 thousand.

CHARLIE and MAX sit back and exchange looks, that's real money. MAX makes a decision.

MAX

We'd rather fight.

FARRA

The fight card in New York is full except for the main event. I need to find a robot for Colossus.

CHARLIE

No takers eh?

FARRA

I need someone willing to destroy their bot for the publicity.

CHARLIE

Yeah, it's suicide. You'd have to be a jackass...

MAX

We'll take it.

They all look to MAX.

FARRA

No robot has ever survived the first round with Colossus.

MAX

How much do I get if Atom survives the first round?

FARRA

I don't play the pay for survival game. Money per round is for the clubs. This is a World Championship fight. A title shot. No Mercy. When Colossus kills your robot -- that's it.

MAX

How much for the fight?

FARRA

You get 25 grand to get in the ring with him. No pay per view money, no merchandise. 25 grand flat.

MAX

How much when we win?

FARRA smiles. The ADVISORS stifle chuckles.

FARRA

The purse is a million dollars.
You'd need to go all five rounds
and beat Colossus in a decision.

MAX

Or knock him out.

FARRA

Is he for real?

CHARLIE shrugs with a smile, having no idea if MAX's hustle is real or not.

FARRA

I'll buy Atom for 65 thousand. Is
that what this is about?

MAX stands and sticks out his hand ready to shake in a deal.

MAX

Great. We'll take the fight. When
do you need us in New York? We
need the 25 grand today.

The room goes quiet. CHARLIE is speechless as his punchy smile drains off his swollen face. What is MAX thinking?

FARRA stands to meet him half way. She really is a beautiful girl. MAX smiles through a split lip. DAVID shakes hands with GOLIATH.

FARRA

Ben will get you your money.

MAX

Thanks for the shot.

MAX walks out. CHARLIE is slow to get up, he winces as he tries not to limp out the door.

EXT. CHARLIE'S BOX TRUCK -- NIGHT

MAX rummages around in the back of the truck as they prepare for their trip to NY. CHARLIE arrives with an envelope.

CHARLIE

Here's your cut of the 25, I'm
giving you 20. Lemme make up for
the beating...and robbery and...

MAX quickly grabs the envelope and continues to frantically search through the bags in the truck.

CHARLIE

So I'm not entirely sure what just happened up there but it seems to me like you just challenged the greatest robot ever built to a fight? Do you care to fill me in as to what the plan in New York is?

MAX

She took it! I'm sure she took it!

CHARLIE

Who? Who took what?

MAX

Candy! She took something from me!

MAX is now just throwing things around in desperation. CHARLIE calmly reaches into his pocket and pulls out the BRASS BUTTERFLY. MAX freezes when he sees it.

MAX

Give it to me.

CHARLIE pulls it back and looks quizzically at MAX.

CHARLIE

A butterfly. Is this part of your butterfly hustle?

MAX

GIVE IT TO ME!

CHARLIE hands it to MAX who takes it and stares at it.

MAX

My mother gave it to me. She gave it to me before she died. DOES THAT MEAN ANYTHING TO YOU CHARLIE?!

CHARLIE

YEAH IT DOES. BECAUSE I GAVE IT TO HER!

The YELLING stops. It's quiet as they stare at each other.

CHARLIE

You're the butterfly Max. It's you. When she was pregnant, she'd rub her belly and say "I love the butterfly" or "what should we call the butterfly?" So I got her that pin.

MAX tries to be stoic with the reference to his mom.

MAX
She was cool. Wasn't she?

CHARLIE
She was.

MAX
She was the coolest.

CHARLIE
Yeah, she was.

CHARLIE smiles and MAX laughs through his emotions.

MAX
So the plan in New York?

CHARLIE
Yeah, what's the plan?

MAX
To kick Colossus' ass.

With that MAX rolls the door shut and locks it and walks to the cab leaving CHARLIE to process the "plan." He nods.

EXT. INTERSTATE 80 -- HIGHWAY -- SUN DOWN

We've come full circle as Charlie's box truck makes its way down a lonely highway in search of boxing glory.

INT. CHARLIE'S BOX TRUCK -- SAME TIME

CHARLIE drinks an energy drink from a can as he looks to see MAX asleep in the passenger seat. CHARLIE nods happily, only he knows the energy New York will require.

INT. CHARLIE'S BOX TRUCK -- BOX AREA -- SAME TIME

In the storage area, ATOM sits, fixed to the wall. He is attached to the charging unit which keeps his halo light pulsing. It would appear that his cyber mind is racing.

EXT. MADISON SQUARE GARDEN -- FIGHT NIGHT

The JUMBOTRON outside of the ARENA shows clips of COLOSSUS destroying robot after robot. Then it announces, "WORLD ROBOT BOXING CHAMPIONSHIP -- COLOSSUS VERSUS ATOM"

INT. MADISON SQUARE GARDEN -- BACK STAGE -- FIGHT NIGHT

MAX and ATOM wait in a boxer's prep room. They can hear the crowd roaring in the arena as one of the undercard fights heats up. ATOM looks good as MAX nervously rechecks his vitals. CHARLIE blasts in full of energy.

CHARLIE

Wow! I forgot what the garden is like. It's insane out there kid.

CHARLIE puts a wardrobe bag on a hook near MAX.

CHARLIE

I got you something to wear. Don't argue. It's a fight but it's a show. You gotta look the part.

MAX nervously looks at the bag about to open it.

CHARLIE

Before you do that, there's someone here that has to see you. Just give her a minute, I promised her.

Before MAX can object, CHARLIE has opened the door and in walks...AUNT HELEN. Her older husband MARVIN stands in the door way. HELEN walks to MAX and takes him in.

AUNT HELEN

Max? You look awful.

It's true, his face is still cut and his eye a bit blackened.

AUNT HELEN

After this ridiculous thing here tonight you'll be with Marvin and I. You'll sleep in a bed tonight and see a doctor in the morning.

(Leers at Charlie)

I can't believe what you've done to him in a few weeks, you disgust me.

She looks at CHARLIE with deep disdain. CHARLIE has no defense as he looks at his shoes. HELEN walks out.

MAX

Charlie, I want you to know-

CHARLIE puts up his hand, stopping MAX's praise.

CHARLIE

Get dressed. I'll be outside.

CHARLIE leaves and MAX looks to ATOM who if we didn't know better looks as if he's smiling.

INT. MADISON SQUARE GARDEN -- HALLWAY -- FIGHT NIGHT

CHARLIE nervously waits in the crowded hallway. The door swings open and out walks ATOM followed by MAX dressed in a sharp 1940's style suit complete with skinny tie.

CHARLIE
You look great kid.

MAX smiles, he feels pretty good too.

MAX
We can't win can we?

CHARLIE
What are you talking about? You're confused. I'm the loser not you.

MAX laughs, it's somewhat true. CHARLIE straightens his tie.

CHARLIE
Here we go...

They exchange a final look as they head towards the light at the end of the hallway that enters the arena.

INT. MADISON SQUARE GARDEN -- ESPN ANNOUNCERS' BOOTH - NIGHT

TWO ESPN BOXING ANALYSTS prep the title match.

BOXING ANALYST #1
So Tim help me on this title bout. Has the Colossus Camp lost their minds? The greatest Robot Boxer of all time gives a title shot to some G2 named...Atom? Is this a stunt?

BOXING ANALYST #2
Bob, the answer is yes and no. The Colossus Camp knows exactly what they're doing and by giving a title shot to an absolute nobody, it is a stunt, but judging from the crowd? The stunt is working.

BOXING ANALYST #1
The fans love to see Colossus kill something! They don't care what he kills as long as he kills it!

INT. MADISON SQUARE GARDEN -- HALLWAY -- FIGHT NIGHT

CHARLIE, MAX and ATOM take their first steps into the fully lit, fully packed, deafeningly loud arena. Like the Tin Man, the Cowardly Lion and the Scare Crow they've reached Emerald City and they are overwhelmed with color and sound.

MAX puts his hands to his ears and CHARLIE pulls him close to him as the opening bars of the **Soldja Boy** 2018 remix start to blast. MAX looks at CHARLIE with fear.

MAX
(screaming to be heard)
DO I REALLY HAVE TO DO IT?

CHARLIE leans down and screams back.

CHARLIE
YOU GOTTA GIVE THE PEOPLE WHAT THEY
WANT!

MAX exhales with fear as they approach the pristine state-of-the-art boxing ring. The door swings open and MAX and ATOM step inside. MAX and ATOM freeze side by side...then they begin to do the "**Crank That**" dance that they're famous for.

The CROWD cheers as a new audience loves an old trick.

MAX can't help but look up and see that he and ATOM are being broadcast on to the enormous screens above the ring so that the crowd of 30 thousand can see them up close.

EXT. MADISON SQUARE GARDEN -- MARQUEE - SAME TIME

A CROWD of people watch the JUMBOTRON outside the Garden seeing MAX and ATOM do their dance. They cheer wildly.

INT. ESPN ANNOUNCERS' BOOTH -- SAME TIME

The BOXING ANALYSTS shake their heads with mild amusement.

BOXING ANALYST #1
Well at least the handlers of the
challenger are enjoying their
moment.

BOXING ANALYST #2
And a brief moment it will be.

BOXING ANALYST #1
Yeah Bob, this dance will be longer
than the fight.

They smile and laugh at their clever banter.

INT. MADISON SQUARE GARDEN -- RING -- FIGHT NIGHT

MAX and ATOM wrap up their dance with the "lean back" and the crowd rewards their effort with great applause.

MAX looks around the ringside seats and sees FARRA smiling at him and offering a polite, somewhat patronizing applause.

MAX and ATOM head back to their corner. CHARLIE greets them.

CHARLIE
Nice work fellas.

Suddenly the lights in the arena go out. The quieted crowd starts to scream. A bass beat is joined by a growing anthemic hero's riff. A gravelly voice announce's HIM...

ANNOUNCER
Never beaten, never threatened!
The KING OF THE RING! THE RULER OF
ROBOTS! BOW DOWN TO..COLOSSUS!!!!

The LIGHTS begin to rise as does the music and we begin to hear the hissing of the smoke that surrounds a platform above the ringside seats. We finally reveal through the smoke...

COLOSSUS STANDS ON A PLATFORM BATHING IN COLORED SMOKE

His metal torso reflects all the light and color to the point of being blinding. He raises his arms and the LIGHTS in the arena go to FULL BLINDING LIGHT.

The CROWD SCREAMS to the point of delirium.

MAX AND CHARLIE STARE MOUTHS AGAPE AT THE TERRIFYING ROBOT

COLOSSUS PUTS HIS HANDS OUT TO HIS SIDE

The CROWD goes quiet with anticipation as the mighty ROBOT crouches slowly and then explodes in a leap that sends him off of the platform and into the air...

MAX AND CHARLIE GRAB EACH OTHER IN FEAR

We now see that COLOSSUS has launched himself over the walls of the ring and is flying towards ATOMS's corner...

CHARLIE
Oh shit...

COLOSSUS flies directly at CHARLIE and MAX, landing perfectly on his feet with a thunderous crash that shakes the floor. MAX and CHARLIE grab the walls to keep from falling down. ATOM fares less well as he topples over from the blow.

The CROWD cheers the stunt and laughs at ATOM's fall.

CHARLIE and MAX help get ATOM to his feet. A RING MASTER is already announcing the bout.

RING ANNOUNCER
In a bout scheduled for 5 rounds
for the World Robot Boxing
Championship -- in the corner to my
right the Challenger -- Atom....

The CROWD politely reacts...

RING ANNOUNCER
And in the corner to my left the
undeniable champion of this
universe and any other universe
known or unknown....COLOSSUS!!!!

THE CROWD GOES ABSOLUTELY CRAZY!!!!

INT. MADISON SQUARE GARDEN -- ATOM'S CORNER -- NIGHT

MAX is white with fear, CHARLIE shakes him with a huge smile.

CHARLIE
THIS IS WHAT IT'S ALL ABOUT!

MAX can't help but laugh at CHARLIE's insane love for the sport of boxing. MAX is focused now as the BELL RINGS!

INT. MADISON SQUARE GARDEN -- RING -- FIGHT NIGHT

COLOSSUS does an amazingly quick loop around the ring. ATOM jogs to the center of the ring and hops like a human boxer.

We are all waiting to see how these two robots from different eras with different styles are gonna match up.

And then it happens...COLOSSUS turns his sights on ATOM and races at him while cocking his right arm. As he nears ATOM he unleashes a right jab that ATOM attempts to duck... unsuccessfully. ATOM is knocked on his ass.

COLOSSUS flurries jabs that methodically beat ATOM into a corner. ATOM is defenseless as each blow comes faster than the next. It is brutal to watch COLOSSUS toy with ATOM.

It's clearly a mismatch. It's a pitbull with a rabbit. It's hard to watch. The REFBOT zooms to the corner to separate them and see if ATOM's halo light is still on.

The CROWD boos as they wanted to see a quick brutal end.

ATOM slowly stands and raises his arms to show that he is responding. As the REFBOT restores the fight...COLOSSUS is on ATOM again. It's relentless as he shoves, beats and tosses ATOM all over the ring like a rag doll.

INT. MADISON SQUARE GARDEN -- ATOM'S CORNER -- NIGHT

MAX can hardly watch as the massacre is merciless. CHARLIE is flying around the perimeter of the ring hollering commands to ATOM. The world seems to slow as we see MAX watching CHARLIE with the veins in his neck threatening to burst as he will never give in and never give up. MAX can't help but smile at CHARLIE's spirit, a spirit that just won't die.

INT. MADISON SQUARE GARDEN -- RING -- FIGHT NIGHT

COLOSSUS delivers punishing blows that have ATOM staggering and unsure of where he is. COLOSSUS raises his arms and plays to the crowd who cheer him as he humiliates ATOM.

INT. ESPN ANNOUNCERS' BOOTH -- SAME TIME

BOXING ANALYST #1

Colossus is just toying with Atom!
He's having so much fun he better
be mindful of the clock if he wants
to keep his streak of first round
knock outs alive.

BOXING ANALYST #2

Tim, 30 seconds is plenty of time
to put away any robot for Colossus.

INT. MADISON SQUARE GARDEN -- ATOM'S CORNER -- NIGHT

MAX shakes his head sensing the end is near. He looks across the ring to see...

FARRA SITS LOOKING RADIANT IN HER SPECIAL SEAT RINGSIDE

One of COLOSSUS's HANDLERS leans down and FARRA whispers instructions to him. He leaves and she catches MAX staring at her. FARRA smiles, the cat that ate the canary.

MAX NODS AND FORCES A SMILE BACK...

MAX is quiet for a beat before leaping up to join CHARLIE.

MAX

C'MON ATOM! YOU CAN DO THIS!

The CLOCK reads 0:22, 21, 20...The CROWD starts to chant.
"COLOSSUS! COLOSSUS! COLOSSUS!" It's deafening, like a tidal wave of energy begging for the demise of ATOM.

CHARLIE stays focused on ATOM who is defenseless as COLOSSUS pursues the death blow.

CHARLIE
BOB LEFT! HANDS UP!

ATOM actually bobs out of the way of a huge right cross and by putting his hands up he intercepts a left hook that would have taken his head off. The force of the blow still spins ATOM around but he's able to keep his feet.

CHARLIE
CROSS STEP! BACK STEP!

ATOM listens to CHARLIE's screams as he executes footwork that makes COLOSSUS have to stop and re-direct his pursuit.

THE CLOCK READS 14, 13, 12...

The CROWD rises sensing that the end is near as COLOSSUS makes a last run at ATOM. It's gonna be close.

CHARLIE
CLINCH! CLINCH!

ATOM meets COLOSSUS halfway and wraps his arms around the massive robot. COLOSSUS is stunned as ATOM has the strength to keep COLOSSUS's arms at bay for the moment. COLOSSUS starts to spin in anger but ATOM holds on for the ride.

The CLOCK is winding down and the CROWD counts it out...4, 3, 2, 1. The BELL sounds just as ATOM loses his grip on COLOSSUS and goes flying against the wall of the ring.

MAX and CHARLIE jump up and down as if they just won lotto.

The CROWD is stunned by the lack of a COLOSSUS' knockout, but they cheer the ingenuity of ATOM's survival.

FARRA QUIETLY STEAMS AS SHE LEVELS A STARE AT MAX

MAX smiles and nods as smugly as possible.

BOXING ANALYST #1 (O.S.)
Well that's a first, Colossus is
heading to a second round!

INT. MADISON SQUARE GARDEN -- ATOM'S CORNER -- NIGHT

ATOM is barely moving as they rest him on the block in the corner of the ring. He's tattered as COLOSSUS just beat the shit out of him. MAX tries frantically to assess the damage.

MAX

I can't send him back out. Look at him. He'll power back up to full but he needs recovery time. If I send him back out there he'll die.

CHARLIE

C'mon! He was built to fight!
Let's go!

MAX starts to lose it and for the first time...CHARLIE sees how emotionally invested in this robot MAX really is.
CHARLIE kneels next to MAX in his beaten suit...

CHARLIE

If you say we're done, we're done.
You've got nothing more to prove
Max. Look at where you are? I've
spent my whole life trying to get
here and you got us here.

MAX looks at his father.

CHARLIE

Nobody could have done what you
did. You pulled a robot out of the
garbage and you just went a full
round with the meanest motherfucker
ever built. Look at me -- you've
got nothing left to prove -- to
anybody!

MAX sees pride and emotion on CHARLIE's face that he's never seen before. MAX realizes how long this road has been for both of them. MAX nods and sees that ATOM is recovering a bit more with every second.

MAX

What would you do?

CHARLIE

(laughs)
I'd find a way to lose.
(Max laughs with him)
But you're not me. You're better
than me Max. Trust yourself.
You're my hero. I work for you --
you make the call. Whatever you
decide, I'm with you.

The emotional energy between the two has been heightened by the feverish energy in the building.

MAX

We're done. It's over.

MAX looks to the sky for the answer as the CROWD again starts to chant "COLOSSUS...COLOSSUS...COLOSSUS..."

MAX collects himself and looks to ATOM who is now sitting up straight and looking around. A FIGHT OFFICIAL comes over.

FIGHT OFFICIAL

C'MON KID IN OR OUT? WE GOTTA GO!

MAX nods preparing to throw in the towel. He looks to ATOM who lifts his hand extending his pointer finger. ATOM slowly rotates his hand in the familiar gesture of "one more time!"

MAX cracks a smile a mile wide and looks to CHARLIE and holds up his finger in the same "one more time" gesture.

CHARLIE

We're on?

MAX

LET'S GO!!!

MAX leads ATOM back into the ring. The CROWD seems surprised that he's back.

BOXING ANALYST #1 (O.S.)

Well we will have a second round!

ROUND 2 -- COLOSSUS has new found aggressive resolve as he viciously attacks ATOM and lays him out with a violent barrage. ATOM lies motionless on the concrete floor. No one could have survived that beating. The REFBOT counts ATOM out, but at 5 ATOM slowly starts trying to rise...

MAX

GET UP ATOM! ON YOUR FEET!

CHARLIE bites his hand as the indomitable spirit of our trio seems to lift the old robot again.

We cut through shots of more abuse by COLOSSUS who goes wild trying to destroy ATOM. ATOM is beginning to evade the punishment. The BELL RINGS! ATOM survived TWO ROUNDS!

BOXING ANALYST #2 (O.S.)

I THINK THE COLOSSUS CAMP NEVER
THOUGHT THAT THIS ROBOT WOULD HAVE
TO GO MORE THAN 1 ROUND! IS
COLOSSUS RUNNING OUT OF POWER?

BOXING ANALYST #1 (O.S.)
 HAVE WE REVEALED THE ACHILLES HEEL?
 HE'S LOSING STEAM! AND ATOM SEEMS
 TO BE FEEDING OFF THAT!

ROUND 3 -- ATOM recovers enough to get back in a boxer's stance and he swings and connects with COLOSSUS' head. The CROWD nearly gasps as we have never before seen COLOSSUS actually take a shot. CHARLIE screams commands.

CHARLIE
 RIGHT!! RIGHT!! LEFT!!!

ATOM obeys and lands THREE SUCCESSIVE shots. For the first time COLOSSUS is forced to back off and regroup.

MAX shadow boxes next to CHARLIE as he watches his dad take on the CHAMP from just outside the walls of the ring.

BOXING ANALYST #1 (O.S.)
 I CAN'T BELIEVE WHAT I'M SEEING!
 ATOM IS ACTUALLY HITTING COLOSSUS
 AND IT'S CAUSING DAMAGE!

BOXING ANALYST #2 (O.S.)
 Oh we have a fight! For the first
 time in his dominant run Colossus
 has met a bot that won't back down!

A BEAUTIFUL FEMALE ROBOT IN A BIKINI CARRIES THE RING CARD AROUND THE RING ANNOUNCING "ROUND 4."

ROUND 4 -- COLOSSUS again cracks ATOM to the concrete. He's down. We can see that part of ATOM's chest plate is starting to come open from the massive blows he's taking. MAX and CHARLIE try to remain calm as they coach ATOM...

CHARLIE
 ROLL RIGHT ATOM!! GET UP!

ATOM rolls over and again he finds a way to rise to his feet. The CROWD can't help but begin to respect the old BOT who is giving COLOSSUS way more than he can handle.

FARRA CAN'T HIDE A GRIMACE AS THE BELL SOUNDS ENDING ROUND 4

BOXING ANALYST #1
 THIS IS THE GREATEST MOMENT IN THE
 HISTORY OF ROBOT BOXING!

BOXING ANALYST #2
 AN OLD G2 NAMED ATOM IS THREATENING
 TO GO THE DISTANCE WITH COLOSSUS!

INT. MADISON SQUARE GARDEN -- ATOM'S CORNER -- NIGHT

Like any good cut man at the end of a fight, MAX tries to piece ATOM together. The brutality of the fight is evident in the dents and cracks in his shields and panels.

CHARLIE

We gotta knock him out kid!
There's no other way to win.

MAX looks at CHARLIE briefly as he puts the last touches on ATOM with a small soldering iron. The BELL RINGS!

ROUND 5 -- COLOSSUS and ATOM meet in the center of the ring and the two tiring and beaten BOTS just start exchanging blows. It's amazing how human their frailty has become.

ATOM starts to get the better of COLOSSUS. Suddenly a CHANT starts to rise..."ATOM! ATOM! ATOM!!!"

CHARLIE looks to MAX to realize that they are really hearing ATOM's name chanted throughout the Garden.

MAX turns to the CROWD and starts conducting the chant...

MAX

ATOM! ATOM! ATOM!

CHARLIE makes one last push to put COLOSSUS down.

CHARLIE

RIGHT! LEFT! LEFT! RIGHT! DUCK
UPPERCUT!

We watch as the tiring ATOM still follows CHARLIE's directions to a tee. He lands the second punch of the combination and keeps stepping towards COLOSSUS as he lands each punch in succession. He nails him with a right and then unleashes the uppercut that connects squarely underneath COLOSSUS' chin. And then it happens...

As ATOM swings again, COLOSSUS is not there to be hit as he is busy collapsing to the floor. Knocked down.

MAX GOES CRAZY AS HE RUNS TO CHARLIE

FARRA STANDS FOR THE FIRST TIME IN THE FIGHT

BOXING ANALYST #1

COLOSSUS IS DOWN! THE MIGHTY
COLOSSUS IS DOWN! HE'S DOWN!

INT. MADISON SQUARE GARDEN -- RING -- FIGHT NIGHT

The REFBOT counts over COLOSSUS....

REFBOT

4, 5, 6,...

COLOSSUS stirs and gets to his knees and slowly places one foot firmly on the ground. Then the next. He is standing but barely. The CROWD is going wild as they know they are seeing something no one was ever meant to see.

The REFBOT checks COLOSSUS and the round continues.

COLOSSUS lands a shot that sends ATOM back a step. ATOM then makes a run at COLOSSUS and again starts to flurry punches to his head. COLOSSUS ducks and covers up.

The TWO ROBOTS unleash all they have left for the last dying seconds of the final round. They exchange blows, both weary and wobbling. ATOM steps into COLOSSUS who wraps him up in a clinch and the TWO ROBOTS careen into the wall as the bell RINGS! FIGHT OVER! The CROWD explodes and the ring fills with COLOSSUS' handlers and fight officials.

MAX and CHARLIE immediately run to ATOM who is slowly sliding down the wall of the ring as his halo light flickers and goes out. MAX kneels next to ATOM trying to raise some life.

MAX

ATOM! HEAD UP! ATOM!

MAX is panicked as he looks to CHARLIE flanked by FIGHT OFFICIALS with a ROBOT CART.

MAX

I think it's really bad...

CHARLIE shares a grave look with his son. No reason to doubt the reality, this robot died trying.

CHARLIE

We'll do the best we can for him,
okay? These guys are gonna take
him to the truck Okay?

MAX nods, choking back tears for the robot that gave his life for him. ATOM is already on the cart and leaving the ring.

INT. ESPN ANNOUNCERS' BOOTH -- SAME TIME

The ANALYSTS are sweating and bewildered...

BOXING ANALYST #1 (O.S.)
 The crowd stays on their feet as
 they have to go to the judges'
 cards. Nothing short of amazing
 here tonight!

INT. MADISON SQUARE GARDEN -- RING -- FIGHT NIGHT

The RING is full of HANDLERS and PRESS as the ANNOUNCER grabs
 the mic to announce the results.

ANNOUNCER
 After 5 rounds we go to the score
 cards. Judge one scores the fight
 47-48, judge two scores the fight
 48-46 and judge three scores the
 fight 47-46 for the winner
 and...still World Robot Boxing
 Champion.....COLOSSUS!!!!

The CROWD cheers the champ as FARRA accepts the title belt
 and holds it up for the world to see. FARRA then hands the
 belt to one of her handlers and walks across the ring.

MAX sees FARRA coming and he wipes his eyes and stands to
 meet her. A circle of sycophants forms around them.

FARRA
 You lost this fight. But you won my
 respect. It was an amazing fight.

FLASHES fly as the TWO WONDER KIDS square off. MAX starts to
 smile, he can't help himself, he's his father's son...

MAX
 I want a rematch.

REPORTERS explode with questions and the flashes continue to
 fire as PEOPLE JOCKEY for photos and sound bites, but...

FARRA just smiles as her ENTOURAGE leads her away. The PRESS
 appear to follow the GIRL GENIUS and her bruised CHAMPION.

MAX starts to deflate as the reality of his defeat sets in.

CHARLIE fights his way to MAX and the TWO exchange looks as
 MAX starts to lose it.

MAX
 I lost Charlie, I never should have
 taken this fight. I'm a loser.

CHARLIE's heart breaks watching his son come undone. He
 wraps MAX up in a hug.

CHARLIE

No Max, don't do this. You're not a loser. Trust me.

(Max is unmoved)

Fine, don't trust me...Trust them..

With that CHARLIE scoops MAX up and puts him on his shoulders and starts to parade him around the ring for the crowd.

THE CROWD ABSOLUTELY FLIPS OUT WITH A SCREAMING OVATION for the boy king of robot boxing. He is the everyman's hero and they let him know. MAX's face shows the utter shock for the peoples' love for him and his effort.

MAX extends his arms in victory and the CROWD SCREAMS LOUDER. MAX smiles, held up by his father and on top of the world. The most unlikely duo to enjoy a self-proclaimed victory dance in Madison Square Garden. The moment of a life time.

INT. MADISON SQUARE GARDEN -- HALLWAY -- NIGHT

A CROWD still mills around ATOM's prep room and we can see that MAX is inside answering questions for the press.

AUNT HELEN stands with a scowl in the hall as CHARLIE starts to slip down the hallway. MARVIN catches up to him.

MARVIN

You just gonna slip out?

CHARLIE

Yeah, I'm gonna head back to Texas.

MARVIN

Did you forget about this? The second half of the money?

MARVIN holds up an envelope. CHARLIE stares at it. He wants to be bigger than this. But he takes it just as HELEN arrives at MARVIN's side.

AUNT HELEN

Good Charlie. Take the money and disappear back under some rock somewhere. You're good at that.

CHARLIE has so much he wants to say, but doesn't. He slips quietly through the throng of reporters and robot carnies and down the ever darkening hallway away from the scene of his greatest triumph, disappearing into the darkness.

EXT. MADISON SQUARE GARDEN -- PARKING LOT -- NIGHT

CHARLIE packs the last few things into the back of his truck. He stops to straighten ATOM's left leg as we now see the beaten robot laying in state against the wall. ATOM appears royal amongst the broken robots in the back of the truck.

CHARLIE opens the little fridge and cracks a beer as he stands next to ATOM admiring the nice August night in NY.

EXT. MADISON SQUARE GARDEN -- PARKING LOT -- DAWN

CHARLIE rustles awake and stretches out. He stands at the back of the truck wearing the pants and tank top he slept in.

CHARLIE leans down to ATOM and flips his switch and waits...

CHARLIE
C'mon old man, show me a light...

CHARLIE stares at the old bot who finally shows a faint red pulse on his halo light. CHARLIE smiles, a small miracle.

MAX (O.S.)
Is he gonna make it?

CHARLIE turns to find MAX standing there with his duffel bag wearing fresh clothes.

CHARLIE
There's a little life left in
there.

He rolls the door shut and locks it.

MAX
Where we headed?

CHARLIE shakes his head.

CHARLIE
Kid, your Aunt would happily have
me arrested.

MAX
She knows I'm here. She gave me
all the paperwork for you and the
number of some lady to call in
Texas to make it legal.

CHARLIE
What happened?

MAX

I told them I'd burn their house down. Actually I told them I'd burn all their houses down.

CHARLIE

And they believed you?

MAX

I wasn't kidding.

CHARLIE laughs and then starts to walk away. MAX follows.
The TWO walk down the Manhattan block in front of the Garden.

MAX

Where are you going?

CHARLIE

Get something to eat.

MAX

Can I come?

CHARLIE

Are you hungry?

MAX

What are you getting?

CHARLIE

Ever had a burger for breakfast?

MAX

That's disgusting. I hate burgers.

CHARLIE

With an egg on it? Delicious.

MAX has to take a skip step to catch up to his dad as he shifts the duffel bag on his shoulder. We pull away as the TWO continue to fight over breakfast.

