

Mr. Popper's Penguins

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Based on the book by
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BEGIN OPENING TITLES

From afar, through a snowy haze, we see...

THE EIFFEL TOWER

Surrounded by people bundled in winter coats.

We hear a MAN'S VOICE over a radio...

MAN'S VOICE (O.S.)
Bald Eagle calling Tippytoe.

Slowly pull back to see that our Paris sits within a SNOW GLOBE.

INT. KID'S BEDROOM - NIGHT - 1975

The trinket is held in the little hands of five-year-old TOMMY POPPER, who scrambles merrily to his HAM RADIO, its dial lighting the room, feetie-pajamas tapping on the floor.

MAN'S VOICE (ON RADIO)
Bald Eagle calling Tippytoe. Over.

The stretchy hands on a Mister Fantastic wall clock click to midnight. Tommy flips a switch, speaking into a microphone. But to do so must stand ON HIS TOES...

TOMMY
(trying to sound official)
This is Tippytoe. Over.

MAN'S VOICE (ON RADIO)
Did you receive the latest package?
Over.

Tommy happily shakes the snow globe, fresh powder raining down on the Left Bank.

TOMMY
Package received. Over. Is it
snowing there now, Dad?

The man on the other end is, indeed, Tommy's father. POPPER SR.

POPPER SR. (ON RADIO)
I don't know, kiddo. Because I'm in
Marakesh.

TOMMY

Whoa.

Tommy puts the snow globe down beside several other worldly souvenirs and a photo of him and his dad with spelunking helmets atop their heads.

POPPER SR. (ON RADIO)

This is the big one, Tommy. A
fantastic opportunity!

Tommy's MOM pops her head in the door, none too happy to be woken from her slumber.

TOMMY

We've been compromised! Over.

POPPER SR. (ON RADIO)

Kiss her for me.

Tommy does. Mom smiles, grabs the microphone...

MOM

This is Mama Bird. Over and out.

CLICK.

SCHOOLHOUSE - THE NEXT DAY

Tommy approaches the front of the room, passing a kid holding a fireman's helmet. Tommy has the snow globe. Reads clumsily from a crumpled piece of paper...

TOMMY

(proudly)

My father is an en-tree-preneur who
travels around the whole world...

The other kids are intrigued.

TOMMY'S ROOM - NIGHT - MONTHS LATER

The clock clicks to midnight. Tommy is at the radio again. His tsootchke collection has grown larger.

POPPER SR. (ON RADIO)

Romania!

Tommy smiles to reveal plastic Dracula teeth.

TOMMY'S ROOM - MONTHS LATER

More keepsakes.

POPPER SR.
Papua New Guinea! Makes the old
Guinea look like nothin'.

TOMMY'S ROOM - MONTHS LATER

The latest keepsake a sombrero, which resides on Tommy's head. His little noggin' dwarfed within.

POPPER SR.
Oaxaca!

TOMMY'S ROOM - MORE TIME GONE BY

An older Tommy's asleep, his feet now dangling over the end of his kiddie bed.

POPPER SR. (ON RADIO)
Bald Eagle to Tippytoe.

Tommy scrambles and flicks on the mic...

TOMMY
I can reach now!

It's true. Tommy doesn't need to stand on his tippytoes anymore.

POPPER SR. (ON RADIO)
Wow. How long've I been gone?

TOMMY
Two months and seventeen days.

POPPER SR.
Well don't worry. Because Samoa has
just what we've been waiting for!

TOMMY'S ROOM - NIGHT - MONTHS LATER

Tommy sits on the edge of his bed, staring at the radio. The clock shows it's 12:20. Then 1. Then 3 as Tommy finally succumbs to sleep.

TOMMY'S ROOM - DAY - MONTHS LATER

The sombrero sits by the radio. No new trinkets in a while.

Tommy hears LAUGHTER. Out his window he sees the neighboring yard. There a DAD and his young SON toss a football. Tommy shuts his shades, longingly turns to the radio.

TOMMY'S ROOM - NIGHT - MORE TIME GONE BY

Even bigger now, Tommy sits at his desk doing homework. Goes to erase something and bumps the microphone. He moves it. A layer of dust has collected. Tommy carefully cleans it off.

SCHOOLHOUSE - DAY - MORE TIME GONE BY

A KID with a stethoscope in his ears speaks at the front of the classroom. Tommy hides the sombrero under his desk, embarrassed.

TOMMY'S ROOM - NIGHT - MORE TIME GONE BY

In a bigger twin bed, Tommy reads a book on architecture. Suddenly, STATIC on the radio. Tommy leaps over. Flicks on the mic.

TOMMY

Tippytoe to Bald Eagle. Over. Come in. Are you there? Over.

More static. Then, finally, a older woman's voice...

WOMAN (ON RADIO)

Hello? Is this Marjorie?

TOMMY

No.
(sadly)
Over.

Tommy's no-longer feety-pajamaed feet pad over to the socket and...UNPLUG THE RADIO.

BLACK. END TITLES.

Fade back in on the...

FLATIRON BUILDING

From afar. Through a snowy haze. Little bundled people on the street.

And into frame steps...MR. POPPER (he's 40--don't call him Tommy anymore).

This is no snow globe, but a busy Manhattan rush hour. Car horns BLARE. The first blizzard of the year has made things even crazier than normal.

But it doesn't faze Mr. Popper, who strides confidently between the traffic in a well-tailored suit, completely focused as he enters the building.

INT. FLATIRON BUILDING - CONFERENCE ROOM - MOMENTS LATER

Popper's assistant PIPPI, a small high-strung woman, stands before a group of LAWYERS and PRESS.

PIPPI
Pellegrino? Perrier?

Popper strides in.

PIPPI (CONT'D)
Mr. Popper!

MR. POPPER
Alright! Let's make a deal.
(someone's missing)
Where's Gremmins?

Pippi leans in and whispers...

PIPPI
The present owner is a bit
perturbed. Perhaps...

Popper's already on his way out the door...

INT. FLATIRON BUILDING - OFFICE - MOMENTS LATER

Popper bursts in, Pippi trailing. This is one of the awesome triangular offices in the Flatiron. Sits right in its apex.

His back to us, an older man, GREMMINS, peers out the window into the storm and city beyond.

MR. GREMMINS
I want to stay here.

MR. POPPER

Me, too. When this is my new hotel,
I'm going to request this very
suite.

MR. GREMMINS

You know what I mean, Popper. I'm
not ready to sell the building.

MR. POPPER

The numbers are there for a sale.
(to Pippi)
Let Mr. Gremmins see the...

PIPPI

Presentation.

Pippi hands Gremmins a binder.

MR. GREMMINS

Who's she?

PIPPI

Pippi Peponopolis. I'm Mr. Popper's
personal assistant.

MR. POPPER

She doesn't even know she's doing
it.

PIPPI

Pardon?

Gremmins barely looks at the binder, sighs...

MR. GREMMINS

Forget the numbers. There are
tenants who've been here for
decades.

MR. POPPER

Exactly. Old failing businesses.
There's a guy who sells beepers on
twelve. The McCain campaign
headquarters is on seventeen. Half
the building's behind on their
rent. You can't afford not to sell.

MR. GREMMINS

But a hotel? The Flatiron Building
was--

MR. POPPER

(tosses the presentation)
 One of the world's first
 skyscrapers. Built in 1902 by
 Daniel Burnham, it's like someone
 took a Renaissance palazzo and
 stretched it 22 stories high. A
 beautiful piece of living history.

Gremmins is impressed. Popper continues, brutally honest...

MR. POPPER (CONT'D)

But inside it's dying. I'm not
 going to sugar coat it. Here's
 what's going to happen if you don't
 sell: Your tenants will continue to
 default on their rent. The bank
 will foreclose. You'll lose
 everything and they'll be out on
 the street.

MR. GREMMINS

Maybe a little sugar coating would
 be nice.

MR. POPPER

Sugar rots your teeth. It's time
 you stopped dreaming and woke up--
 because the bed you're sleeping in
 is teetering on the edge of a
 cliff.

On Gremmins' face. What will he do...?

INT. FLATIRON BUILDING - CONFERENCE ROOM - MOMENTS LATER

A flashbulb as Gremmins and Popper shake hands, a big smile
 on Popper's face.

INT. THE POPPER GROUP OFFICES - LOBBY - LATER

Follow Popper as he strides into his headquarters, Pippi
 giving chase...

PIPPI

That was particularly painful.

MR. POPPER

You think that was painful? Wait
 'til he finds out it's a total tear-
 down.

PIPPI

Pardon?

MR. POPPER

Don't worry. We'll keep the same basic feel of the original.

(then)

It just won't be a triangle.

PIPPI

Popper--

MR. POPPER

I'm sorry, but a rectangle fits twice as many rooms.

(matter-of-fact)

Moving on. Next...

Popper continues into his sleek, modern office...

INT. THE POPPER GROUP - POPPER'S OFFICE - CONTINUOUS

Popper's top exec team is gathered.

MR. POPPER

Tavern on the Green. This is the big one, people. A large footprint inside Central Park? Are you kidding? This could be my magnum opus. Wow me, Stevens.

STEVENS, Popper's COO and right hand man, stands beside a large something covered by a sheet.

STEVENS

You're gonna want to sit down.

Popper sits on the edge of his desk.

Stevens removes the sheet to reveal a model of a massive modern luxury tower set in Central Park.

STEVENS (CONT'D)

Tower on the Green.

MR. POPPER

I love it.

Popper stands next to the model. It's huge.

MR. POPPER (CONT'D)

Maybe a little taller.

(then)

(MORE)

MR. POPPER (CONT'D)

I gotta run.

(to Pippi)

I'm picking up the kids for the weekend but I'll have the cell on. If they call, put 'em through.

INT. AMANDA'S HOME - LATE AFTERNOON

A small, kid-friendly home. BILLIE, six and cute-as-a-bug in a little tutu, is practicing her ballet steps for Amanda, her sweet, earthy mom.

AMANDA

That was awesome, Billie. You're gonna knock 'em dead at the recital.

BILLIE

I dunno. It's one thing in the living room, but...in front of all those people.

AMANDA

No sweat. If you get nervous, just picture the whole crowd in their underwear. I bet that the principal has an outtie.

BILLIE

(laughs)

Ew!

Amanda tickles Billie, grabs her backpack...

AMANDA

C'mon. Your dad's gonna be here any minute. Where's your sister? Janie!

INT. JANIE'S ROOM - MOMENTS LATER

Amanda sticks her head in the door to find JANIE (15 and pretty in a nerdy-girl way) sitting on her bed, crying.

AMANDA

Janie? What's wrong sweetheart? Your dad's coming.

JANIE

(through the tears) Just what I need.

Amanda sits down next to her and Janie cries on her mother's shoulder.

EXT. AMANDA'S HOME - SAME TIME

A cab pulls up in front of Amanda's brownstone. Popper jumps out and walks for the front door.

MR. POPPER
Hang tight. I'll be out with my
kids in a second.

INT. AMANDA'S HOME - MOMENTS LATER

Popper pops in. Billie runs to him, hugs his leg.

BILLIE
Daddy!

MR. POPPER
Hey, Princess Sparkleface. Where's
big sis?

BILLIE
You know. She's having issues.

MR. POPPER
(hasn't a clue)
Of course. I know.

INT. AMANDA'S KITCHEN - MOMENTS LATER

Popper and Billie enter. Janie's crying, Amanda comforting her at the kitchen table.

Janie looks away. Popper sits beside her...

MR. POPPER
What's goin' down, sad clown?

Janie rolls her eyes.

BILLIE
Janie's sad because she likes this
boy Cooper Keegan and he was dating
this girl Madison for like two years--

JANIE
Billie, shut up.

BILLIE

But then they broke up and he
texted Janie that he liked her but
then when she saw him in third
period he didn't even--

JANIE

Billie! Shut! Up!

BILLIE

(slipping it in fast)
And Janie's never kissed a boy.

Popper leans in. Speaks gently, with his trademark tact...

MR. POPPER

Janie, relationships are really
tough. When you put your heart out
there, it often gets stomped on.

JANIE

Was that supposed to make me feel
better?

MR. POPPER

No. That's life. Trust me, men are
idiots but 15-year-olds take the
cake. Once you're in college, then,
maybe give it a shot--

Janie storms out. Billie goes after her sister.

AMANDA

Great job, Dr. Phil.

MR. POPPER

I'm sorry, Amanda. But I'm not
gonna fill her mind with fairy
tales.

AMANDA

Look, maybe it's best if we just
take a pass on this weekend.

MR. POPPER

What? No. I don't wanna miss a
whole-- She's just a little
emotional right now. I'm sure once
some time has passed, she'll see--

AMANDA

She's a person, Thom. A teenage
person. Do you get that?

(MORE)

AMANDA (CONT'D)
 And frankly I'm getting tired of
 having to force my daughter to
 visit her own--

Popper is perhaps wounded by her words. Amanda sees.

AMANDA (CONT'D)
 I'm sorry. I shouldn't have said
 that.

MR. POPPER
 You know what? You're right. They
 should stay here this weekend.
 (then, covering)
 That way I can set up the big
 surprise I'm planning for Billie's
 birthday party over at my place!

AMANDA
 (dubious) Really?

MR. POPPER
 Really. Take care, Amanda.

Popper gives Amanda a peck on the cheek, maybe a bit of a
 spark still there.

MR. POPPER (CONT'D)
 (sweetly)
 You know, I don't have dinner
 plans...

AMANDA
 I have a date.

MR. POPPER
 Another fix-up?

AMANDA
 Yes, actually. My friends seem to
 think your ex is quite the catch.

MR. POPPER
 Then why do they keep sending you
 weirdos? Billie told me the last
 one wouldn't shake her hand.

AMANDA
 Rick's a little germaphobic. It's
 fine. Tonight he's coming over for
 dinner.
 (glances away)
 And cleaning the oven.

(MORE)

AMANDA (CONT'D)
 (off Popper's look)
 It's thoughtful.

MR. POPPER
 Well...good luck.

She smiles and walks him out the door.

AMANDA
 Goodbye, Popper.

EXT. AMANDA'S HOME - MOMENTS LATER

Popper steps out the front door and EXHALES, crushed, the first real sign of a chink in his armor. Lumbers into the cab.

CAB DRIVER
 Just you?

MR. POPPER
 Yeah. Just me.

As they go, Popper looks back longingly at the house as it fades into the distance.

EXT. MR. POPPER'S CONDO - LATER

The sun getting low in the sky. DARYL the chipper young door man greets him.

DARYL
 No little ones for the weekend, Mr. P?!

MR. POPPER
 No, Daryl.

There's still some sadness to Popper. But he tries to put a smile on it...

MR. POPPER (CONT'D)
 But that's okay. Got the new Charlie Chaplin collection to watch. Eight DVDs of a man so funny he could get away with having Hitler's moustache.

INT. MR . POPPER'S CONDO - HALLWAY - MOMENTS LATER

Popper steps out of the elevator and down the hall to his door. Just as he's unlocking his door, a neighbor, KENT, passes. Not a fan of Popper. Carries a wilted little plant. Sad looking thing.

MR. POPPER

Nice ficus.

KENT

It's dead. I don't get any light on my side.

MR. POPPER

Oh really?

Popper swings open his door. The beautiful orange-pink rays of the setting sun shoot out.

KENT

Yeah, that's why I wanted the H unit. But somebody outbid me.

MR. POPPER

Honestly, it's a nuisance. I have to wear sunglasses inside. You're better off.

Popper shuts the door quickly behind him. Kent tosses his plant down the incinerator chute.

INT. MR. POPPER'S CONDO - LATER

The condo is grown-up in decor. A wide-open, modern two story loft with stained concrete floors and lots of frosted glass and stainless steel. Black and white photos of great architecture.

Popper's iPhone has several messages. He hits play on the first as he grabs a bottle and begins to uncork it. Over the speakerphone...

MITCH VAN GUNDY (ON SPEAKER)

Popper, it's Mitch Van Gundy. From Tavern on the Green. I've been talking to mother about your interest and, well, I think she's close.

Popper's eyes grow wide. He hurries back over to the phone.

MR. POPPER

Yes--!

But before he can get to it the next message plays. An older man's voice. Pained.

OLDER MAN (ON SPEAKER)

Tommy, it's Reginald. Call me.

(a heavy beat)

It's about your father.

As Popper's joyous look turns conflicted...

INT. LAW OFFICE - DAY

Popper sits across from Popper Senior's taciturn attorney, REGINALD.

POPPER

Where was he, Reginald?

REGINALD

Antarctica.

POPPER

Probably trying to sell ice to Eskimos.

REGINALD

That's the Arctic.

POPPER

Whatever.

REGINALD

He loved you, Tommy.

POPPER

Please read it.

Reginald opens an envelope. Clears his throat.

REGINALD

The last will and testament of Thomas Popper, Sr.. To the good people at the Global Relief Fund, I leave my Slovenian zither recordings. The Tahoe yurt and the Uzbek yurt. As well as the rest of my worldly possessions.

Reginald gives Popper a reassuring look. Then continues...

REGINALD (CONT'D)

And to my little Tommy. I've sent you a souvenir. I regret that it's been so long since the sombrero.

Popper just shuts his eyes.

INT. MR. POPPER'S CONDO - LATER

Glimpses of a quiet weekend alone...

-- He meticulously wipes down his stainless steel fridge - no pictures or kids' art or anything else is posted on it.

-- He researches Tavern on the Green. A beautiful restaurant within Central Park.

-- He sits in the tub, working on his Blackberry.

-- He watches Chaplin's *The Great Dictator*. It's hysterical. But he doesn't really laugh.

-- He pours over paperwork as he eats alone. Sees the sombrero on a shelf. Can't stand the sight. Tosses it in a closet.

-- Popper lies in bed. His alarm sounds. His eyes pop open.

MR. POPPER

Monday. (Hooray!)

INT. MR. POPPER'S CONDO - LATER

Popper tightens his tie as he heads for the door. He flings it open and finds a large shipping crate waiting for him.

MR. POPPER

What the--?

He sees a stamp on the side: Antarctica. Realizes...

MR. POPPER (CONT'D)

My souvenir.

Popper struggles to drag the crate into the apartment, then searches for a way to open it. He tugs at a metal latch. Just then, his cell rings. Popper fumbles for his phone.

MR. POPPER (CONT'D)

Pippi, did you get through to Van Gundy? Great! Hold on, lemme write this down.

Popper walks away from the crate to grab a pen and paper. Behind him, the side of the crate falls open. Dry ice steam billows out. Out steps a live EMPEROR PENGUIN! It steps over to Popper, who is completely unaware of its presence.

MR. POPPER (CONT'D)
At the Tavern. 9am.

Popper checks his watch, pacing as he talks on the phone. The penguin follows right behind him.

MR. POPPER (CONT'D)
If I leave now I should be able to
make it just in--

The penguin lets out a "WOONK." Popper stops cold and slowly turns. Upon seeing the bird, he drops the phone and stares dumbfounded for a beat, then picks up his phone.

MR. POPPER (CONT'D)
Uhhh... Sorry. Dropped the phone.
There's a uhh... Never mind.
There's no way to make it later?
Okay, just. I'll be there.

Popper hangs up, his face numb with confusion. He and the bird stare at one another for a LONG beat. Popper reaches down and gives the penguin a poke in the chest, checking to see that this is really happening. "WOONK." Popper looks into the crate then back to the penguin.

Popper cautiously reaches down and picks up the penguin; it's mellow, fine with being handled. They regard one another for a beat. The bird takes a dump on Popper's shoe. Popper's cell phone rings again.

INT. MR. POPPER'S BATHROOM - MOMENTS LATER

Popper rushes in, sets the penguin in the tub and pours in a bag of ice.

MR. POPPER
Don't get too cozy in there, Puff-n-
stuff. When I'm back from the
office you're heading right back
where you came from.

Popper pulls the door shut tight and sprints out.

INT. MR. POPPER'S CONDO

Popper bounds downstairs. As he rounds the corner, he slips and falls onto the crate. *CRASH!!!* It smashes to pieces.

MR. POPPER
(looks skyward)
Thanks, Dad.

INT. TAVERN ON THE GREEN - DAY

Popper rushes into the ornate space set within snowy Central Park. MITCH VAN GUNDY sits at a table. A big teddy bear.

MR. POPPER
I'm sorry I'm late.

MITCH VAN GUNDY
Late's fine with me. You're offering to pay us millions of dollars for a restaurant nobody goes to anymore? Be late all you want. I don't care. I'll just hang out in here my empty restaurant.

MR. POPPER
Thanks for understanding.

MITCH VAN GUNDY
But my mother. That's another story.

A portrait of SELMA VAN GUNDY hangs on the wall. White hair. Mischievous eyes. Kooky. Two little lapdogs.

MITCH VAN GUNDY (CONT'D)
If you weren't five minutes early, she'd have considered you late.

MR. POPPER
Ouch.

MITCH VAN GUNDY
She's very much on the fence. So you're gonna have to be perfect.

MR. POPPER
(winks)
So just be myself?

MITCH VAN GUNDY
(laughs)
That's funny.
(MORE)

MITCH VAN GUNDY (CONT'D)

(then)

Mom hates funny.

MR. POPPER

Got it. Trust me, Mitch. This ain't my first rodeo.

INT. MR. POPPER'S BATHROOM - DAY

The penguin waddles around the tub. He tries to climb out, but flounders, falling back into the faucet handle. Water begins pouring into the tub. "WOONK."

INT. TAVERN ON THE GREEN - DAY

Popper checks his watch, nervous about every second he's not back home...

MITCH VAN GUNDY

She'll insist it be kept a restaurant, of course.

POPPER

(lying)

Of course.

MITCH VAN GUNDY

Too bad, huh? Land within Central Park... I'd imagine that'd be a developer's dream.

POPPER

Hadn't thought of that. So...your mother--!

Mitch turns, frightened.

MITCH VAN GUNDY

Oh, I thought she was there.

POPPER

So you'll set up a meeting?

MITCH VAN GUNDY

Absolutely. Now, maybe you'd like to see the kitchen--?

POPPER

(rises)

Can't, Mitch. I have to...

(searching)

Get my eyes Lasik-ed.

MITCH VAN GUNDY

I did that once.

(wistful)

Couldn't see mother for a week.

Popper smiles weakly and nods. The second Mitch's back is turned, Popper sprints away.

INT. MR. POPPER'S CONDO - EVENING

Popper flies through the front door. Digs through the big box until he can find the PACKING SLIP. Dials his cell phone as he races up the stairs, the packing slip in hand. A man with a thick, strange accent answers on a static-filled line. Popper Sr.'s ANTARCTIC FRIEND...

ANTARCTIC FRIEND (V.O.)

Agardtay?

MR. POPPER

Oh! Good! Hello! I got a package from you today. Popper?

ANTARCTIC FRIEND (V.O.)

Popper?! You are Popper bay bay!

MR. POPPER

Yes. I'm Popper bay bay. My father had you send me a penguin. I need to send it back. But the crate--

ANTARCTIC FRIEND (V.O.)

You like penguin! Is good, yes?

MR. POPPER

No! Is bad! My father was crazy!

ANTARCTIC FRIEND

So crazy! I love!

MR. POPPER

No, bad crazy. You can't just send someone a live penguin--

ANTARCTIC FRIEND (V.O.)

Five penguin!? Okay. I send more then.

MR. POPPER

NO! I don't want anymore penguins!

ANTARCTIC FRIEND (V.O.)
 Eighty-four penguins?! Guy, I
 don't got so much penguins.

Popper paces. Behind him, through the glass bathroom door, we see the penguin sail by as though he's flying around in there.

MR. POPPER
 Please! Just send me a return
 crate so I can ship this thing back
 and... Hello!? Hello!? (dropped
 call) DAMN IT!!

Again the shadow flies by. Popper grabs the door handle.
SPLASHHHH! The bathroom is eight feet deep in water! A tidal
 wave blasts Popper back, washing him and the penguin down the
 staircase, across the floor and into the kitchen. The penguin
 rides the wave down, winding up on Popper's chest. "WOOONK."

INT. MR. POPPER'S CONDO - NIGHT

Popper opens the door. An ANIMAL CONTROL OFFICER with thick
 glasses stands holding a clipboard.

ANIMAL CONTROL GUY
 Animal Control. Got a call about a
 bird?

MR. POPPER
 Yes! Great! Here's the little guy.
 Go ahead, he's harmless.

The penguin sidesteps to hide behind Popper's legs. "WHOOOP."

ANIMAL CONTROL GUY
 What the hell is that?

MR. POPPER
 A Golden Retriever.

ANIMAL CONTROL GUY
 Man, I've never seen a penguin
 before. I gotta check the manual.

The Officer rifles through his book.

ANIMAL CONTROL GUY (CONT'D)
 It's not in the book. Can't touch
 it if it's not in the book. Union
 violation. Try Fish and Game.

Popper drops his head.

-- CUT TO FISH & GAME OFFICER in the doorway.

FISH & GAME OFFICER
No. You need Marine & Waterfowl.

-- CUT TO Popper on the phone. The bird follows as he paces.

RECORDED VOICE (V.O.)
...for an aardvark, press one. For
an aligator press two...

-- CUT TO MARINE & WATERFOWL OFFICER in the doorway.

MARINE & WATERFOWL OFFICER
Sorry, bud. Try NYC Sanitation.

-- BACK TO Popper on the phone. Getting frustrated.

RECORDED VOICE (V.O.)
...for a lemur press three-three.
For a leopard press three-four...

-- CUT TO SANITATION OFFICER in the doorway.

SANITATION OFFICER
Sorry, dude. I only pick up dead
animals. Nice meeting you, though.

The man offers Popper a handshake. Popper slams the door.

-- BACK TO Popper on the phone - at the end of his rope.

RECORDED VOICE (V.O.)
...for a pelican, press nine-six.
For a penguin press nine-seven.

Popper excitedly presses the keys.

RECORDED VOICE (V.O.)
(BEEP) You have selected, Penguin!
For a Penguin please contact Animal
Control. (Click - dial tone.)

Popper pitches a silent fit and whips the phone at the wall.
He reigns in his emotions with some deep breaths. Smiles. An
idea.

INT. MR. POPPER'S KITCHEN - NIGHT

Wearing an apron, Popper sharpens up his carving knife over
the penguin who lies calmly on the cutting board.

MR. POPPER

Okay, you've done this before.
With chickens. And ducks. And
lots of other things without faces.

Popper looks calm and pragmatic as he raises the knife. Suddenly his face floods with childlike empathy. He tries to fight it like Superman fighting Kryptonite.

MR. POPPER (CONT'D)

Just - too - damn - cute.

INT. MR. POPPER'S CONDO - MOMENTS LATER

Popper opens the front door and whispers to the penguin.

MR. POPPER

Okay. Go on, now. You don't wanna stay here. This apartment gets terrible light. (the penguin looks back, seems to know he's lying) Get. Go. Hit the bricks. I'm serious, get lost.

The penguin stays put, watching him. Popper picks him up. The penguin takes another dump on his shoes. "WHOOOP."

MR. POPPER (CONT'D)

Son of a--

Popper carries the bird out the door and dashes back in a moment later empty-handed. He slams the door shut.

MR. POPPER (CONT'D)

So there's a penguin in the hallway, big deal. Could be anyone's. I don't have a penguin.

Popper waits another beat, then turns and looks through the peep hole. Doesn't see anything.

MR. POPPER (CONT'D)

You're not just standing right by the door are you?

From the other side comes a, "WOONK!"

INT. MR. POPPER'S CONDO - LATER

Popper now sits on the couch, watching an old gangster movie on TV, cleaning his shoe with a towel. Popper looks over at the front door. Curiosity gets the best of him.

INT. MR. POPPER'S CONDO HALLWAY

Popper peeks out the door. No penguin. He tip-toes out into the hall and looks around. The penguin is gone. Good news.

INT. MR. POPPER'S CONDO LOBBY

The elevator doors slide open and Popper peeks out from inside. No penguin in the lobby. A look of relief until...

DARYL(O.S.)

Oh, Mr. P!

Popper turns to see Daryl the doorman at his security desk.

DARYL (CONT'D)

Got your penguin for ya.

MR. POPPER

Um. What now?

The penguin waddles out from behind the desk. He sees Popper and chirps and wonks. Popper awkwardly laughs it off.

MR. POPPER (CONT'D)

What? That's not my -- that's crazy - that I would have a...

Daryl presses a button and all three of his security monitors light up with a video of Popper carrying the penguin out into the hall, setting it down, then dashing back into his place. Popper glares back, knowing he's busted.

MR. POPPER (CONT'D)

Thank you, Daryl.

DARYL

Sure. So the board must have given you a pass on the whole no-pets thing. Mighty nice of them.

Daryl's shit-eating grin tells Popper that he's got him over a barrel. Popper offers Daryl a twenty from his wallet.

MR. POPPER

How much before you can't see a penguin?

DARYL

Oh, I can still see him. (a few more bills) Getting blurry but I if I squint real good... (more bills...)

INT. ELEVATOR

DING! Popper stands in the elevator, smoldering. The penguin stands at his side, looking up at him. "WOONK!"

MR. POPPER
Yeah? I hate you too.

INT. MR. POPPER'S CONDO - NIGHT

Popper is now back on the couch working on his laptop. The bird is calm. Popper flips it a small fish then takes a bite of a slice of pizza from a delivery box. He picks off another anchovy and tosses it to the bird.

SEVERAL QUICK JUMPCUTS of Popper on the couch working into the wee hours: Talking on the phone, typing, yawning, making notes, drinking Red Bull, and all the while, the penguin is at his knee staring at him. It finally gets the best of him.

MR. POPPER
You gotta stare at me? It's
creepy. See? How d'you like it?

Popper gets right in the bird's face and stares back. The bird blinks.

MR. POPPER (CONT'D)
Yes! You blinked! (then) And I
just had a staring contest with a
bird.

A few more JUMPCUTS as Popper works away, growing more tired until he sits, dead asleep, mouth wide open. The penguin wiggles up next to him, lies his head on Popper's knee and falls asleep.

FADE TO BLACK.

INT. MR. POPPER'S CONDO - MORNING

"HOOONK!!!" The penguin blasts a wake-up call. Popper jumps awake and checks his watch. His eyes pop!

MR. POPPER
OH, COME ON!!

INT. MR. POPPER'S CONDO - MOMENTS LATER

His suit thrown on sloppily, Popper rushes around, the penguin following his every move.

MR. POPPER

Keys...

Popper grabs his keys off the counter. The penguin follows. Popper spins to find it right in front of him.

MR. POPPER (CONT'D)

Okay, Baby. (pushes the penguin arms distance away) This is your dance space. And this is my dance space.

Popper slides his way around...

MR. POPPER (CONT'D)

Bag...

Popper hurries across and grabs his leather messenger bag, tossing it over his shoulder. The penguin follows. Popper sags a bit to the side of the bag. The penguin, despite not having a bag, does the same.

MR. POPPER (CONT'D)

You're weird. (HOOOONK!) You're right. I'm weird. Because I'm talking to a water fowl.

Popper heads out the door. The penguin again follows.

MR. POPPER (CONT'D)

Will you cut it out!? I have to go.

Popper points dramatically at the door. The penguin does the same.

MR. POPPER (CONT'D)

No, I'm going! You're staying. Don't worry. It won't be long.

Popper closes the door on the bird. "WOONK! WOONK! WOONK!" The penguin inside starts going ape shit. He opens the door. The noise turns to a cute, happy coo.

MR. POPPER (CONT'D)

Shhhhh! Be quiet. Good penguin.

He closes the door and the noise starts again - LOUDER!

KENT (O.S.)

Morning, Popper.

Popper jumps, turning to see KENT the neighbor.

MR. POPPER

Kent.

KENT

Is that a pet I hear, Popper?

MR. POPPER

Nooo. What?!

KENT

Can't say I'd blame you. I mean, that twenty-two-hundred-and-three square feet would be perfect for a little critter to run around. Only, the board doesn't allow pets, do they? Hate to see 'em throw you out of that place...

MR. POPPER

It's not a pet, Kent. I left the TV on. My mistake. I'll take care of it.

From the other side of the door, "WOONK!" And a CRASH! Popper rushes back inside.

INT. MR. POPPER'S CONDO

Popper comes in to find the penguin standing next to a shattered vase. Popper drops his head in frustration. The penguin does the same. Popper's cell rings.

MR. POPPER

Yeah Pip? She's already there?
Damn! No, I'll be right in.

EXT. ALLEY - DAY

A side door opens and Popper peeks out. Nobody in the alley. He steps out with the penguin following close behind. The penguin stops.

MR. POPPER

Oh, now you don't follow me?!

But the bird stays put. Popper walks over to it. A BEAUTIFUL WOMAN appears at the mouth of the alley. She glances over and sees Popper. He jumps in front of the penguin and waves to her casually. She waves back. She can see that he's hiding something but she's a good distance away.

BEAUTIFUL WOMAN
G'morning.

MR. POPPER
Morning.

BEAUTIFUL WOMAN
Is that...a penguin?

MR. POPPER
What? Where?

BEAUTIFUL WOMAN
Behind you.

MR. POPPER
Oh, this? Yes. It's a...stuffed
animal. For my daughter's
birthday. She thinks they're cute.

The penguin pecks Popper on the back of the leg. He grimaces
in pain and then tries to appear casual.

MR. POPPER (CONT'D)
These things've come a long way
from Tickle Me Elmo.

The woman shakes her head.

MR. POPPER (CONT'D)
I have to run now, but if you're
not doing anything--

The penguin gooses him with a flipper. She hustles off...

BEAUTIFUL WOMAN
I'm busy, sorry.

MR. POPPER
(pained)
This was great!

Once he's sure she's out of sight, he turns to the penguin.

MR. POPPER (CONT'D)
Have you ever seen a puppy? You're
supposed to help me get the girl.

The penguin raises its wing like a child that wants to hold
daddy's hand. Popper begrudgingly takes the penguin by the
tip of the wing and slowly leads it out of the alley.

EXT. MR. POPPER'S BUILDING- DAY

Popper and the penguin come out of the alley onto the bustling sidewalk. The busy New Yorkers walk right by without a glance. Popper hails a cab. The penguin puts its wing up as well as if it too is hailing the cab. Popper tries to secretly load the penguin into the cab.

CABBIE

Is that a penguin?

Popper is immediately busted.

MR. POPPER

I guess it is, yes.

CABBIE

(unconcerned) Where you two headed?

MR. POPPER

250 Maiden Lane.

The cab takes off. A grocery truck backs out of an alley, stopping their progress. The cabbie HONKS. But the truck still sits there. The penguin HOOONKS.

TRUCK DRIVER

Okay, okay!

INT. DINGY SERVICE ELEVATOR - MOMENTS LATER

Popper hustles in with the bird. Presses his floor. The penguin, copying him, presses three other floors.

INT. OFFICE HALLWAY - MOMENTS LATER

An elevator door opens, spilling out well dressed employees. Across the hall, the service elevator opens. Popper sneaks out into the hall. The penguin follows close on his heel.

INT. THE POPPER GROUP - RECEPTION AREA

A receptionist sits behind a tall desk. Popper crosses right in front of her. The penguin follows, below her line of sight.

RECEPTIONIST

Morning, Mr. Popper.

Popper nods. After he clears frame, she whiffs the air.

INT. MR. POPPER'S OFFICE

Popper hurries into his office, passing behind Pippi.

PIPPI

Mr. Popper, Mrs. Van Gundy is--
PAHHHH!

She screams when she sees the bird. The penguin screams back. Popper shushes her and frantically waves her into his office. She hurries in and slams the door.

PIPPI (CONT'D)

Mr. Popper, that's a p-p-penguin.

MR. POPPER

Pippi, did you know that in Chinese the words Crisis and Opportunity have the same symbol? (she shakes her head no) You can handle this.

She sneaks up to the bird and timidly reaches down for it. The penguin bites her. She jumps and screams. The penguin runs her off with a "WOONK!" He waddles back to Popper's knee.

PIPPI

The penguin apparently prefers you.

MR. POPPER

I know. It's like my shadow. Just get on finding a home for this thing, stat. And you might want a little Neosporin on your hand.

PIPPI

Pardon?

MR. POPPER

Just find a zoo or something - anybody that'll take it. And keep it quiet. I am NOT going to be Crazy Penguin Guy.

MRS. VAN GUNDY swings open Popper's door, the two lapdogs perched in her purse. Pippi jumps in her way before she can enter. Her face is all panic.

PIPPI

Mrs. Van Gundy! If you'd please pause outside a moment, Mr. Popper is preoccupied with a personal prob--

But Mrs. Van Gundy barges past her...

MRS. VAN GUNDY
That thing you're doing? It's not
cute.

Mrs. Van Gundy finds Popper sitting at his desk. No penguin.
Popper is rattled and battling to appear casual.

MR. POPPER
Mrs. Van Gundy! It is truly an
honor.

INSERT: The penguin is under the desk at Popper's knee.

Popper offers his hand. Mrs. Van Gundy leaves him hanging.
The two little dogs SNIFF wildly at the air, smelling the
penguin.

MRS. VAN GUNDY
Stanley and Dominico like your
odor.

MR. POPPER
Thank you?

MRS. VAN GUNDY
I know you spoke with Mitch. My son
would rather cash out before he
puts me on an ice floe and sends me
out to sea.

MR. POPPER
I'm sure Mitch wouldn't--

MRS. VAN GUNDY
It's what I've requested. The
Eskimos had it right.

She sits down in Popper's plush leather guest chair.

MRS. VAN GUNDY (CONT'D)
This chair is so cushy and
comfortable.

MR. POPPER
It's an antique.

MRS. VAN GUNDY
So am I. That's why I don't like
cozy chairs.

(MORE)

MRS. VAN GUNDY (CONT'D)

I could nod off at any minute and miss some of the beautiful speech you're about to give where you try to scam me into selling my family's restaurant.

MR. POPPER

(smiles)

No speeches. Let's just talk.

(then)

Now, it's no secret business has been slow lately. The sheen of the place has been tarnished.

The penguin is pecking at Popper under the desk. Popper grimaces. Steals a glance downward...

MRS. VAN GUNDY

My eyes are up here, Mister.

Mrs. Van Gundy covers her old lady cleavage.

MR. POPPER

I'm not gonna dress this up as something it's not. If you don't sell, the place will hang on a while. But it'll be a long, slow death in which your assets will waste away to nothing.

MRS. VAN GUNDY

That's the cold, hard truth.

MR. POPPER

Yup.

MRS. VAN GUNDY

Refreshing. Now here's some for you. I could sell the place to any number of leeches like you. The one who's gonna get it is the one who truly sees the heart of the restaurant. It's simple. People go there and eat. Other people make them the food and bring it to them. These are all *good people*. I've known them a long time. I care about them. I want to know they'll be taken care of.

MR. POPPER

Thank you for being straight with me.

MRS. VAN GUNDY

Also, your office smells like dead fish.

MR. POPPER

(smiles weakly, then)

I promise, this isn't about a building, Mrs. Van Gundy. It's about the people in it. And I'm going to look out for them long after you're an iceberg.

From under the desk comes, "WHOOOP-WHOOOP!" Mrs. Van Gundy looks around. As do her dogs. Popper covers by "raising the roof" and doing his own...

MR. POPPER (CONT'D)

Whoop Whoop! It's what the kids do today to punctuate a point.

MRS. VAN GUNDY

Are you comparing yourself to a child?

Mrs. Van Gundy slowly gets to her feet.

MRS. VAN GUNDY (CONT'D)

The jury's still out on you, Popper. We're hosting a fundraiser a few nights from now. You will attend. And I suggest you behave like an adult.

Now that she's standing, the dogs can see the penguin and freak, YIPPING.

MR. POPPER

Of course.

Popper, not wanting her to see the bird below, quickly pulls her into an awkward hug. The dogs muffled between them.

MRS. VAN GUNDY

Unhand me, please.

The penguin pecks Popper under the desk, causing him to break away. Mrs. Van G quickly turns for the door, not seeing the penguin. The dogs yip but she GROWLS back at them and they cower.

MRS. VAN GUNDY (CONT'D)

It's been a pleasure.

Pippi waits at the door...

PIPPI

If you having a parking pass--

Mrs. Van Gundy simply looks at her. Then continues on.

INT. MR. POPPER'S CONDO HALLWAY - NIGHT

The elevator doors open. Popper steps out carrying a sack of groceries, a wrapped birthday gift and a cake. He hurries the penguin out as not to be detected. As they approach his door, Popper finds another crate waiting for him. This one is larger and fancier than the first.

MR. POPPER

Yes! That's your ride home.

INT. MR. POPPER'S CONDO

Popper opens the side of the new crate.

MR. POPPER

Alright. In you go.

Popper turns to grab him but the bird waddles away. Popper walks after him.

MR. POPPER (CONT'D)

It's okay. Come here.

His back turned, Popper doesn't see ANOTHER PENGUIN venturing out of the crate. THEN ANOTHER. The two new penguins pad out into the condo and are out of sight by the time Popper returns with the first penguin. He puts him in, then turns his back to pick up the crate door off the floor. As he does this, the first penguin and ANOTHER NEW PENGUIN step out. The new one runs off. When Popper turns, he sees his penguin is out of the box.

MR. POPPER (CONT'D)

Come on, now. I don't have time for this. I've got the kid's birthday in like ten minutes.

Popper reaches down for him. As he does, TWO MORE PENGUINS wander out and away. Popper turns and puts the penguin back in. He picks up the crate door when, from the kitchen, CRAAASHHH!!! Popper stands up like a shot.

INT. KITCHEN

Popper tiptoes in to find a penguin has knocked over the garbage can and is picking through the trash.

MR. POPPER
Hey. How'd you--

FLUSHHHHH!

INT. BATHROOM

Popper bursts in to find a penguin thrashing around in the toilet, hitting the flusher as he struggles to get out. Popper picks up the penguin. "SQUAHNK!!!" LOUDER THAN HELL right in Popper's baffled face.

From the next room - *CRASH!!!* Popper whips his head around. He sets the new penguin down and races into the...

INT. MR. POPPER'S CONDO

... Where a wine rack lays, broken bottles everywhere. FFFOOOP!! A champaign bottle blows it's cork. It ricochets off Popper's head. The bottle spins on the floor.

MR. POPPER
Ahhhggg!! More penguins!!

A penguin stands on a high shelf, bobbing for fish in Popper's aquarium.

MR. POPPER (CONT'D)
How did you even get up there!?
Your legs are like four inches
long!! Get out of there! OUCH!!

This penguin bites him as he tries to get him down. Popper's cell rings. He fumbles to answer it.

MR. POPPER (CONT'D)
Pippi! Please tell me you found
someone to take these penguins!

PIPPI (V.O.)
Penguins?

MR. POPPER
It's an infestation!

PIPPI (V.O.)

Mr. Popper, all the penguin people refuse to procure penguins from private parties. But there's one promising possibility - a purveyor of peculiar pets.

MR. POPPER

Great! Get him over here ASAFP!

Popper hangs up and runs to the front door. He digs through the grocery bag he'd left there. He removes a can of sardines and pops it open. He wafts the smell out of the can with his hand. Suddenly, all the birds stop what they are doing and cautiously approach Popper.

MR. POPPER (CONT'D)

That's it, boys. Who's hungry?
Come on, you little snow rats.

All at once, six birds bum rush him. Popper tosses the can in the air. The fish hit the floor and the birds chow it down.

DING DONG.

INT. MR. POPPER'S HALLWAY

Popper opens the door a crack and peeks out. It's Amanda, Janie and Billie.

MR. POPPER

Hey! Heeeeey! Everyone's here. Here for the big birthday fiesta. Here's the thing - I'm not quite ready yet. So could you all hang out for just a few secs while I get Billie's gift all set?

JANIE

Translation: I forgot as usual and I need to call Pippi and tell her to get something.

MR. POPPER

No. Not true. I've got the gift right inside.

Just then, a penguin peeks out through the crack in the door. Billie squeals with joy. The penguin squeals back.

BILLIE

AHHHHH!!! DADDY GOT ME A PENGUIN!!

MR. POPPER
Wait, Billie, I--actually, uh...

Billie pushes her way in and hugs the penguin.

BILLIE
I love him! I love him!

Amanda and Janie are amazed.

AMANDA
You got her a penguin?

Billie sees the other birds. She's about to explode with joy.

BILLIE
SIX PENGUINS!! YAAAY!! THIS IS
THE BEST BIRTHDAY EVER!!!

Billie runs in and frolics on the floor with the penguins.
Janie tries to keep up her icy teen demeanor but a smile
creeps out.

JANIE
Wow. Do they have names?

MR. POPPER
Uh, sure. This one's uh...Captain -
you know, like Captain Cook, the
famous arctic explorer and...

The loud penguin lets out another, "SQUAHNK!!!" Another bird
bites at Popper's leg, while a third runs around in circles.

MR. POPPER (CONT'D)
Oh, let's see - that's Loudy and
this is Bitey and there's Run-around-
the-housey. Roundy for short.

Another penguin farts.

MR. POPPER (CONT'D)
And that's Stinky and...

The last one is repeatedly running into the wall.

MR. POPPER (CONT'D)
And Nimrod.

Captain approaches Amanda, hugs her.

AMANDA
Okay. Hello to you, too.

Billie rolls around on the floor with her new pals. Janie giggles along. Popper stands watching his happy girls for a moment, surprised by how good it feels to make them happy. Amanda can read that this is an important moment for him.

AMANDA (CONT'D)

I'm sorry I doubted you. This might be the warmest, most thoughtful thing you've ever done.
(Re: wrapped gift) Oh, what's that?

MR. POPPER

Hmm? Nothing. Just the new *Cartooniacs* DVD.

AMANDA

She's already got that one. You watched it together. Last month.

MR. POPPER

Annnnd thats why I went with penguins. Better gift. Thoughtful. Considerate.

She looks at him, knows him well. Pulls him aside. They whisper as the girls play with the penguins...

AMANDA

What's really going on?

MR. POPPER

Thom Sr. passed.

AMANDA

Oh my god, Thom, I had no idea. Are you--?

MR. POPPER

I'm fine.

AMANDA

Did you at least get to--?

MR. POPPER

(shakes his head)
The last time I saw him was at the hospital when Billie was born.
(then)
You know how crazy he was.
(re: penguins)
This is what he left me.

The kids are having a great time with the penguins. It's a great moment. Amanda sees, smiles, realizing...

AMANDA

Maybe he wasn't so crazy.

Offscreen, a crash. Popper looks at her--*you sure about that?*

INT. POPPER'S MASSIVE GOURMET KITCHEN

Popper scrambles in to find the penguins have gathered knickknacks, mugs, food, and pieces of wood in the partially-destroyed freezer drawer.

MR. POPPER

(horrified) Oh my god--!

Billie enters, along with the family.

MR. POPPER (CONT'D)

(covering) How cute!

BILLIE

It looks like they're nesting.

Two of the penguins lie down on their pile of stuff to test it out, like a bed.

JANIE

Awww.

AMANDA

Good thing you had such a nice fridge.

As a penguin tears off a piece of fancy Sub Zero freezer metal and adds it to the pile...

MR. POPPER

(through gritted teeth) Mm hmm.
These penguins deserve the best.

JANIE

That is actually sweet, Daddy.

One of the penguins regurgitates into another penguins mouth.

DING DONG...

FRONT DOOR - MOMENTS LATER

Popper opens the door to reveal NAT JONES, a sweet man in a RESCUELIFE parka, who's just approaching from the elevator.

NAT
(reading from a note)
Mr.... Popper?

MR. POPPER
Yes?

NAT
Nat Jones, I spoke to your assistant.
I'm from RescueLife, a nonprofit
wildlife relocation service. I'm here
for the penguins.

Nat waves cutely at the penguins.

AMANDA
What's going on?

MR. POPPER
Oh. Nothing. I got this.

Popper steps out into the...

INT. MR. POPPER'S HALLWAY

Popper closes the door and speaks rushed and hushed.

MR. POPPER
I'm sorry. Look, I can't give you
the penguins just yet.

NAT
What are you talking about?

MR. POPPER
Believe me, I'd love to give you
the birds right now but something's
come up. I need a little time to
figure this out.

NAT
These birds are not meant to be
kept in an apartment on the Upper
East Side.

Offscreen, a CRASH.

MR. POPPER
I realize that.

NAT

When you're ready to return them to their proper habitat, please give me a call.

Nat hands Popper his business card.

INT. MR. POPPER'S CONDO

Popper comes back in. Billie and Janie are glaring at him.

JANIE

What was that? What did that man mean, "I'm here for the penguins".

MR. POPPER

He meant he was here for their baths. He's the bather. Trust me, you're gonna want 'em bathed. But I told him to come back another time because we're in the middle of a par-tay!

AMANDA

I don't know, Billie. I'd make him promise if I were you.

Amanda smiles at her ex. He shakes his head. She's got him.

BILLIE

Daddy, you promise I get to keep my birthday present?

MR. POPPER

Are you kidding?! What kind of silly question is that?

BILLIE

Promise.

MR. POPPER

(beat, then) I promise.

Billie runs and hugs Popper as tight as she can. Popper is thrilled to get the love but, "What the hell did I just do?"

EXT. MR. POPPER'S BUILDING - NIGHT

Amanda is getting into a cab while Popper says goodbye to the girls. Billie gives him a big hug.

BILLIE
Daddy, can we come over again
tomorrow night?

The question is an unexpected pleasure to Popper.

MR. POPPER
Really? You want to?

BILLIE
Pleeeeeeease?

MR. POPPER
Umm. Yeah. Janie - you too?

Janie desperately wants to but she down-plays.

JANIE
Sure. I guess.

MR. POPPER
Amanda? Okay with you if the girls
come over again tomorrow?

The girls are now all in the cab.

AMANDA
I think that would be nice.

BILLIE
Bye Daddy! I love you! Thank you!

The cab door closes and they drive off. Popper looks
pleased. A RANDOM MAN walks by.

MR. POPPER
My kids want to come over.

RANDOM MAN
Who gives a rat's ass?

MR. POPPER
Fair enough. Have a good one.

INT. MR. POPPER'S CONDO

Popper rearranges his sectional sofa, using it to contain the
birds in a corner that is covered in newspapers.

MR. POPPER
Stay! Damn it! Get back in there!

INT. MR. POPPER'S BEDROOM - NIGHT

Popper lays in bed as the penguins shriek uncontrollably in the next room. He mashes a pillow against his head.

MR. POPPER

I-don't-care-I-don't-care-I-don't-care.

Neighbors pound on the walls, "Popper! Shut up in there!"

INT. MR. POPPER'S CONDO - LATER

The penguins are still freaking. Popper stomps down the stairs. The birds quiet down when they see him. He stops.

MR. POPPER

Yeah! Good! Do that! Shut up and go to sleep.

He turns and walks upstairs. The moment he disappears, the squawking resumes. Popper comes back down. They stop again. After a beat, he tip-toes back up. They start in again. Popper jumps back into view. They stop squawking. He sits down on the stairs, hangs his exhausted head and groans.

MR. POPPER (CONT'D)

What!? WHAT!? WHAAAAT!?!??

The birds stare up at him. "Cooooo."

INT. MR. POPPER'S BEDROOM - MORNING

An alarm clock goes off at 7am. Popper's eyes pry open over dark bags - he looks wrecked. Pull back to reveal that all six penguins are cuddled with him and crowding him to the edge of the bed. He's not happy.

INT. MR. POPPER'S CONDO - MOMENTS LATER

Popper trudges to the kitchen in his underwear. He crossly herds the penguins, trying to keep them out of trouble.

MR. POPPER

No! Don't touch that. Off the rug. You! Stop right there! (he gets bit) OWWWW! Damn it, Bitey!

The penguins suddenly stop and look toward the TV. Popper turns to see what has caught their attention - it's another old Charlie Chaplin movie. Captain coos. The birds slowly converge on the TV, watching with great interest.

MR. POPPER (CONT'D)
 Hey. You like him? He looks like a penguin? He's funny, right? Well, we've got that in common at least. I've got loads of this stuff.

Popper reaches for the Chaplin DVD box set. Cut to...

INT. MR. POPPER'S CONDO - MOMENTS LATER

Popper sneaks out the door then pokes his head back in to make sure the penguins aren't going to freak. The penguins are mesmerized by Chaplin on TV. They don't even look over.

MR. POPPER
 Good. That'll loop all day so just watch the electric babysitter.

He sneaks out. The birds remain glued to the set.

INT. MR. POPPER'S OUTER OFFICE - LATER

Popper hurries in to find Pippi holding some papers...

PIPPI
 Mr. Popper. Per your predicament, I printed out some pertinent points on penguins from a Wikipedia page.

Popper sits down at his desk. Pippi reads from the sheet.

PIPPI (CONT'D)
 Ahem. "Emperor penguins are pleasant with people and when separated from their penguin pals, may imprint on a particular person as if that person were a penguin."

MR. POPPER
 Oh, they've imprinted on a particular person alright.

PIPPI
 Plus, "Penguins possess a puzzling capacity to locate their penguin counterparts."

Popper stares at her for a beat, then snatches the document from her hands and skims it.

MR. POPPER
Facts, facts, facts... But what do
they want? What do they like?

PIPPI
Oh. Right there.

She points to a line on the sheet.

MR. POPPER
"...thrive best and are happiest
when socializing within massive
penguin colonies in the harsh
conditions of their home on the
great Antarctic coastal ice pack."
Great. Thanks. That's a huge
stack of help.

Popper hustles into his office...

INT. POPPER'S OFFICE - CONTINUOUS

Stevens and the execs are waiting for him, the lights dimmed.

MR. POPPER
What do you got?

STEVENS
We would initiate Phase One in
September...

Stevens hits play on a laptop. On a large screen we see a
digital rendering of the DEMOLITION of the original Tavern.

INT. MR. POPPER'S CONDO HALLWAY - NIGHT

The elevator opens. Billie sprints down the hall. Janie
giggles at Billie's enthusiasm.

JANIE
God! Would you slow down?

They knock on Popper's door. Popper opens the door. He
looks frazzled. Behind him, the penguins run wild TRASHING
the condo. Popper wears a pained, plastered-on grin.

MR. POPPER
Hey, girls. How was school?

The girls are stunned for a beat by the state of their father
and his home. Billie gets over it and runs inside.

BILLIE (O.S.)
 Captain! Bitey! Stinky!

Janie stares at her father.

JANIE
 You okay?

MR. POPPER
 Sure. Never better.

BILLIE
 Daddy can we take the penguins to
 the park?

JANIE
 Billie, no. What if they run off?

Popper likes the sound of this.

MR. POPPER
 You know what? Maybe the penguins
 could use a little fresh air.

EXT. CENTRAL PARK - SNOWING - NIGHT

Snow falls. Popper sits on a bench, the penguins all gathered around him. Janie sits on the bench, texting on her phone. Billie plays in the snow nearby, dancing her plies.

MR. POPPER
 Really good ballet-ing, Billie!

BILLIE
 Thanks, Daddy! You're coming to my
 recital, right?

JANIE
 (a rare bit of help to her father)
 She's nervous about dancing in
 front of a big crowd.

MR. POPPER
 (nods thanks to Janie, then) Of
 course, Sugarbear!

Popper crosses to Billie. The penguins follow. They surround her like an audience. Popper notices.

MR. POPPER (CONT'D)
 I'll be there. And all the other
 people will be there.
 (can't help himself)
 (MORE)

MR. POPPER (CONT'D)

It's gonna be a little scary. All those eyes on you.

(catches himself)

But think of us like one big Billie fan club.

He applauds. All the penguins applaud. Billie chuckles at the sight. Popper grins, the imprinting finally working out in a good way. Billie continues her dance, more at ease.

BILLIE

Come and dance with me, Daddy!

MR. POPPER

Nooo. Your mother was always more of the dancer.

JANIE

C'mon. You must know some old dance, Dad.

Popper considers...doesn't often get a chance with his daughters. Finally he...does a half-hearted YMCA. The penguins attempt to copy his awkward moves. Billie giggles.

BILLIE

The penguins are dancing!

Heartened, Popper does the Macarena. The penguins do the same. Billie really laughs. Popper does a fast spin and...SLIPS on the ice, landing on his back. The penguins all spin and land on their backs.

MR. POPPER

Hey, how 'bout one of these?

Lightening up, Popper makes a snow angel. The penguins follow. From above it looks like a Busby Berkely musical number. Billie loves it, joins in. Janie laughs from the bench. Popper sees, calls out...

MR. POPPER (CONT'D)

Your turn, Jay...

JANIE

I'm texting.

Popper makes a snowball. Playfully motions to Janie.

MR. POPPER

Look out, coming your way!

Popper winds up and tosses it. *PIFFFFT!!!*

EXT. ALLEY - NIGHT

Popper and the girls sneak the penguins into the side door of his building as he whispers the plan.

MR. POPPER

Janie, go make sure the coast is clear. And again, honey, I'm very sorry. It was an accident.

Reveal that Janie holds a wad of tissue to her bloody nose and she's pissed. Popper gives her a tense, regretful smile.

JANIE

Whadever.

BILLIE

You're okay, you big baby.

JANIE

Shud ub!

Just then, Daryl appears in the stairwell.

DARYL

Mr. Popper. Hey! Guess what - I got new contact lenses - i.e. I can see more - i.e. I can see your six illegal pets.

As Popper digs into his wallet to pay off Daryl, the door closes behind him, revealing that Nimrod is left out in the alley! "Woonk??"

INT. MR. POPPER'S CONDO - MOMENTS LATER

Popper and the girls sneak the birds into the condo.

MR. POPPER

Okay, girls, better get your things. Your mother should be here any minute.

BILLIE

Daddy, can we stay here this weekend with you and the penguins?

MR. POPPER

First of all, yes, I would love to have you two back this weekend, but about the penguins...

JANIE

Here it comes. Told ya.

MR. POPPER

Girls, Daddy made a mistake. I accept full responsibility for my error in judgement but--

JANIE

You closed the birthday deal and now you're moving on.

MR. POPPER

Janie, please. It's just that Daddy has responsibilities and having six penguins is...

Billie starts to cry. Popper panics.

MR. POPPER (CONT'D)

Billie. Nononono don't do that.

Really crying now.

MR. POPPER (CONT'D)

Billie, please stop crying.

BILLIE

No! You promised!

MR. POPPER

I know but things are--

AMANDA (O.S.)

Hey everybody.

Popper looks up and finds Amanda in the doorway with Nimrod. Popper fakes a casual smile. Billie runs to her mom and buries her face in her leg.

AMANDA (CONT'D)

Shh, it's okay, baby.

(then, re: penguin)

I found him in the elevator. Figured it was like that time you lost Janie in the frozen food section.

JANIE

You lost me?

MR. POPPER

It was just a couple hours.

Popper runs to the door, checks the hall to make sure nobody is watching and pulls Amanda and the penguin inside.

QUICK CUT AWAY to the hall where Kent peeks out his door. After a beat he goes back inside.

AMANDA

Does someone wanna tell me what's going on?

BILLIE

(tearfully looks up from
Amanda's leg)
Daddy's sending the penguins back.

JANIE

He has responsibilities.

AMANDA

Thom...

MR. POPPER

I'm not sending them anywhere.

They look at him, surprised.

MR. POPPER (CONT'D)

(spinning)
That's what I was trying to tell the girls. I...am...*hiring a nanny*, that's all. To keep an eye on the little guys when I can't be there.

BILLIE

For realsies?!

MR. POPPER

Total realsies.

Billie runs and hugs her dad's leg.

BILLIE

Please can we stay a little longer, Mommy?

AMANDA

If it's okay with your dad...

MR. POPPER

I'll drop them off later.
(then)
You're welcome to hang out as well.
We could order Chinese...?

AMANDA
I already have plans. With Rick.

MR. POPPER
Cleaning the fridge?

AMANDA
(smiles, shakes her head)
We're going out.
(smiles)
Goodnight, girls!
(a penguin SQUAWKS)
You, too, Loudy!

She smiles and exits, patting Popper on the cheek as she goes. He watches her leave. Billie nudges Janie, motioning toward their dad's transfixed expression.

BILLIE
You like Mommy.

MR. POPPER
Billie. It's not like that anymore.
Remember, we talked about this when
I moved out? Sometimes a Mommy and
Daddy--

JANIE
Yeah, but you never looked at Mom
like that when you lived at home.

Popper considers, thrown.

INT. MR. POPPER'S BEDROOM - NIGHT

Close on Popper's face, his daughters' words still ringing in his head. His far away look turns to a look of annoyance as he glances at the SIX PENGUINS SLEEPING WITH HIM. He lets out a heavy sigh.

INT. MR. POPPER'S CONDO - AFTERNOON

Popper is interviewing a kindly, round Hispanic NANNY.

MR. POPPER
We're talking standard hours, light
housekeeping, minimal um... Just
plop 'em in front of the TV.

NANNY
Perfect. So, should we meet the
kids?

MR. POPPER

Right. Okay then. He they are...

Popper leads her around the corner to where the penguins are watching Charlie Chaplin on TV. Popper winces in anticipation of her reaction...

NANNY

(no big deal) So you'll be home by ten?

MR. POPPER

(pleasantly surprised) The latest. (then, re: TV) Chaplin movies seem to do it. You keep 'em coming, they just zone right out.

INT. POPPER'S BEDROOM - LATER

Popper, dressed in a tux, leaves his bedroom and...

INT. POPPER'S CONDO - CONTINUOUS

...looks in at the penguins sitting in a row, now watching *The Great Dictator*, the nanny sitting a comfortable distance apart. Popper waves to her. The nanny, unfazed, waves back. Popper leaves his apartment, closes the door, triple locks it, and takes a deep breath. Free at last.

INT. TAVERN ON THE GREEN - DUSK

A black tie gala in full swing. Snow blows like crazy outside the restaurant's greenhouse windows.

Popper makes his way through the crowd, finally spotting Mrs. Van Gundy (with dogs as always) and Mitch.

MR. POPPER

It's a lovely affair, Mrs. Van Gundy.

MRS. VAN GUNDY

Thank you. What a compliment. You're like the son I never had.

MITCH VAN GUNDY

Ma, I'm your son.

MRS. VAN GUNDY

Exactly.

MR. POPPER
 (forces a smile)
 And it's for such a good cause. The
 Popper Group made a generous
 donation to the Wildlife Fund.

MRS. VAN GUNDY
 Aw. How sweet. Charities are scams.
 All the money goes to the salaries
 of the do-nothings who run them.

The Wildlife Fund PRESIDENT and a photographer approach...

WILDLIFE FUND PRESIDENT
 Mrs. Van Gundy, can we get a shot
 of you for the Fund's newsletter?

MRS. VAN GUNDY
 Of course!

Popper takes the opportunity to step away and dials his cell.

INTERCUT - MEDIA ROOM / MR. POPPER'S CONDO

The penguins are still watching Chaplin, calm and
 entertained. The Nanny sits on the couch doing a
 needlepoint. The phone rings and she answers.

NANNY
 They are behaving themselves
 beautifully. Like perfect little
 gentlemen. Nothing to worry about.

MR. POPPER
 Wow. Alright. Well, keep up the
 good work and don't hesitate to--

NANNY
 You are worried like a new mother.
 It is adorable.

MR. POPPER
 I am not. You have my cell right?
 I posted it on the fridge?

NANNY
 No problem, Mr. Popper.

The Nanny goes back to her needlepoint, sitting on the
 remote. The TV switches from the DVD to cable, a nature doc
 on Discovery where a SEA LION roars. THE PENGUINS SCREAM AND
 RUN OFF IN EVERY DIRECTION! It's pandemonium!

The nanny grabs her things and runs screaming out of the condo, leaving the door ajar.

INT. MR. POPPER'S CONDO LOBBY

Kent confronts Daryl....

KENT
I'm telling you, that man is up to something.

Behind Kent's back the nanny rushes past in the background. Followed by SIX PENGUINS. Daryl does a double-take, tries not to look, over...

DARYL
Sorry, Kent. As far as I'm concerned, Mr. Popper is an ideal tenant.

EXT. MR. POPPER'S BUILDING

Snow falls. The penguins do a few laps around the revolving door before they figure it out and emerge onto the sidewalk.

Captain squawks and crosses the street. The others follow. They cross in the crosswalk in a shot framed just like the famous cover of "Abbey Road."

INT. TAVERN ON THE GREEN - SAME TIME

Back on Popper and the Van Gundys...

MR. POPPER
So, I've spoken with the escrow people and we estimate--

MRS. VAN GUNDY
Blah blah blah.
(takes his arm)
C'mon, Popper. let me show you the magic of this little jewel box we call Tavern on the Green.

Mrs. Van Gundy grabs Popper by the arm. Popper looks back pleadingly at Mitch who feels his pain.

EXT. NEW YORK STREETS

The penguins stop at a corner. Captain looks around.

CAPTAIN'S POV: the window of FAO SCHWARTZ. A big, stuffed penguin in the display.

INT. FAO SCHWARTZ - MOMENTS LATER

The penguins waddle into the store. A LITTLE GIRL spots them...

LITTLE GIRL
Mommy, penguins! I want one!

MOM
(not paying attention) Come on,
Cupcake. (then) We're getting the
coloring books--

A CUSTOMER's face lights up as she spots Captain. She picks him up and turns to a sales clerk.

FEMALE CUSTOMER
Ma'am, how much is this item?
There's no tag on it.

Captain poops on her shoes. As she inspects, Captain and company waddle off.

The penguins move down an aisle of giant plush animals. The penguins coo with curiosity at the fake beasts that look down at them.

Captain's POV: A bear, a moose, a giraffe, and A KILLER WHALE!! THE BIRDS FREAK, TRUMPETING AND RUNNING OFF!

Delighted children chase after the birds as they rumble out of the store.

EXT. NEW YORK STREETS - MOMENTS LATER

Captain leads the birds across the street. A LOUD SCREECHING SOUND. The birds stop. A MASSIVE SNOWPLOW IS COMING RIGHT FOR THEM! Its blade is pushing a huge pile of snow.

The birds waddle away but the plow bares down on them, closer and closer until the penguins are swallowed up by the billowing snow pile. The plow pushes the snow pile into an alley, then backs away. No sign of the penguins.

After a long beat, Captain's head pops out of the snow. Then the others, one by one. They wiggle out of the pile and shake off the snow. Captain toboggans down off the pile. The others follow right behind.

EXT. PARK

The penguins crest a hill. A vicious stray Rottweiler steps out of an alley nearby. He growls. One by one, the penguins tip over and toboggan down the hill. The dog goes after them. The penguins pick up speed but the dog is gaining. He's right on top of them when the penguins reach a frozen pond. The birds expertly bank left, cracking the whip and sending the dog spinning away and clawing at the ice.

The birds rocket toward a snow drift at the edge of the pond. They each hit the snow jump and sail through the air.

EXT. TAVERN ON THE GREEN

We're in the back of the restaurant where a BUSBOY pushes a garbage bin out into the snow, leaving the door propped open. The busboy casually tosses trash into a dumpster.

Behind him, the penguins each fly over a nearby hedge, hit the snow and toboggan out-of-control down the hill and slide through the door and into the restaurant, the door slamming shut behind them.

The busboy finishes up. Tries to get back in but the door's locked. Shrugs.

INT. KITCHEN

Mrs. Van G leads Popper into the massive bustling kitchen, finding the head chef, ARNOLD.

MRS. VAN GUNDY

Ah, come meet our head chef,
Arnold. Arnold, this man wants to
buy you from me.

ARNOLD

Pleasure to meet you, sir.

MRS. VAN GUNDY

Arnold has been cooking the same
exact food here for over forty
years. Good thing liverwurst never
goes out of fashion.

As she continues, Mr. Popper sees THE PENGUINS WADDLE BY across the kitchen!

MR. POPPER

(forces a smile)

Mm hmm.

MRS. VAN GUNDY
 You're still so young, Arnie. My
 father must've hired you right out
 of the culinary academy.

ARNOLD
 Actually I studied to be an
 accountant.

MR. POPPER
 Impressive!
 (to Mrs. Van G)
 Let's move on, shall we?

MRS. VAN GUNDY
 Are you in a rush to get through
 meeting the people whose very lives
 depend on you?

The dogs have the penguins' scent. GROWLING. Popper's eyes
 grow wide...he's got to do something...

MRS. VAN GUNDY (CONT'D)
 They sense when someone's of ill
 repute. Are you crooked, Popper?

MR. POPPER
 No. I just. Love this song. That's
 playing out there.

You can't hear any music back here.

MRS. VAN GUNDY
 I don't hear it. Being old is
 horrible. Never do it.

MR. POPPER
 Well it's a lovely tune, and I was
 hoping I could have this dance...?

He reaches out her hand. The dogs snarl. Mrs. Van G hands her
 purse to the chef...

MRS. VAN GUNDY
 Watch the babies.

All business, she takes his hand...

MRS. VAN GUNDY (CONT'D)
 I hope you can keep up with me.

As they hurry out of the kitchen, across the room Captain
 sees Popper. HONKS! Hurries after.

The dogs leap from the purse and chase the birds. The kitchen tumbles into chaos, things spilling, cooks scrambling.

Stanley the dog tries to nip at Loudy and he SQUAWKS, slapping it away with a flipper. It lands in a salad.

Dominico leaps at Bitey, who ducks. The dog slams into an electric mixer, knocking it into a pot of water. Its cord sparks at the outlet, a tiny plume of smoke rising...

INT. DANCE FLOOR

Popper and Mrs. Van G dance. She is ice cold, stiff, arms fully extended.

His eyes are on the kitchen. Each time its doors swing open we can glimpse a different bit of insanity within.

MRS. VAN GUNDY

I get your game, son. I may be easy on the eyes, but you can't woo your way into a sale.

MR. POPPER

Of course not.

Finally, Captain bursts into the restaurant, the others following. Tumult left in their wake.

The CROWD laughs and applauds at the site of them.

Mrs. Van Gundy pulls away from Popper.

MRS. VAN GUNDY

What is the meaning of this?!

MR. POPPER

Maybe they're...part of the entertainment? From the Wildlife Fund?

The dogs race out and catch up to Nimrod. SNARL at him. The other penguins all see. Come to their friend's defense. The whole lot are imposing. Together they all HONK! The once-tough doggies now WHIMPER and scramble away.

Mrs. Van Gundy snaps at the sight of her beloved dogs crying.

MRS. VAN GUNDY

How dare they?!

Hurries over to Mitch, who's blissfully enjoying his me time away from Mom with a shrimp cocktail, laughing at the penguins as they struggle across the dancefloor.

Nimrod can't get around a guest and they do a little accidental dance trying to get out of each other's way.

MRS. VAN GUNDY (CONT'D)
Mitchell, did you approve this?

MITCH VAN GUNDY
Nope. But at least they're dressed for the occasion.

Popper tries to edge away when she turns to him.

MRS. VAN GUNDY
Where are you going?

MR. POPPER
I thought I'd call the appropriate--

The penguins make a beeline for Popper.

MRS. VAN GUNDY
Do you have something to do with these beasts?

MR. POPPER
Me?

The birds surround him, clearly his buddies.

MR. POPPER (CONT'D)
Why would I know penguins?

He walks away. They follow. Faster. And again they follow.

He throws his arms up in desperation. They mimic him exactly.

MR. POPPER (CONT'D)
Okay, they're mine. It's a long--
My father-- I'm sorry.

FOOM! The kitchen erupts in flames! Staff rush in to put it out.

MRS. VAN GUNDY
And my kitchen's on fire. I'm adding that to the asking price. Not that I'm likely to sell to you after this nonsense.

MR. POPPER
 Please, give me another chance.
 This is the last you'll see of the
 penguins, I promise.

I/E. AVIS RENT-A-VAN

Popper is driving the penguins out onto the highway.

EXT. SNOWY EMBANKMENT - MOMENTS LATER

Snow. Pine trees. Popper stands with the penguins.

MR. POPPER
 Alright. Look at all this. The
 majestic splendor of New Jersey!

Reveal we're not far from the turnpike, the van idling on the median. A PLANE flies overhead, really low, landing at Newark.

MR. POPPER (CONT'D)
 Go ahead! You're free now!

Popper jumps in the van and swerves off.

I/E. RENT-A-VAN

Popper spies the rear view mirror...the image of the penguins receding. Then looks at his iPhone--the wallpaper is a photo of Billie and Janie hugging the penguins.

I/E. RENT-A-VAN - MOMENTS LATER

Popper drives...the van full of penguins once again. Squawking all around him. His hands tightly grip the wheel.

INT. MR. POPPER'S CONDO - NIGHT

Popper now sits in a chair, looking nearly catatonic. As we pull back we see the penguins playing with Billie. She's having a ball. *CRASH!!!* Something breaks off screen.

MR. POPPER
 No problem. I have two of those.

CRASH!!! They break the second one.

INT. MR. POPPER'S CONDO - NIGHT

Janie sits on the couch, texting. She reads something that hurts. She drops her phone on the floor and drops her head into her hands.

MR. POPPER

What? Is there a crisis?

JANIE

Nothing. I'm fine. Billie, it's time to go. Get your coat on.

MR. POPPER

Janie, what happened?

JANIE

I said I'm fine.

Popper looks at his daughter, determined. Comes over and sits down next to her.

MR. POPPER

Look, Janie, I know I blew it with my advice last time. But I can be pretty good when it comes to--

Janie's phone buzzes. Janie, irritated, pushes past them out the door, Billie in tow.

JANIE

We gotta go. Mom's here.

Janie and Billie are out the door.

INT. MR. POPPER'S CONDO HALLWAY

Popper follows the girls to the elevator.

MR. POPPER

Janie, wait...I wanna help.

JANIE

(still hostile)

Really? Fine. Here it is:
Madison broke up with Cooper Keegan
to go out with Brandon Yee.

The elevator door opens. Janie steps in with Billie. After a beat, Popper gets the hint and steps in. Janie continues as the doors close.

JANIE (CONT'D)

So Cooper texted Brittany to ask if I was going to the Snow Ball Dance. And Brittany's all, "No, she's not going." And I like look all desperate and dumb. But then...

INT. MR. POPPER'S CONDO LOBBY

The elevator opens. Janie steps out, still talking. Popper struggles to keep up with her pace and her story.

JANIE

(in tears)

So great, right? Cooper's gonna ask me to the dance. But he never calls and now Brittany's telling everyone that Cooper kissed Madison in third period! But then I hear Brittany likes him too so I don't what to think! So there it is. What do you got, father figure?

Popper's outmanned on this one.

MR. POPPER

Um...I'm sorry, who's Brittany again?

BILLIE

Brittany's Madison's BFF. (then)
And a total skank.

Janie storms out.

EXT. MR. POPPER'S BUILDING - NIGHT

Janie comes out, pulling Billie behind her. Popper chases them. Amanda steps out of her mini van and slides the side door open for the girls.

MR. POPPER

Janie, hold on. Just...

Janie stops, turns and folds her arms. Amanda looks on as Popper digs deep for the right thing to say.

MR. POPPER (CONT'D)

Look, sweetheart, maybe this just wasn't meant to be. Don't waste your tears trying to chase something that's never gonna happen.

(MORE)

MR. POPPER (CONT'D)

There's gonna be another boy, I know it, and you'll make that work for sure.

JANIE

Okay so just don't care and move on. Thanks. I feel way better.

Janie climbs into the mini van with Billie and slams the door.

MR. POPPER

(to Amanda)

I don't get it. It's good advice--

AMANDA

Maybe she doesn't want advice, Thom. Maybe she just wants you to be her dad. Actually listen and understand what she's going through.

MR. POPPER

So we both have to go through Cooper Keegan?

AMANDA

Goodnight, Popper.

Amanda climbs into the van and drives off. Popper hangs his head.

INT. MR. POPPER'S CONDO

Popper enters. Captain waddles over to greet him. The other penguins are into trouble - Bobbing in the aquarium, tearing up a pillow, knocking over a rack of DVDs, etc. Popper stares at them with contempt. He walks into the...

INT. BATHROOM

Popper steps up to the toilet, lifts the seat and starts to unbutton his pants when he notices Captain is at his side, looking up at him. Popper glares back.

MR. POPPER

What? I can't get thirty seconds of privacy around here!?

Popper turns to the penguin and unloads on him.

MR. POPPER (CONT'D)
 You know what? I was doing just
 fine before you showed up! I was
 winning them over. Slowly.
 Methodically.

Popper stops his rant. He takes a deep frustrated breath.

MR. POPPER (CONT'D)
 Okay. I'm listening... Tell me!
 What am I supposed to do!? I'm
 trying to understand, okay? What am
 I supposed to do?

Beat. Popper and the Captain stare at each other. Finally,
 the Captain waddles a step closer and...HUGS Popper. Who
 actually appreciates it. He needed that.

MR. POPPER (CONT'D)
 Thanks, buddy. (then) C'mon...

Popper lifts the penguin up, when...PLOP! What was that?
 Popper looks down to see that...

Captain has pooped right into the toilet. Popper looks down
 at it for a long beat, then squeezes him. PLOP! Another
 bullseye. Popper's eyes spark with discovery. He carries
 Captain out of frame. A beat later he dashes back into frame
 with another penguin. He squeezes this one over the toilet -
PLOP!

MR. POPPER (CONT'D)
 Look at that! That is some
 unbelievable--!

WOOONK!!!

SMASH CUT TO:

TRAINING MONTAGE: KICK IN "YMCA" BY THE VILLAGE PEOPLE

-- Popper sits on the floor, trying to hold the penguins at
 bay as he tosses them fish. (Like trying to teach a dog to
 stay.) Soon they all rush him and Popper goes fetal.

-- Popper is on-line reading about penguins and taking notes.
 He watches some penguin videos on You Tube.

-- Now he has just one penguin to deal with as the others
 peek over from where they are penned up behind the couch. He
 holds the bird at bay. After a couple of tries, he gets the
 bird to stay. Popper pumps his fist and tosses him a fish.

-- Now all six birds are lined up shoulder-to-shoulder. They march toward Popper. He raises a hand, they halt. Popper tosses them each a fish. He raises his left arm, they each mimic the move and they each get a fish. It's getting fun.

-- Loudy shrieks. Popper does the "close your beak" hand signal. Loudy stops shrieking and he gets a fish.

-- In the bathroom, Popper holds each bird over the toilet, one by one.

-- Popper is at the office watching his penguins on web Nanny-cam. He stands and walks out of his office. He stops when he notices Stevens entertaining the other execs by waddling around like a penguin and catching Swedish Fish in his mouth, thrown by his buddy.

STEVENS

Feed me Mr. Popper, feed me!

Stevens stops when he sees Popper. After an awkward moment, Popper goes back into his office.

-- Popper gives the penguins a bath. A few bubbles come up around Stinky. The other penguins scoot away.

-- Popper reads a book about penguins as he casually tosses fish to the well behaved birds seated around him.

-- Janie and Billie enter the condo. Their jaws go slack when they see the penguins all lined up before Popper. He leads them in the YMCA dance (which he now has down pat) and they follow along perfectly. Billie joins in. Janie can't help but laugh.

JANIE'S PHONE RINGS. She steps away to take the call as Popper and Billie dance with the penguins. Janie steps back in a moment later, cryptic smile.

BILLIE

What?

MR. POPPER

Yeah, what?

JANIE

(playing it cool)

No biggie... Cooper Keegan just asked me to the Snowball Dance.

Beat... then Billie screams, hops up and down joyously. Janie beams. Popper masks his concern under a happy face.

MR. POPPER

Well that's great, sweetheart.
That's really... wonderful.

JANIE

Ohmagod! I need a dress!

MR. POPPER

Well then, let's go get you a
dress.

JANIE

(dubious)

You mean you? Really? Um... Okay.

INT. UPSCALE DRESS SHOP - LATER

Several fast cuts of Janie looking at herself in several different mirrors in several different terrible dresses. She's not happy.

A SHOPGIRL crosses to a dressing room. A pile of dresses are thrown over the top of the door. She removes the throw-aways.

SHOPGIRL

Didn't like any of these, hon?

JANIE (O.S.)

No. Sorry.

Close on Billie, napping. Pull back to reveal Popper, also napping.

JANIE (CONT'D)

Daddy, I look terrible in all of these. Maybe we should just forget it and go home.

MR. POPPER

(wakes) No. C'mon. This is fun. Like when you used to play dress up.

JANIE (O.S.)

I'm not a kid anymore. We've been all over town and nothing fits me right.

MR. POPPER

What about the white one you liked? Try that one on.

JANIE (O.S.)

I am.

MR. POPPER

That one seemed like a winner...

JANIE (O.S.)

Ugh. Dad, you can't just say something and then make it true.

Janie steps out. SHE'S AN ANGEL. Popper and Billie are blown away.

MR. POPPER

Oh my god. You're beautiful.

JANIE

(blushing)

For real?

BILLIE

You look like a fairy princess.

MR. POPPER

(bittersweetly)

Where'd my little girl go?

INT. MR. POPPER'S CONDO - NIGHT

Popper and the girls return with Janie's dress. The penguins stay put. Not marching over to join them.

BILLIE

Hi birdies! Daddy can I get them a snack?

MR. POPPER

Sure. Just little ones though.

Billie rubs their bellies before exiting to the kitchen. Janie sits down next to the birds and pets them.

JANIE

Hey, guys. I got a really awesome dress for the-- Oh my god. Dad?

MR. POPPER

What?

Janie points to Bitey's feet, Popper crosses to them. Janie kneels down and pushes up his belly, revealing A PENGUIN EGG balanced across Bitey's feet.

MR. POPPER (CONT'D)
 What!? Noooo. You guys are
 killing me here.

He checks the others. TWO MORE EGGS!

MR. POPPER (CONT'D)
 (hushed so Billie doesn't hear)
 This is what you're doing while I'm
 off busting my ass? Shame on you!
 Which ones of you are boys? Either
 way, nobody cleared this with me.
 From now on you are keeping it G-
 Rated, alright? No more eggs--

BILLIE (O.S.)
 Eggs!?

Billie has returned.

BILLIE (CONT'D)
 So...baby penguins!? BABY
 PENGUINS!!??

Billie does a happy dance. Popper looks sick. Janie gives
 Popper a knowing mischievous smile - knowing he's got no way
 out of this one either. Ducks away. Pulls out his cell and
 dials...

AMANDA (ON PHONE)
 Hello?

MR. POPPER
 I need your help.

INTERCUT AMANDA AT A CHEAP RESTAURANT

AMANDA
 (hushed)
 What is it? Are the girls okay?

MR. POPPER
 They're fine. But I--

AMANDA
 Thom, I'm on a--

We see she sits opposite her date--RICK--fastidiously dressed
 and weird. He removes his own set of silverware from a little
 pouch.

MR. POPPER (ON PHONE)
 It's an emergency. Please.

INT. MR. POPPER'S CONDO - LATER

Roundy and Bitey carefully guard their egg. Popper and the girls sit and watch the watching. Billie leans on her dad, getting sleepy.

BILLIE

Is that what you and Mommy were
like with me?

MR. POPPER

Nah, we were nervous with Janie.
You were the second kid. We let you
eat nails.

A knock at the door. Popper hops up and answers it to reveal Amanda and Rick.

AMANDA

What is it?

MR. POPPER

You brought him?

AMANDA

We were on a date.

MR. POPPER

Nice to meet you, Rick.

Rick goes with the fist bump instead of the shake.

MR. POPPER (CONT'D)

Right. The fear of germs.

RICK

It's not a fear. More of a valid
concern. I mean, most phobias--fear
of heights, say--ridiculous,
unfounded. But germs? They're
dangerous organisms that kill.

MR. POPPER

(nods)

Okay. Come on in.

They do.

AMANDA

Hey, girls!

JANIE

Mom, shhhh...

Amanda quietly pads in...

AMANDA
Sorry. Sleepytime?

The girls lead their mom over to the birds. Popper crouches, pushes up Roundy's belly, revealing the egg. Amanda squints. The sight of the egg melts her.

AMANDA (CONT'D)
Oh my gosh. Is that...?

She crouches down for a closer look. Touches it. Her eyes sparkle, enchanted by the promise of new life. Popper is enchanted by her. Billie nudges Janie, pointing out Dad's goo-goo look.

MR. POPPER
Three. There's three eggs. They laid them - I'm assuming.

AMANDA
(she stands)
That's amazing.

RICK
That's a health hazard. You should wash your hands now.

Captain nicely waddles over and hugs Rick.

MR. POPPER
(enjoying this)
Aw. He likes you, Rick.

RICK
(trying to go with it)
It's fine. There are only like seventeen different diseases that can be transferred from bird to man.

MR. POPPER
Don't be afraid, Rick. He just wants to show some affection. In fact, they're all very sweet creatures.

Popper whistles. All the birds waddle over and hug Rick.

RICK
(squirming free)
Okay, you know what, Amanda?
(MORE)

RICK (CONT'D)

This is not-- I think I left the lights on. So I'm gonna go wait in the car. Where there are fewer infectious animals.

Rick slinks his way out the door. Amanda shakes her head.

AMANDA

You didn't have to do that.

MR. POPPER

Nope. But it was fun.

She shakes her head, not all that upset. Popper lifts a little rock off the table...

MR. POPPER (CONT'D)

Apparently they build their nests from stones.

He grabs a few stones and places them on the floor. The penguins see, begin to nudge them into a pile.

AMANDA

Aw. Look at that. She's getting ready for her baby.

The kids help, adding more rocks. Giving the adults a second alone.

MR. POPPER

Actually, that's a he. It's the male that builds the nest. Then he pounds his chest. A guy's gotta do a lot to impress a woman. Especially if he's screwed things up before.

AMANDA

You'd need a lot of rocks.

An awkward moment. Then...

BILLIE

Daddy wants to know if you'll have dinner with him.

MR. POPPER

What? Billie, we talked about--

JANIE

Dinner's boring. You should do something funner.

AMANDA

Janie, that's not a word.

BILLIE

You're avoiding the issue.

They laugh at their daughter. A beat, then...

AMANDA

Fine. Just dinner. As friends.

MR. POPPER

Of course. Nothing wrong with that.
Healthy, in fact.

Loudy HONKS.

JANIE

Yeah, it's totally a date.

INT. BATHROOM - NIGHT

Popper blow-dries his hair, wearing only a towel. Captain stands on the toilet, watching Popper. Popper blow dries the bird - fluffing up his feathers.

Popper puts on deodorant. He lifts Captain's wing and sniffs the penguin's pit. Not good. Popper gives Captain a hit of deodorant. Popper puts a shirt on.

MR. POPPER

What? The shirt? Does it look like I'm trying too hard? (off a "woonk") Not hard enough? (another "woonk") I'm not nervous. It's just been a while and...you don't often get a second chance at a first date.

INT. MR. POPPER'S CONDO - NIGHT

The girls sit playing with the penguins. Popper steps in, looking good and a little less business-y, more down to Earth.

BILLIE

You look pretty, Daddy.

Janie can't help but smile at her dad.

JANIE

Where you taking her?

MR. POPPER

There's this little restaurant in SoHo that serves truffle infused air--

JANIE

Come on! This is our mom we're talking about.

BILLIE

Janie's right. While I do still think it's gross, you have to be more romantic.

JANIE

Forget air. Go for ambience.

BILLIE

Ooh! What about this place?!

Billie holds up the plans to demolish Tavern on the Green. Before Popper can intervene, she's already dialing for reservations...

MR. POPPER

(defeated)

Great idea.

INT. TAVERN ON THE GREEN - NIGHT

Popper and Amanda sit at a lovely table in the greenhouse. The stars above. Wintry park lit up outside. But they're a little awkward. Out of shape.

MR. POPPER

So. This is dinner.

AMANDA

Yeah.

MR. POPPER

How's Rick doing?

AMANDA

Not well. He was in such a rush to get out of your place, he touched a door handle with his bare hand. Serious trauma.

MR. POPPER

That's a shame.

Another awkward beat.

MR. POPPER (CONT'D)
I'm gonna run to the bathroom.

AMANDA
I'll be here.

BACK OF THE RESTAURANT - MOMENTS LATER

Popper comes out of the bathroom. A janitor, KLAUS, changes a lightbulb.

KLAUS
How many Polish men does it take to
change a lightbulb?

MR. POPPER
How many?

KLAUS
Just me. Klaus.

MR. POPPER
(smiles)
Popper.

KLAUS
Nice shirt. Romance dinner?

MR. POPPER
Trying. It's my first date with my
ex-wife. It's not going great.

KLAUS
Did you tell her she look
beautiful?

MR. POPPER
(realizing)
No.

KLAUS
And they make Polish jokes.

Popper smiles. The kitchen doors swing open and HECTOR--the busboy who got locked out earlier--and some of his compatriots head out carrying table-settings, vases.

KLAUS (CONT'D)
Hector, this is Popper. Nervous for
first date.

HECTOR

I remember my first date with my wife. Hard to believe she married me.

ANOTHER BUSBOY

It's hard to believe anybody married you.

HECTOR

(to Popper)

You bring flowers?

Popper shakes his head no.

KLAUS

The man is amateur.

Hector yanks the flowers out of one of the vases and hands them to Popper, dripping. Arnold the chef pops his head out of the kitchen.

ARNOLD

You guys waiting for those tables to set themselves?

(sees)

Mr. Popper?

MR. POPPER

Hi, there.

HECTOR

First date.

ARNOLD

What is she eating?

ANOTHER BUSBOY

Unbutton that top button.

KLAUS

Stand if she goes to pee.

Popper smiles, shaking his head happily at this motley crew, as they remake him.

TABLE - MOMENTS LATER

Popper returns with a flower from the vase. Amanda smiles.

AMANDA

Wow. It's beautiful.

MR. POPPER
Then it'll fit nicely right here.

He puts it behind her ear. The WAITER delivers Amanda's dinner.

MR. POPPER (CONT'D)
Roasted farmer's market vegetables
on a warm quinoa salad.

AMANDA
Yum.

MR. POPPER
(winks)
I told the chef you don't eat meat.

A musical trio arrives, playing a lovely song.

AMANDA
My favorite.

Amanda smiles, impressed at the chivalry.

EXT. CENTRAL PARK - LATER

Popper and Amanda exit the restaurant. Where they should head out to the street, he turns her the other direction.

AMANDA
Where are we going?

MR. POPPER
You'll see.

EXT. WOLLMAN RINK - MOMENTS LATER

Popper and Amanda skate across the crowded ice.

AMANDA
This was a great idea. I haven't
been here since we took Janie that
time.

MR. POPPER
I know. Remember? She was so
little. And nice.
(then)
This is nice.

AMANDA
 (finally giving him an
 inch)
 It is.

Popper slips and Amanda catches him.

MR. POPPER
 Rough patch.

AMANDA
 (smiles) Of course.

He holds his hand out. Her mitten links with his glove. She continues to hold his hand as they skate. She smiles at him as the glide on. It's a nice moment broken by Popper's cell ringing. He apologetically answers.

MR. POPPER
 Janie? Is everything okay?...
 What kind of sound? Is like GOO-
 GOO-GOO or is it more of a
 WEEEEE?... Put him on the phone.
 (a faint screech comes from his
 phone) Okay, Janie? Yeah, that
 means he wants his spot by the
 window. Is something blocking his
 path?... Yeah, just move the
 lamp... There you go. Good?...
 Stinky just did what? Okay,
 listen, give him the almond rocha--
 I know, it's weird, but he likes it
 --and we'll be back real soon.
 B'bye.

Popper hangs up. She smiles at this new man before her.

MR. POPPER (CONT'D)
 I'm so sorry. I think we should
 get back.

She laughs.

AMANDA
 Not a problem. My arm was starting
 to hurt from holding you up.

MR. POPPER
 Oh really?

She deftly skates off. He clumsily tries to chase after.

INT. MR. POPPER'S CONDO - LATER

Billie and Janie and the penguins are asleep in front of the TV. On it, the news, a REPORTER standing in front of Tavern on the Green...

REPORTER

Rumor has it this slice of New York history may be up for grabs. The Popper Group said to be courting Tavern matriarch Selma Van Gundy.

In a pre-taped bit, the reporter approaches Mrs. Van G with a microphone.

REPORTER (CONT'D)

Mrs. Van Gundy, a couple words.

MRS. VAN GUNDY

Sure. Go away.

We move over them, through the dark condo to the dining room where Popper is delivering a gourmet snack from the kitchen. They sit at the table and talk in hushed tones. Amanda takes a bite - yum.

AMANDA

So that's the next big deal.

MR. POPPER

Mm hmm.

AMANDA

The next mission to tackle.

MR. POPPER

No sweat.

AMANDA

You and you your missions. I remember in college. When you first found out I was a vegetarian.

MR. POPPER

And yet I still fell for you.

AMANDA

There were no meatless options at the dining hall. So what did you do? You showed the administration pictures of slaughtered cows and cooped up chickens until they changed the menu. You get handed a problem and you solve it.

(MORE)

AMANDA (CONT'D)

I always liked that about you. It made me feel safe.

MR. POPPER

Thanks.

AMANDA

And then it drove me crazy.

MR. POPPER

Really?

AMANDA

I guess...there's just some things that can't be easily solved, Thom. Sometimes safe is just...safe. You know, your father--

MR. POPPER

My father? My father lived with his head in the clouds. Never finished a thing he started. Always chasing the next "big idea". I set a goal and I accomplish it.

AMANDA

True, but where's the adventure in that?

MR. POPPER

Adventure's overrated.

AMANDA

Says the man with a six-pack of penguins in his living room.

He looks at her, a little smile.

AMANDA (CONT'D)

(re: penguins)

This was good for you.

She looks at him.

MR. POPPER

You were good for me. I should've known that.

They're closer now, looking into each other's eyes.

AMANDA

You're damn right.

Even closer, about to kiss, when Captain steps up and coos.

MR. POPPER
You gotta hit the head, buddy?

Popper leads Captain into the bathroom. Amanda takes her phone out of her purse and walks to the bathroom doorway. She laughs and snaps a picture.

INSERT PHOTO: Mr. Popper holding Captain up, both of them turning to notice the camera.

Pull back from the picture, now in a frame made by Billie - decorated with macaroni & glitter. It's stuck on the fridge, which is now plastered with photos, Billie's artwork and Janie's report card. This looks like a family's fridge. Some time has obviously gone by. As we move through...

INT. MR. POPPER'S CONDO BEDROOM - NIGHT

It's lam. The place is peaceful and dark, lit only by the bright snow that falls outside the window. Popper sleeps in bed when he's awakened by a RUSTLING sound.

INT. MR. POPPER'S CONDO - MOMENTS LATER

Popper pads downstairs to see Roundy tapping at his egg.

INT. MR. POPPER'S CONDO - GIRLS' ROOM - CONTINUOUS

The girls are asleep, Billie curled up in a ball of blankets.

INT. MR. POPPER'S CONDO

Janie groggily follows Popper, who carries Billie in his arms. Popper sits down, sets Billie next to him.

MR. POPPER
(whispers)
Billie. Billie, wake up. Look.

Billie rubs her eyes and squints at the egg. Her eyes and mouth fly wide open. She covers her mouth with her hand but a faint high-pitched squeal sneaks out.

The chick begins to emerge. Roundy helps it along. Janie's spellbound eyes are fixed on the egg. She reaches out and takes her father's hand; she doesn't realize she's doing it - but Popper does. The other penguins wake and watch. It's an amazing moment. Janie's never seen her father moved like this. She smiles. Popper tries to play down his emotion.

The chick emerges and begins to chirp. Roundy coos at the baby. Another crackling sound! Now Loudy's egg starts to wobble and another chick emerges.

Billie starts to bawl with joy. Janie cries too. Popper fights back his tears. He hugs his girls tight. The two chicks find their feet. ONE EGG REMAINS. Unhatched. DISSOLVE TO:

INT. MR. POPPER'S CONDO - LATER THAT DAY

Janie and Billie enter, chatting away, we can see their breath. Janie realizes, suddenly stops and her eyes go wide.

JANIE'S POV: Pan around the living room, now covered in glistening snow! All the windows are open. The penguins frolic on a small tundra.

MR. POPPER (O.S.)
Afternoon ladies!

Reveal Popper, wearing long underwear, a parka and a big silly fur hat. He's out on the fire escape, shoveling snow into the condo! He works like a happy, crazed madman. The girls can't believe their eyes.

MR. POPPER (CONT'D)
We can't bring the babies to the park yet so I figured we'd bring the park to the babies!

BILLIE
Yay!

Billie slides along the now-icy floor and does a pirouette. A penguin follows along. She giggles. Grabs its flippers. They dance together.

MR. POPPER
What stagefright? Look at you!

Billie grins. Janie smiles. Popper catches her.

JANIE
Not bad, Dad.

Janie joins in with her sister. Popper takes it all in. The girls. The penguins. The winter wonderland. It doesn't get better than this.

INT. TAVERN ON THE GREEN - KITCHEN - LATER

Popper strides through the kitchen with the ease of a regular. Hi-fives Hector the busboy.

HECTOR
Yo, Popper!

MR. POPPER
What's shakin', Hector?

HECTOR
We're playing Hold 'Em on our next break. You in?

MR. POPPER
Yup. But this time I'm not taking it easy on you guys.

Popper arrives at Arnold the chef's station. Dips a finger in some sauce and tastes it.

ARNOLD
Popper!

MR. POPPER
Shhh...

ARNOLD
Do you like it? It's new.

MR. POPPER
I love it, Arnie.

Popper pops out the doors...

INT. DINING ROOM - CONTINUOUS

KLAUS the janitor polishes the floor with an electric thing.

MR. POPPER
Lookin' good, Klaus! How's Helga?

KLAUS
Due any day.

MR. POPPER
Congrats! The world could use a little Klaus.
(then)
Just had a couple new additions myself.

Popper shows him a picture of the baby penguins on his phone. Klaus smiles - they are pretty damn cute.

Pippi approaches with a binder...

PIPPI

Mr. Popper!

MR. POPPER

Hey, Pippi! Meet Klaus.

PIPPI

Pleasure. Permission for a pow-wow?

MR. POPPER

Sure.

(to Klaus)

Mind if I take this thing for a spin?

KLAUS

Go crazy.

Klaus ambles off as Popper takes the reigns of the electric floor polisher, happily pushing it around with a skip in his step.

PIPPI

Mr. Popper, our portfolio people are getting impatient. They're pestering me to know when pray tell this posturing is going to--?

MR. POPPER

It's not posturing, Pip. Mrs. Van Gundy was right. There's good folks here. And this place is an institution. Rather than a total rip job, why not just take these great bare bones and turn it around?

He spins around with the polisher. She laughs a little. Pleasantly surprised.

PIPPI

Oh, and about the penguins. Mr. Jones from RescueLife called, pressing for their procurement.

MR. POPPER

Yeah, well Mr. Jones is gonna be waiting a long time. The penguins are staying.

PIPPI

Wow.

(gently)

My apologies, but have you processed what you'll do when Spring is upon us?

MR. POPPER

Oh, Pippi. Don't be such a pessimist. I'm sure I'll figure something out...

Mrs. Van Gundy strides in, sour faced. Sees Popper with the machine.

MRS. VAN GUNDY

That is not a toy.

Popper stops. Pippi leaves them.

MR. POPPER

Sorry.

MRS. VAN GUNDY

I have to speak with you about the numbers you're suggesting for the--

MR. POPPER

(checks watch)

Ooh, I really hate to do this to you, but the busboys have a card game and I kinda promised.

(as he goes)

But right after. Numbers. For sure.

Popper hustles off, when...

MRS. VAN GUNDY

Mr. Popper.

MR. POPPER

(stops)

Yes?

MRS. VAN GUNDY

It's yours.

MR. POPPER

What is?

She looks around the place, the tiniest hint of a smile on her face...

MRS. VAN GUNDY
It. You get it.

MR. POPPER
 Really? It it?

He hurries back and hugs her.

MR. POPPER (CONT'D)
 I won't let you down.

MRS. VAN GUNDY
 I suggest you release me before I
 change my mind.

He quickly does so and strides off.

As soon as they're gone Mrs. Van G puts the dogs down on the
 polisher.

MRS. VAN GUNDY (CONT'D)
 Who wants to go for a ride?

Now she spins the thing along, having fun for once.

INT. MR. POPPER'S CONDO - NIGHT

The ice habitat now fills the entire main floor of the condo.
 Billie and Popper build a snowman. Amanda watches, bemused.

Bitey gently taps at the remaining unhatched egg. Amanda
 sees, a bit concerned...

AMANDA
 Still waiting, huh?

MR. POPPER
 (playfully)
 Yeah. That little guy's taking his
 time. I think we'll call him Latey.
 (notices her concern)
 It's fine. I'm keeping an eye on
 it.

DING DONG! Billie runs to the door.

BILLIE
 I'll get it--!

Billie opens the door. IT'S Kent! His eyes go wide. He
 steps in, gaping, alarmed by the sight. He whips out his
 camera phone and starts taking pictures.

KENT

Oh, this is it, Popper! The board ain't just gonna give you a little fine for this!

MR. POPPER

Everyone loves them, Kent.

KENT

Well, not me. You're gone! Better start shoveling my new living roo--

WHAPPP!!! Kent gets hit in the face with a snowball. Reverse to show that Janie threw it. Kent runs out. Popper smiles at Janie. Janie returns a sad smile, knowing that things are going south.

EXT. MR. POPPER'S BUILDING - NIGHT

Popper hugs the girls before putting them in the mini-van. Amanda can see that he's down. She smiles at him. Billie turns as she climbs in.

BILLIE

Daddy? You promise to call me when it hatches?

MR. POPPER

I promise, sweetie. Any day now.

INT. MR. POPPER'S CONDO - NIGHT

Popper comes back inside, sits down on the snow in front of Bitey and his egg. The other birds gather around Popper.

MR. POPPER

Don't worry, Bitey. Just a late bloomer. Any day now. I promise.

Popper sits, looking at the egg. We fade into...

INT. MR. POPPER'S CONDO / AMANDA'S HOUSE - NIGHT

Popper continues his vigil, Amanda virtually waiting ON THE PHONE with him. She's starting to nod off a bit.

MR. POPPER (ON PHONE)

You're falling asleep.

AMANDA (ON PHONE)
 (bolts up)
 No, I'm not.

MR. POPPER (ON PHONE)
 I've got this.

She smiles...

AMANDA (ON PHONE)
 Look at you.

MR. POPPER (ON PHONE)
 I'm glad you're not looking at me.
 I haven't showered in--

AMANDA (ON PHONE)
 It's sweet, what you're doing.

MR. POPPER (ON PHONE)
 What? How can't I? For the kids.
 And the penguins.

AMANDA (ON PHONE)
 Uh huh. Goodnight, you two.

She clicks off. He curls up with the egg.

INT. MR. POPPER'S CONDO - DAY

Popper still sits before the egg. A three day growth of stubble on his face.

DING DONG! Popper goes to the door.

INT. MR. POPPER'S CONDO HALLWAY

Popper cracks the door open to find Stevens, two of the financial suits from the Flatiron Building, and Pippi. Popper tries to act casual.

MR. POPPER
 Oh, hey. What's shaking, guys?

STEVENS
 (stern)
 Popper. Where have you been for
 the last three days?

MR. POPPER

Right. Well, I'm sure Pippi told
you that I'm not feeling well.
(lame fake cough) so...

Stevens violently pushes the door open, revealing the winter
wonderland inside. They are all dumbfounded. Popper forces
a smile.

MR. POPPER (CONT'D)

Uhhh... Come on in.

INT. MR. POPPER'S CONDO - LATER

The men and Pippi sit on various snow-dusted chairs.

STEVENS

We've spent two years on this
project and now you're just going
to leave it as it is?!

MR. POPPER

I'm sorry, but think of those
people's jobs.

EXECUTIVE 1

You employ hundreds more people,
sir.

STEVENS

And need I remind you the Popper
Group is a public company? If word
leaks that you're no longer
leveraging properties, let alone
that you're a crazy penguin person,
countless investors will see their--

MR. POPPER

Go ahead. Say it.

STEVENS

...nest eggs...go bust.

(then)

This isn't you, Popper.

(re: penguins)

You simply need to give them to the
wildlife rescue, get yourself
cleaned up and get back to work as
usual.

Popper gives Pippi a look that says, "you told them!?" Pippi
returns a shrug that says, "What could I do!?"

MR. POPPER

There's still one egg that hasn't hatched yet.

STEVENS

You're living with penguins. You haven't been to work in weeks. And you're blowing the biggest deal in our history. As a public company, the board's going to be forced to remove you. Are you really going to throw everything you worked for away for a few oversized pigeons?

MR. POPPER

I'm sorry, I can't just abandon them to some stranger. Not at a time like this. Look! (re: egg - getting worked up) See!? He's still in there! He's almost ready to come out!

The men head for the door.

STEVENS

I'd say it's resume time.

MR. POPPER

(calling after them)

He's reeeeeealy close! If we were to do anything to disrupt the process now he might not ever...

The men are gone. Pippi looks back at Popper with concern. She exits and Popper goes back to the egg.

WAITING FOR THE UNHATCHED EGG MONTAGE

Popper's facial hair grows and he looks more haggard every shot. (Set to "It Don't Matter to the Sun (But it Matters to Me)" by Rosie Thomas.)

-- Popper paces in the morning light.

-- Popper sits on the floor at night, eating a TV dinner and checking on the egg every few seconds.

-- Bitye sadly watches the other proud parents. He looks down and taps at his egg. Popper starts to tear up, but holds it in.

-- Popper answers the door, looking like hell. Daryl stands there, looking sympathetic.

He hands Popper an eviction notice. Popper takes it without emotion and closes the door. Popper walks back in, crumples the notice, tosses it and sits down by Bitey and the egg.

-- It's nighttime again and Popper is still pacing. He stops and blows up at the egg.

MR. POPPER

Come on! Hatch, dammit! This isn't me, you know? I don't do this! Ever. So congrats! You've got me with my defenses down. And now you're gonna just kick me in the gut, aren't you?! I actually cared about you and this is what you do?!

He collapses onto the floor. He's falling apart.

MR. POPPER (CONT'D)

I'm sorry. Please. Just. Don't let me down. You're so close. Please.

Popper sleeps on the floor. He wakes up just as Bitey stands up and lets his egg roll away. It rolls off the snow and onto the hard concrete where it spins a turn and then stops. Bitey waddles off.

INT. VETERINARIAN'S OFFICE - DAY

Popper sits in the waiting room hunched over. Amanda sits next to him with her head on his shoulder. The VET enters. Popper looks up, a desperate thread of hope still left in his eyes.

VET

I'm sorry.

Popper sits quietly, his eyes well up, his lip quivers but he holds in. Amanda puts a hand on his shoulder. He stands, takes a deep breath, straightens his jacket and walks out.

FADE TO BLACK.

INT. MR. POPPER'S CONDO HALLWAY - DAY

The elevator opens. Janie and Billie burst out and rush toward the condo door.

INT. MR. POPPER'S CONDO

The girls run inside. They stop cold in disbelief. No snow, no penguins, no Popper, no clutter, no artwork on the walls. The condo is almost back to the way it started. All of Popper's old furniture and fancy things are back. A repair man looks up from his work. Amanda walks in behind the girls. She too is stunned by the change.

INT. THE POPPER GROUP. STEVENS' OFFICE - DAY

Stevens packs up his stuff, the Execs there with him.

EXECUTIVE 1

Let's hope the craziness means a ridiculous severance.

They hear Popper's voice outside in the office bullpen. They all go to the door where they see Popper at the other end of the bullpen looking like his old self. He strides through the office, barking orders. Pippi follows, writing the orders down.

MR. POPPER

Marshal! Get zoning on the phone, I wanna know how soon we can break ground. And remind them of our donation to the mayor's reelection fund. Jennings! Call the press and tell them about the signing ceremony. Papers. TV. If there's an old lady who blogs out of her basement I want her there.

Popper continues toward his office. Stevens and the Execs hurry after...

MR. POPPER (CONT'D)

Gentlemen. We're full steam ahead on the tower. This is the big one. Do try to keep your wits about you.

Popper's about to go into his office when the elevator dings open. Amanda, Billie and Janie step out and stare daggers at him.

EXT. MR. POPPER'S OFFICE - DAY

A large outdoor common area lined with benches is under a layer of snow. Billie and Janie sit on a bench choking back tears as Popper explains.

The sincere warmth he had recently found is now replaced by his old slick spin. Amanda paces nearby.

MR. POPPER

Girls, c'mon! Nat from the rescue assured me this is what's best for the penguins. In the zoo, they'll be in a more natural habitat. It's really the sensible thing--

JANIE

Who cares what's sensible?!

BILLIE

I bet if the other egg hatched you wouldn't be like this again.

Janie leads Billie off to the car. Popper plops down onto the bench. Before she goes, Amanda crosses to him, clearly disappointed.

MR. POPPER

Don't look at me like that. It's the right thing to do.

AMANDA

The right thing for the penguins or the right thing for you?

MR. POPPER

What choice did I have? I keep them, I lose my job and my home and probably my mind. I get rid of them and my kids hate me for a bit.

AMANDA

Problem solved. Deal closed. Move along.

MR. POPPER

That's right.

AMANDA

This is what you do. At the first sign of pain or love or feelings or any of the great and messy things in life you just shut down.

(then)

You were finally putting yourself out there for a while. I saw you with that egg.

MR. POPPER
 Exactly. And you saw what
 happened. It's been handled. Time
 to move on.

AMANDA
 (beat, then)
 Yeah. I guess it is.

Amanda shakes her head and walks to the car.

INT. TAVERN ON THE GREEN - DAY

A huge photo op for the signing of the papers. Popper smiles
 big beside Mrs. Van Gundy.

As bulbs flash, he looks around. Sees all the people who work
 here. The busboys. Arnold the chef. Klaus the janitor. Mitch.
 Selma. All of them trusting. He's maybe a bit torn...

But when they place the contract in front of him, POPPER
 SIGNS.

INT. POPPER'S CONDO - LATER

Popper is finishing cleaning the place. One bit of trash
 left. The big CRATE that Captain first arrived in. The
 doorbell rings.

He opens it to find Janie and Billie, neither happy to be
 there. Billie in her full dance outfit, Janie distraught.

MR. POPPER
 Girls? You understand now, huh?

JANIE
 (the old Janie) No, we're just
 stuck with you for the weekend.

MR. POPPER
 C'mon. We'll do something fun
 later.

BILLIE
 Told you he forgot.

JANIE
 Billie's dance recital's tonight.

MR. POPPER
 Of course! I knew that.

Janie holds back tears.

MR. POPPER (CONT'D)

Janie. Hey. Tell you what, why don't we go visit the penguins in the zoo--?

BILLIE

Cooper Keegan asked some other girl to the dance.

JANIE

Billie! Shut up!

Janie covers her face with her hands as tears stream down.

MR. POPPER

Oh, no. Janie, listen...

JANIE

To what, Dad?! Another demoralizing speech about how much life sucks?! Guess what? No need. I get it. You're right!

Popper puts the crate down. As he does, something falls out of it...

A LETTER

Addressed to... Tippytoe

Popper tears it open. And reads...

POPPER SR. (V.O.)

My Dearest Tommy. I'm so sorry that it's taken me all this time, and all these countries, to realize... you were the big one. My greatest adventure. It's not nearly enough but I thought I might try to return the favor...and send a little adventure your way. I can never get back the time we lost, but you can still have your time. With your little ones. Tell them their grandpa says hi. Bald Eagle, over and out.

A moment. And then Popper drops the letter to the floor. Turns and races up the stairs...

INT. BEDROOM - CONTINUOUS

MR. POPPER

Janie, I--

JANIE

I put my heart out there and he
smooshed it just like you said.

She hugs him and cries.

JANIE (CONT'D)

You were right and it hurts so bad.

MR. POPPER

I know it does, sweetheart, but I
wasn't right. I was wrong about
that. And about a lot of things.
Listen, you're such a wonderful,
smart, beautiful girl. You can't
keep that all to yourself. You have
to put your heart out there sometimes
and, yes, it might get broken but
that's just how it all works.

Billie stands at the foot of the steps...

BILLIE

What about you? The penguins broke
your heart and you sent them away.

MR. POPPER

You're right. I shouldn't have
done that. What do you say we go
apologize to them?

BILLIE

Yay!

EXT. CENTRAL PARK ZOO - MOMENTS LATER

Pippi leads Popper and the kids to the ticket kiosk...

MR. POPPER

Two children and three adults,
please.

JANIE

Three?

Amanda gets out of a cab. Walks toward them.

AMANDA
I got your message.

MR. POPPER
I'm so--

She stops him with a kiss.

BILLIE
Yay! But yuck. But yay!

EXT. CENTRAL PARK ZOO - PENGUIN EXHIBIT

The gang arrives at the penguins, breathless, smiling.

MR. POPPER
Okay, this isn't gonna be easy.
But if you guys could forgive--

Popper notices something odd. There's about thirty identical emperor penguins in the exhibit. He scans the area.

MR. POPPER (CONT'D)
Where are they?

JANIE
Where are who?

MR. POPPER
Where are my penguins?

PIPPI
In the pen...

MR. POPPER
No. I don't see Captain...or
Nimrod...or...

That's weird.

MR. POPPER (CONT'D)
Pippi, where exactly did you take
them?

PIPPI
I didn't, Mr. Popper, the people
picked up--

MR. POPPER
Okay, seriously, no more P words.
I know you can do this.

PIPPI
 Um... Well Mr...sir...two p-p-
 p..men from RescueLife *picked--put--*
 CAME and took them.

Off Popper's concerned face, SMASH TO:

EXT. STREET - DAY

Close on the RESCUELIFE van parked on the street in front of a ratty office building. Mr. Popper sprints by the van and into the building.

INT. EXOTIC ANIMAL DEALER'S OFFICE - DAY

Nat Jones sits calmly at his desk Popper bursts in, fire in his eyes.

NAT
 Oh, hey, Mr. Popper. What can I do
 you for?

Popper rushes Nat...

MR. POPPER
 Where are my penguins!?

NAT
Your penguins? I'm sorry, but I'm
 pretty sure your assistant signed
 those birds over to me. Legally.

Popper looks around, realizes...

MR. POPPER
 What are you, some kind of...animal
 dealer?

NAT
Exotic animal dealer. Don't make
 it sound cheap.

MR. POPPER
 Sign them back over to me!

NAT
 I'd love to do that, really, but
 your penguins are already sold. In
 fact, they oughta be sunning
 themselves with a sheik in Dubai
 right about now. The door's that
 way...

Nat grins a sleezy grin. Popper hangs his head, shuffles toward the door, defeated, when...

In the distance. A faint sound. Popper pauses. Again...the faintest little, "squahnk." Another "squahnk!" Popper scrambles to the window.

MR. POPPER
LOUDY!? LOUDY!!

Down below, Nat's Assistant is loading a cage full of penguins into the van. The penguins look up and see Popper in the window. They all trumpet for help!

SLAM! Popper turns to see that Nat is gone. He staggers to the door and finds it locked from the outside.

EXT. STREET

The van is parallel parked in a very tight space. Nat jumps in. Assistant backs up the van, crashing into the car behind, then into the car in front, trying to get out.

Amanda, Pippi, Janie and Billie come running down the sidewalk. Janie stops and looks up in time to see her dad perched in a third floor window, about to jump into the alley.

JANIE
DAD! What are you doing!?

Pippi and Billie stop and come back to see what's happening.

BILLIE
Daddy! No!

MR. POPPER
It's okay! The snow will cushion
my fall!

Popper jumps spreading out like a pro skydiver. *WHOOMP!!* Not exactly soft powder. Popper belly-flops hard on top of the packed snow heap. He remains face down, gagging.

MR. POPPER (CONT'D)
More ice than snow.

The Assistant breaks the van free. He cranks a hard U-turn through honking traffic. Popper points to the van.

MR. POPPER (CONT'D)
The penguins! I'm okay! GO!!

EXT. SIDEWALK - MOMENTS LATER

Our team rushes down the sidewalk, trying to catch the van. Traffic is thick, allowing them to catch up.

Amanda runs out in front of the van. The Assistant swerves, crashing into a construction dumpster.

The girls try all the doors; all locked. They pound on the windows and yell for Nat and the Assistant to give up the penguins.

Two NYPD BEAT COPS run to the scene.

COP #1

Ho! Hooo! Okay, folks, ease up!

COP #2

Quit the quarreling.

COP #1

Now, what's the problem?

BILLIE

He stole our Penguins!

COP #1

(not even phased)

Could you gentlemen please step out of the vehicle?

Nat and the Assistant climb out the passenger side door.

COP #2

Why don't you quickly quell her concerns and answer the query.

Pippi looks at the cop, curious.

NAT

These are my property. I have the paperwork right here.

Nat hands the cop a contract.

COP #1

This gentleman's got the proper documentation. (to Pippi) If these truly are your animals, you'll have to take it up in court.

Billy starts to cry.

NAT

There, there. They'll have a good home. The best that money can buy.

COP #2

(trying to calm Billie) Shhh.
Quiet.

Billie plops face down on the sidewalk and bawls. Everyone's attention is on her.

Nat turns to see the back door of the van is now hanging open. He crosses to the back of the van. The cage is empty!

NAT

They're gone! My penguins are gone!

Billie stands. No more tears. She was faking it.

BILLIE

RUN, DADDY, RUN!!

Nat spots Popper and the birds across the street. They're heading into CENTRAL PARK. Nat starts after them but Billie stomps on his foot! Nat goes down. The kids and Amanda chase after.

Nat struggles to his feet.

COP #1

Okay, what is going on here?

Nat elbows the cop. He and the Assistant hurry after the penguins and Poppers.

COP #1 (CONT'D)

Call it in...

As Cop #2 rushes to his radio, he sees the last remaining person...

PIPPI

(offers her hand) Pippi.

COP #2

Quint.

PIPPI

Pleased to meet you.

COP #2

(charmed) Quite.

PIPPI
I can explain...

EXT. CENTRAL PARK ICE RINK - CONTINUOUS

They hurry across the same rink from the date. The penguins easily slide along the ice, zipping between bemused skaters.

MR. POPPER
Let's get 'em to the Tavern!
They'll be safe there!

Nat and the Assistant chase after. They're a disaster, falling over and over again.

INT. TAVERN ON THE GREEN - SAME TIME

The little dogs YIP at the sight, through the window, of the penguins waddling across the park. Mrs. Van Gundy shooshes them.

EXT. CENTRAL PARK - HILL - SAME TIME

Covered with snow. Our team reach a steep drop off. Nat gaining once again.

The penguins all DIVE, tobogganing down the hill. Popper shrugs and...our team do the same, Popper holding onto Billie.

BILLIE
Woohoo!

It's pretty damn fun.

Nat and the Assistant get to the cliff and TUMBLE DOWN, out of control.

EXT. CENTRAL PARK - MEADOW - CONTINUOUS

Nat and the Assistant struggle to their feet to find... nothing. An expanse of white snow.

NAT
Where the heck are they?

They take a few steps around, searching, spread apart, when...

MR. POPPER (O.S.)

Now!

POOF!! Nat is nailed with a snowball to the face. Thrown by Janie, who had taken cover behind a snowdrift. Nat snarls, plods toward her when...

All our guys bombard them with snowballs, giving the penguins a chance to waddle off.

MR. POPPER (CONT'D)

C'mon!

Popper and company rush off, catching up to the penguins. Nat and the Assistant dust themselves off and follow.

EXT. CENTRAL PARK SOUTH - MOMENTS LATER

Popper and team reach a tunnel, the Tavern just beyond. Nat and the Assistant nearing.

MR. POPPER

Go! I hold 'em off.

JANIE

But--

MR. POPPER

Go. It's okay.

Amanda takes the girls. The penguins waddle after. Then see that Popper isn't coming along. They waddle back to him.

MR. POPPER (CONT'D)

No! Go with them!

But those penguins won't go.

MR. POPPER (CONT'D)

You guys're unbelievable.

Nat and the Assistant arrive, winded, but angry.

NAT

Give me the penguins, Popper.

MR. POPPER

They won't leave me.

NAT

Then I guess you're coming, too.

Nat produces his taser. Zaps it menacingly.

Popper retreats, stepping under the tunnel.

Nat lurches toward Popper and the penguins all snap at him aggressively.

NAT (CONT'D)
I'll zap 'em if I have to.

MR. POPPER
No! Don't. Okay, guys. Stop.
You have to go with him.

They seem to understand.

MR. POPPER (CONT'D)
Whatever happens, Roundy and Stinky, Bitey and Nimrod, you always be there for Snap and Crackle. That's the most important thing - don't ever forget that. Loudy, don't talk everyone's ear off and Bitey, you be nice and make friends. You're gonna get another egg this year, I promise. Captain, (chokes up) I owe you, buddy. If it wasn't for you I might never have... Thank you.

A tear runs down Popper's cheek. Not spinning this problem, but feeling it.

NAT
Are you done crying with birds?

Popper nods. Just as the penguins are about to walk to Nat...

FOOOOM!! The crook is covered in a heap of snow, dumped onto him from the bridge above the tunnel. Amanda and the kids stand with the Tavern staff and Mrs. Van Gundy.

Popper looks up, smiles at them.

JANIE
We saw you crying, Daddy!

POPPER
It was just very cold.
(then)
Okay, I was crying.
(to the Tavern crew)
Thanks, guys!
(then, sheepishly)
(MORE)

POPPER (CONT'D)

Not that I ever would've changed
it, but I'm leaving the Tavern just
how it is.

MRS. VAN GUNDY

You're damn right you are, crybaby.

Nat pops up from the snow for air when...CLINK! He's cuffed
by Cop #1, who's arrived on the scene.

COP #1

You don't wanna know what they do
in jail to guys who mess with
penguins.

Cop #2 grabs the Assistant, Pippi smiling nearby.

As the cops drag them off, Popper picks up Billie, still in
her ballerina outfit.

MR. POPPER

You alright there, kiddo? You
didn't tear your tutu, did you?

JANIE

(realizing) The recital!

MR. POPPER

(checks his watch) We can still
make it!

AMANDA

It's okay, Thom.

MR. POPPER

No, it's not. I promised my
daughter I'd be there to see her
dance.

Popper looks around, spots something.

SMASH CUT TO:

EXT. SCHOOL AUDITORIUM - MOMENTS LATER

A HANDSOME CAB pulls up, two horses pulling...a bunch of
penguins, and some people.

They run up to the door...

JANIE

It's locked!

MR. POPPER

Come on!

SIDE DOOR - MOMENTS LATER

Popper flings the side door open. They rush in, finding themselves...

BACKSTAGE

The show's about to start. Popper whispers to the teacher who watches from the wings...

MR. POPPER

Sorry we're late.

TEACHER

Go ahead, Billie.

Billie smiles and hurries onstage.

Amanda hustles into the audience and takes a seat. The curtain comes up. The PIANO PLAYER begins. All the little girls start their dance.

All but BILLIE, who freezes. Turns to her father...

...who watches in the wings with Janie and a bunch of penguins.

MR. POPPER

(sotto) It's okay. (he mimes some moves) You can do it.

But she's not moving. Janie grips her father's arm.

JANIE

She's not gonna do it, Dad.

A beat, then...

MR. POPPER

Yes, she is.

Back IN THE AUDIENCE, Amanda watches, worried.

AMANDA

Oh no.

Billie stands there like a deer in headlights, when...

POPPER shuffles onstage...along with THE PENGUINS.

He attempts some plies. The penguins do as well.

The audience laughs, goes crazy. Amanda applauds, a little nod to her not-so-ex-husband.

Billie sees what's going on and smiles. Calms down and...unfreezes, joining in. She's just fine.

Popper melts at the sight. Then...

MR. POPPER
(to the piano player) You know
YMCA?

The piano player most certainly does know it. As the girls, Mr. Popper, and his penguins begin their next number, we...

FADE TO BLACK.

INT. BILLIE'S BEDROOM - NIGHT

BILLIE sits in bed, reading a girlie comic book, when we hear...

MR. POPPER (O.S.)
Tippytoe to Princess Sparkleface.

Billie lights up. She hurries across the room to...

AN OPEN LAPTOP. In a video chat window...

POPPER,

bundled in extreme winter gear, snow swirling around him.

MR. POPPER (CONT'D)
Tippytoe to Princess Sparkleface.
Over.

BILLIE
Hi, Daddy! You don't have to say
over, it's a computer.

MR. POPPER
I know, but it's kinda fun.

AMANDA (O.S.)
Is that your daddy?

BILLIE
We've been compromised!

Amanda and Janie join them...they're all living together again.

AMANDA
(smiles)
Hi, Honey.

JANIE
Hey, Dad!

MR. POPPER
Oh, good, you're all there. There's
someone here who wants to say
hello...

Captain waddles into frame and HONKS.

BILLIE
Hi, Captain!

Popper picks him up, and he immediately poops on his boots.
Popper laughs. Bitey leans in and tries to bite the screen.

MR. POPPER
Lots of someones, actually...

ANTARCTICA - CONTINUOUS

New angle reveals Popper is with all our penguins. Snap and Crackle are almost full grown and there are some new additions to the family as well!

On Popper's laptop, the family all wave and say hi.

As we pull back we can see that Popper and his penguins are amongst THOUSANDS OF PENGUINS in a massive, bustling colony.

In a splendid icescape. Snow begins to fill the screen, like in a child's souvenir, and we...

FADE TO BLACK.