

FOR YOUR CONSIDERATION

MARY POPPINS RETURNS

SCREENPLAY BY
DAVID MAGEE

SCREEN STORY BY
DAVID MAGEE & ROB MARSHALL & JOHN DELUCA

BASED UPON THE "MARY POPPINS" STORIES BY
P.L. TRAVERS

SONGS

- "LOVELY LONDON SKY" Jack
- "A CONVERSATION" Michael
- "CAN YOU IMAGINE THAT?" Mary Poppins, John,
Annabel, Georgie
- "THE ROYAL DOULTON MUSIC HALL" Mary Poppins
- "A COVER IS NOT THE BOOK" Mary Poppins, Jack, Company
- "THE PLACE WHERE LOST THINGS GO" Mary Poppins
- "TURNING TURTLE" Topsy, Mary Poppins,
Jack, the Children
- "TRIP A LITTLE LIGHT FANTASTIC" Jack, Mary Poppins,
the Children, Leeries
- "THE PLACE WHERE LOST THINGS GO" (Reprise) Georgie,
Annabel, John
- "TRIP A LITTLE LIGHT FANTASTIC" (Reprise) Mr. Dawes, Jr.
- "NOWHERE TO GO BUT UP" Balloon Lady, Michael, Company
- "LOVELY LONDON SKY" (Reprise) Jack

EXT. THE LONDON EMBANKMENT/DOCKS MARCH, 1934 - MORNING

The river Thames at daybreak, street-lamps reflected in the water. TILT UP to reveal the London Embankment, Big Ben in the background.

Jack, an eternally optimistic lamplighter, climbs a ladder that leans against a lamppost, silhouetted against the dawn. He dims the light and slides down to the ground.

"LOVELY LONDON SKY"

JACK

WHEN THE EARLY MORNING HOURS
HAVE COME AND GONE
THROUGH THE MISTY MORNING SHOWERS
I GREET THE DAWN
FOR WHEN ITS LIGHT HAS HIT THE GROUND
THERE'S LOTS OF TREASURES TO BE FOUND
UNDERNEATH THE LOVELY LONDON SKY

Jack folds his ladder and fastens it to the back of his bicycle. He climbs on and rides off.

EXT. THE DOCKS NEAR THE EMBANKMENT - CONTINUOUS

Dropping down from the rooftops of London, we discover workers unloading crates and barrels of fresh produce on the docks. Jack slaloms through it all as he continues on his way.

JACK

THOUGH THE LAMPS I'M TURNING DOWN
PLEASE DON'T FEEL BLUE
FOR IN THIS PART OF LONDON TOWN
THE LIGHT SHINES THROUGH

Jack stops at a lamppost and dims the lamp. Ahead, NEDDY LONDONERS stand on a soup kitchen queue that snakes around the corner. VOLUNTEERS hand out food to them.

DON'T BELIEVE THE THINGS YOU'VE READ
YOU NEVER KNOW WHAT'S UP AHEAD
UNDERNEATH THE LOVELY LONDON SKY

Jack grabs an apple as he swerves past a fruit cart and tosses it to a MAN ON THE QUEUE.

EXT. TOWER BRIDGE - MORNING

Jack rides along the embankment, the bridge at his back.

EXT. NEIGHBORHOOD PUB - CONTINUOUS

As Jack rides down an alley adjacent to a pub, three STREET URCHINS chase behind him.

An urchin helps him to shut off a street-lamp.

JACK
 HAVE A POT OF TEA
 MEND YOUR BROKEN CUP
 THERE'S A DIFFERENT POINT OF VIEW
 AWAITING YOU
 IF YOU WOULD JUST LOOK UP!
 I KNOW...

A PUB LANDLORD sweeps the footpath.

PUB LANDLORD
 Oi, get out of it!

The urchins run off down the alley, as Jack rides down the street.

JACK
 ...YESTERDAY YOU HAD TO BORROW
 FROM YOUR CHUMS
 SEEMS THE PROMISE OF TOMORROW
 NEVER COMES

EXT. ST. PAUL'S CATHEDRAL - DAY

Jack passes St. Paul's. A few HOMELESS PEOPLE sleep on the cathedral steps.

JACK
 BUT SINCE YOU DREAMED THE NIGHT AWAY
 TOMORROW'S HERE! IT'S CALLED... TODAY!
 SO COUNT YOUR BLESSINGS, YOU'RE A
 LUCKY GUY
 FOR YOU'RE UNDERNEATH THE LOVELY
 LONDON SKY

He rides through a flock of pigeons, scattering them, and taking us up past the dome.

EXT. THE PARK - DAY

CLOSE on Jack's wheels as he winds his way through the park.

As he rides along the path, he nods to a gruff PARK KEEPER spearing rubbish into a bag, who gives him a dirty look.

EXT. CHERRY TREE LANE - CONTINUOUS

Jack whistles as he rides onto Cherry Tree Lane, a street lined with 19th-Century homes.

He passes the neighboring MILKMAN, giving him a wave.

MILKMAN
Mornin', Jack!

Jack glances up to a rooftop that has been fitted to look like the deck of a ship - at the moment, though, no one is at the helm. He looks up, worried.

Finally, the rooftop door creaks open and ADMIRAL BOOM appears, pushed in a wheelchair by his First Mate, BINNACLE.

BINNACLE
(Blows whistle:)
Admiral... above decks!

Jack smiles, saluting the sailors.

JACK
LISTEN... SOON THIS SLUMP'LL
DISAPPEAR
IT WON'T BE LONG
SOONER THAN 'YA THINK YOU'LL HEAR
SOME BRIGHT NEW SONG

He sets up his ladder at the lamppost that stands before 17 Cherry Tree Lane - a modest house which has fallen slightly into disrepair.

A BOY AND GIRL appear at the window in the upper floor of the Banks home, waving.

JACK (cont'd)
Y'awright, children?

Jack waves to the children. They wave back and exit. Jack climbs the ladder.

JACK (cont'd)
SO HOLD ON TIGHT TO THOSE YOU LOVE
AND MAYBE SOON FROM UP ABOVE
YOU'LL BE BLESSED SO KEEP ON
LOOKING HIGH
WHILE YOU'RE UNDERNEATH THE LOVELY
LONDON SKY
LOVELY LONDON SKY...

Jack dims the light and glances up into the sky. He slides down the ladder, climbs onto his bicycle and rides off.

BIG BEN TOLLS eight o'clock in the distance. A black car pulls up as Jack rides off.

Two men in suits get out of the car: GOODING and FRYE. The men set their watches by the toll of the bell, then walk up the path to the house.

UP ABOVE, the Admiral and Binnacle have just made it across the rooftop. The Admiral is outraged.

ADMIRAL BOOM

Great steaming clams - they've done it again! Those blundering blowfish have rung Big Ben too soon!

BINNACLE

Storm clouds on the horizon, Sir. Heading straight for Cherry Tree Lane.

ADMIRAL BOOM

Batten down the hatches, Mr. Binnacle. Rough seas ahead, I fear.

Both men react as a SCREAM comes from the Bank's household.

ELLEN (O.S.)

AAAHHH!!!

INT. THE BANKS FRONT ENTRY HALL - CONTINUOUS

Inside the Banks family home, the house shows some signs of wear and inattention.

ELLEN (O.S.)

(The scream continues:)

AAAHHH!!!

The door that leads into the kitchen flies open - water can be seen spraying the room. ELLEN, the housekeeper, runs into the hall in a panic and calls upstairs.

ELLEN (cont'd)

MICHAEL! JANE!

JANE and MICHAEL BANKS rush in from the parlor behind Ellen.

MICHAEL

What is it, Ellen?

ELLEN

The bloomin' sink's exploded!

MICHAEL

Not again!

AUNT JANE

Oh dear.

Michael rushes into the kitchen. The boy and girl we saw earlier, ANNABEL and JOHN, run down the steps.

AUNT JANE (cont'd)
Oh - Annabel, John - !

ANNABEL
We heard, Aunt Jane - I'll ring the plumbers!

JOHN
I'll turn off the water at the mains!

John runs down into the cellar.

AUNT JANE
(Going into the kitchen:)
Thank you, darlings - Ellen, fetch us a mop and towels, will you?

ELLEN
(Grumbling to herself:)
I told 'im to get them pipes fixed. They been there since the Romans ruled.

Ellen disappears into the cellar. GEORGIE comes down the stairs, carrying his stuffed giraffe, "Gillie."

GEORGIE
What's happening?

ANNABEL
Don't go in the kitchen, Georgie - not without your Wellies -
(On phone:)
Yes, hello. We've had a burst pipe.
(There is a TAPPING at the front door. On phone:)
Excuse me -
(Calling:)
Ellen, could you please get the door? I've got the plumbers here.

Ellen comes out of the cellar with the mop and towels.

ELLEN
That was quick work, wasn't it?

Hands full, she gives the towels to Georgie.

ELLEN (cont'd)
Here Georgie - take these.
(Heading to the door:)
Alright, alright - I'm coming.

Gooding and Frye stand outside, tacking up a notice.

GOODING

Ah. Good morning, mum.

ELLEN

They don't look like plumbers.

ANNABEL

(Looks over.)

I meant on the phone.

GOODING

We are not plumbers - we're lawyers.

ELLEN

Lawyers? Here's me, hopin' you'd prove useful.

She absentmindedly hands the mop to Gooding and shuts the door.

JOHN

Water's off!

ANNABEL

(hanging up)

And the plumbers are on their way.

Aunt Jane comes out of the kitchen, her hair and the front of her dress drenched with water.

AUNT JANE

Well done, everyone. Phew! Such excitement!

GEORGIE

What are you doing here, Aunt Jane?

AUNT JANE

(She takes a towel from Georgie to dry off:)

We're handing out breakfasts at the union hall. I snuck away for morning hugs. Come here.

She wraps the towel around Georgie and gives the three children a hug.

Aunt Jane takes the towels and heads back into the kitchen, Georgie picks up a towel she has accidentally dropped, following her into the kitchen.

There's a knock at the door. Ellen goes over and opens it.

ELLEN

Will you stop that bangin'? It's barely eight o'clock on a Sunday mornin'!

(more)

ELLEN (cont'd)
 (She sees her mop, grabs
 it:)
 Wot'cher doin' with my mop?

FRYE
 Forgive the intrusion, mum. Our
 current workload prevents us taking
 weekends off.

GOODING
 We would like to have a word with
 Mr. Banks, if he is available.

Ellen finally sees the notice on the door.

ELLEN
 "Notice of... Repossession?"

Frye, by far the more sympathetic of the two, sighs loudly
 and nods sadly, looking genuinely pained. Ellen glares.

ELLEN (cont'd)
 Wait there.

She goes back inside. John and Annabel quickly turn away,
 pretending not to be paying attention. The lawyers peer
 through the door as Michael re-enters from the kitchen,
 thoroughly soaked, followed by Georgie. As Michael takes off
 his jacket:

MICHAEL
 I'll be cleaning up that mess all
 morning.

ANNABEL
 (Reaching for the jacket:)
 Here. Let me take that, father.

MICHAEL
 Oh, thank you, darling.

Annabel runs upstairs with the jacket.

ELLEN
 (Undisguised contempt:)
 'Scuse me, sir - the wolves are at
 the door.

MICHAEL
 What do they want?

ELLEN
 A good thrashin', if you ask me.
 (She looks into the
 kitchen, sighs.)
 Looks like the River Thames in
 there.

Aunt Jane comes out as Michael takes the mop from Ellen.

MICHAEL

Don't worry - I'll clean up, Ellen.
Why don't you see to breakfast?

ELLEN

Suppose someone 'as to - 'less we
all want to starve.

She goes into the kitchen.

AUNT JANE

(Aside, to Michael:)
Why don't you let Ellen clean up?

MICHAEL

(A resigned sigh:)
I'm afraid lately that means more
work for me. The other day I found
a butcher's sack hanging on the
coat rack - and my hat was in the
larder.

Aunt Jane catches sight of her damp hair in the hall mirror.

AUNT JANE

I need a brush - I look a fright.
(As she goes upstairs:)
Don't forget you have guests at the
door, Michael.

MICHAEL

Right -
(He goes to the door,
dodging the children)
I'm sorry. We're struggling through
a bit of chaos this morning -

They take a step into the hallway. Michael closes the door
behind them.

GOODING

So it seems. Unfortunately, Mr.
Banks, our business cannot wait.

Ellen reappears from the kitchen.

ELLEN

Excuse me, sir - how exactly am I
supposed to make breakfast when
there's nothing in the larder but
pickled herring and marmalade?

MICHAEL

(Hand to forehead:)
The groceries - I meant to go
yesterday.

ELLEN

(She nods, turns to go.)
Very well, then. Pickled herring
for breakfast, marmalade for lunch.

JOHN

(Once Ellen has gone:)
That little shop across the park
will be open. The three of us can
go.

MICHAEL

Oh, thank you, John.

GEORGIE

(Aside, to Annabel:)
But you said we would go to the
park today!

ANNABEL

We'll cut through the park on the
way.

GEORGIE

But -

ANNABEL

Enough, Georgie. Come along.

John takes the mop from Michael.

JOHN

I'll take that, Father.

MICHAEL

Thank you.

Aunt Jane comes back downstairs as the twins lead Georgie
into the kitchen. Michael gestures for the lawyers to join
him in the parlor. Aunt Jane follows, putting on her coat.

MICHAEL (cont'd)

Please, come through -

INT. THE PARLOR - CONTINUOUS

MICHAEL

Now, what is it I can do for you?

GOODING

I am Hamilton Gooding; this is Mr.
Templeton Frye. We are solicitors
with the law firm of Gordy, Cordry,
Gooding and Frye.

Aunt Jane suppresses a laugh.

GOODING (cont'd)

What?

AUNT JANE

Nothing.

Gooding notices the poster sticking out of Aunt Jane's notebook.

GOODING

SPRUCE? Is that your garden club?

AUNT JANE

No, it's the "Society for the Protection of the Rights of the Underpaid Citizens of England."

GOODING

A labour organizer?

(Archly polite, to Frye:)

She's a labour organizer.

Gooding and Frye sit on the sofa. Michael sits in the armchair opposite. Aunt Jane moves round, tying her belt.

AUNT JANE

Well, yes - we also run soup kitchens - it's a never-ending job these days.

FRYE

I'm sure it is, Mrs. Banks.

AUNT JANE

Miss Banks, actually. I'm Michael's sister.

MICHAEL

My wife passed away this last year.

FRYE

That's awful! Those poor children.

GOODING

Our deepest condolences.

MICHAEL

Thank you. Forgive me - what brings the two of you here this morning?

AUNT JANE

I'm going to say my good-byes.

Aunt Jane kisses Michael on the cheek and heads out.

GOODING

Mr. Banks, you took out a loan with Fidelity Fiduciary Bank last year against the value of your home.

Aunt Jane stops and steps back to Michael.

AUNT JANE

You did *what?* Michael!

MICHAEL

I had to, Jane. I didn't have much choice, what with Kate and the bills piling up -

FRYE

Hard enough these days, isn't it?

GOODING

Yes, well, it seems you've fallen three months behind in payments -

MICHAEL

I am sorry. Kate, my wife, used to handle all our finances, you see, and I've been a bit off my stride.
(Stands, walks to desk:)
How much is it I owe you exactly?

GOODING

Unfortunately, the bank is now demanding you pay back the entire loan in full.

MICHAEL

The *entire loan?*

GOODING

Yes - it's all in the contract.

MICHAEL

That's more than I make in a year. I couldn't possibly.

FRYE

Oh dear!

Gooding stands to leave, picking up his hat and briefcase.

GOODING

You have five days. If you are unable to pay in full by Friday at midnight, I'm afraid we will have to repossess your home, and you will have to vacate the premises.

Frye sighs, distraught. Gooding glances over, irritated.

MICHAEL
But I work at Fidelity Fiduciary!

GOODING
Not as an *accountant*, I presume.

MICHAEL
No, as a teller - I took a part-time position there this past year. You see, I'm really an artist -

GOODING
Be that as it may -

MICHAEL
But my father, George Banks, was a senior partner there!

AUNT JANE
(A realization:)
Father left us bank shares! You could use them to pay off the loan.

MICHAEL
I was saving those for the children, but -

Frye stands.

FRYE
Shares? In the bank?
(Brightly, to Gooding:)
That does change things, doesn't it?

GOODING
Do you have the share *certificate*?

AUNT JANE
Sorry? The what?

FRYE
The document -

GOODING
The document proving you own shares in the bank.

MICHAEL
... I suppose it must be somewhere among father's old papers.

EXT. THE ADMIRAL'S ROOFTOP - CONTINUOUS

On the rooftop next door, the Admiral and Binnacle are finally prepared to fire off the 8 a.m. cannon.

ADMIRAL BOOM
Primed and ready, Mr. Binnacle?

BINNACLE
Ready and charged, sir.

ADMIRAL BOOM
On my mark. Three, two, one - FIRE!
BOOM!

INT. THE PARLOR - CONTINUOUS

Inside, the cannon fire rattles the walls, knocking everything askew and terrifying the lawyers. A clock and an urn land in Gooding's hands. Ash flies out of the fireplace.

GOODING
Good heavens! Are you housing anarchists?

Michael and Aunt Jane behave as though this is perfectly normal; they begin pushing all the furniture and belongings back into place as they speak.

AUNT JANE
No, that's the Admiral. He fires off a cannon to mark the hour.

FRYE
(He checks his watch:)
But he's over five minutes late.

MICHAEL
Yes, I'm afraid he's been running a little behind these last few years.

Michael and Aunt Jane push the piano back in place.

GOODING
As are we, this morning. You've been given notice;
(Hands Michael the notice)
We'll see ourselves out. Come along, Mr. Frye.

FRYE
(putting on his hat)
I hope you find that share certificate. I really do.

GOODING
Good day to you both.
(As they leave, to Frye:)
You really have chosen the wrong profession, you know...

The door shuts.

AUNT JANE

Why didn't you tell me you had taken out a loan, Michael?

Michael moves away from Jane.

MICHAEL

I didn't want to worry you - or the children. I kept thinking I would catch up. Kate always managed.

(He shakes his head:)

Of all the thick-headed mistakes... I can't lose our home, Jane. She's everywhere here.

AUNT JANE

Well then we aren't going to let that happen. But, Michael, you know we neither of us have enough money between us - so we just have to find that share certificate. Do you have any idea where father might have kept it?

MICHAEL

Up in the attic, I suppose...

(He tucks away his emotions, smiles.)

... I'm sorry, I didn't mean to bring you into all this.

AUNT JANE

(Exasperated:)

Michael! This is our family home, and you're about to lose it - so stop pretending everything's fine.

GEORGIE (O.S.)

Are we going to lose our home?

Michael and Aunt Jane turn. Georgie and the twins, having entered from the dining room in their coats and wellies, have been listening to them.

MICHAEL

Oh, no - no, of course not, Georgie.

AUNT JANE

I was saying you won't have to worry, because your father owns shares in the bank.

GEORGIE

But you said we don't have enough money.

Michael grabs paper and pen and sketches something.

MICHAEL

Well, I can make more - I am a banker now, aren't I? That's what bankers do - make money.

GEORGIE

But you're not a banker - you're a painter.

MICHAEL

Yes, well - painters don't make money. Not these days. Here, you see? The day has hardly begun and I've already made you 10 pounds.

Michael hands Georgie what he's drawn - a decent likeness of a 10-pound note. Annabel and John exchange a glance, seeing through Michael's false cheer instantly. Georgie smiles.

JOHN

(Looking at his watch:)
We'd best be going.

AUNT JANE

Let's get your hats on then.

Annabel goes to the front hall coat rack to get their hats.

MICHAEL

(With a wink, handing a few coins to John:)
John, one moment. Georgie shouldn't have to spend his 10 pounds on the shopping - here you are.

JOHN

Thank you, father.

ELLEN

(Entering:)
Off to the park now, I see.

ANNABEL

Yes - that's right, Ellen.

Ellen helps the children with their hats. Aunt Jane takes off her coat as she heads for the stairs.

AUNT JANE

(To Michael:)
Shall we search the attic, then?

MICHAEL

Don't you have to go to work?

AUNT JANE
 (Rolling up her sleeves:)
 Work can wait.

Michael follows her up the stairs.

MICHAEL
 Thank you, Jane - yes, I'll look in
 the attic. Why don't you check
 father's old wardrobe?

Ellen follows the children to the front door.

JOHN
 We'll make lunch when we get home,
 Ellen.

Annabel takes Gillie from Georgie, handing it to Ellen.

ANNABEL
 Gillie stays here.

ELLEN
 (As the children leave:)
 Blimey - such little grown-ups
 you've become.

EXT. THE PARK - DAY

Annabel reads over the shopping list as the children walk
 through the park.

ANNABEL
 Father didn't give us enough, did he?

JOHN
 Not nearly.

ANNABEL
 We can ask for day-old bread at half
 off; that's what mother used to do.

Georgie smiles, seeing MISS LARK, the children's wealthy
 neighbor, walking her dog WILLOUGHBY.

GEORGIE
 Hello, Willoughby! Hello, Miss Lark!

MISS LARK
 Hello, Georgie! Twins.

JOHN
 Come on Georgie, we haven't got
 time for this.

Willoughby barks. Georgie notices a woman selling balloons (BALLOON LADY) in the distance. He cuts across the grass toward her:

GEORGIE

The balloon lady! Can we get balloons?

ANNABEL

No, Georgie - we haven't enough for groceries as it is.

The Park Keeper appears, calling to Georgie.

PARK KEEPER

Oi, Georgie Banks - keep off the grass! I don't spend all day caring for it just to see my work get trampled on! Go on, hop it!

Georgie sighs and reluctantly returns to the path.

ANNABEL

Sorry.

JOHN

(Quietly, to Annabel:)
What if Father does lose the house?

ANNABEL

We'll just have to figure out a way to get it back, I suppose.

JOHN

You're right... That's what mother would do.

INT. THE ATTIC - DAY

The attic is a complete mess. Michael's easels, canvases and art supplies are all piled up in a corner. Michael goes over to an old desk. He searches through its drawers, then picks up a wooden storage crate.

Inside the crate, Michael finds a jewelry box with an engraved "K" on its lid. When he opens it, a gentle melody plays. He takes out a necklace of his wife's, gazing at it a moment. He sets the box aside and continues searching the attic, still holding the necklace - but he can't get the gentle melody out of his head...

"A CONVERSATION"

MICHAEL

WE HAVEN'T SPOKEN IN SO LONG DEAR
THIS YEAR HAS GONE BY IN A BLUR
TODAY SEEMS EVERYTHING'S GONE WRONG HERE
(more)

MICHAEL (cont'd)

I'M LOOKING FOR THE WAY THINGS WERE

I KNOW YOU'D LAUGH AND CALL ME TRAGIC
FOR EVERYTHING'S IN DISARRAY
THESE ROOMS WERE ALWAYS FULL OF MAGIC
THAT'S VANISHED SINCE YOU WENT AWAY

THIS HOUSE IS CROWDED NOW WITH QUESTIONS
YOUR JOHN'S A WALKING QUESTIONNAIRE
AND I COULD SURELY USE A FEW SUGGESTIONS
ON HOW TO BRUSH OUR DAUGHTER'S HAIR

WHEN GEORGIE NEEDED EXPLANATIONS
YOU ALWAYS KNEW JUST WHAT TO SAY
AND I MISS OUR FAMILY CONVERSATIONS
IT'S SILENT SINCE YOU WENT AWAY

Michael looks out of the window.

WINTER HAS GONE
BUT NOT FROM THIS ROOM
SNOW'S LEFT THE LANE
BUT THE CHERRY TREES FORGOT TO BLOOM

He reminds himself to keep searching.

The certificate... The
certificate...

I'LL CARRY ON THE WAY YOU TOLD ME
I SAY THAT LIKE I HAVE A CHOICE
AND THOUGH YOU ARE NOT HERE TO HOLD ME
IN THE ECHOES I CAN HEAR YOUR VOICE

BUT STILL ONE QUESTION FILLS MY DAY DEAR
THE ANSWER I'VE MOST LONGED TO KNOW
EACH MOMENT SINCE YOU WENT AWAY DEAR
MY QUESTION, KATE, IS "WHERE'D YOU GO?"

As Aunt Jane enters, Michael puts away the necklace and closes the lid of the jewelry box, turning away to hide his emotions.

AUNT JANE
Nothing in the wardrobe.
(Gazing around the attic:)
Oh my goodness.

MICHAEL
(He turns back, smiling:)
Yes, it's quite a mess, isn't it?

Aunt Jane notices Michael's art supplies.

AUNT JANE
What are all your art things doing
up here?

MICHAEL

I wasn't using them anymore. I should probably get rid of it all.

AUNT JANE

Have you looked in father's old desk?

MICHAEL

(pulling out an old snowglobe)

I honestly don't know why we kept most of this stuff to begin with.

He reaches into a nearby box and pulls out an old, patched-up kite with a suffragette banner for a tail.

MICHAEL (cont'd)

I mean, why on Earth did we save this old broken thing?

AUNT JANE

Don't you remember that kite? We used to love flying that with mother and father.

MICHAEL

Well, it won't fly anymore. Out it goes - no looking back.

Michael throws the beaten kite into the rubbish box and carries it to the door.

EXT. THE HOUSE AT 17 CHERRY TREE LANE - DAY

Michael carries the trash bin out to leave by the side of the house, then goes back inside. A beat, and then the wind stirs. The kite shudders and lifts into the air, blown out of the trash bin.

It skitters across the lane, past Jack, who is riding his bicycle. He stops in his tracks, watching the kite skip by. The behavior of this kite strikes him as unusual, to say the least. He glances up, sensing something in the air.

JACK

(Singing softly:)

HOLD ON TIGHT TO THOSE YOU LOVE
AND MAYBE SOON FROM UP ABOVE...

He pedals off in pursuit.

EXT. THE PARK - CONTINUOUS

In the park, Willoughby the dog sees the kite tumble past and barks madly.

The kite swings up to hit a MAN ON A PARK BENCH in the back of the head, knocking off his bowler hat. Barely reacting, the man calmly sets his hat back in place and continues reading a newspaper.

Up ahead, the twins are poring over their errand list; Georgie, lagging behind, sees the kite tumble past - he chases after it.

ANNABEL

How long do you think it will take us today?

JOHN

Well, let's see. It's a nine minute walk to the shop. If it takes about ten minutes to purchase each item, we should be back home by-

Jack races past John and Annabel on his bicycle.

JACK

'Scuse me, children - coming through!

ANNABEL

Georgie! Come back!

JOHN

Georgie!

The twins start after Georgie, but the Park Keeper sees them.

PARK KEEPER

You two - off the grass!

JOHN

But our brother -

PARK KEEPER

You heard me - now!

A gust of wind sends the kite over a hedge. Georgie scrambles through the hedge into a CLEARING, getting his clothes covered in mud. The kite is there, leaning against a stone bridge as though waiting for him. Georgie runs to it, pulls out the spool of string that's been tucked in its frame and raises the kite into the air. Clouds gather and roil. The wind grows violent, dragging Georgie off his feet as the kite shoots up through the clouds.

John and Annabel are rushing along the path when they hear:

GEORGIE (O.S.)

Help!

The twins charge out across the grass and dive under the hedge.

ANNABEL
WE'RE COMING GEORGIE!

Jack, meanwhile, stops his bike on the nearby path and hurries over to rescue Georgie.

JACK
Hold on...!

Jack grabs hold of Georgie, pulls him down. They both pull on the kite string with all their might. The sky begins to calm, the clouds part, and a figure, holding onto the kite's tail, comes into view...

It is MARY POPPINS!

Dressed in a long coat, scarf, and eccentric hat, Mary Poppins carries a carpetbag in her free hand and has a parrot-headed umbrella tucked under her arm.

JACK (cont'd)
As I live and breathe...

The twins scramble through the bushes just in time to see Mary Poppins glide the last five or so feet to the ground.

The moment Mary Poppins lands, she addresses Georgie. Jack reels in the kite string. Brusquely:

MARY POPPINS
You need to be more careful when the wind rises, Georgie - you nearly lost your kite.
(As the twins approach:)
And you two nearly lost your Georgie. He might have got away completely had I'd not been holding on to the other end of that string.

She brushes herself off, taking note of the children's appearances.

MARY POPPINS (cont'd)
My goodness, Annabel - what have you done to your clothes? You could grow a garden in that much soil. And John, you're just as filthy.

ANNABEL
How do you know our names?

JACK
(Beaming:)
Because she's Mary Poppins, of course! And may I say you look lovely, as always.

MARY POPPINS

You really think so?
It is nice to see you, Jack -

JACK

Good to see you too, Mary Poppins.
(To the children:)
I was just your age when we first
met, working for a chimney sweep.

Jack hands the kite back to Georgie.

MARY POPPINS

How is dear old Bert?

JACK

Traveling the world he is, off to
points unknown.

MARY POPPINS

Well, now I am off to speak with the
father of these children - this
family is clearly in desperate need
of a nanny.

(To the children:)

Now, quick march and best foot forward,
and I'll thank you not to dawdle.

Mary Poppins marches off, Georgie at her side. The twins
exchange a puzzled glance.

JACK

Go on.

The twins then hurry after their brother. Jack follows behind
and picks up his bike off the ground.

INT. THE STAIRCASE/FRONT HALL - CONTINUOUS

Georgie charges into the hall, and shouts up the stairs.

GEORGIE

Father! Aunt Jane - come quick!

Michael rushes to the top of the steps. Georgie stands at the
base of the stairs holding the weatherbeaten kite, excited.

MICHAEL

What is it, Georgie?

AUNT JANE

Has something happened?

GEORGIE

I was flying a kite and it got
caught on a nanny!

Michael and Aunt Jane come downstairs.

AUNT JANE
Whatever are you talking about?

GEORGIE
Come look!

MICHAEL
Wait - where did you get that kite?

GEORGIE
I found it in the park.
(Pointing to the door:)
She kept it from blowing away.

They look toward the front door as Mary Poppins steps into the house for the first time in decades. Michael is so taken aback that he drops the papers he holds.

MICHAEL
Mary... ?

AUNT JANE
... Poppins?

MARY POPPINS
Close your mouth please, Michael.
We are still not a codfish.

Aunt Jane giggles. Mary Poppins gives her a sidelong glance.

MARY POPPINS (cont'd)
Jane Banks - still rather inclined
to giggle I see.

This stops Aunt Jane. Michael beams. Annabel and John run in, closing the door behind them.

MICHAEL
... Good heavens, it really is you!
You seem hardly to have aged at
all.

MARY POPPINS
Really! How rude. One never
discusses a woman's age, Michael. I
would have hoped I had taught you
better.

MICHAEL
I'm sorry, I didn't mean -

AUNT JANE
You came back! I thought we'd never
see you again.

MICHAEL

It is *wonderful* to see you -

MARY POPPINS

(Admiring herself in the
mirror:)

Yes, it is, isn't it.

ANNABEL

You know her then?

As Mary Poppins crosses away from the mirror, her reflection remains behind, watching her go.

MICHAEL

Yes. Mary Poppins used to be our
nanny.

AUNT JANE

What brings you here after all this
time?

MARY POPPINS

The same thing that brought me the
first time: I've come to look after
the Banks children.

The twins exchange a look.

ANNABEL

Us?

MARY POPPINS

(Turning:)

... Oh, yes - you too.

ANNABEL

(A little huffy:)

But we don't need a nanny. Mother
taught us to look after ourselves.

MARY POPPINS

You did just misplace Georgie, I
might point out.

JOHN

Only slightly. We got him back.

ANNABEL

We can do anything a nanny can.

GEORGIE

Mary Poppins flew here on a kite.
You can't do that, can you?

MICHAEL

What are you talking about,
Georgie? Don't be silly.

AUNT JANE

Oh, let him believe what he likes.

(To Georgie:)

When your father and I were young, we used to imagine Mary Poppins could do all sorts of impossible things.

Georgie alone notices the parrot on the handle of Mary Poppins' umbrella coming to life.

PARROT UMBRELLA

(Squawking:)

Actually -

Mary Poppins calmly pinches the parrot's beak shut.

MICHAEL

'Actually,' what?

MARY POPPINS

Actually, I'd like to get back to the matter of my employment.

GEORGIE

Your umbrella *talks!*

MICHAEL

Georgie, *please* - we're in the midst of a grown-up conversation.

ANNABEL

Why don't we go upstairs, Georgie?

GEORGIE

But it did talk! I promise -

The twins lead Georgie upstairs. Once they've gone:

MICHAEL

I'm afraid sometimes Georgie suffers from an excess of imagination.

MARY POPPINS

As I recall, you had the same affliction yourself when you were young.

MICHAEL

Did I, really? Well, those days are long behind me.

MARY POPPINS

Are they, indeed?

(She nods, confirming something to herself.)

About my employment, then -

MICHAEL

Yes, about that - the truth is, I simply can't afford -

MARY POPPINS

We can settle on terms later, although I will want my old room back, as long as it's not a complete disaster, and I insist on having every second Tuesday off.

MICHAEL

But I'm afraid -

AUNT JANE

Of course, Mary Poppins.

Michael shoots Aunt Jane a look.

MARY POPPINS

Good, good. That's all settled. Then I'll stay. Now, if you'll excuse me, the children have turned themselves into dustbins; my first order of business is to see them properly bathed and dressed.

Michael pulls Aunt Jane into the living room.

MICHAEL

Have you gone completely mad, Jane? I can't afford to take on anyone else.

AUNT JANE

Mary Poppins isn't just *anyone*. Don't you see, Michael? No one's hiring nannies anymore. The poor woman has no place to go.

MICHAEL

Neither will we by the end of the week.

AUNT JANE

Oh, don't be so grumpy. You sound just like father.

MICHAEL

I do not!

AUNT JANE

Give Mary Poppins a chance. You need help just as much as she does.

MICHAEL

Oh... very well. She can stay for the time being, I suppose.

(more)

MICHAEL (cont'd)
 (Ironically:)
 After all, she did fly all this way
 on a kite.

They share a laugh. Aunt Jane smiles, hesitates.

Behind them, Mary Poppins hops on the bannister and glides up the stairs, leaving her bag and umbrella behind.

AUNT JANE
 Those things, when we were young -
 they didn't really...

MICHAEL
 (With a smile:)
 Happen? No...

AUNT JANE
 No, of course not.

MICHAEL
 Ridiculous.

They laugh.

INT. UPSTAIRS HALLWAY - CONTINUOUS

Mary Poppins glides up the bannister past Ellen, carrying an armful of fresh towels.

ELLEN
 Oh hello, Mary Poppins.

MARY POPPINS
 Hello, Ellen.

Mary Poppins hops off the bannister. Georgie is waiting for her. His jaw drops as the parrot umbrella and her carpetbag float down from above and into her hands.

GEORGIE
 How did you do that?

MARY POPPINS
 Do what?

GEORGIE
 And why didn't father believe you
 flew here on a kite?

MARY POPPINS
 Because it's complete nonsense, of
 course.

PARROT UMBRELLA
 (Squawking:)
 Grown-ups forget. They always do.

MARY POPPINS

(A sharp look:)

That will be quite enough of that.
I should have left you in the
umbrella stand.

PARROT UMBRELLA

(Aghast:)

Not with the canes!

Mary Poppins marches into the nursery, Georgie behind her.

INT. THE NURSERY - CONTINUOUS

John and Annabel are huddled together, talking in hushed tones, when Mary Poppins arrives.

MARY POPPINS

What are you two whispering about?

JOHN AND ANNABEL

(Coming to attention:)

Nothing.

MARY POPPINS

(removing her hat)

"Nothing" is such a useful word, isn't it? It can mean anything and everything.

ANNABEL

It's just that -

MARY POPPINS

- you don't require the services of a nanny.

JOHN

Well, we have grown up a good deal in the past year, after all.

MARY POPPINS

Yes, yes. We'll have to see what can be done about that.

Mary Poppins straightens the items on the fireplace. She reaches to adjust a china bowl on the mantelpiece.

ANNABEL

That was our mother's - be careful.

MARY POPPINS

(Haughtily:)

I am *always* careful.

Mary Poppins unties her jacket belt.

ANNABEL
 (Anxious:)
 So... you're staying?

MARY POPPINS
 (removing her jacket belt)
 Yes, I'll stay... until the door
 opens.

JOHN
 What does that mean?

ANNABEL
 (Looking to the nursery
 door.)
 That door is *always* opening.

Mary Poppins unbuttons and removes her coat.

MARY POPPINS
 Not that door - another one.

Mary Poppins opens the cupboard doors and takes out some
 clothes.

GEORGIE
 (Incredulous:)
 The bathroom door?

JOHN
 That's just silly, Georgie.
 (To Mary Poppins,
 uncertain:)
 Not the bathroom door?

MARY POPPINS
 (As she heads off:)
 No. But a bath would prove useful.
 Come along - time for a good, clean
 start.

INT. THE BATHROOM - DAY

Steam clouds fill the air. Georgie and the twins stand in
 their 1930's-style long underwear, watching as Mary Poppins
 draws a bath. The twins aren't in the least happy about it.

ANNABEL
 Our mother always had us take our
 baths in the evening.

MARY POPPINS
 In my experience, the perfect time
 of day to have a bath is when one
 needs a wash. Georgie will go
 first.

Mary Poppins gathers towels and washcloths, shampoo and a fresh bar of soap, which she places beside the tub.

JOHN

We are perfectly capable of drawing our own baths.

MARY POPPINS

How very helpful John. In that case, you may turn off the tap.

(He reaches to do so.)

But not quite yet - we still have to put in the bubbles.

JOHN

But I don't like soap bubbles.

Mary Poppins goes off to retrieve her bag.

MARY POPPINS (O.S.)

Then you shall have to try to avoid them at all costs.

JOHN

(Quietly, to Annabel:)

She's a tough nut, isn't she?

ANNABEL

(Aloud:)

Alright then, but we'll have to get this done quickly.

JOHN

Right, we still have to get to the grocers - and it looks as though it might rain.

GEORGIE

I know who you should ask.

ANNABEL

Her umbrella can't talk, Georgie.

Mary Poppins returns with her carpetbag, shaking her head.

MARY POPPINS

The very idea.

GEORGIE

How do you know it can't?

ANNABEL

Because it can't. The very notion is ridiculous.

MARY POPPINS

Exactly right, Annabel. It's nonsense. Foolishness.

JOHN

It makes no sense. And if it makes
no sense it can't be true.

Mary Poppins pulls a bottle of soap bubbles from her bag.

"CAN YOU IMAGINE THAT?"

MARY POPPINS

JOHN, YOU'RE RIGHT
IT'S GOOD TO KNOW YOU'RE BRIGHT
FOR INTELLECT CAN WASH AWAY CONFUSION

GEORGIE SEES
AND ANNABEL AGREES
MOST FOLDEROL'S AN OPTICAL ILLUSION...

YOU THREE KNOW IT'S TRUE
THAT ONE PLUS ONE IS TWO
YES, LOGIC IS THE ROCK OF OUR FOUNDATION...

I SUSPECT
(AND I'M NEVER INCORRECT)
THAT YOU'RE FAR TOO OLD TO GIVE IN TO IMAGINATION...

As she pours the soap bubbles into the bath, a dolphin peaks
it's head up out of the water, much to the children's
amazement. To the dolphin:

Not yet.

Mary Poppins gently pushes the dolphin back underwater.

SOME PEOPLE LIKE TO SPLASH AND PLAY
CAN YOU IMAGINE THAT?!
AND TAKE A SEASIDE HOLIDAY
CAN YOU IMAGINE THAT?!

Mary Poppins reaches into her bag to pull out a pail and
shovel and a rubber duck. The children watch, astonished.

TOO MUCH GLEE
LEAVES RINGS AROUND THE BRAIN
TAKE THAT JOY
AND SEND IT DOWN THE DRAIN

As Mary Poppins drops each item into the tub, they seem to be
magically drawn into the water, as though rocketing down a
slide.

SOME PEOPLE LIKE TO LAUGH AT LIFE
AND GIGGLE THROUGH THE DAY
THEY THINK THE WORLD'S A BRAND NEW SHINY TOY

She pulls a toy pirate ship out of her bag, puts it into the
tub and it disappears; then she sprinkles a handful of coins
into the water.

MARY POPPINS (cont'd)
 AND IF WHILE DREAMING IN THE CLOUDS
 THEY FALL AND GO KERSPLAT

Mary Poppins searches in her bag for something, snapping her fingers when she suddenly remembers where it is. She marches over and pulls a large beach umbrella out of the sink with a flourish, then slides it into the tub as well.

ALTHOUGH THEY'RE DOWN AND BENT IN HALF
 THEY BRUSH RIGHT OFF AND START TO LAUGH!
 CAN YOU IMAGINE THAT?!

On second thoughts, perhaps you're right. It makes no sense to have a bath this early -

GEORGIE
 I want to take a bath!

MARY POPPINS
 (Mildly surprised:)
 Oh, really? Very well, then... Up you go... and in you go!

She sets Georgie on the edge of the tub. He throws up his arms and slides in - he too is magically drawn into the water.

JOHN
 Georgie!

John lunges forward, grabbing Georgie's hand at the last possible moment - getting pulled into the water as well.

ANNABEL
 John!

Annabel sweeps away soap bubbles and peers into the water. Georgie and John are nowhere to be seen.

ANNABEL (cont'd)
 What happened? Will they be alright?

MARY POPPINS
 It is just a bath, after all. But then again, it's not my tub.

ANNABEL
 Shouldn't you go after them?

MARY POPPINS
 I had my bath this morning, thank you.

ANNABEL
 Well, if you won't, I will!

Annabel climbs onto the back of the tub and slides in.

Mary Poppins sits on the edge of the tub herself, and slides in backwards -

MARY POPPINS

Off we go!

EXT. BENEATH THE MAGICAL OCEAN - CONTINUOUS

Georgie, the twins and Mary Poppins plummet past, all of them tumbling down into a magical ocean. The toys Mary Poppins put in the water have all grown to enormous size. The rubber duck is the size of a bus; the pail and shovel are enormous.

MARY POPPINS

SOME PEOPLE LIKE TO DIVE RIGHT IN
CAN YOU IMAGINE THAT?!
AND FLAP ABOUT IN BATHTUB GIN
CAN YOU IMAGINE THAT?!

Mary Poppins and the children float past increasingly surreal scenes peopled by those they know from Cherry Tree Lane. Miss Lark passes by with her dog Willoughby on a leash, the dog towing her as he paddles through the water.

DOGGIES PADDLING
TWENTY LEAGUES BELOW
MIGHT SEEM REAL
BUT WE KNOW IT'S NOT SO!

The toy pirate ship has become a full-size shipwreck. Ellen can be seen through a hole in the ship's hull, trying to keep the clams and minnows in her cooking pot from swimming away.

TO COOK WITHOUT A RECIPE
CAN YOU IMAGINE THAT?!
AND HEAVEN KNOWS WHAT LIVES WITHIN THAT POT!

A treasure chest sits on a reef, filled with the coins she dropped in. They swim down to it, coins swirling around them in a current.

SOME PIRATES FOLLOW TREASURE MAPS
AND WEAR A SILLY HAT
THEY SEARCH THE WORLD FOR BURIED GOLD

Georgie veers away from the others, diving through thick seagrass. He looks up. The Park Keeper stands before him, pointing sternly to a sign: "KEEP OFF THE SEAGRASS."

THEY WON'T GROW UP AND DON'T GROW OLD!
CAN YOU IMAGINE THAT?!

Mary Poppins grabs sponges from a colorful coral reef and tosses them to the children.

MARY POPPINS (cont'd)
 Be sure to scrub behind your ears!

Mary Poppins floats up toward the surface as a SCHOOL OF DOLPHINS arrives and circles around the children, creating a whirlpool of bubbles. When the dolphins swim off and the bubbles clear, the children are thoroughly scrubbed and washed. The children are captured in enormous bubbles; one by one, they float to the surface...

EXT. THE MAGICAL OCEAN, ABOVE THE WATER - CONTINUOUS

The bubbles lift out of the water to hover above Mary Poppins, who sits in their bathtub, which is now floating on an endless sea.

Mary Poppins takes the beach umbrella, which sits in the tub, and uses it to pop the children's bubbles. They all land in the tub.

MARY POPPINS
 SOME ANSWER WHEN ADVENTURE CALLS!

MARY POPPINS & CHILDREN
 CAN YOU IMAGINE THAT?!

Mary Poppins raises the umbrella for a sail, handing it to John.

MARY POPPINS
 AND SAIL STRAIGHT OVER WATERFALLS!

MARY POPPINS & CHILDREN
 CAN YOU IMAGINE THAT?!

The Admiral and Binnacle float past them in a rowboat.

MARY POPPINS
 THEY SEE LIVING
 AS IT'S OWN REWARD

ADMIRAL BOOM
 Ahoy!

MARY POPPINS
 THEY ROCK THE BOAT, THEN -

The Admiral and Binnacle salute. The children salute back. John is pulled off balance by the umbrella and falls in.

ADMIRAL BOOM
 - MAN OVERBOARD!

Mary Poppins and the children reel John back onboard.

MARY POPPINS
 SOME PEOPLE LOOK OUT ON THE SEA
 AND SEE A BRAND NEW DAY
 THEIR SPIRIT LIFTS THEM HIGH
 ABOVE THE BLUE
 Yet...
 SOME OTHERS WEAR AN ANCHOR
 AND THEY SINK IN SECONDS FLAT
 So...
 PERHAPS WE'VE LEARNT WHEN DAY IS DONE
 SOME STUFF AND NONSENSE COULD BE
 FUN!

MARY POPPINS & CHILDREN
 CAN YOU I-MA-GINE THAT!

Mary Poppins pulls the string of the bathtub stopper. Water rushes up through the drain, and a whirlpool opens up beneath the tub. Everyone tumbles about as the tub spins down into the yawning vortex, spinning faster and faster...

MATCH CUT TO:

INT. THE BATHROOM - DAY

... water swirling down the drain. The children are back in the bathroom, wrapped in towels. All that's left in the tub is the toy duck. The children watch in mute awe as Mary Poppins picks it up and slips into her carpetbag, closing the latch just as the song ends.

INT. THE PARLOR/THE LIBRARY - DAY

Michael pulls books off of shelves, searching for the shares document; Aunt Jane looks through the bottom drawer of the secretary desk, pulling out stacks of pencil drawings. Michael turns to Aunt Jane.

MICHAEL
 Anything?

AUNT JANE
 No, just your drawings, and bills -
 and nothing else.

MICHAEL
 (After a beat:)
 Then it's not here.

The children can be heard coming downstairs as Michael takes the drawings from Aunt Jane and tosses them onto the floor.

THE CHILDREN (O.S.)
 (Overlapping:)
 Father, Aunt Jane! / You won't
 believe it! / It was incredible!

The children appear in the doorway, Mary Poppins behind them.

GEORGIE
We went sailing!

MICHAEL
Not now, please -

JOHN
But it really happened! Tell them,
Mary Poppins!

MARY POPPINS
I have no idea what you're all
talking about.

GEORGIE
We swam through a pirate ship -

MICHAEL
Enough - PLEASE!

The children's wonder has faded in an instant.

ANNABEL
You're right, father. We're sorry.

She takes Georgie's hand and turns to go.

MICHAEL
(Contrite:)
No, wait - *I'm* sorry. I don't mean
to be cross with all of you. I've
just lost something very important.

AUNT JANE
And we'll find it. I'm sure your
grandfather just tucked it away
somewhere for safekeeping -
(A realization:)
The bank! Didn't father have a
safety deposit box in the bank?

MICHAEL
Yes, he did!

AUNT JANE
Well, let's go!

MICHAEL
It's closed.

AUNT JANE
We'll go first thing in the
morning.

MICHAEL
Won't we need a key?

AUNT JANE
 There's a whole drawer full of keys
 up in father's desk.

MICHAEL
 Is there?

AUNT JANE
 Yes.

Michael and Aunt Jane hurry out of the room. Mary Poppins
 shakes her head, dismayed at the mess they've left behind.

MARY POPPINS
 My goodness, gracious, glory me!
 You'd think by now they'd have
 learned to pick up after themselves.

As she picks up a piece of paper and drops it into the
 rubbish bin, the other papers on the floor magically RISE
 INTO THE AIR, swirl around the room, then collect themselves
 together and fall neatly into the rubbish bin. ONE FINAL
 DRAWING lands gently on top of the rest.

MARY POPPINS (cont'd)
 Cleaning is not a spectator sport,
 I'll remind you. John, Annabel, put
 all the books back on the shelves -
 (Handing Georgie the bin:)
 - Georgie Banks, come back here.
 Take out this rubbish, would you?

GEORGIE
 Yes, Mary Poppins.

MARY POPPINS
 There's a good boy. Off you go,
 spit spot.

INT. KITCHEN - CONTINUOUS

As Georgie struggles to carry the bin, he pauses to look at
 the final drawing that landed in the pile, which shows a
 playful depiction of the house in happier times, when mother
 was still alive.

In the drawing, Father stands in front of the house with his
 arms around John and Annabel and mother cradles Georgie in
 her arms. Everyone beams with happiness. Georgie takes the
 drawing out of the bin, folds it and puts it in his pocket.

EXT. THE BANK - DAY

ESTABLISHING SHOT - The next morning. It is raining; a sea of
 black umbrellas swirl along the sidewalk outside the bank.

INT. THE BANK VAULT - DAY

CLOSE on a safety deposit box. Michael flips through a small stack papers as Aunt Jane watches. He finds nothing.

MICHAEL
Well. That's that.

Michael puts everything back into the box and gestures for a BANK OFFICER to lock it away again.

AUNT JANE
What about Mr. Dawes, Jr.? Couldn't he give you more time?

MICHAEL
I'm sure he would if he were still here. Dawes' nephew has been running things lately. I'm not even sure he knows who I am.

AUNT JANE
(She rises, heading for the door:)
Well, it's high time he finds out, don't you think?

MICHAEL
Jane - ? Jane!

INT. THE BANK, MAIN FLOOR - CONTINUOUS

By the time Michael leaves the vault, Aunt Jane is halfway across the bank. He tries to get Aunt Jane's attention as she strides up the staircase at the far end of the main floor.

MICHAEL
(Whispered:)
Jane... Jane!

INT. OUTSIDE MR. WILKINS' OFFICE - CONTINUOUS

MICHAEL
We can't just charge into his office.

Aunt Jane arrives at the desk of MISS PENNY FARTHING (30s), Mr. Wilkins' receptionist; Michael is not far behind.

AUNT JANE
Hello, Miss...
(Off her name plaque:)
... Penny Farthing, is it? Heavens, did the old secretary finally retire?
(more)

AUNT JANE (cont'd)

She always had that jar of sweets
on the desk that we would raid as
children -

MR. WILKINS (50s, patrician, sporting a thin, waxed mustache),
sticks his head out of his office, a kindly smile on his face.

WILKINS

I remember that jar - with those
little toffees that stuck your
teeth together. We must get you one
of those jars, Miss Farthing.

MISS FARTHING

Of course, sir.

WILKINS

This wouldn't happen to be your
sister, would it, Mr. Banks?

AUNT JANE

Yes - Jane Banks. How do you do?

They shake hands.

WILKINS

Great pleasure to meet you --
William Weatherall Wilkins.
(Waving them in:)
Do step this way.

Michael blinks, surprised. Aunt Jane smiles.

INT. WILKINS' OFFICE - DAY

A SHORT TIME LATER: Wilkins sits at the desk, examining
paperwork as Michael and Aunt Jane look on. He has an
enormous office with a roaring fireplace and a view of Big
Ben out the window behind his desk.

WILKINS

If I had known George Banks' son had
taken a loan with us, I'd have handled
the paperwork myself. Unfortunately,
regarding the extension, there's very
little I can do at this point.

MICHAEL

Our father did leave us shares in
the bank.

This is news to Wilkins. He looks up, smiling with interest.

WILKINS

Oh, well, that is good news.

AUNT JANE

Yes, it is, but the trouble is, we can't seem to find the share certificate.

MICHAEL

You wouldn't happen to have any record of our father's shares, would you?

WILKINS

I would think so.
(Tapping his intercom:)
Would you bring in the shareholder's ledger, Miss Farthing?

MISS FARTHING (INTERCOM)

Right away, Mr. Wilkins.

AUNT JANE

What about your uncle, Mr. Dawes, Jr.? He would know if our father received shares, wouldn't he?

Wilkins sighs, gesturing to a portrait of his uncle.

WILKINS

I'm afraid dear old Uncle Dawes is getting on in years.
(He taps his temple.)

"Non compos mentis" - which, sadly, is why I had to take over for him.
Ah - thank you, Miss Farthing.

Miss Farthing has entered. She hands Wilkins the ledger and leaves. Wilkins flips pages, runs a finger along the columns.

WILKINS (cont'd)

Let's see. Babcock, Baker... hmm.
There's no listing of George Banks here. But don't despair.

(Pointing out the window to Big Ben:)

You still have until that big fellow out there chimes his last on Friday night to find that certificate. I'll keep searching here as well.

Aunt Jane and Michael rise.

MICHAEL

Thank you so much, Mr. Wilkins.

They shake hands. As Michael and Aunt Jane head to the door:

AUNT JANE

Yes, thank you. It was such a pleasure to meet you.

Michael and Aunt Jane leave. Wilkins absently takes out his pocket watch, swinging it. He hits his intercom button.

WILKINS

Bring me all of George Banks' old files, would you?

MISS FARTHING (INTERCOM)

Of course, Mr. Wilkins.

Wilkins walks round to his chair, swinging his pocket-watch, and reopens the ledger. He turns to a page with the name GEORGE BANKS written in bold letters. He tears the page out and tosses it into the flames.

INT. THE NURSERY - EVENING

The children are already in bedclothes and robes when Mary Poppins enters, carrying a neatly-folded pile of children's clothing. She sees Georgie jumping on the bed.

MARY POPPINS

Georgie! This is a nursery, let me remind you, not a music hall.

GEORGIE

Can we have another bath?

MARY POPPINS

Oh, pish posh.

(Turning:)

John, you'd best go downstairs and -

CRASH! From downstairs comes the sound of breaking glass.

MARY POPPINS (cont'd)

- help Ellen put away the dishes.

JOHN

Yes, Mary Poppins.

He goes. Mary Poppins heads for the wardrobe. Annabel intercepts her, reaching for the clothes.

ANNABEL

Here - I can put those away myself.

MARY POPPINS

Very well.

Mary Poppins glances to the broken kite which leans against Georgie's bed. Sternly:

MARY POPPINS (cont'd)
 Georgie Banks - if you're hoping
 I'll let you take this sadly-
 neglected kite to the park
 tomorrow, you had better start
 patching it up this instant.

GEORGIE
 (Smiling:)
 Yes, Mary Poppins.

INT. DINING ROOM - EVENING

Ellen is on a chair, doing her best to put dishes on a high shelf in the china cabinet. John enters just as Ellen is about to drop them.

JOHN
 Here - let me help you with those.

ELLEN
 Oh - there's a good lad. Such a
 help you are.
 (She kicks the broken
 plates away:)
 I only wish I could do somethin' to
 'elp your father save this old
 house.
 (A beat. She considers.)
 I could sell my broach and
 necklace, I suppose - matching set,
 my old mum gave 'em to me.

Ellen picks up a large platter and holds it out to John.

JOHN
 You'd do that for us?

Ellen pulls the platter away and holds it to her chest.

ELLEN
 What?? Sell my prized possessions?

JOHN
 Oh no, I didn't mean it like that.

ELLEN
 Oh, don't worry.
 (She hands him the
 platter. Confidentially:)
 I think they're fakes, anyway.
 (hands over serving bowl)
 There's plenty in this house worth
 more than them old trinkets.

John stares at the china soup tureen he's holding. He quickly passes it back to Ellen and rushes out of the room.

JOHN
If you'll excuse me, Ellen -

ELLEN
What's got into 'im?

INT. THE NURSERY - EVENING

Georgie sits on his bed, Gillie at his side. He uses scissors to cut up his father's drawing of the family and patches his kite with the pieces. Annabel is putting toys back in the toy chest when John comes rushing back in.

JOHN
(With quiet urgency:)
Annabel - I know how to save the house!

ANNABEL
What do you mean?

Mary Poppins enters from her room, crossing to shut the drapes.

MARY POPPINS
If you two are going to keep up all this whispering, I would like you to practice doing so as loudly as possible. It will still be bad manners, but at least then we'll all be in on the secret.

Mary Poppins notices Jack polishing one of the brass lamps on the front portico of the house. She opens the window.

MARY POPPINS (cont'd)
Hello, Jack!

Jack smiles. He swings himself up onto the portico, climbs along the ledge to the nursery window and onto the balcony.

JACK
Mary Poppins! How are you this fine evening?

MARY POPPINS
Settling in quite nicely, thank you.

JACK
(Climbing up:)
Y'know, when I was a lad, I used to wave up to the boy and girl who lived here.

MARY POPPINS
You mean Michael and Jane.

JACK

Miss Jane Banks, that's right. I see Mr. Banks about now and again - it's been ages since I've seen her.

Now that Mary Poppins' back is turned, John taps Annabel on the shoulder and hurries over to the mantelpiece. They talk in whispers.

MARY POPPINS

She lives in a flat on the other side of town now. I'm sure you'll bump into her one of these days.

Across the room: John takes the china bowl off the mantelpiece. It has an illustration of an autumn scene in a park, with leaves falling from the trees. A carriage drives along a winding path. A CLYDESDALE HORSE in mid-gallop is hitched to the carriage. We see the COACHMAN from the back; he wears a top hat and high collar, and holds a whip in his hand.

ANNABEL

(Whispering:)

What are you doing? We're not supposed to touch that.

JOHN

(Looking closely at the bowl:)

This is authentic Royal Doulton china, Annabel. Mother always said it was priceless, and I bet it'll be enough to pay off father's debt.

Annabel grabs the bowl off John. He grabs it back from her.

ANNABEL

That's a terrible idea, John. Mother loved that bowl.

JOHN

But she'd sell it herself to save the house.

Georgie sees John holding the bowl and hurries over.

GEORGIE

That was mother's - put that back!
(Grabbing for the bowl:)
Put it back!

ANNABEL

Here - give it to me.

Jack now sits on the windowsill, chatting with Mary Poppins. He lowers his voice, leaning in:

JACK
It's a good thing you come along
when you did, Mary Poppins.

As they tussle, the bowl slips and hits the floor, cracking it and breaking a wedge-shaped piece from the rim.

JACK (cont'd)
(Wincing:)
That didn't sound good, now did it?

John picks up the bowl. Mary Poppins doesn't turn.

MARY POPPINS
What are the three of you up to?

The children look at one another in a panic. John looks at the bowl, and sees a piece missing.

JOHN
(An urgent whisper:)
Give me the missing piece!

ANNABEL
I haven't got it!

JOHN
Well look for it then!

John places the bowl back on the mantelpiece.

MARY POPPINS
Which of you broke the bowl?

The three turn back around. Mary Poppins stands before them, Jack behind her. She holds the missing piece in her hand.

JOHN
Georgie did.

GEORGIE
I did not! It was Annabel.

ANNABEL
If John hadn't taken it off the
mantel!

The children all starting arguing at the same time.

A voice comes from the bowl behind them.

1ST VOICE (HORSE - O.S.)
(Working-class accent:)
Actually, it was all three of them.

The children turn, bewildered, glancing over to the door and the window, wondering where the voices came from.

JOHN
Who said that?

Mary Poppins walks up and peers at the bowl.

MARY POPPINS
Oh, dear.

They all peer at the bowl. THE ILLUSTRATION HAS CHANGED - the crack has caused one of the carriage wheels to fall off, and the carriage has tipped onto its axle. The Horse now stares directly out of the bowl at the children, while the Coachman peers down at the broken wheel.

ANNABEL
Look - the picture's changed.

We see Mary Poppins and the group peering into the bowl from the horses' "fish-eye lens" point of view.

MARY POPPINS
It looks as though they've broken your carriage wheel.

2ND VOICE (COACHMAN - O.S.)
(Irish accent:)
That they have. It's useless now.

HORSE (O.S.)
Useless as a chocolate teapot.

JOHN
The bowl is speaking!

COACHMAN (O.S.)
And who do we think is going to fix that?

JACK
Ay, there's the riddle. Them what broke it fixes it. That's what I say. What do you think, Mary Poppins?

MARY POPPINS
(Irritated:)
I suppose we have no choice.

JOHN
(Wide-eyed:)
But how are we going to do that?

JACK
I know a bit about fixing carriages.

ANNABEL
We can't fix their carriage wheel.
It isn't possible!

MARY POPPINS

Everything is possible - even the impossible.

Mary Poppins takes the bowl, sets it on a small table in the center of the nursery and presses the missing piece back in place.

MARY POPPINS (cont'd)

Now, gather 'round everyone - spit, spot!

They do so.

MARY POPPINS (cont'd)

Georgie, don't forget Gillie! Are we ready?!

The children watch in astonishment as Mary Poppins SPINS THE BOWL on the table. Colorful leaves fly out of the bowl in all directions, filling the air and swirling around everyone, covering them completely. When the leaves fall away, they find themselves in...

EXT. A PATH THROUGH THE PARK (ANIMATED) - DAY

... the **ANIMATED WORLD** of the Doulton china bowl. Jack and the children are stunned to discover they're now wearing turn-of-the-century dress. Mary Poppins holds an elegant parasol. While they are still very much real, everything around them is animated.

GEORGIE

Wow!

JOHN

What just happened?

ANNABEL

Where are we?

Jack lifts a finger, tapping the air behind him - we hear the 'tink, tink' of his finger against the bowl.

JACK

Looks like we're in China, so to speak.

Mary Poppins slides down a porcelain slope to the carriage.

MARY POPPINS

Over here, everyone - this wheel won't fix itself.

The others manage the slope much less gracefully;

MARY POPPINS (cont'd)
Tread lightly, please - this is
fine porcelain, we don't want to
chip the glaze.

Georgie loses his balance completely and tumbles down to the
others.

MARY POPPINS (cont'd)
Oh Georgie - head up and feet
beneath you.
(Turning to the carriage:)
Excuse me, driver, would you help
us?

The Coachman turns. The children see that he's actually an
IRISH SETTER in uniform.

COACHMAN
Well, Mary Poppins! Is it yourself?

JOHN
But he's - !

ANNABEL
But you're - !

COACHMAN
That's right: I'm Irish - also part
poodle.
(barks)
Woof!

MARY POPPINS
How wonderful to see you, Shamus.
So sorry about all this. Would you
help Jack lift the carriage while
the children put the wheel back on?

COACHMAN
With pleasure!

GEORGIE
(Amazed:)
She's talking to a dog!

HORSE
Well, of course she can talk!

MARY POPPINS
Take your places, everyone. Ready?
... And LIFT!

Jack and the Coachman lift the carriage. The children put the
wheel on. Mary Poppins uses her scarf to tie it in place.

MARY POPPINS (cont'd)
(As she ties the scarf:)
Let's see now, this should do it.
There we are - shipshape.

COACHMAN
Not a bad job at all.

HORSE
S'pose it'll have to do.

Mary Poppins finishes tying the scarf around the wheel.

MARY POPPINS
Back to the nursery we go.

ANNABEL
Back already?

JOHN
Can't we stay in the bowl for a
while?

GEORGIE
I want a carriage ride.

JACK
I wouldn't mind one m'self.

MARY POPPINS
I suppose it wouldn't do any harm.
Shamus, would you mind?

COACHMAN
Not in the least. Climb aboard,
everyone!

ANNABEL, JOHN AND GEORGIE
Hooray!

COACHMAN
(As they climb aboard:)
Mind the step. Plant yourselves
comfy! Where would you all like to
go this fine day?

MARY POPPINS
The Royal Doulton Music Hall,
please.

JOHN
Where?

GEORGIE
What's that?

MARY POPPINS

We're on the brink of an adventure,
children - don't spoil it with too
many questions.

COACHMAN

Let's go, Clyde!

The Coachman cracks his whip in the air and the horse trots
along the cobblestones, hooves clanking on the china.

"THE ROYAL DOULTON MUSIC HALL"

MARY POPPINS

IN THE NURSERY, YOU WERE NEVER
BY YOURSELF
THERE WAS QUITE ANOTHER WORLD
UPON YOUR SHELF

JACK

Hold on!

The carriage climbs up the side of the bowl and turns upside
down as it follows the path up the edge of the bowl and
crosses over the lip.

MARY POPPINS

WHERE EACH DAY CROWDS MAKE THEIR WAY
UPON THE SUN'S DESCENT
TO A MYTHICAL MYSTICAL
NEVER QUITE LOGISTICAL TENT!

The carriage turns right side up again.

YES IN THIS DEARLY DYNAMICAL
SIMPLY CERAMICAL
ROYAL DOULTON BOWL

THERE'S A CUDDLY AND CURIOUS
FURRY AND FURIOUS
ANIMAL WATERING HOLE

Two hummingbirds lands on Mary Poppins' finger. She shows
them to Jack.

WHERE THE MONKEYS AND HUMMINGBIRDS
KNOW THE TUNES AND THE WORDS
EVERY BEAST LARGE AND SMALL

The hummingbirds flies away, leading us to an elegant family,
walking along the path beside them; Jack and the children are
astounded to see beaks and snouts sticking out from under
their parasols and top hats.

LOVES THE VERY TOP DRAWER-ABLE
ALWAYS ENCORE-ABLE
ROYAL DOULTON...
...MUSIC HALL!

COACHMAN

Nearly there, Mary Poppins!

Georgie climbs to the front of the carriage and sits next to Shamus. Jack sits across from Mary Poppins.

They pass a giraffe riding a Penny Farthing. Georgie is amazed and shows Gillie the giraffe.

MARY POPPINS & JACK
 YES IN THIS MARVELOUS, MYSTICAL
 RATHER SOPHISTICAL
 ROYAL DOULTON BOWL

A gang of monkeys swing over the carriage.

JACK
 THERE'S A LOTTA BIRDS QUEUING UP
 (A monkey lands on Jack's
 head:)
 A LOTTA HAMS CHEWING UP
 SCENERY THEY SWALLOW WHOLE

Georgie swaps hats with Shamus.

THERE ARE LOTS A CATS TUNING
 STRINGS

MARY POPPINS
 NIGHTINGALES IN THE WINGS

MARY POPPINS & JACK
 WAITING FOR THEIR BIG DRUM ROLL

Elaborate gates open ahead of them.

JACK
 AT THE SIMPLY SENSATIONAL

MARY POPPINS
 STANDING OVATION-AL

They pass through the gates with the words "**ROYAL DOULTON MUSIC HALL**" scrolled into their ironwork.

MARY POPPINS & JACK
 ROYAL DOULTON...

MARY POPPINS, JACK & CHILDREN
 ...MUSIC HALL

The carriage comes to a stop in a large open space.

COACHMAN
 Here we are!

ANNABEL
 But... where's the music hall?

MARY POPPINS

Oh, yes - that. Silly me.

Mary Poppins opens her parasol and spins it in the air. PULL BACK TO REVEAL that the parasol has transformed into an enormous...

EXT. MUSIC HALL TENT (ANIMATED) - NIGHT

It is now NIGHTTIME. Mary Poppins, Jack and the children find themselves in line at the grand music hall tent, which is festooned with lights. The children are astounded.

JOHN/ANNABEL/GEORGIE

Wow!

ANNABEL

How on Earth did she do that?

JACK

(Shrugs:)

One thing you should know about Mary Poppins - she never explains anything.

WOLF (O.S.)

Hurry, hurry - only a few seats left!

A WOLF with a thin waxed mustache acts as barker, swinging his pocket watch in a manner that makes him look suspiciously like Wilkins. A BADGER and a WEASEL selling tickets behind him look remarkably like Gooding and Frye.

WOLF (cont'd)

Get tickets while you can for the one-night only, one and only - !

(Seeing her:)

Mary Poppins! What an honor it is to have you join us this evening.

MARY POPPINS

Thank you.

WOLF

And who's this I see? Why, it's John, Annabel and Georgie Banks!

JOHN

You know us?

WOLF

Of course - everyone knows the Banks children.

BADGER

We've all been watching you in the nursery for years.

WEASEL

It's so good to finally meet you.

WOLF

Hurry along now - get yourselves some peanuts and candy floss and go right on in.

GEORGIE

May we, Mary Poppins?

MARY POPPINS

Yes - just keep away from the edge of the bowl.

They hurry off.

INT. MUSIC HALL TENT (ANIMATED) - CONTINUOUS

Inside, DANCING FLAMINGO SHOWGIRLS finish up the pre-show act.

FLAMINGO SHOWGIRLS

... AT THE HIGHLY-ACCLAIMABLE
NEARLY UNTAMEABLE
LAVISHLY PRAISABLE
ALWAYS ROOF-RAISE-ABLE
ROYAL DOULTON...
... MUSIC HALL!

Enthusiastic animal patrons fill the tiered seating that surrounds the stage. Mary Poppins, Jack and the children hurry to front-row seats.

John sits down and immediately jumps up again. He turns to see a hedgehog family on the seat beneath him. Mr. Hedgehog doffs his cap. John smiles back and sits one seat in.

Applause. Lights out. Drum roll. Rimshot - a spotlight hits center stage. The children are surprised to see Jack, who was just next to them, now standing in the spotlight.

JACK

Bucks and mares, cubs and does -
welcome to our show of shows!

Georgie places Gillie in Jack's now-empty seat.

JACK (cont'd)

It is my great honor to introduce this evening's renowned guest... the one, the only MARY POPPINS!

The crowd goes wild. Jack bounds to the front of the stage to offer her his hand. Mary Poppins joins him onstage.

AUDIENCE

Sing for us, Mary Poppins!

JACK

C'mon - have a go!

MARY POPPINS

(Dismissively:)

Oh, I haven't sung in years.

Four "familiar" PENGUINS peak their heads out from the center split of the stage curtains.

PENGUINS

Please, Mary Poppins? *Please...*

MARY POPPINS

No, I couldn't possibly.

(To the orangutan

CONDUCTOR:)

D Flat Major.

As she steps into the spotlight, the curtains part just enough to reveal a large, open book that acts as a dressing screen, with a bowler hat and hooked cane hanging on it. The penguins push the set forward as Mary Poppins steps behind the screen and transforms into character.

"A COVER IS NOT THE BOOK"

MARY POPPINS (cont'd)

UNCLE GUTENBERG WAS A BOOKWORM
AND HE LIVED ON CHARING CROSS
THE MEMORY OF HIS VOLUMES
BRINGS A SMILE

HE WOULD READ ME LOTS OF STORIES
WHEN HE WASN'T ON THE SAUCE
NOW I'D LIKE TO SHARE THE WISDOM
OF MY FAVORITE BIBLIOPHILE
HE SAID...

The dressing screen flies out, revealing Mary Poppins in full costume. The stage curtains open fully, revealing a set composed of piles of enormous books.

A COVER IS NOT THE BOOK
SO OPEN IT UP AND TAKE A LOOK
CAUSE UNDER THE COVERS ONE DISCOVERS
THAT THE KING MAY BE A CROOK

CHAPTER TITLES ARE LIKE SIGNS
AND IF YOU READ BETWEEN THE LINES
YOU'LL FIND YOUR FIRST IMPRESSION WAS MISTOOK
FOR A COVER IS NICE BUT A COVER IS NOT THE BOOK!

AUDIENCE

TA-RU-RA-LEE TA-RA-TA-TA-TA
 TA-RU-RA-LEE TA-RA-TA-TA-TA

PENGUIN #1

Mary Poppins, could you give us an example?

MARY POPPINS

Certainly!

An oversized book on stage magically opens, creating a Victorian "Pop-Up" set on which she performs.

"NELLIE RUBINA" WAS MADE OF WOOD
 BUT WHAT COULD NOT BE SEEN
 WAS THOUGH HER TRUNK UP TOP WAS BARREN
 WELL, HER ROOTS WERE LUSH AND GREEN

SO IN SPRING WHEN MR. HICK'RY
 SAW HER BLOSSOMS BLOOMIN' THERE
 HE TOOK ROOT (DESPITE HER BARK)
 AND NOW THERE'S SEEDLINGS EVERYWHERE!

Jack slides down a book and joins her in the song and dance.

MARY POPPINS & JACK

WHICH PROVES A COVER IS NOT THE BOOK
 SO OPEN IT UP AND TAKE A LOOK
 CAUSE UNDER THE COVERS ONE DISCOVERS
 THAT THE KING MAY BE A CROOK

JACK

CHAPTER TITLES ARE LIKE SIGNS

MARY POPPINS

AND IF YOU READ BETWEEN THE LINES

MARY POPPINS & JACK

YOU'LL FIND YOUR FIRST IMPRESSION WAS MISTOOK
 FOR A COVER IS NICE BUT A COVER IS NOT THE BOOK!

JACK

Shall we do the one about the "Wealthy Widow?"

MARY POPPINS

By all means!

JACK

Always loved that one!

MARY POPPINS

Oh go on then.

A second book opens; another "Pop-Up" set appears.

JACK

"LADY HYACINTH MACAW"
 BROUGHT ALL HER TREASURES TO A REEF

MARY POPPINS
WHERE SHE ONLY WORE A SMILE

JACK
PLUS TWO FEATHERS AND A LEAF

MARY POPPINS
SO NO ONE TRIED TO ROB HER
CAUSE SHE BARELY WORE A STITCH

JACK
FOR WHEN YOU'RE IN YOUR BIRTHDAY SUIT

MARY POPPINS AND JACK
THERE AIN'T MUCH THERE TO SHOW YOU'RE RICH!

MARY POPPINS, JACK & ALL
OH, A COVER IS NOT THE BOOK
SO OPEN IT UP AND TAKE A LOOK
CAUSE UNDER THE COVERS ONE DISCOVERS
THAT THE KING MAY BE A CROOK

TA-RU-RA-LEE TA-RU-RA-LA
TA-RU-RA-LEE TA-RA-TA-TA

MARY POPPINS & JACK
YOU'LL FIND YOUR FIRST IMPRESSION WAS MISTOOK
(YA-DA-DA-DA)
FOR A COVER IS NICE BUT A COVER IS NOT THE BOOK!

MARY POPPINS
Give us the one about the "Dirty
Rascal," why don't you?

JACK
(Aside, worried:)
Isn't that one a bit long?

MARY POPPINS
Well the quicker you're into it,
the quicker you're out of it.

The final "Pop-Up" book opens. Mary Poppins turns to the Conductor, tapping her cane on the stage in double time. The tempo gets very fast. Jack, wide-eyed, launches into a "period rap" of sorts as he scales the set.

JACK
ONCE UPON A TIME/ IN A NURSERY RHYME/ THERE WAS A
CASTLE WITH A KING/ HIDING IN A WING/ CAUSE HE
NEVER WENT TO SCHOOL TO LEARN A SINGLE THING
HE HAD SCEPTERS AND SWORDS/ AND A PARLIAMENT OF
LORDS/ BUT ON THE INSIDE HE WAS SAD/ EGAD!/ BECAUSE HE NEVER HAD

A WISDOM FOR NUMBERS/ A WISDOM FOR WORDS/ THOUGH
HIS CROWN WAS QUITE IMMENSE/ HIS BRAIN WAS
SMALLER THAN A BIRDS
(more)

JACK (cont'd)

SO THE QUEEN OF THE NATION/ MADE A ROYAL
PROCLAMATION/ "TO THE MISSUS AND THE MESSERS,/ /
THE MORE OR LESSERS,/ BRING ME ALL THE LAND'S
PROFESSORS"/ THEN SHE WENT TO THE HAIR DRESSERS

AND THEY CAME FROM THE EAST/ AND THEY CAME FROM
THE SOUTH/ FROM EACH COLLEGE/ THEY POURED
KNOWLEDGE/ FROM THEIR BRAINS INTO HIS MOUTH

BUT THE KING COULDN'T LEARN/ SO EACH PROFESSOR
MET THEIR FATE/ FOR THE QUEEN HAD THEIR HEADS
REMOVED/ AND PLACED UPON THE GATE/ AND ON THAT
DATE/ I STATE/ THEIR WIVES ALL GOT A NOTE/ THEIR
MATE WAS NOW THE LATE GREAT!

BUT THEN SUDDENLY ONE DAY/ A STRANGER STARTED IN
TO SING/ HE SAID "I'M THE DIRTY RASCAL/ AND I'M
HERE TO TEACH THE KING!"

AND THE QUEEN CLUTCHED HER JEWELS/ FOR SHE HATED
ROYAL FOOLS/ BUT THIS FOOL HAD SOME RULES/ THEY
REALLY OUGHT TO TEACH IN SCHOOLS

LIKE YOU'LL BE A HAPPY KING/ IF YOU ENJOY THE
THINGS YOU'VE GOT/ YOU SHOULD NEVER TRY TO BE/
THE KIND OF PERSON THAT YOU'RE NOT

SO THEY SANG AND THEY LAUGHED/ FOR THE KING HAD
FOUND A FRIEND/ AND THEY RAN ONTO A RAINBOW FOR
THE STORY'S PERFECT END/

SO THE MORAL IS YOU MUSTN'T LET/ THE OUTSIDE BE
THE GUIDE/ FOR IT'S NOT SO CUT AND DRIED/ WELL
UNLESS IT'S DR. JEKYLL,/ THEN YOU BETTER HIDE/
PETRIFIED!

NO, THE TRUTH CAN'T BE DENIED/ AS
I HAVE NOW HAVE TESTIFIED/ ALL
THAT REALLY COUNTS AND MATTERS/
IS THE SPECIAL STUFF INSIDE!

Jack reaches the top of the set as the audience cheers.

AUDIENCE

Hooray!... He did it!

Mary Poppins bursts through the back of the pop-up set,
rejoining Jack and leading the Penguins and a CHORUS LINE OF
DANCING ANIMALS down a grand staircase.

MARY POPPINS, JACK & ALL

OH, A COVER IS NOT THE BOOK
SO OPEN IT UP AND TAKE A LOOK
CAUSE UNDER THE COVERS ONE DISCOVERS
THAT THE KING MAY BE A CROOK

MARY POPPINS

SO PLEASE LISTEN TO WHAT WE'VE SAID

JACK
AND OPEN A BOOK TONIGHT IN BED

MARY POPPINS & JACK
SO ONE MORE TIME
BEFORE WE GET THE HOOK

JACK
Sing it out strong...!

AUDIENCE & ANIMALS
A COVER IS NICE

MARY POPPINS
PLEASE TAKE OUR ADVICE

AUDIENCE & ANIMALS
A COVER IS NICE

JACK
OR YOU'LL PAY THE PRICE!

AUDIENCE & ANIMALS
A COVER IS NICE

MARY POPPINS, JACK & ANIMALS
BUT A COVER IS NOT THE BOOK!!!

AUDIENCE & CHILDREN
TA-RU-RA-LEE TA-RU-RA
LA-LA-LA!!!

The crowd cheers. In the audience, Georgie notices that Gillie is gone. He looks around; the Wolf is CASTING A LARGE SHADOW onto the canvas wall of the tent as he swings his pocket watch outside. The shadows of the Badger and the Weasel come into view as they cross back and forth carrying things. Georgie recognizes one of the items as *Gillie*.

GEORGIE
Gillie!

As Mary and Jack take their bows, Annabel suddenly realizes that Georgie is gone.

ANNABEL
Where's Georgie?

JOHN
I don't know.

They look over just as he leaves through a tent flap. They panic and rush after him.

EXT. BEHIND THE MUSIC HALL TENT (ANIMATED) - NIGHT

Georgie comes out of the tent. The Wolf, Badger and Weasel stand near a period moving van - a motorized cab with an old-fashioned steam engine that pulls a slatted wagon.

They are loading the wagon with all the real belongings from the children's nursery (not animated).

GEORGIE
What are you doing?

WOLF
Well, well - if it isn't the boy who cracked the bowl. We've waited a long time for you Banks children to come and visit us - so we could pay a visit to your nursery.

GEORGIE
But those are our things!

WOLF
Not anymore, they aren't.

GEORGIE
Give Gillie back!

Georgie rushes at the wagon, grabbing Gillie out of the back. The Badger tries to grab it back, but Georgie won't let go.

GEORGIE (cont'd)
He's mine! My mother made him for me!

John and Annabel run out from the tent, shouting.

ANNABEL
Hey! Leave our brother alone!

The Wolf cranks the engine and climbs into the cab.

WOLF
Time to go, boys!

The Badger and the Weasel throw boy and giraffe together into the wagon. They slam the slatted door and jump into the cab. The moving van roars off through the back gates, engulfing Annabel and John in exhaust smoke...

GEORGIE
Annabel! Help! John!

ANNABEL AND JOHN
Georgie!

John and Annabel chase after Georgie...

EXT. DARKER PATHS THROUGH THE PARK (ANIMATED) - NIGHT

... down far darker, more ominous paths than the lovely cobblestone road that led up to the gates.

JOHN
We're coming Georgie!

GEORGIE
(Shouts:)
Let me go! I want to go home!

WOLF
(Calling back:)
What home? You've lost your home!

The twins give chase, but the moving van is getting away - they slow down, exhausted, when suddenly the carriage driven by the Coachman appears out of the shadows behind them.

John and Annabel gasp.

A hand reaches down and pulls them into the carriage. Seamus turns around to them.

ANNABEL
Shamus!

JOHN
Clyde!

COACHMAN
That's right - it's us!

HORSE
Let's go get your brother back!

The chase is on. The two vehicles screech and slide on the china's glazed surface.

COACHMAN
We're gaining on them!

WOLF
Give it more speed!

The Badger shovels more coal into the steam engine. As the van banks up the side of the bowl, Georgie is thrown to the side of the tipping wagon. The carriage is closing in.

COACHMAN
Giddy up, big fella!

The carriage tips and drives up the side of the bowl. The Wolf swerves left and right cutting them off. The carriage closes the gap.

COACHMAN (cont'd)
(To horse:)
Almost there.

John reaches out to Georgie.

JOHN
Georgie!

The carriage manages to pull alongside the moving van. The twins ready themselves.

JOHN (cont'd)
READY, AND - NOW!

- and they leap onto the wagon.

COACHMAN
Well done children!

HORSE
Give 'em what for!

The carriage recedes into the distance.

WOLF
Get rid of them!

WEASEL
But, sir -

WOLF
You heard me!

The Weasel and the Badger climb out and crawl towards the children.

John and Annabel look down at Georgie.

ANNABEL
Oh Georgie! Are you alright?

John looks up.

JOHN
Annabel, look.

Annabel turns and sees the Badger and Weasel closing in. She reaches down, grabs a cricket bat from the nursery belongings and swings at the Weasel. The bat misses them and goes flying, chipping the bowl. The chip hits the Badger, who slams into the Weasel, knocking both off the wagon.

JOHN (cont'd)
(To Annabel:)
Stay with Georgie.

Annabel lowers herself into the wagon. She hugs Georgie. They watch as John crawls forward.

ANNABEL
Be careful!

GEORGIE
What are you doing?

John pulls out the pin, detaching the wagon from the cab.

ANNABEL
He did it!

John makes his way along the bar back towards the wagon and climbs into the carriage.

The Wolf grabs the stoking shovel and swings it hard, hitting the bowl and creating a deep crack in the bowl which travels towards the children's wagon.

The wagon wheel hits the crack which splinters off. They fly up the side of the bowl like a runaway roller coaster. The Wolf loses control of the cab and careens off a bridge into the water.

The frightened children see an ominous sign ahead: "Caution: Edge of Bowl!"

ANNABEL (cont'd)
OH NO...!

THE CHILDREN
THE EDGE OF THE BOWL!

The children scream as the wagon flies off the edge. They fall into space, twisting and turning in slow motion...

**END OF ANIMATION
SEQUENCE.**

INT. THE NURSERY - NIGHT

Georgie is in his bed, back in his nightclothes again. He tosses and turns in his sleep. Mary Poppins sits next to him.

MARY POPPINS
It's alright, Georgie, it's alright. You were been having a nice sort of nightmare, I must say.

Mary Poppins turns on his bedside lamp.

GEORGIE
You were right, Mary Poppins! A cover is not the book! We thought they were nice, but they were mean!

MARY POPPINS
Whatever are you talking about?

GEORGIE
They tried to take Gillie!

MARY POPPINS

Gillie is right here, sleeping - as you should be.

She moves the giraffe next to Georgie.

GEORGIE

But it was real! They stole all our things, and the wolf said we were never going to see our home again.

MARY POPPINS

That's absurd.

Mary Poppins stands goes to shut the window. She sees Jack cycling away outside, he waves up to her as he goes. John and Annabel climb out of their beds, awake as well.

JOHN

But I had a nightmare like that, too.

ANNABEL

(Turning on light:)
So did I. It seemed awfully real.

GEORGIE

I don't want to lose our home.

Georgie moves over and sits on Annabel's bed, cuddling Gillie.

JOHN

You see, Georgie? That's why we wanted mother's bowl; we were going to sell it to save the house.

GEORGIE

(After a beat.)
I miss mother.

The room falls silent. Something flickers ever so briefly in Mary Poppins' eyes, and then she speaks.

MARY POPPINS

Listen to the three of you. You're all worrying far too much. After all, you can't lose what you've never lost.

GEORGIE

I don't understand.

"THE PLACE WHERE LOST THINGS GO"

MARY POPPINS

DO YOU EVER LIE AWAKE AT NIGHT
JUST BETWEEN THE DARK AND THE MORNING LIGHT
(more)

MARY POPPINS (cont'd)

SEARCHING FOR THE THINGS YOU USED TO KNOW
LOOKING FOR THE PLACE WHERE THE LOST THINGS GO

DO YOU EVER DREAM OR REMINISCE?
WONDERING WHERE TO FIND WHAT YOU TRULY MISS
WELL MAYBE ALL THOSE THINGS THAT YOU LOVE SO
ARE WAITING IN THE PLACE WHERE THE LOST THINGS GO

MEMORIES YOU'VE SHARED
GONE FOR GOOD YOU FEARED
THEY'RE ALL AROUND YOU STILL
THOUGH THEY'VE DISAPPEARED
NOTHING'S REALLY LEFT
OR LOST WITHOUT A TRACE
NOTHING'S GONE FOREVER
ONLY OUT OF PLACE...

Mary Poppins puts John back to bed and tucks him in. She tucks Annabel into her bed.

SO MAYBE NOW THE DISH AND MY BEST SPOON
ARE PLAYING HIDE AND SEEK JUST BEHIND THE MOON
WAITING THERE UNTIL IT'S TIME TO SHOW
SPRING IS LIKE THAT NOW, FAR BENEATH THE SNOW
HIDING IN THE PLACE WHERE THE LOST THINGS GO

Mary Poppins takes Georgie's hand and leads him back to bed.

Now, time to get some sleep. And in
the morning, bright and early,
we'll take that bowl to my cousin
and have it mended.

(She tucks Georgie in.)

TIME TO CLOSE YOUR EYES
SO SLEEP CAN COME AROUND
FOR WHEN YOU DREAM, YOU'LL FIND
ALL THAT'S LOST IS FOUND

MAYBE ON THE MOON
OR MAYBE SOMEWHERE NEW
MAYBE ALL YOU'RE MISSING
LIVES INSIDE OF YOU...
SO, WHEN YOU NEED HER TOUCH AND LOVING GAZE
GONE BUT NOT FORGOTTEN IS THE PERFECT PHRASE

Mary Poppins walks over to the window, looking out toward a bright star in the night sky.

SMILING FROM A STAR THAT SHE MAKES GLOW
TRUST SHE'S ALWAYS THERE, WATCHING AS YOU GROW
FIND HER IN THE PLACE WHERE THE LOST THINGS GO

Mary Poppins walks out of the nursery, closing the pocket doors that lead to her room. Annabel, gets up, crossing to look out the window at the star.

After a moment, she turns to go back to bed, but then she notices the bowl on the mantelpiece. She peers at it, her eyes growing wide.

ANNABEL

(Quiet wonder:)

John... look! Mary Poppins' scarf.

It wasn't a dream after all...

John crosses to Annabel's side. She points at the carriage on the bowl; Mary Poppins' scarf is tied around the broken wheel. John is amazed.

JOHN

Shall we tell her?

ANNABEL

We'd better not. I expect she already knows.

INT. MARY POPPINS' BEDROOM - CONTINUOUS

Mary Poppins peers into the nursery through the glass in the pocket doors, having quietly listened to this last exchange. Satisfied, she steps away from the doors.

EXT. ADMIRAL BOOM'S ROOFTOP/ HOUSE AT 17 CHERRY TREE LANE - DAY

Aunt Jane walks up the lane to the family home, carrying rally flyers; Jack is dousing the street-lamp in front of the house. The door opens on the roof of the Admiral's house. Binnacle pushes the Admiral out and blows his whistle.

Big Ben begins to toll 8 a.m. The Admiral is enraged.

ADMIRAL BOOM

Blast the devil - too soon! Why can't those pea-brained, Big Ben buffoons get it right?!

(Noticing Aunt Jane:)

Ahoy, fair lady!

AUNT JANE

(Turning to wave:)

Good morning!

She turns back around just as Jack slides down the lamp pole. The two collide, Aunt Jane's flyers going everywhere.

AUNT JANE (cont'd)

OH!

JACK

Oh, dear - I am so sorry, miss!

He scrambles to help her pick them up.

AUNT JANE

Oh, it's alright - thank you -

Mary Poppins appears at the nursery window above.

MARY POPPINS

Good morning, Jane - I see you've bumped into Jack. The children and I are heading into town to get something fixed. Would you like to come with us?

AUNT JANE

Work calls, I'm afraid. We have a rally today.

MARY POPPINS

That's right. You ought to give Jack one of those flyers.

Mary Poppins disappears from the window. As Jack continues rescuing Aunt Jane's flyers:

JACK

You're Miss Banks, aren't you? I don't know if you remember me, but I used to wave to you when I'd see you up there in that very window.

In the background, Ellen peers through the letter box.

AUNT JANE

(Smiling:)

Why, yes - Jack. I remember. Call me Jane, please.

JACK

'Course I was much younger then -

AUNT JANE

True - but your smile hasn't changed a bit.

(She hands him a flyer.)

It's this afternoon, if you can come.

JACK

SPRUCE, eh? Good for you, Jane Banks - all us lamplighters know what a fine job you're doing for the workers.

AUNT JANE

We do our best.

JACK

You ever need a ladder raised or a lamp lit, consider it done.

AUNT JANE

Why thank you, Jack - Thank you.

INT. THE BANKS FRONT ENTRY HALL - CONTINUOUS

Ellen is still peering out through the letter box at Jack and Aunt Jane when Mary Poppins comes down the stairs carrying the Royal Doulton bowl in a cloth bag. She comes up behind Ellen.

MARY POPPINS

Polishing the keyhole?

ELLEN

Look at that: Miss Jane's chattin' with that 'andsome lamplighter - looks as though he's lit 'er up as well, don't it? Not that anythin'll ever come of it - she says that ship has sailed.

MARY POPPINS

And I say there are always other ships.

Michael rushes down the stairs with his briefcase, panicked.

MICHAEL

My alarm clock didn't ring!

MARY POPPINS

Oh, dear - let me help you.

Mary Poppins puts the bowl down on a side table and TAKES MICHAEL'S BRIEFCASE, handing it to Ellen. Michael gets his coat from the rack and puts it on while Mary Poppins retrieves his hat and umbrella.

MICHAEL

I'm going to be late! That's all I need.

Mary Poppins hands him *only* his hat and umbrella.

MARY POPPINS

You're not late yet. Off you go!

Mary Poppins opens the door as Michael runs out.

EXT. THE HOUSE AT 17 CHERRY TREE LANE - CONTINUOUS

Michael hurries out the front door of the house, barely noticing Jack and Aunt Jane as he passes them. An ELEGANT WOMAN approaches from the opposite direction, holding a piece of paper with an address on it.

AUNT JANE
Good morning, Michael.

MICHAEL
(Glancing back:)
Hello - I have to run, forgive me.

AUNT JANE
Watch where you're going!

Michael nearly runs into the ELEGANT WOMAN on the sidewalk.

MICHAEL
Sorry, excuse me -

He dodges the woman and hurries off down the street.

AUNT JANE
(shaking her head)
Michael!

ELEGANT WOMAN
No it's fine. I'm looking for
number nineteen...

AUNT JANE AND JACK
(together)
Just two doors down.

They share a laugh.

ELEGANT WOMAN
Many thanks. Sincerely.

As the Elegant Woman continues on her way, Ellen rushes out holding his briefcase, followed by Mary Poppins, carrying the bowl, and the children.

ELLEN
Michael - your briefcase!
(Too late. He's gone.)
He'd leave his 'ead on the
breakfast table if it weren't
screwed on.

MARY POPPINS
Here - I'll take the briefcase. The
children and I are heading that way
on an errand; we can stop by the
bank afterwards.

JACK

I'll give you a lift. My rounds are done.

He turns his ladder sideways, setting it astride and fastening it to the rear fender of the bike. He buckles it up.

MARY POPPINS

Wonderful.

JACK

All aboard - come on.

GEORGIE

On the bicycle?

ANNABEL

But there are five of us. We can't all fit.

JOHN

The weight on those wheels alone - Mary Poppins, how much do you weigh?

MARY POPPINS

How...

JACK

(Quickly interceding.)

Never you mind about that - it's a question of balance.

Jack kicks off the bike guard as Mary Poppins puts the briefcase in the front basket then holds the bicycle steady.

JACK (cont'd)

(He lifts Annabel onto the bike.)

Annabel here, and then John here.

He balances them on one side of the ladder.

ELLEN

Careful!

MARY POPPINS

(To the twins.)

Sit up straight. You're not flour bags.

JACK

Georgie, you're up front...

(He sets Georgie on top of the briefcase.)

And Mary Poppins, you here...

MARY POPPINS

Thank you.

Mary Poppins hops up onto the other side as Jack gets on the bike.

ON THE ROOFTOP -

ADMIRAL BOOM

Primed and ready, Mr. Binnacle?

BINNACLE

Ready and charged, sir.

DOWN BELOW -

JACK

Ready everyone?

THE CHILDREN

Ready!

AUNT JANE

(To Mary Poppins:)

Are you sure this is quite safe?

MARY POPPINS

Not in the slightest. Ready!

JACK

Steady...

ON THE ROOFTOP -

ADMIRAL BOOM

Three, two, one... FIRE!

DOWN BELOW -

JACK

Go!

BOOM! Jack launches forward. The bike teeters, looking certain to crash, then Jack gets it under control and pedals off.

EXT. THE STREET IN FRONT OF COUSIN TOPSY'S SHOP - DAY

Jack, Mary Poppins and the children ride the precarious bicycle along a city street.

MARY POPPINS

Pull over right ahead. Thank you, Jack.

Jack stops at the entrance to a narrow alley. Mary Poppins takes the bowl as Jack helps the children off the bike.

MARY POPPINS (cont'd)

Off we go, jiggity-jog!

EXT. THE ALLEYWAY, COUSIN TOPSY'S SHOP

They go down a narrow alleyway past a series of eccentric-looking shops.

JACK

Never noticed this alley before.

MARY POPPINS

Clearly you've never had a Royal Doulton bowl that wanted mending.

(Gestures:)

Straight ahead.

They arrive at Topsy's repair shop - a little house at the end with a front door so low that everyone except Georgie would have to duck to go inside.

MARY POPPINS (cont'd)

Here we are.

Annabel reads the sign that hangs above the little door:

ANNABEL

"TOPOTREPOLOVSKY'S - All Repairs
Large and Small Fix-it Shop."

JACK

Looks as though it's just a Small Fix-it Shop today.

MARY POPPINS

That's just what we want. The bowl only needs a small fix, after all.

She raps on the door with the parrot head of her umbrella.

PARROT UMBRELLA

So now my head is a door knocker? I suppose my beak might be useful for opening cans -

MARY POPPINS

"Fuss, fuss, fuss" - don't be so dramatic.

Mary Poppins raps on the door again, hears nothing. She pushes the tip of the umbrella through the letter box.

MARY POPPINS (cont'd)

Cousin Topsy?

TOPSY (O.S.)

(A strangely untraceable
Eastern European accent:)

Mary Poppins - NO! For the love of all that is holy, do not come in!

MARY POPPINS
Don't be so rude!

TOPSY (O.S.)
Please stay away, - it is Second
Wednesday today!

MARY POPPINS
Second Wednesday... Oh dear, I'd
forgotten. Still, today or never -
that's my motto.

Mary Poppins forces the tip of the cane into the keyhole and
thwacks the parrot on the top of the head.

PARROT UMBRELLA
Ouch!

She twists the umbrella, opening the lock, and goes inside.

MARY POPPINS
(To the others:)
There we are.

INT. TOPSY'S WORKSHOP - CONTINUOUS

They pass through the tiny door into a narrow entry hall, the
workshop just ahead.

MARY POPPINS
Follow me.

TOPSY (O.S.)
(Annoyed:)
So in you come. You do not listen
to Topsy.

Mary reaches the doorway to the workshop.

Almost instantly, the entire room begins to rotate, FLIPPING
UPSIDE DOWN. Nearly everything stays stuck in place.

TOPSY (dramatic, Bohemian, a restorations artist of the
highest order) is at the top of a spiral staircase on the far
side of the room; she grips the railings as the room spins.

TOPSY (cont'd)
Oh, no - it has begun!

The room comes to a stop with the floor where the ceiling
should be. Topsy now sits on the ceiling. A chandelier juts
up like a fountain in the middle of the room.

TOPSY (cont'd)
Now, what do you want?

MARY POPPINS

You have guests, cousin. You might at least greet them at the door.

TOPSY

And how am I to do that, please, when I am down here up on the ceiling?

MARY POPPINS

(With a sigh:)

Very well, we will come to you. Excuse me please, Georgie.

(To the children:)

Now this way please. Be very careful on the way - up.

Mary Poppins makes her way gracefully down the piles of broken things, the children and Jack following her.

TOPSY

Why be careful? Leave it all for Topsy to fix. Climb on my shelves, step on the toys, kick the little china dolls in their faces -

MARY POPPINS

John, Annabel, Georgie and Jack - this is my cousin -

TOPSY

Second cousin - many times removed.

MARY POPPINS

Tatiana Antanasia Cositori
Topotrepolovsky.

TOPSY

But you may call me Topsy.

JACK

(To Topsy:)

That's an unusual accent you've got there - where are you from?

TOPSY

Well, it's an interesting story...

MARY POPPINS

(Cuts her off:)

We have no idea.

(Taking the bowl:)

We need you to fix this bowl, dear.

TOPSY

(Reeling back:)

No, no, no no - !

(more)

TOPSY (cont'd)

It is, as I have told to you, the second Wednesday of the month, when everything is turning turtle.

ANNABEL

Turning turtle? What exactly does that mean?

TOPSY

It means my whole world goes flippity-flop like a turtle on its back and I don't know my up from my down, my East from my West -
 (Flirting with Jack:)
 - my Topsy from my bottom-sy -

MARY POPPINS

Yes, I think we've all grasped the concept.

TOPSY

Oh, good. That's quick for you.

Topsy picks up an instrument that has been badly repaired and shows it to the children.

TOPSY (cont'd)

You see, my little ones? Anything I fix on Second Wednesday goes *kerflooy*.

MARY POPPINS

(Rolling her eyes:)
Kerflooy...

TOPSY

(Nods, grim:)
 Yes. *Kerflooy*.

Topsy throws the instrument across the room.

MARY POPPINS

Please, cousin, you've always said you could fix anything -

TOPSY

(Turning to Annabel:)
 Sweet girl - you tell Mary Poppins, who doesn't listen, that any other day, Tatiana Antanasia Cositori Topotrepolovsky can fix *anything...*

"TURNING TURTLE"

IF YOU RING WITH SOMETHING BROKEN ON A THURSDAY
 I'LL MAKE NEW WITH MY GLUE, PINS AND THREAD
 WHAT YOU BRING - WHEN I'VE AWOKEN - ON A FRIDAY
 I WILL MEND, AND THEN SPEND THE DAY IN BED!
 (more)

TOPSY (cont'd)

CHILDREN, "SATUR", "SUN", AND "MON" DAYS
 ARE JUST "EVERYTHING IS FUN" DAYS
 BUT IN THE SECOND WEEK I WEAR A FROWN

FOR I KNOW THAT AFTER TUESDAY
 COMES THE "TOPSY GETS BAD NEWS" DAY
 IT'S THE DREADED SECOND WEDNESDAY!!
 WHEN FROM NINE TO NOON
 MY LIFE TURNS UPSIDE DOWN!!!

FAST IS SLOW, LOW IS HIGH
 STOP IS GO AND THAT IS WHY
 EVERY SECOND WEDNESDAY IS A HURDLE
 FROM EIGHT TO NINE ALL IS WELL
 THEN I ROLLOVER ON MY SHELL
 AND ALL BECAUSE THE WORLD IS TURNING TURTLE!

(Mary Poppins tries to
 hand Topsy the bowl - she
 waves it away.)

No!

DAY IS NIGHT, DOG IS CAT
 BLACK IS WHITE, THIN IS FAT
 (AND THAT IS WHY I'M LOOSENING UP MY GIRDLE!)
 I CANNOT HELP THIS CHARMING TROUPE
 DON'T MOCK ME CAUSE I'M IN THE SOUP
 AND WHY? BECAUSE THE WORLD IS TURNING TURTLE!

OH, WOE IS ME
 I'M AS OPPOSITE AS I CAN BE
 I LONG FOR THURSDAYS WHEN THE WORLD IS DRAB
 WHEN WILL IT CEASE?
 NOW MY LIFE RESEMBLES "WAR AND PEACE"
 (THAT TOLSTOY CERTAINLY HAD THE GIFT OF GAB!)

I couldn't get through it!

BOTTOM'S TOP, YIN IS YANG
 PEACE AND QUIET'S *STURM UND DRANG*
 TUESDAY NIGHTS MY BLOOD BEGINS TO CURDLE

EAST IS WEST, IN IS OUT
 AND THAT IS WHY I NEED TO SHOUT
 OH, NO!
 THE WORLD IS TURNING TURTLE

OH, IF YOU HAD COME SOME OTHER MORN
 YOU WOULDN'T HAVE FOUND ME SO FORLORN
 BUT SINCE THE DAY THAT I WAS BORN
 SECOND WEDNESDAYS IS ON THE FRITZ

I COULDN'T MEND THIS TO SAVE MY SOUL
 IF THIS KEEPS UP I'LL DIG A HOLE
 YOU SAY LIFE'S A CHERRY BOWL
 BUT WEDNESDAYS IS FULL OF PITS

JACK
 (Holding up a drum:)
 TELL US, CAN YOU FIX THIS DRUM?

TOPSY
 WELL, TODAY IT'S LOOKING GLUM!

JOHN
 (Holding a clarinet:)
 CAN YOU MEND THIS CRACK?

ANNABEL
 (Picking up a cracked
 bass:)
 AND BROKEN STRING?

TOPSY
 WELL PERHAPS IF YOU ALL LEND A HAND

JACK AND THE CHILDREN
 OUR FINGERS ARE AT YOUR COMMAND!

MARY POPPINS
 A BROKEN SONGBIRD STILL CAN SING

TOPSY
 LET'S DO "THE TURTLE SWING!"

They all play a hot jazz chorus - with John on bass, Annabel on violin, Georgie on xylophone and Jack going wild on the drums. Mary Poppins conducts; Topsy dances like a whirling dervish. Soon they are all dancing. As the music builds, Topsy floats up in the air and lands on her head, upside down and thoroughly distraught.

TOPSY (cont'd)
 OH, WOE IS ME
 NOW I'M ON MY HEAD
 HOW CAN THAT BE?

MARY POPPINS
 WELL, YOU SAY "WOE" BUT I SAY "LUCKY YOU!"

TOPSY
 Lucky me?!?

MARY POPPINS
 YES! HERE ON YOUR HEAD
 "A" IS FAR BEHIND AND LED BY "ZED"
 IT'S GOOD TO GET A DIFFERENT POINT OF VIEW!

TOPSY
 I love your shoes.

MARY POPPINS
 You see? When your world turns
 upside down, the best thing is to
 turn right along with it.

TOPSY
Oh, I do see! From down here,
things look right side up.

She laughs, delighted.

JACK
I wouldn't mind seeing things from
that angle.

JOHN
Sounds like fun.

ANNABEL
Can we?

MARY POPPINS
Very well. Flippity-flop.

Mary Poppins tosses her umbrella into the air and everyone
flips onto their heads.

ANNABEL
NEAR IS...

JOHN
FAR IS...

JACK
HERE IS...

GEORGIE
... THERE!

MARY POPPINS
TURTLES TURNING EVERYWHERE!

TOPSY
THINGS ARE GETTING CLEAR!

MARY POPPINS
WELL, KNOCK ON WOOD, MY DEAR.

Mary's parrot-headed umbrella lands next to Mary Poppins.

MARY POPPINS (cont'd)
WHEN YOU CHANGE THE VIEW FROM WHERE YOU STOOD
THE THINGS YOU VIEW WILL CHANGE FOR GOOD!

Topsy flips back onto her feet. The others follow.

TOPSY
(A light bulb moment:)
I NEVER THOUGHT OF THINGS THAT WAY

MARY POPPINS
SHE NEVER THOUGHT OF THINGS THAT WAY

TOPSY
NOW WEDNESDAYS ARE MY FAVORITE DAY

JACK & THE CHILDREN
NOW WEDNESDAYS ARE HER FAVORITE DAY

TOPSY
CAUSE THAT'S THE DAY I'M QUITE CONTRARY
AND NOW THANKS TO COUSIN MARY
I HAVE CHANGED, TO BE EXACT
I LOVE THE FACT...

ALL
...THE WORLD IS TURNING TURTLE!!!
TURTLE!!! TURTLE!!!

Topsy reaches for the bowl. Jack hands it to her.

TOPSY
Come. Give your bowl to me. No more
am I afraid with this new point of
view.

MARY POPPINS
Good!

JOHN
(To Topsy:)
Excuse me, but do you have any idea
how much our bowl might be worth?

TOPSY
In money?
(She looks at the bowl,
considers for a moment:)
Not very much, I'm afraid. But that
doesn't make it any less beautiful.

ANNABEL
But our mother said it was
priceless.

TOPSY
Yes, I am sure it was - to her.

Disappointment is visible in the eyes of all three children.

TOPSY (cont'd)
Mary Poppins is right - for once.
It is all in the way you look at
things.

MARY POPPINS
Thank you cousin. Now come along,
children. Get your hats.

The children all collect their hats and head out.

TOPSY

And don't you worry about mother's bowl. I will fix and make perfect for you. So you come back maybe next second Wednesday!

MARY

Yes, spit-spot!

JACK

Nice meeting you, "Topsy Turvy."

TOPSY

"Topsy Turvy" - I like it! It's catchy.

EXT. THE ALLEYWAY, COUSIN TOPSY'S SHOP - DAY

Mary Poppins and Jack come out of the alleyway, the children lagging behind, the twins talking quietly to one another.

ANNABEL

Now what do we do?

JOHN

I have no idea.

ANNABEL

Well, like Topsy said, maybe we should start looking at things differently -

Everyone looks back as they hear LOUD CREAKS AND CRASHES coming from inside Topsy's shop. Mary Poppins turns back and continues walking.

MARY POPPINS

Marvelous. It looks as though things are starting to turn around for my cousin.

EXT. A STREET NEAR THE BANK - DAY

Jack, Mary Poppins and the children ride down the street.

JOHN

Mary Poppins, this is *not* the quickest way to the bank.

MARY POPPINS

(Curtly:)
Well it is *today*.

GEORGIE

Look, there's Aunt Jane!

THE CHILDREN

Aunt Jane!

Aunt Jane walks just ahead, carrying arm-loads of rally posters and banners. Jack pulls over, the children waving.

MARY POPPINS

Off to the rally, are you, Jane?

AUNT JANE

Yes - hello, everyone! All still here thank goodness. No one fell off.

JACK

Say, I could come back and give you a hand with all that once I've dropped the others at the bank.

AUNT JANE

Oh no, no - please don't worry. I'm perfectly fine. Really.

MARY POPPINS

Oh, nonsense. The bank is just around the corner, and the children and I have plenty of legs to get us there. Climb off, everyone - ready, and - jump.

They do. Jack takes the banners and posters from Aunt Jane, tying them to the back of the bicycle.

AUNT JANE

Are you sure you don't mind, Jack?

JACK

Of course not. I was hoping to stop by that rally of yours, anyway.

AUNT JANE

You were? Oh, good!

GEORGIE

You should ride up in the front basket.

JACK

I think she'll be better here. Up you go now!

AUNT JANE

Here, is it? Yes.

Jack helps Aunt Jane sit side-saddle on the bar of the bicycle in front of him.

AUNT JANE (cont'd)
Where should I hold on?

JACK
(To Aunt Jane:)
Ready?

AUNT JANE
Yes, as ready as I'll ever be. Oh-!

Aunt Jane bursts out laughing, holding on for dear life as Jack pedals off down the street.

Mary Poppins and the children watch them cycling away together before Mary Poppins decides-

MARY POPPINS
Right, that's enough.

EXT. THE BANK - DAY

WIDE SHOT - Outside, the bank is thronged with people as Mary Poppins leads the children up the steps.

MARY POPPINS
Step along, children.

INT. THE BANK - CONTINUOUS

Inside, the bank is a beehive of activity. Mary Poppins enters with the children and strides purposefully toward the Information Desk, the children hurrying to catch up.

JOHN
(Walking with Annabel:)
There must be someone at this bank who could help us save our house.

ANNABEL
I'm sure father has already asked.

JOHN
Well, we haven't. Maybe we can get them to see things from a new point of view.

MARY POPPINS
Sit over there children.

Mary Poppins guides the children over to a bench, gestures for them to sit, then crosses to the INFORMATION DESK CLERK.

MARY POPPINS (cont'd)
Good afternoon, I'm looking for Mr.-

A POSTMAN interrupts, his arms full of parcels.

POSTMAN

I'll need a signature for these,
sir.

INFORMATION DESK CLERK

Of course - excuse me a moment.

Mary Poppins purses her lips, nettled. As she waits, she adjusts her hat, gazing into the reflection of a brass lamp.

ON THE REFLECTION: The children are visible. Gooding and Frye also appear, having just entered the bank.

Frye sees Georgie, smiles and waves. Georgie waves back. Annabel pointedly pushes Georgie's hand down. Frye's smile disappears; his face clouds with guilt as he follows Gooding upstairs.

GEORGIE

(To Annabel:)

What did you do that for? You hurt
his feelings.

ANNABEL

You do know who those men are,
don't you, Georgie?

GEORGIE

They're the lawyers. He's the nice
one.

A beat. Annabel turns to John.

ANNABEL

Maybe we could convince him to help
us.

JOHN

Worth a try.

(Glancing to the stairs:)

Today or never. That's my motto.
C'mon.

ON THE REFLECTION: Mary Poppins watches the children as they lean in together, clearly plotting something.

The postman leaves, and the clerk turns back to Mary Poppins.

INFORMATION DESK CLERK

Now, how may I help you?

MARY POPPINS

Finally. I'd like to see Mr. Michael
Banks...

ON THE REFLECTION: the children sneak off.

INT. STAIRCASE/OUTSIDE WILKINS' OFFICE - DAY

The children hurry up the stairs, following Gooding and Frye, who turn at the top of the steps and disappear around the corner. The children sneak around the corner in pursuit, spying on the lawyers as they go into Wilkins' office. Miss Farthing sees them.

MISS FARTHING

Is there something I can do for you, children?

The twins freeze; Georgie, though, sees the new jar of toffees on Miss Farthing's desk.

GEORGIE

May I have a sweet, please?

MISS FARTHING

Yes of course, dear. You all can.

She takes the lid off the jar, gesturing for them to come over. As they do so, the muffled voices of Wilkins and the lawyers can be heard emanating from behind the office door...

GOODING

Mrs. Clara Corry, 42 Chatsworth Way.

FRYE

Evicted.

GOODING

Mr. Wallace Trimlet, 96 Digby Crescent.

FRYE

In foreclosure.

GOODING

Mr. Michael Banks, 17 Cherry Tree Lane.

FRYE

In foreclosure.

GOODING

Miss Muriel Brighton-Jones -

INT. WILKINS' OFFICE - CONTINUOUS

WILKINS

How many repossessions so far this month?

GOODING

19, sir - and we have nearly that amount scheduled for next week alone.

WILKINS

Who would have thought this Slump would be so good for business, eh?

FRYE

(Gathering his courage:)
I wonder, Mr. Wilkins, if, perhaps, as Michael Banks is an employee, you might consider giving him a few more weeks to pay off his loan.

WILKINS

And lose our chance to get that house? I don't like to lose, Mr. Frye.

(Hitting the intercom:)
Didn't I ask for tea, Miss Farthing?

INT/EXT. WILKINS' OFFICE - CONTINUOUS

MISS FARTHING

(On the intercom:)
Yes, sir. Right away, Mr. Wilkins.
(To the children:)
Why don't you all help yourselves?

Miss Farthing goes off to get the tea. The children creep over to Wilkins' door. Annabel points to the sign on it.

ANNABEL

(Whispering:)
"Office of the Bank Chairman." We can't go in there.

The children peer through the crack in the door, listening.

FRYE

(Nervously:)
It's just that, well, his family has suffered tremendous hardship this past year, and -

WILKINS

You're not giving Banks one second longer to pay off that loan - do I make myself clear?

Wilkins swings his pocket watch. From Georgie's POV, he can see Wilkins' shadow on the wall - as the firelight flickers, it changes into THE ANIMATED SHADOW HE SAW ON THE CIRCUS TENT and back again.

GEORGIE

Look!

JOHN

SHHH!

GEORGIE

It's the wolf!

WILKINS (O.S.)

In two days Banks will be out on that street and the house will be ours.

Georgie shoves the door open and charges into the office.

JOHN

Georgie, no!

GEORGIE

You can't steal our house! I'm telling my father!

WILKINS

Steal your - ? Who are you?

FRYE

These are the Banks children.

WILKINS

... Are they?

(He smiles. To Georgie:)

Come here, boy. I think you may have misunderstood -

JOHN

Let's go, Georgie!

ANNABEL

RUN!

Miss Farthing backs in, carrying a large tea tray.

WILKINS

Close that door, Miss Farthing.

Georgie and the twins race past Miss Farthing, ducking beneath the tea tray, nearly sending it flying.

WILKINS (cont'd)

Fool! STOP THEM!

Miss Farthing wheels round, trying not to spill the tea, kicking the door closed after Frye. Gooding slams into the closed door.

INT. THE BANK, MAIN FLOOR - CONTINUOUS

Michael comes out into the lobby, where Mary Poppins waits for him. She holds out his briefcase.

MARY POPPINS

Ah, there you are Michael. The children and I brought you your briefcase.

MICHAEL

Oh, thank you. But... where are the children?

The children come racing down the stairs, with Gooding, Frye and Wilkins close behind.

GEORGIE

FATHER, HELP!

MICHAEL

What is it? What's happened?

GEORGIE

(Pointing back:)

He's the wolf trying to steal our house!

MICHAEL

What on Earth are you talking about?

Wilkins crosses directly to Michael.

WILKINS

I'm afraid your children burst into my office just now, Banks -

MICHAEL

What??

WILKINS

I was just seeing if anything could be done about extending your loan, when they came in claiming I was trying to steal your house.

ANNABEL

He is - we heard him!

MICHAEL

Mr. Wilkins is trying to help us!

JOHN

Then why was he chasing us?

Wilkins digs into a pocket, pulling out a handful of toffees.

WILKINS

I just thought they might stop running about and making a scene if I offered them some sweets.

MICHAEL

I am so sorry, Mr. Wilkins.

WILKINS

Let's just see it doesn't happen again -

He places a toffee in Georgie's hand, one in John's and one in Annabel's.

WILKINS (cont'd)

(To the children:)

After all, you don't want your father losing his position on account of you, now do you?

(Stepping close to

Michael, kindly:)

Now, I know time is running short, Banks, but I want you to have every chance to pay off that loan - I'll stay in my office on Friday evening until the last stroke of midnight, you have my word.

MICHAEL

Thank you, sir.

WILKINS

(Turning to the lawyers:)

Gentlemen -

He gestures for them to follow him upstairs. As they go:

ANNABEL

(To her father:)

But Father, he really did it -

MICHAEL

Not another word!

(to Mary Poppins)

Take them home this instant. We'll discuss this when I get back.

MARY POPPINS

Come along, children.

Michael watches as Mary Poppins leads them out. He turns away, tense, then goes back to work.

EXT. SIDE STREET NEAR THE BANK - DUSK

Damp, grey fog settles over London as Mary Poppins and the children return home. The children walk ahead of their nanny.

JOHN

Now we've done it, haven't we? I don't think I've ever seen father that upset with us before.

GEORGIE

But we were telling the truth!

ANNABEL

That doesn't matter, Georgie. We got him into trouble - and he doesn't even know we broke mother's bowl.

JOHN

Everything we've tried to fix, we've only made worse.

EXT. THE STREETS OF LONDON - DUSK

The children walk through the fog, deep in thought. Mary Poppins follows behind.

They come to a crossroads. Annabel pauses, looking around. The fog is getting so thick it's difficult to make out the buildings around them.

ANNABEL

Which way do we go, Mary Poppins?

MARY POPPINS

Why would you ask me? The three of you are leading the way, after all.

ANNABEL

Us?

JOHN

But we were -

MARY POPPINS

- walking around in a fog.

ANNABEL

No, we weren't - I mean, yes, we are in a fog - but -

JOHN

- we were only talking.

MARY POPPINS

Yes - too focused on where you've been to pay attention to where you're going.

JOHN

But father told us to go straight home!

ANNABEL

He'll be furious if we're late.

MARY POPPINS

Not much to be done about that now, is there?

GEORGIE

(Worried:)

Are we lost, then?

JACK (O.S.)

That would depend on where you want to go.

A light appears through the fog. Jack smiles down at them from a streetlamp that hangs from an archway behind them.

JOHN/ANNABEL/GEORGIE

Jack!

JACK

At your service.

Jack climbs halfway down and sits on a ledge just above Mary Poppins and the children, peering down at them.

JACK (cont'd)

Say, what's with all the glum faces? Lost sixpence and found a penny?

ANNABEL

We've made a mess of everything.

JOHN

Father's furious with us.

GEORGIE

And we can't find our way home.

JACK

(Not believing it:)

"Lost" - are you, Mary Poppins?

MARY POPPINS

Hopelessly.

JACK

Well now, I'm no expert, but if
ever I lose my way, I just look for
a little light to guide me.

"TRIP A LITTLE LIGHT FANTASTIC"

LET'S SAY YOU'RE LOST IN A PARK,
SURE... YOU CAN GIVE IN TO THE DARK
OR... YOU CAN TRIP A LITTLE LIGHT FANTASTIC WITH ME

WHEN YOU'RE ALONE IN YOUR ROOM
YOUR CHOICE IS JUST EMBRACE THE GLOOM
OR YOU CAN TRIP A LITTLE LIGHT FANTASTIC WITH ME

FOR IF YOU HIDE UNDER THE COVERS
YOU MIGHT NEVER SEE THE DAY
BUT IF A SPARK CAN START
INSIDE YOUR HEART
THEN YOU CAN ALWAYS FIND THE WAY

SO WHEN LIFE IS GETTIN' DREARY
JUST PRETEND THAT YOU'RE A "LEERIE"
AS YOU TRIP A LITTLE LIGHT FANTASTIC WITH ME

Jack jumps onto a lamppost.

JOHN

What's a leerie?

JACK

Why, it's what we lamplighters call
ourselves, of course.

He flickers the streetlamp on and off in a rhythmic pattern.

JACK (cont'd)

Time to send out the call to arms:
"Leeries, trip the lights and lead
the way."

As a Leerie lights his lamp, we DROP DOWN to find Jack
leading the group through the foggy streets like the Pied
Piper. He steers the children up curbs and around pillar
boxes.

NOW WHEN YOU'RE STUCK IN THE MIST
SURE, YOU CAN STRUGGLE AND RESIST
OR YOU CAN TRIP A LITTLE LIGHT FANTASTIC WITH ME

NOW, SAY YOU'RE LOST IN THE CROWD
WELL, YOU CAN STAMP AND SCREAM OUT LOUD
OR YOU CAN TRIP A LITTLE LIGHT FANTASTIC WITH ME

Ahead, lights continue to flicker on, lighting their way. One
by one, leeries appear out of the fog, gazing down from
lampposts, acknowledging the children as they pass.

JACK (cont'd)
 AND WHEN THE FOG COMES ROLLIN' IN
 JUST KEEP YOUR FEET UPON THE PATH
 MUSTN'T MOPE AND FROWN
 OR WORSE LIE DOWN
 DON'T LET IT BE YOUR EPITAPH

SO WHEN LIFE IS GETTIN' SCARY
 BE YOUR OWN ILLUMINARY
 WHO CAN SHINE THEIR LIGHT FOR ALL THE WORLD TO SEE
 AS YOU TRIP A LITTLE LIGHT FANTASTIC WITH ME!

A LEERIE LOVES THE EDGE OF NIGHT
 THOUGH DIM, TO HIM THE WORLD LOOKS BRIGHT
 HE'S GOT THE GIFT OF SECOND SIGHT

THE LEERIES
 TO TRIP A LITTLE LIGHT FANTASTIC

JACK
 A LEERIE'S JOB'S TO LIGHT THE WAY

THE LEERIES
 TO TAKE THE NIGHT
 AND MAKE IT DAY

JACK
 WE MIMIC THE MOON, YES, THAT'S OUR AIM

JACK AND THE LEERIES
 FOR WE'RE THE KEEPERS OF THE FLAME!

JACK
 AND IF YOU'RE DEEP INSIDE A TUNNEL
 AND THERE IS NO END IN SIGHT
 WELL, JUST CARRY ON
 UNTIL THE DAWN
 IT'S DARKEST RIGHT BEFORE THE LIGHT...

They come to a dead end. A lamppost with an ornate base stands before them.

JOHN
 Now what do we do?

MARY POPPINS
 Just as Jack said - we follow the
 light.

She steps onto the base of the lamp, which magically disappears into the ground, creating an unusually LONG LAMPOST. One by one, they all follow her, sliding down the post like it's a FIREMAN'S POLE. They arrive at the entrance to a drainpipe and duck into it. The leeries voices echo inside the tunnel.

JACK
 AS YOU...

JACK (cont'd)
 TRIP A LITTLE LIGHT FANTASTIC
 WON'T YOU...
 TRIP A LITTLE LIGHT FANTASTIC
 COME ON...
 TRIP A LITTLE LIGHT FANTASTIC WITH ME!

Jack, Mary Poppins and the children arrive at...

EXT. AN ABANDONED PARK - CONTINUOUS

An abandoned park with an unused fountain at its center, shrouded in darkness. The street lamps and pathways of the park are silhouetted only by moonlight.

One by one, gas lamps flick on, revealing leeries on every lamppost - until the entire park is glowing with brilliant light.

DANCE SEQUENCE - which includes Jack and all the leeries spinning on lampposts and performing spectacular stunts on their bicycles.

The Leeries all dance round their lamp posts, jumping on and off.

Jack joins them, tipping his hat to Angus and the other Leeries. Jack and a small group of Leeries dance in front of Mary Poppins and the children.

They join the other Leeries on lamp posts as other Leeries on bikes perform amazing stunts and parkour over traveling ladders, followed by a ladder section.

Jack, Angus and the crew dance, jumping up and spinning round the lamp posts.

At the end of it, ANGUS bounds over to the children.

ANGUS
 Come along - join us in a bit of
 kick and prance.

JOHN
 What did he say?

JACK
 Kick and prance - it means "dance."
 It's leerie speak. You don't say
 the word you mean; you say
 something that rhymes, only -
 (It's hard to describe:)
 Here, I'll show you how it works.
 Angus...

GIVE US YOUR WEEP AND WAIL
 (more)

JACK (cont'd)
 (To the children, aside:)
 TO THE REST OF YA, THAT MEANS: "TALE"

ANGUS
 I WAS SHORT OF A SHEET

JACK
 HE WAS IN THE STREET

ANGUS
 JUST TO TUMBLE DOWN THE SINK

JACK
 JUST TO GET HIMSELF A DRINK

ANGUS
 THEN I PINCHED WHAT'S FATTER

JACK
 HE GRABBED HIS LADDER

ANGUS
 TO SMILE AND SMIRK

JACK AND ANGUS
 TO WORK!

You see? There's nothing to it.

ANNABEL
 Can you speak leerie, Mary Poppins?

MARY POPPINS
 (A wide-eyed glance:)
 Can I speak leerie?

JACK
 Of course she can. She's Mary
 Poppins!

GEORGIE
 Can we do it with you?

ANNABEL AND JOHN
 Please?

MARY POPPINS
 Oh, very well then.

JACK
 Children...

TELL US YOUR SORRY TALE

THE LEERIES
 GIVE US YOUR WEEP AND WAIL!

JOHN
Well...

WE HAD THIS BOWL...

MARY POPPINS
RABBIT IN THE HOLE

ANNABEL
THAT FELL AND BROKE...

MARY POPPINS
BICYCLE SPOKE

JOHN
SO WE TOOK IT TO A SHOP...

MARY POPPINS
LIKE A LOLLIPOP

GEORGIE
AND WENT UPSIDE-DOWN!

MARY POPPINS
THAT'S A CIRCUS CLOWN

JOHN
THEN WENT TO THE BANK...

MARY POPPINS
RATTLE AND CLANK

ANNABEL
GOT LOST IN THE FOG...

MARY POPPINS
LUMP ON A LOG

JOHN
TILL WE FOUND A FRIEND...

MARY POPPINS
TO STAND AND DEFEND

ANNABEL
WHO TOOK US ON A TRIP...

MARY POPPINS
SNAP A HORSE'S WHIP

THE CHILDREN
(Loudly:)
AND WE TRIPPED A LITTLE LIGHT FANTASTIC

MARY POPPINS
NOW THAT SOUNDS A LITTLE BIT
BOMBASTIC

JACK
 (Softly:)
 BUT THEY TRIPPED THE LIGHT...

THE CHILDREN
 (Mimicking him:)
 WE TRIPPED THE LIGHT

ALL
 (Explosive:)
 LET'S TRIP A LITTLE LIGHT FANTASTIC!

The children join in the number, dancing round the fountain with the Leeries as Mary Poppins looks on from up top.

The Leeries all surround Mary Poppins on the fountain.

THE LEERIES
 Join us Mary Poppins!

Mary Poppins is lifted off the fountain and joins in the number with the Leeries... At the end of which, she performs an amazing bike spin and magically turns on the fountain.

JACK
 You've got it - now let's get you
 all back home!

Jack and the leeries lead Mary Poppins and the children out of the park.

ALL
 NOW IF YOUR LIFE IS GETTIN' FOGGY
 THAT'S NO REASON TO COMPLAIN

JACK
 THERE'S SO MUCH IN STORE
 INSIDE THE DOOR

ALL
 OF 17 CHERRY TREE LANE

Jack tosses his leerie pole into the air, and...

EXT. CHERRY TREE LANE - NIGHT

... catches it on Cherry Tree Lane. They continue through the fog toward the house, the leerie's poles lit to help guide the way.

JACK
 SO WHEN TROUBLES ARE INCESSANT
 SIMPLY BE MORE INCANDESCENT
 FOR YOUR LIGHT COMES WITH A LIFETIME GUARANTEE
 AS YOU...

ALL
TRIP A LITTLE LIGHT FANTASTIC

JACK
WON'T YOU...

ALL
TRIP A LITTLE LIGHT FANTASTIC

JACK
COME ON...

ALL
TRIP A LITTLE LIGHT FANTASTIC...

JACK
WITH ME!!!

CHILDREN & LEERIES
WENT TO THE BANK! RATTLE AND CLANK!
MET WITH THE BOSS! PITCH AND TOSS!
GOT LOST IN THE FOG! LUMP ON A LOG!

ALL
TRIP A LITTLE LIGHT FANTASTIC!!!

The revelries come to a halt as the door to the house swings open and Michael steps out.

MICHAEL
Where on Earth have you all been?
(To Mary Poppins:)
I told you to bring them straight
home. I've been worried sick!

The children stop in their tracks, startled. Behind them, all the leeries except for Jack have mysteriously disappeared into the fog.

ANNABEL
We're sorry we're late, father. It
wasn't Mary Poppins' fault.

JOHN
We got lost in the fog.

GEORGIE
Jack and the leeries led us down
the 'frog and toad.'

MARY POPPINS
He means 'road.'

MICHAEL
So you've been off filling the
children's heads with stuff and
nonsense. I've heard quite enough -
come in at once!

JACK
Best I take my leave. Good night,
Mary Poppins.

MARY POPPINS
Good night, Jack.

The children hurry inside, with Mary Poppins following them.
Michael enters last, shutting the door firmly behind him.

INT. THE BANKS FRONT ENTRY HALL - CONTINUOUS

Ellen is waiting in the front entry hall as everyone enters.

MICHAEL
Into the parlor - go on.

The children obey.

ELLEN
Don't be too 'ard on 'em, Sir.
They are just children, after all.

MICHAEL
(Turning back, testily:)
Of course they're children - my
children - and I will deal with them
as I see fit. Now leave us to it.

ELLEN
Yes, sir.

She heads into the kitchen. Mary Poppins starts upstairs.

MICHAEL
Not you, Mary Poppins. In here.

MARY POPPINS
Very well, sir.

She follows Michael into...

INT. THE PARLOR - CONTINUOUS

... where the children await sentence. Michael takes a moment
to get control over his emotions before he speaks.

MICHAEL
You could have lost me my job - do
you understand that? A good
position like mine is hard to come
by these days. But there you all
were, running about -
(Turning to Mary Poppins:)
(more)

MICHAEL (cont'd)

And I thought that you, Mary Poppins - I thought you were here to look after these children.

JOHN

It wasn't her doing, it was me.

ANNABEL

It was us. We thought maybe if we talked to Mr. Frye, he could give you more time to save the house.

JOHN

We were only trying to help.

MICHAEL

Well, you didn't help!

(A deep breath:)

I know this has been a difficult year for our family, and I have done my best to keep the three of you from worrying - but I can't do this alone. It's too much. I'm barely holding on as it is. I can't even seem to remember my briefcase in the morning, and *there is no more time*, we're about to lose this house - and I can't lose our home... I just don't know what to do anymore, I don't know what to do. Everything has fallen to pieces since your mother...

(Suddenly overcome.)

Haven't we lost enough already?

GEORGIE

(After a beat.)

We haven't lost mother. Not really...

"THE PLACE WHERE LOST THINGS GO" - reprise

GEORGIE (cont'd)

NOTHING'S GONE FOREVER
ONLY OUT OF PLACE...

SO WHEN WE NEED HER TOUCH AND LOVING GAZE

GEORGIE AND JOHN

GONE BUT NOT FORGOTTEN IS THE PERFECT PHRASE

GEORGIE, JOHN AND ANNABEL

SMILING FROM A STAR THAT SHE MAKES GLOW

GEORGIE

TRUST SHE'S ALWAYS THERE

JOHN

WATCHING AS WE GROW

ANNABEL
FIND HER IN THE PLACE

GEORGIE, JOHN AND ANNABEL
WHERE THE LOST THINGS GO.

MICHAEL
(Deeply moved:)
When did you all get so clever?

GEORGIE
Last night. Mary Poppins told us...

Georgie is about to say more when Mary Poppins catches his eye and raises a finger to her lips, mouthing a silent "*Shh.*"

Michael kneels in front of the children.

MICHAEL
I hope I am as clever as you when I grow up. You're right. Your mother's not gone. She's in your smile, Georgie, and John's walk, and Annabel's eyes. And she'll always be with us wherever we go.

Michael wraps them in his arms. Mary Poppins takes this in, a look of satisfaction in her eyes.

MICHAEL (cont'd)
Go on, now - time to wash your hands for dinner.

The children go. Michael turns to Mary Poppins.

MICHAEL (cont'd)
Did you have something to do with them trying to save the house?

MARY POPPINS
I never said a word - it was all the children's idea.

MICHAEL
(After a pause.)
The whole time I've been looking after them, they've been looking after me...
(He shakes his head.)
I had it all backwards.

MARY POPPINS
Hmm. A Banks family trait.

MICHAEL
What was I thinking?

MARY POPPINS

Some people think a great deal too much. Of that I am certain.

She disappears upstairs, leaving Michael to ponder this.

FADE TO BLACK, THEN CUT TO:

EXT. LONDON AT NIGHT/CHERRY TREE LANE - MONTAGE

IN MONTAGE - VARIOUS SHOTS of London at night - the sidewalks empty, the street lamps lit, and the fog rolling in...

EXT. THE BANKS HOME - NIGHT

Wind rustles the fallen leaves on Cherry Tree Lane, sending them rustling down the cobblestones.

At 17 Cherry Tree Lane, Jack, Angus, and two other leeries search through boxes in the back of a moving van filled with the family's possessions. Aunt Jane comes out of the house, carrying a box. Jack hurries over to help Aunt Jane with it.

JACK

Here, Jane - let me help you with that.

He takes the box. Aunt Jane nods toward the van.

AUNT JANE

Thank you. No luck?

JACK

(Shaking his head:)
We can look through everything again if you like.

AUNT JANE

There's no point. It's nearly midnight - we tried our best. Thank you, Jack. And thanks to your friends for helping us.

JACK

Of course. Anything for you.

Aunt Jane smiles.

AUNT JANE

We'll be out in a moment.

She goes back into the house. Jack signals to Binnacle, who stands watching from the adjoining rooftop.

INT. THE BANKS SITTING ROOM/FRONT ENTRY HALL - NIGHT

Michael stands in the entryway to the sitting room. The furniture is gone; the curtains have been taken down. Aunt Jane comes in and crosses to Michael's side.

A pause as their situation sinks in. They look around the empty sitting room one last time.

The children come downstairs with suitcases, followed by Mary Poppins, carpetbag in hand.

MARY POPPINS

The children have packed up the last of their things themselves.

MICHAEL

Well done, all of you.
(Putting an arm around
Georgie:)
Have you got Gillie?

GEORGIE

Yes, father.

Ellen comes out of the kitchen with suitcases.

ELLEN

Good riddance to that old kitchen.
Never could figure out that stove.

MICHAEL

Well, then... we've spent every last moment we can here. It's time to say goodbye.
(His voice echoing:)
Goodbye, old friend!

AUNT JANE AND THE CHILDREN

Goodbye, old friend!

Aunt Jane crosses to open the door and everyone files out. Michael turns out the lights and shuts the door behind him.

EXT. THE HOUSE AT 17 CHERRY TREE LANE - CONTINUOUS

The family steps outside, surprised to discover a handful of neighbors and friends coming over from the Admiral's house - Miss Lark and the Milkman are there, along with the Admiral and Binnacle.

MICHAEL

(Knowing the answer:)
What are you all doing here so late?

BINNACLE

We've been waitin' to see you off.

MILKMAN

We'd be here no matter what the hour.

MISS LARK

If you and your family should ever need a place to stay, Willoughby and I would be happy for the company.

MICHAEL

Thank you, Miss Lark. Jane has offered to put us up in her flat, at least for the time being.

AUNT JANE

For as long as you like.

(To Ellen:)

I wish you'd come with us, Ellen.

ELLEN

Don't you worry 'bout me. I got a nice room fixed up at my sister's.

ANNABEL

You won't leave us, will you, Mary Poppins?

MARY POPPINS

Oh, don't be silly.

GEORGIE

She says she's not leaving until the door opens.

MICHAEL

(He laughs, perplexed:)

In any case, your home is with us.

(To Georgie, smiling:)

I'm pleased she got caught on your string, Georgie.

Georgie hurries forward as Michael is about to lock the door.

GEORGIE

My kite - I forgot my kite!

MICHAEL

Very well - but be quick about it.

Georgie runs into the house. Binnacle pushes the Admiral's wheelchair over to Michael.

BINNACLE

The Admiral has something he would like to give you, Mr. Banks, Sir.

The Admiral hands him a beautifully-wrought ship in a bottle.

ADMIRAL BOOM

The H.M.S. Glad Tidings - I
commanded her myself. May she guide
you safely into port.

MICHAEL

Thank you so much, Admiral.
(He salutes:)
I'll take good care of her.

The Admiral checks his pocket watch.

ADMIRAL BOOM

It's nearly eight bells, Mr.
Binnacle. Time to man our posts.

BINNACLE

Yes, sir. Goodbye, Mr. Banks, sir.

MICHAEL

Goodbye, Mr Binnacle.

As Binnacle wheels the Admiral off, Georgie comes out of the house, his arms wrapped around his kite.

GEORGIE

I found it.

MICHAEL

I'm not so sure that will get off
the ground anymore - it looks more
glue than kite.

Michael takes a few steps toward the house, then glances back.

MICHAEL (cont'd)

Georgie, did you patch that up with
one of my old drawings? It looks
like you've done a fine job, there.

Michael gestures for Georgie to hand him the kite. He runs a hand over the patches that Georgie has made from his sketch of Michael, Kate and the children.

MICHAEL (cont'd)

(kneels)

Look at that - all of us together
in front of the...

As he holds up the kite, light from the streetlamp hits it from behind. Printed lettering, upside down and backwards, shows through the patches. Michael blinks. He turns the kite over and pieces together the words written on the patches...
CERTIFICATE OF SHARES.

GEORGIE
What is it, father?

MICHAEL
Wait..!
(Stunned and elated:)
"Certificate of Shares!" This is it -
this is what we've been looking for!
(Suddenly panicked:)
We have to get to the bank! What
time is it - anyone??

JOHN
(Checking his watch:)
Seven minutes to midnight.

MICHAEL
Seven minutes? It's not enough. We
need to make it to the bank by
midnight.

JACK
Take the van.

JOHN
No, it's no good. You still won't
make it in time.

AUNT JANE
What can we do?

MICHAEL
(Defeated:)
Nothing. We can't turn back time.

ANNABEL
(After a beat:)
Why not? "Everything is possible -
even the impossible."

She looks to Mary Poppins. Mary Poppins smiles.

JOHN
Can we do it, then, Mary Poppins?
Can we turn back time?

MARY POPPINS
I don't see why that couldn't be
arranged.

MICHAEL
That's ridiculous.

MARY POPPINS
Indeed it is, Michael. It's nonsense.

ANNABEL
Foolishness!

JOHN

It makes no sense! And if it makes
no sense-

JOHN/ANNABEL/GEORGIE

It can't be true!

MICHAEL

What are you all talking about?

MARY POPPINS

Never you mind. You just get to the
bank as fast as possible with that
kite, and leave the rest to us.

Mary Poppins guides Michael and Aunt Jane over to the van. As
they climb into the cab:

MICHAEL

But how will you - ?

THE CHILDREN

GO!

Michael nods. He closes the door and they drive off. Mary
Poppins turns to Jack. They walk to his bicycle.

MARY POPPINS

We'll need a lot of help, Jack.

JACK

Good as done! Angus, gather the
leeries!

ANGUS

Right.

JACK

Children, help me ready the
bicycle!

Angus and the leeries run to their bicycles. Georgie and the
twins hurry to Jack's bicycle, flipping the ladder sideways
across the rear fender. Mary Poppins hikes her skirts and
climbs onto the bicycle seat sidesaddle.

MARY POPPINS

I'll take the reins this time -
speed is of the essence.

JOHN

Have you ever ridden a bicycle like
this before?

MARY POPPINS

(An impatient sigh:)

Oh, please - how different can it
be from riding an elephant?

(more)

MARY POPPINS (cont'd)
 Climb aboard everyone. Ready,
 and... up! Now all we have to do is
 turn back time.

The bicycle rockets down the lane, Mary Poppins leading the leeries, not bothering - and somehow not needing - to pedal.

EXT. THE MALL AT BUCKINGHAM PALACE - NIGHT

HIGH ANGLE as Mary Poppins, Jack and the children race down the Mall with Angus and the other two leeries behind them. At each turn, more leeries appear, swerving bicycles around corners, squeezing through hedges and leaping curbs to join the pack.

INT. WILKINS' OFFICE - NIGHT/CONTINUOUS

Wilkins, meanwhile, is in his office with Gooding and Frye. Big Ben can be seen through the window behind them.

WILKINS
 A good week's work, gentlemen.

GOODING
 Thank you sir.

WILKINS
 (Pulls out his pocket
 watch, checks the time.)
 Looks as if Banks won't be joining
 us tonight.

FRYE
 He does have a few more minutes.
 You said you'd wait until the last
 stroke of midnight.

WILKINS
 Of course. I know that. So we'll
 wait - I'm a man of my word.

Wilkins unwraps a toffee and pops it into his mouth, handing the empty wrapper to Gooding.

EXT. STREET OUTSIDE BIG BEN - CONTINUOUS

More Leeries join as the bicycles race toward Big Ben.

EXT/INT. RESIDENTIAL STREET/VAN - TRAVELING - NIGHT

Michael and Aunt Jane drive fast through the quiet streets.

MICHAEL
 How much time do we have?

AUNT JANE

There's only five minutes left, I think!

EXT. ROOFTOP OF PARLIAMENT/BIG BEN - NIGHT/INTERCUT

Twenty leeries, Mary Poppins and the twins stand on the rooftop of Parliament next to Big Ben. Angus helps Georgie climb up the last few rungs of a ladder, Jack right behind.

John gestures to one of the Leeries for his cap.

JACK

(Hushed urgency:)

Good - now over to the tower!

The leeries all grab ladders and rush to the tower. John, head down in his Leerie cap, lifts a ladder and starts to follow them.

JACK (cont'd)

Sorry - this is as far as you go.

(Taking the ladder:)

Back in a flash.

Jack hurries to the tower throwing his ladder to Angus.

JACK (cont'd)

C'mon.

Jack runs up to the wall and begins to climb. Angus splits the ladder and throws up the top half to Jack.

Jack jams the ladder diagonally against the wall. Angus throws up another ladder is passed up to him. He places that on the opposite diagonal to the first, and start to climb up the ladder as Angus starts to climb below him.

The others put their ladders against the wall and climb up behind him, passing ladders overhead.

It is a hair-raisingly dangerous process that looks almost certain to end in disaster.

Mary Poppins and the children watch from THE ROOFTOP as Jack climbs up to a ledge. A pigeon suddenly rushes out at him, making him drop his ladder. He loses his balance and hangs from the ledge.

ANNABEL

I can't watch!

Mary Poppins shakes her head in disapproval.

MARY POPPINS

You would think they'd never done this before.

BACK ON THE TOWER, Jack climbs into an arch, having nearly reached the clock's face. He looks up, realizing the overhang prevents them from reaching it.

ANGUS

(Calls up to him:)
What are we going to do?

JACK

(Shouting down:)
I've got an idea! C'mon!

Jack jumps into the arch. Angus climbs up onto the ledge outside the arch. Jack calls down to the Leeries below.

JACK (cont'd)

Ladder!

Another Leerie climbs up, a second passes up two ladders, jumping up behind him.

They interlock the ladders. Jack places it out over the edge, like a diving board.

He walks out onto the end of the ladder, as two Leeries hold it steady from inside the arch.

Jack turns round at the very edge, a huge drop below him. He steadies himself.

ON THE ROOFTOP - the children gasp as they watch Jack fly up into the air, backlit by the glowing face of Big Ben's dial. AT THE TOWER - Jack lands on the ledge beneath the clock's face. He opens a small hinged window set into the face of the clock and squeezes inside.

INT. INSIDE BIG BEN - CONTINUOUS

Jack squints around the tower, finding the gas main. He cranks it closed, shutting off the gaslights that illuminate all the faces of the clock.

EXT. ROOFTOP OF PARLIAMENT/BIG BEN - CONTINUOUS/INTERCUT

The children watch as Big Ben goes dark.

Jack sticks his head out of the open window. Angus calls up to him.

ANGUS

You can turn the time back now!

Jack peers up at the enormous face of the clock.

JACK

How? I can't reach the hands.

Down below, Mary Poppins sighs, growing exasperated.

MARY POPPINS
Ohhh - ! Honestly!

JOHN
They'd better hurry. We have less
than a minute to go.

Up on the tower, the leeries seem to have run out of ideas.

ANGUS
We're too late, Jack!

JACK
There's got to be a way!

GEORGIE
LOOK!

Suddenly, Mary Poppins appears, floating before the clock face, holding her umbrella. As she descends, she pushes the minute hand backward five and a half minutes. The leeries cheer.

INT. WILKINS' OFFICE - NIGHT

Wilkins sits at his desk, flanked by Gooding and Frye, eying his pocket watch.

WILKINS
Three, two, one and...
(Pause.)
Why hasn't Big Ben chimed?

FRYE
Perhaps your watch is running fast.

WILKINS
Don't be a simpleton - my watch has
never run fast.

Wilkins rises from his desk, pushing Frye out of the way, and turns toward the window. The clock face on Big Ben is dark.

WILKINS (cont'd)
What's happened? Big Ben's gone
dark.

EXT. ROOFTOP OF PARLIAMENT/BIG BEN - CONTINUOUS/INTERCUT

Mary Poppins calls down to Jack.

MARY POPPINS
Relight the clock, Jack - quickly!

Jack rushes back inside to relight the clock.

INT. WILKINS' OFFICE - NIGHT

Wilkins paces in frustration. Suddenly, the clock face on Big Ben relights in the distance.

GOODING
Look! They've relit Big Ben.

WILKINS
But that time is wrong - the clock
must have stopped.

Wilkins glances out the window to the street below, noticing a van pulling up. He sees Michael getting out.

WILKINS (cont'd)
That's Banks!

FRYE
(Excited:)
He's made it in time!

WILKINS
Not yet he hasn't! Go down there
and see that he doesn't get inside
until that blasted clock strikes
twelve.

FRYE
But, sir -

WILKINS
Now, Mr. Frye!

INT/EXT. THE FRONT DOOR OF THE BANK - CONTINUOUS

On the street down below, Michael grabs the kite from the van.

Michael and Aunt Jane hurry over to the bank.

Just as Michael starts to open the door, though...

Gooding and Frye rush through the lobby and grab the door's handles from the INSIDE.

GOODING
Lock it, Mr Frye.

OUTSIDE, Michael thinks the door is locked. He knocks.

MICHAEL/AUNT JANE
Hello! Let us in please! We need to
get in!

AUNT JANE
 Somebody let us in, please. Hello -
 is anyone there?

INSIDE, Frye grows increasingly distraught.

OUTSIDE, Michael glances at the kite in his hands.

MICHAEL
 Jane - let's go fly a kite!

Michael and Aunt Jane run back round the side of the bank and desperately try to fly the kite up to Wilkins office.

MICHAEL (cont'd)
 (Points at the window:)
 There it is! It's the one with the
 light.

AUNT JANE
 Is he there?

MICHAEL
 I think so, the light's on.

AUNT JANE
 Ok, here - let me hold it.

MICHAEL
 I'll unspool it. You run. Go on -

AUNT JANE
 One, two, three...

MICHAEL
 GO!

INT/EXT. WILKINS' OFFICE/BANK DOORS - CONTINUOUS/INTERCUT

As Wilkins settles into his office chair, the kite flies into view outside the window behind him.

DOWN BELOW, Michael and Aunt Jane are flying the kite, trying to position it outside the balcony so Wilkins will see it.

AUNT JANE
 It won't work - He's never going to
 see it!

As BIG BEN BEGINS TO TOLL MIDNIGHT, Mary Poppins appears in the sky behind Michael and Aunt Jane, umbrella in hand. She takes a breath and gently blows. The wind rises, the windows fly open and the kite breaks free from its string...

... floating into WILKINS' OFFICE. It hits Wilkins in the back of the head, before landing on his desk.

DOWN BELOW - Michael and Aunt Jane rush back to pull on the bank doors.

INSIDE, Gooding continues to resist - but Frye can't take it anymore. He lets go of the handle and steps back. Gooding goes sprawling as the door swings open and Michael and Aunt Jane rush inside, thinking the men have unlocked the door.

MICHAEL

Oh - thank you so much.

AUNT JANE

Thank you!

FRYE

Hurry, Mr. Banks!

Frye catches Gooding glaring at him.

GOODING

What!

In the OFFICE, Wilkins stares at the kite on his desk, bewildered. He sees the words "Certificate of Shares" peering through a hole in the kite.

WILKINS

What is this?

Michael bursts through the open door just as Big Ben chimes its final note.

MICHAEL

It's what we've been looking for.

EXT. CHERRY TREE LANE, THE ADMIRAL'S ROOFTOP - CONTINUOUS

ADMIRAL BOOM

Three, two, one... FIRE!

Binnacle fires the cannon - BOOM! The Admiral nods, impressed.

ADMIRAL BOOM (cont'd)

Mr. Binnacle - Big Ben has finally got it right.

INT. WILKINS' OFFICE - A FEW MINUTES LATER

Michael gently peels a piece of the share certificate off the kite. Wilkins, Aunt Jane, Mary Poppins, Jack, the children, and the lawyers watch as he places it with the rest of the share certificate, which lies on the desk - in fragments, but nearly complete.

MICHAEL

And this one goes here...

AUNT JANE

Does it matter if it's all cut up
in bits? Is it still worth
anything?

FRYE

It's valid so long as all the
pieces are there.

WILKINS

(Through gritted teeth:)
Is that so?

Michael examines the kite, searching for the final piece.
It's not there.

MICHAEL

Georgie, there was one more piece -
a corner piece with a lot of
signatures. Do you remember it?

GEORGIE

I must have thrown it out. I'm
sorry, father.

MICHAEL

Oh, it's alright, Georgie -

WILKINS

No, it isn't. I'm afraid you have a
problem, Banks. Without those
signatures, you have no bank
shares, no house - you have
nothing.

Michael turns, looking at Wilkins with new eyes.

MICHAEL

What?

ANNABEL

But he knows you have bank shares!

JOHN

He's been planning this all along!

WILKINS

Take your children out of here,
Banks. I've heard enough of their
lies.

MICHAEL

(Eyes blazing with anger:)
Don't you dare insult my children -
don't you DARE! They're not lying
and you know it. I only wish I had
believed them sooner.

(Turning to his children:)
(more)

MICHAEL (cont'd)

You all had him pegged right from the start.

(To Wilkins:)

Take the house - go ahead.

(Putting his arms around the children:)

I have everything I need right here.

A double door that leads into an adjacent boardroom swings open. MR. DAWES, JR. enters (80s - full of vigor).

MR. DAWES, JR.

He has you there, Willie.

WILKINS

Uncle Dawes?? What on earth are you doing here?

MR. DAWES, JR.

A little bird told me that you've been trying to cheat the Banks family out of their shares in Fidelity Fiduciary.

JACK

That he has, we heard him.

Dawes glances over to Mary Poppins' parrot umbrella. The umbrella gives him a sly wink.

MR. DAWES, JR.

I also hear you've been telling the whole of London I've gone loony. The only loony thing I did is trust you to look after this bank.

WILKINS

You can't be serious! I've nearly doubled the profits of this bank.

MR. DAWES, JR.

Yes, by wringing it out of our customer's pockets. Their trust in us built this bank - and now you've squandered every last bit of their good will. So I'm back, and you're out.

(To Gooding and Frye:)

See my nephew to the door, would you, gentlemen?

FRYE

Yes, sir, Mr. Dawes.

The lawyers take Wilkins by an arm, leading him to the door.

WILKINS
 Get your hands off me -
 (Shrugs them off:)
 You're not fit to run this bank!

They are gone.

MR. DAWES, JR.
 We'll see about that. I may be
 circling the drain, but I still
 have a few steps left in me.

Mr. Dawes, Jr. kicks up his heels in a little SONG AND DANCE...

"TRIP A LITTLE LIGHT FANTASTIC" - reprise

MR. DAWES, JR. (cont'd)
 SO... WHEN... THEY...
 TELL YOU THAT YOU'RE FINISHED
 AND YOUR CHANCE TO DANCE IS DONE
 THAT'S THE TIME TO STAND
 TO STRIKE UP THE BAND!
 AND TELL 'EM THAT YOU'VE JUST
 BEGUN!

SO WHEN LIFE'S A REAL PEA-SOUPER
 YOU MUST CHOOSE TO BE A TROUPER
 FOR YOUR LIGHT COMES WITH A
 LIFETIME GUARANTEE
 AS YOU...

Mr. Dawes, Jr. dances onto the top of his desk.

TRIP A LITTLE LIGHT FANTASTIC
 WITH ME!

... Dawes hops off the desk and sits in his old chair as the
 children skip round him.

JOHN, ANNABEL AND GEORGIE
 WENT TO THE BANK! RATTLE AND CLANK!
 MET WITH THE BOSS! PITCH AND TOSS!
 GOT LOST IN THE FOG! LUMP ON A LOG!

MARY, JACK AND THE CHILDREN
 TRIP A LITTLE LIGHT FANTASTIC!

MR. DAWES, JR.
 (Gesturing to his legs)
 Children, help me with my legs.

The children help lift Mr. Dawes's leg off the table.

MICHAEL
 So glad to have you back, Mr.
 Dawes.

MR. DAWES, JR.

Thank you, Michael. And by the way - those shares of yours are perfectly fine - save them for your family.

MICHAEL

I'm sorry, I don't understand -

MR. DAWES, JR.

I'd like to tell you a little story.

They gather beside him. As "FEED THE BIRDS" plays under:

MR. DAWES, JR. (cont'd)

Once upon a time there was a man with a wooden leg named Smith - Oh no, no, no. Not that one. There was little boy named Michael who wanted to give his tuppence to a bird lady - but in the end, and after a little persuasion, he decided to give it to his father instead. Michael's father - your grandfather - gave that tuppence to this bank and he asked us to guard it well. We did just that, and thanks to several quite clever investments - if I do say so myself...

(Turning to Michael:)

That tuppence has grown into quite a sum!

MICHAEL

Really?

MR. DAWES, JR.

(With a smile:)

Really, Michael. Enough, in fact, to pay off that loan you took. The house is yours.

The Banks children rush to hug their father. Mary Poppins, off to the side, allows herself a little satisfied grin.

EXT. CHERRY TREE LANE - DAY

The NEXT MORNING - Spring has arrived on swift wings. Cherry trees rustle in the breeze, heavy with new blossoms. Mary Poppins, Ellen and the family walk down the lane to the Banks home.

MICHAEL

What a beautiful day to be going back home again.

ELLEN

Look at these lovely cherry blossoms!

MICHAEL

Yes, they are. I'll have to paint them. What about you, Jane?

AUNT JANE

What about me?

ELLEN

(Jumping in:)

He means what about you and that handsome lamplighter, Jack?

AUNT JANE

No, no, no - we're just friends. Really.

ELLEN

(Tongue in cheek:)

Mmm-hmm... go on.

MICHAEL

(Looking ahead:)

What's this?

Through the park gates, they see that colorful tents have been set up in the center of the green. Crowds stand in line for food carts, games of chance, and a small Ferris wheel.

JOHN

The Spring Fair - it's today! Can we go?

GEORGIE

Please?

MICHAEL

I don't see why not.

GEORGIE

Hooray!

The children surround their father, urging him along with them as they rush into the park.

ANNABEL

Come on, Father - let's go!

JOHN

Will you go on the Ferris wheel with us?

MICHAEL

Yes, yes - and you too, Jane!

AUNT JANE
 (Taking Ellen's arm:)
 Only if Ellen comes with me.

ELLEN
 I wouldn't be caught dead on that
 thing...

The family hurries ahead, as their voices trail off. Mary Poppins slows, a knowing look in her eyes as she watches them go on ahead without her.

EXT. THE SPRING FAIR AT THE PARK - CONTINUOUS

The family arrives at the fair. There are familiar faces in the crowd: Miss Lark and Willoughby, the Milkman - even the Park Keeper, having a miserable time watching everyone trample over his grass. A street organ begins to play.

CLOSE on a bundle of balloons. WE CIRCLE ROUND to reveal the BALLOON LADY - a kind-hearted street vendor who is perhaps a little bit magical.

"NOWHERE TO GO BUT UP"

BALLOON LADY
 LIFE'S A BALLOON
 THAT TUMBLES OR RISES
 DEPENDING ON WHAT IS INSIDE

FILL IT WITH HOPE
 AND PLAYFUL SURPRISES
 AND OH, DEARIE DUCKS
 THEN YOU'RE IN FOR A RIDE...

LOOK INSIDE THE BALLOON
 AND IF YOU HEAR A TUNE
 THERE'S NOWHERE TO GO BUT UP

Georgie sees a bundle of balloons across the fairgrounds.

GEORGIE
 May we have balloons?

MICHAEL
 Of course we can. Let's go.

The family run across the grass.

BALLOON LADY
 CHOOSE THE SECRET WE KNOW
 BEFORE LIFE MAKES US GROW
 THERE'S NOWHERE TO GO BUT UP

They approach the Balloon Lady.

MICHAEL

(Holds out coins:)

Hello - we would like some of your very finest balloons, please.

BALLOON LADY

That you shall have. But choose carefully, my dearie ducks. Many have chosen the wrong balloon - be sure to choose the one that's right for you.

MICHAEL

Which one would you like, Georgie?

GEORGIE

Umm...

BALLOON LADY

Why don't you go first, sir?

Michael hesitates.

MICHAEL

Me? Those days are long behind me. I don't think I've held a balloon since I was a child.

BALLOON LADY

Then you've forgotten what it's like.

MICHAEL

(Amused:)

To hold a balloon?

BALLOON LADY

To be a child.

IF YOUR SELECTION FEELS RIGHT
WELL THEN DEARIE, HOLD TIGHT
IF YOU SEE YOUR REFLECTION
YOUR HEART WILL TAKE FLIGHT

As Michael reaches inside the bundle, choosing a balloon:

IF YOU PICK THE RIGHT STRING
THEN YOUR HEART WILL TAKE WING
AND THERE'S NOWHERE TO GO BUT UP

Everyone is stunned as the balloon slowly LIFTS MICHAEL INTO THE AIR.

MICHAEL

NOW I FEEL LIKE THAT BOY
WITH A SHINY NEW TOY
AND THERE'S NOWHERE TO GO BUT UP

AUNT JANE

Michael!

MICHAEL
 JUST ONE DAY AT THE FAIR
 HAS ME WALTZING ON AIR
 AND THERE'S NOWHERE TO GO BUT UP

He looks back to Aunt Jane, overcome with joy:

Jane - I remember! It's all true!
 Every impossible thing we imagined
 with Mary Poppins - it all
 happened!

Michael soars into the sky.

NOW MY HEART IS SO LIGHT
 THAT I THINK I JUST MIGHT
 START FEEDING THE BIRDS
 AND THEN GO FLY A KITE!

WITH YOUR HEAD IN A CLOUD
 ONLY LAUGHTER'S ALLOWED
 AND THERE'S NOWHERE TO GO BUT UP

DOWN BELOW, GEORGIE, ANNABEL and JOHN each choose their own
 balloons and lift up into the air.

CHILDREN
 WE'RE ZIGGING AND ZAGGING
 OUR FEET NEVER DRAGGING
 WE MIGHT TAKE A RIDE TO THE MOON!

MICHAEL
 ALL THIS BOBBING AND WEAVING
 ALL COMES FROM BELIEVING

MICHAEL AND THE CHILDREN
 THE MAGIC INSIDE THE BALLOON

Jack comes through the crowd to the Balloon Lady.

JACK
 THE PAST IS THE PAST
 IT LIVES ON AS HISTORY
 AND THAT'S AN IMPORTANT THING

He sees Aunt Jane turn to look into the bundle for her own
 'right' balloon.

THE FUTURE COMES FAST
 EACH SECOND A MYSTERY
 FOR NOBODY KNOWS WHAT TOMORROW MAY BRING

He picks out a balloon, offering it to her.

JACK (cont'd)
 This one looks like you.

Aunt Jane gazes into the balloon, smiles.

AUNT JANE
How do you know?

And with that, Aunt Jane floats up into the air. Admiral Boom and Binnacle come through the crowd, having watched this whole exchange.

ADMIRAL BOOM
Don't you lose her, son!

Jack takes a balloon. As he floats off, calling back:

JACK
I won't, sir!

Jack rises up in the air to float beside Aunt Jane.

AUNT JANE
UP HERE IN THE BLUE
IT'S A MARVELOUS VIEW!

JACK AND AUNT JANE
SIDE BY SIDE IS THE BEST WAY TO FLY

JACK
ONCE I JUST LOOKED ABOVE
BUT NOW I AM PART OF
THE LOVELY LONDON SKY!

DOWN BELOW, Wilkins hesitantly approaches the Balloon Lady.

BALLOON LADY
Would you like to try one yourself,
sir?

WILKINS
Why not - I'll give it a go.

BALLOON LADY
Alright, love. Choose carefully.

He chooses a balloon, but instead of lifting him in the air, it slowly sinks to the ground. He looks to the Balloon Lady.

BALLOON LADY (cont'd)
Well...

...THERE'S NOWHERE TO GO BUT UP

UP ABOVE, Ellen rises quickly into the air, passing the family.

ELLEN
WHEN THE CLOUDS MAKE A MUSS
WELL I WON'T MAKE A FUSS
(Flying straight up:)
BUT I'LL POLISH THE STARS

THE BANKS FAMILY
 (Grabbing her legs:)
 "ELLEN, BETTER LET US!"

Gooding and Frye are up in the air - Frye holds a single balloon, while Gooding grips onto him for dear life.

GOODING AND FRYE
 GIVE A LIFT TO A FOE
 FOR YOU REAP WHAT YOU SOW

ALL
 AND THERE'S NOWHERE TO GO BUT UP!

BACK DOWN BELOW, the Admiral floats out of his wheelchair, Binnacle rising up behind him.

ADMIRAL BOOM
 I've set sail! Chart a course, Mr.
 Binnacle!

BINNACLE
 That I will, sir!

UP ABOVE, the sky is filled with parkgoers, including Miss Lark and Willoughby, the Milkman and the Park Keeper...

ALL
 IF YOUR DAY'S UP THE SPOUT
 WELL THERE ISN'T A DOUBT
 THERE'S NOWHERE TO GO BUT UP

AND IF YOU DON'T BELIEVE
 JUST HANG ONTO MY SLEEVE
 FOR THERE'S NOWHERE TO GO BUT UP

AS YOU FLY OVER TOWN
 IT GETS HARDER TO FROWN
 AND WE'LL ALL HIT THE HEIGHTS
 IF WE NEVER LOOK DOWN

MICHAEL
 LET THE PAST TAKE A BOW
 THE FOREVER IS NOW

ALL
 AND THERE'S NOWHERE TO GO BUT UP, UP!
 THERE'S NOWHERE TO GO BUT UP!

EXT. THE PARK - CONTINUOUS

Mary Poppins stands in the park, gazing at the people floating above, umbrella in hand and carpet bag at her side. The Balloon Lady comes over.

BALLOON LADY

Of course, the grown-ups will all forget by tomorrow.

MARY POPPINS

They always do.

BALLOON LADY

Only one balloon left, Mary Poppins. I think it must be yours.

MARY POPPINS

I suppose it must.

The Balloon Lady passes Mary Poppins the balloon - a red one - then leaves. Mary Poppins looks inside the balloon, and sees an image of herself, looking very much as she always looks. She nods, satisfied.

MARY POPPINS (cont'd)

Practically Perfect in every way.

As Mary Poppins gazes at the balloon, her own image fades; instead, she sees Michael, Aunt Jane, Ellen and the children floating down...

EXT. THE BANKS HOME - CONTINUOUS

...to land on the street in front of their house.

MICHAEL

Welcome home, everyone.

AUNT JANE

It's nice to be back, isn't it?

MICHAEL

It is - so nice. I never thought I'd feel this much joy and wonder ever again. I thought that door was closed to me forever.

At that moment, A STRONG GUST OF WIND BLOWS, swirling cherry blossoms around them and THROWING THE FRONT DOOR WIDE OPEN...

EXT. THE PARK - CONTINUOUS

The same wind sweeps across the park, cherry blossoms cascading down around Mary Poppins as well. Her balloon slips from her fingers and swirls up into the sky.

EXT. THE BANKS HOME - CONTINUOUS

The children run excitedly into the house - which has been fully restored to its former state. Ellen goes up the steps, following the children inside.

EXT. THE PARK - CONTINUOUS

MARY POPPINS

It's time.

She opens her umbrella, raises it up into the breeze and floats into the air...

EXT. THE BANKS HOME - CONTINUOUS

As the last of the cherry blossoms fall, Aunt Jane looks over at Michael and realizes the truth.

AUNT JANE

She's gone, hasn't she, Michael?

MICHAEL

(He nods. Quietly:)

Thank you, Mary Poppins. Goodbye.

EXT. OUTSIDE THE PARK GATES/THE SKIES ABOVE - DAY

Jack, having landed, his balloon tied on his bicycle, glances up at Mary Poppins. He tips his cap to her, smiling.

JACK

I won't forget, Mary Poppins...
promise.

"LOVELY LONDON SKY" - reprise

JACK (cont'd)

SO HOLD ON TIGHT TO THOSE YOU LOVE
AND MAYBE SOON FROM UP ABOVE
YOU'LL BE BLESSED SO KEEP ON LOOKING HIGH

And with that, Jack climbs onto his bike and pedals off.

WHILE YOU'RE UNDERNEATH THE
LOVELY LONDON SKY...

EXT. HIGH ABOVE LONDON - CONTINUOUS

Mary Poppins floats high above the scene. She glances back for just a moment, smiling, then soars off into the clouds.

BLACK OUT.

THE END.

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