

OH, THE PLACES YOU'LL GO!

Screenplay

by

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THE SCREEN IS A BEAUTIFUL COLOR BLUE

And the color is vaguely in motion, lightly twirling to and fro, alive somehow. We're not sure what we're looking at. . .

until the CAMERA BEGINS TO PULL BACK . . . the BLUE begins to take shape. . . and reveals itself as the inside of an opened UMBRELLA. An umbrella which rests over the shoulder of --

THE CAT-IN-THE-HAT

The fabled, friendly, felicitous feline addresses us directly.

THE CAT-IN-THE-HAT

Welcome, dear children, the young
and the old. I shall tell you a
story, one happy and bold. Snuggle
in and get cozy. Are all your teeth
brushed? Let your mind and heart
wander; imagination's a must! Our
story will take us all over the
map, from a large, scary mountain,
to a soft, comfy lap. And always
remember, you've got me by your
side. Warm and safe you will be,
wand'ring far and a-wide. Oh, the
places you'll go!

And with that -- WHRRRZZZZ! -- The Cat's body revs up and starts to spin like a high-velocity pinwheel. Toppling end over end and receding into the distance, The Cat calls one final piece of advice --

THE CAT-IN-THE-HAT (CONT'D)

And be sure to hold on to your
hats!

The SCREEN EXPLODES into a STARBURST. The rich colors RAIN DOWN and give us the painted picture of . . .

EXT. KOOKOOBARA KORNER - DAY

. . .the lyrical and marshmallowy village of Dr. Seuss, where the sun is shining, the trees are blooming, the birds fly and sing and the FLOPPY-FOOTED FOLKS go merrily about their day.

The Cat's VOICE continues in NARRATION.

THE CAT'S VOICE
 Say hello to Kookoobara Korner's,
 the happiest place in the whole
 wide world.

On the winding ways of Main Street, the storefronts bear
 signs reading, "Flowers!" "And Food! "And Everything Good!"

MERCHANTS are in front of their stores, sweeping the
 sidewalk, dancing with their brooms and singing --

MERCHANTS
 Life is sublime, it's a dilly of a
 day! I'm selling kumquats -- and
 milkshakes au lait!

The OPENING SONG continues as we take a QUICK TOUR AROUND
 TOWN:

EXT. KOOKOOBARA KORNER'S TOWN SQUARE - DAY

Through the upper story window of Town Hall we see the jolly
 and judicious MAYOR MCMIBBER dancing a jig. His hefty midriff
 bobs with a life of its own, like the proverbial "Bouncing
 Ball."

At The Mayor's side, providing the chorus, is a QUARTET OF
 OLD POOPS. Wearing long, flowing robes and moustaches thick
 as hay, they are Kookoobara Korner's' Town Council.

MAYOR MCMIBBER
 (singing)
 This day is so fine,
 there's no senate inquiry --

OLD POOPS
 (like the Temptations)
 -- no governmental haggling to make
 the facts blurry!

EXT. A SCIENTIFIC LABORATORY - DAY

Through the window of the lab we see a universe cluttered
 with every scientific acoutrement known to modern animation.

If Einstein and Rube Goldberg were one -- and drawn by Dr.
 Seuss -- he'd be DR. HOOBER-BLOOB. Standing at his
 blackboard, Hooper-Bloob is scribbling away on a detailed
 mathematical equation.

DR. HOOBER-BLOOB

(singing)

By my calculations, given the
planet's gyrations, and the solar
mitigations of the Milky Way-
lations -- plus the molecular
limitations of the proposed space
stations -- life is indeed sublime!

The good doctor's calculations are so long and complex that his chalk leads him off the blackboard and across the faces of his FIVE BLOOBIAN ASSISTANTS.

EXT. VARIOUS SHOTS OF THE CHILDREN AROUND TOWN - DAY

On ALL-GO-WALKIN' AVENUE, a place of warm and inviting row houses, LAUGHING CHILDREN turn somersaults down the sidewalk.

LAUGHING CHILDREN

(singing)

We'll grow up to be strong, we'll
know right from wrong --

In a MEADOW, more HAPPY CHILDREN prance among the flowers.

HAPPY CHILDREN

(singing)

-- we'll eat oodles of noodles --

In a PLAYGROUND, several CAREFREE CHILDREN swing on swings.

CAREFREE CHILDREN

(singing)

-- and play chess and Mah Jong!

THE CAT'S VOICE

There was, however, one small
problem . . .

Suddenly, the CAMERA RISES HIGH on the children and ZOOMS through the sky.

THE CAT'S VOICE (CONT'D)

-- and that was in the person of
someone who wasn't so happy. Not at
all. Unh-unh. Not even close.

We are still FLYING -- high above what seems like a valley --
though too high and too fast to make out its terrain. But as
we arrive at the other side of the valley, we are shocked to
find --

EXT. A TOWERING AND FORBIDDING MOUNTAIN - DAY

And perched on its peak is the ghastly GLOOMSTER CASTLE, a lamentable structure, large and dark and in grave disrepair.

We MOVE through the closed curtain of the castle's upper story window and into --

INT. THE GLOOMSTER'S LAIR - DARKNESS

-- where cobwebs, like icing on a stale cake, cover the walls and grizzled furniture and where the only light is the strobe-like flickerings from the nubs of black candles.

THE CAT'S VOICE

So who was this unhappy "someone?"

A FRIGHTFUL FIGURE blows through FRAME, a DARK WIND in its wake.

The figure moves to the open window, where wafting into the room are the distant, happy SOUNDS of Kookoobara's LAUGHING CHILDREN.

THE CAT'S VOICE (CONT'D)

Yes, ladies and gentlemen, friends and relatives, this person with the heart so heavy and spirit so foul was known as . . . The Gloomster.

The CAMERA now SLAMS into a --

CLOSEUP OF THE GLOOMSTER'S UNFORTUNATE FACE

And she is without a doubt the most woeful creature you've ever laid your Seussian eyes on. Her nose is crooked as driftwood; her hair is matted and dirty, like the suckings from a vacuum cleaner bag; her teeth, all loose, clack against one another like rusted wind chimes.

THE CAT'S VOICE

And because The Gloomster felt so hopeless, she believed that everyone should feel the same way. Misery loves company, I suppose.

The SONG turns decidedly bleak as The Gloomster covers her ears with her hands and sings/shouts out the window.

GLOOMSTER

Shut up and be quiet! Nothing is
funny! Hasn't anyone told you that
life should be crummy!?!?

She slams shut the window -- but the LAUGHTER, though faint,
is still audible. The poor girl is at the end of her rope,
tromping about, knocking over everything in her path.

GLOOMSTER (CONT'D)

I hate sounds of glee! Laughs
smooth as silk! I prefer my hearts
curdled -- like stale, soured milk!
Kids should be WORRIED! Not
carefree and BOISTEROUS! The
world's in a PICKLE! It's nobody's
OYSTER-OUS!

THE CAT'S VOICE

And then -- then The Gloomster got
an idea. An idea that would change
all of our lives forever. . . .

The Gloomster turns to CAMERA, her ghoulish, drippy eyes
filling the SCREEN with evil.

GLOOMSTER

I'll capture the kids and cut off
their laughter! I'll plunge them to
gloom and cataclysmic disaster!
(spoken/bellowed)
I'll create my very own QUEENDOM OF
GLOOM!

As the OPENING SONG crashes to an end, we --

CUT TO:

EXT. THE PREVIOUSLY SEEN PLACES IN KOOKOOBARA KORNER - DAY

ON ALL-GO-WALKIN' AVENUE . . . the LAUGHING CHILDREN are
still somersaulting along. Suddenly, they stop and their eyes
go wide. Before they can utter a sound, a BLACK CAPE, like a
somber ocean swell, overtakes the FRAME and whisks the kids
right out from under their hats -- which drift to the ground
and are all that remain.

IN THE MEADOW . . . the HAPPY CHILDREN are prancing among the
flowers. BUTTERFLIES encircle their heads like halos. Then
the EYES of the butterflies go wide, no doubt seeing
something the children don't. Again, the CAPE fills the FRAME
and swipes the kids away. Their hats drift to the meadow
floor and are all that remain.

IN THE PLAYGROUND . . . the CAREFREE CHILDREN are swinging on swings.

Then a BONEY, CRAGGY HAND creeps into FRAME and ZIP-ZIP-ZIP!
 - - seizes the kids like dominoes. Their hats, like the previous others, simply drift to the ground.

THE CAT'S VOICE
 As you might imagine, once the townsfolk learned of their kids being gone, they weren't too pleased.

CUT TO:

EXT. KOOKOOBARA KORNER'S TOWN SQUARE - DAY

The TOWNSFOLK are in an uproar, running around and shrieking with worry, searching high and low for their lost children.

Mayor McMibber bursts out of Town Hall, the Quartet of Old Poops following right on his heels.

MAYOR MCMIBBER
 What's the mayhem, dear friends?

TOWNSFOLK
 Woe are we, Mayor! Our kids are gone! Perhaps even kidnapped!

MAYOR MCMIBBER
 (flabbergasted)
 Kidnapped?!

TOWNSFOLK
 Oh, help us -- please! We must find our children! We can't live without them!

MAYOR MCMIBBER
 Of course we'll find them!
 (to The Old Poops)
 A search! Conduct a citywide search!

As The Old Poops scurry off, we --

CUT TO:

EXT. GLOOMSTER MOUNTAIN - DAY

THE CAT'S VOICE

But it was too late.

The Gloomster, in her black cape, black sunglasses and moth-bitten black shawl, is behind the wheel of The Gloomstermobile: a large, rickety, pickup truck-like thing with plenty of rear-room cargo space. And in said cargo space, crammed in and cry-ing like lambs on their way to slaughter, are the kidnapped CHILDREN of Kookoobara Korner.

Downshifting and grinding her gears, The Gloomster clangs home with her haul.

THE CAT'S VOICE (CONT'D)

The Gloomster was going to turn the kids into her own private legion of Grumblin', Gruesome Gloomsterettes.

CUT TO:

EXT. GLOOMSTER CASTLE - DAY

Next to the castle has been erected a chugging conveyor belt.

And riding on the belt, being carried up and up, are the kidnapped kids. One by one, they are dropped into --

INT. THE GLOOMSTER'S GLOOMFORMATION MAZE - DARKNESS

-- where they careen through an elaborate maze of chutes and slides and alleys and doors. As if in a carnival house of horrors, the kids burst through a door to a room marked --

ANGRY ALLEY

-- where the otherwise pitch black environment FLASHES with the dive-bombing HOLOGRAPHIC IMAGES of The Gloomster. The images swirl fire and brimstone over the children's innocent little heads. Terrified and on the move, the kids BANG through another door to --

DESPERATION DRIVE

-- where, again, HOLOGRAPHIC IMAGES fly in the dark. But now the images are of the CHILDREN'S PARENTS, crying with despair over their lost children. The kids, too, are weeping and wail-ing as they BANG through the final door to --

WICKED WAYS

-- the worst place of all. A place so sinister and malignant as to be beyond this writer's descriptive ability. Just imagine your worst nightmare. Then triple it.

THE GLOOMSTER'S VOICE rings out overhead.

GLOOMSTER'S VOICE
(an evil reverie)
Kookoobara Korner is doomed! ALL
THE CHILDREN ARE MINE!!!

CUT TO:

EXT. KOOKOOBARA KORNER'S' LOCAL LIBRARY - ESTABLISH - DAY

It's a simple building which stands not far off the Town Square.

THE CAT'S VOICE
Well, not all the children.

CUT TO:

INT. THE LIBRARY - DAY

The CAMERA MOVES SLOWLY along the quiet bookshelves.

THE CAT'S VOICE
As fate would have it, The Gloomster failed to check the library while on her little capturing spree. So, lo and behold, there was one child left . . . the town's little orphan boy. The lonely little orphan who spent all of his time reading books.

The CAMERA now finds a LITTLE BOY camped out on the top shelf of the classics aisle. Dressed in a yellow jumpsuit, a yellow cap and shoes, and with his eyes feeding off the pages of Flaubert, he is the smallest, the cutest and the most timid creature on the face of the earth.

THE CAT'S VOICE (CONT'D)
He did, however, have one passing acquaintance: a rather admirable chap of monumental wisdom, unsurpassed good nature -- and a very large hat.

ANGLE ON A HAT

PANNING DOWN the height of it, we find that it's the familiar red and white striped top hat of --

THE CAT-IN-THE-HAT

A combination of Jack Nicholson, Ed Wynn and W.C. Fields, he is Kookoobara Korner's LAUREATE OF LIBRARY LITTER LESSENING (a.k.a. the janitor) . He pads down the aisle with a whistle on his lips, pushing his litter bucket and stabbing at the floor's debris with the tip of his blue umbrella.

He stops at the little orphan boy on the shelf, pulls out a feather duster, lifts the child's leg and begins dusting.

The eyes of OUR BOY remain in his book.

THE CAT-IN-THE-HAT

What'cha readin' today, young-blood?

OUR BOY

(in barely a peep)
Flaubert.

THE CAT-IN-THE-HAT

Do tell. I believe I studied him while at the Academy.

Using his umbrella like a spatula, The Cat pries the child from the shelf, dusts beneath him, then places him back in place.

THE CAT-IN-THE-HAT (CONT'D)

Listen, son, wouldn't you rather be outside, romping and tromping with the other kids?

OUR BOY

(sadly)
It's not much fun playing with others when you're an orphan.

THE CAT-IN-THE-HAT

Is that so?

OUR BOY

(with a sigh)
It makes me feel left out. 'Cause when playtime is over, all the other kids get called inside to have dinner with their parents.

The Cat holds an empathetic look on the dejected youth.

THE CAT-IN-THE-HAT

Well . . . I could call you to
dinner if you'd like? Of course,
you'd have to eat out of a dish on
the floor, but . . .

OUR BOY

(another a sigh)

That's all right. I guess I'm not
very hungry.

We now hear the SOUNDS of a hubbub outside. The Cat goes to
the window, lifts it open and peers out to --

THE TOWN SQUARE

-- where each of The Old Poops, returning from his search, is
balancing like a totem pole a mile-high stack of the snatched
children's hats.

OLD POOPS

Look! The kids' hats! Proof
THAT THEY'VE BEEN KIDNAPPED!

The Old Poops set the hats on the steps of Town Hall like
four enormous stacks of pancakes.

Panic stricken, the townsfolk swarm forth, shrieking: "It's
my Freddy's fedora!" "Pauley's pork pie!" "Sally's sombrero!"
"Yacov's yarmulkah!"

MAYOR MCMIBBER

(boiling under the collar)

But who in our fair and friendly
town would perform such a dast-
ardly deed?!

OLD POOPS

It can only be one person!

MAYOR MCMIBBER

(a beat; then stunned)

No!

OLD POOPS

Yes!

ALL TOGETHER

THE GLOOMSTER!

QUICK ANGLE ON THE CAT

Elbow resting on the window sill, a deft eyebrow raised, he watches the town's mayhem with growing intrigue. Then he turns to the little orphan boy on the shelf.

THE CAT-IN-THE-HAT

Come here, young stuff. Take a gander at this.

BACK IN THE TOWN SQUARE

-- where the furor is building.

MAYOR MCMIBBER

We knew she was a lean, mean glooming machine, but now she's gone too far!

And now from the crowd of fearful, tearful townsfolk steps Dr. Hooper-Bloob, the town's most respected and enlightened soul, and the scientist seen earlier through the window of his laboratory. His five Bloobian Assistants are at his side, toting the good doctor's blackboard and boxes of chalk.

DR. HOOBER-BLOOB

I believe, dear Mayor, that there is only one way out of this terrible mess.

MAYOR MCMIBBER

(grateful)

Yes, Dr. Hooper-Bloob, we're listening -- please tell us!

With lightning speed, Dr. Hooper-Bloob begins to scribble an unbelievably complex and virtually indecipherable mathematical equation onto his blackboard. The blizzard of numbers and figures and symbols end up in the conclusion of: a drawn LAUGHING MOUTH. It's a combination of the traditional "Happy Face" and the Rolling Stones' record label logo.

DR. HOOBER-BLOOB

Laughter is the answer! If The Gloomster's spirits could be lifted -- if she were made to laugh -- then her ENTIRE MOUNTAIN, geologically speaking, will lift from the ground and the children will be saved!

MAYOR MCMIBBER

So how can we make her laugh???

DR. HOOBER-BLOOB

(sadly)

That's the catch. We can't. The oldest and boldest Tale of the Valley states that the only one who can make The Gloomster laugh is a child. If there were just ONE CHILD left, our problems would be solved!

BACK ON THE WINDOW IN THE LIBRARY

Our Boy is now standing next to The Cat, his peanut of a nose barely peeking up over the window sill.

THE CAT-IN-THE-HAT

Hear that? One child to make The Gloomster yuk it up. Does the phrase "You're Drafted" ring a bell?

OUR BOY

(trembling in terror)

But I've . . . I've never made anyone yuk it up in my life.

THE CAT-IN-THE-HAT

A mere technicality.

OUR BOY

But look at me! I'm too short and too scared to --!

THE CAT-IN-THE-HAT

My dear boy, the children NEED you!

The Cat lifts Our Boy to a seat on the window sill. The MUSIC INTROS and The Cat breaks into song.

THE CAT-IN-THE-HAT (CONT'D)

Kook' Korner's has troubles!
The town has been smudgened!
The tykes have been taken --
THEIR FOLKS ARE FUH-BLUNDGEN!
in the voices of the distraught
parents
"Where is my Horace?!"
"Gone is my Annie!!!"
"Millicent! Oh, Millicent!"
"Donde esta Danny???"

THE CAT-IN-THE-HAT (CONT'D)

(back to his normal voice)

A town without kids

(MORE)

THE CAT-IN-THE-HAT (CONT'D)

is like a foot with no toes,
 or having no hanky
 for a wet, drippy nose!
 The flowers will shrivel,
 The birds will stop singing,
 the sun will fold up,
 forever gone wint'ring!
 We'll have no more surprises!
 No kisses heartfelt!
 No one to buckle
 into the cars' seat belts!
 Stock markets will crash!
 We'll have countless world wars!
 Inflation will come
 to our trading part-nors!
 So YOU are the one!
 You must answer the call!
 You're feeling so short --
 but inside you're tall!
 You've read up on Hawthorne
 and Balzac and Dickens.
 You've learned about oceans
 and how to feed chickens.
 So take that grand knowledge
 from all those gold bindings;
 heed the sage wisdom
 of William Shakespindings --
 and search yourself through,
 till your soul is revealed!
 And you will move The Mountain --
 with COURAGE concealed!

As the MUSIC rings to an end, The Cat grabs our panicked
 little boy by the hand and we --

CUT TO:

EXT. KOOKOOBARA KORNER'S TOWN SQUARE - DAY

While The Mayor, The Old Poops and Dr. Hooper-Bloob are
 pacing to and fro, trying to hash out their dilemma, we hear
 --

THE CAT-IN-THE-HAT'S VOICE

Hold the phone!

The eyes of the townsfolk turn to the rear of the square,
 where -- the cat-in-the-hat -- elbows his way through the
 crowd, carrying our terrified little boy high atop his opened
 umbrella. The picture is oddly reminiscent of the Statue of
 Liberty carrying her torch.

THE CAT-IN-THE-HAT
 A great day is upon us!
 There's an orphan boy spared!
 He was stashed safe and sound,
 reading Flaubert!

The Cat arrives to the steps of Town Hall and places Our Boy centerstage for all to see.

Our Boy just shivers like a parakeet.

THE CAT-IN-THE-HAT (CONT'D)
 (in proud proclamation)
 Ladies and gentleman! Republicans
 and Demo-Cats! It is my distin-
 guished privilege to introduce to
 you . . .
 Kookoobara's SAVIOUR!

The townsfolk explode with glee. The Old Poops and Dr. Hooper-Bloob drop their tongues in astonishment.

But The Mayor, harboring doubts, bangs his gavel on the podium.

MAYOR MCMIBBER
 Hold on now! I'd like to find
 a saviour as much as the next
 guy, but this poor boy couldn't
 possibly defeat The Gloomster! He's
 too young and too small!
 It is our duty to protect him!

And with that, a team of CONSTRUCTION WORKERS converges on the young lad. ONE dresses him in a suit of armor. ANOTHER places a bell-shaped jar over the youth, making him seem like a phea-sant under glass. OTHERS build a wood coop around the jar. And OTHERS brick-in the wood framing.

Finally, all that remains visible of Our Boy are his frightened, pinwheel eyes, seen through a peephole in the bricks.

THE CAT-IN-THE-HAT
 Inspired idea, Mayor --

MAYOR MCMIBBER
 Thank you.

THE CAT-IN-THE-HAT
 -- but it won't cut the cake. You
 heard Dr. Hooper-Bloob: all this
 child has to do is go to The Gloom-

THE CAT-IN-THE-HAT (CONT'D)
 ster, rip a good chuckle, free all
 the kids and be back before lunch!
 AND WHAT'S MORE --
 (bowing politely)
 -- I am at your service. Given my
 past affiliation with the grim and
 unfortunate maiden, I'm the logical
 yet scatalogical and thoroughly
 cat-a-logical choice to be his
 escort!

MAYOR MCMIBBER
 What do you mean your past affili-
 ation? You know The Gloomster???

THE CAT-IN-THE-HAT
 Few are aware of this little known
 fact, but I was once
 The Gloomster's fat cat!

With a flourish and a wily grin, The Cat removes his hat.
 Tattooed to the underside of the rim is: GLOOMSTER'S LOCAL
 DEPARTMENT OF CATS.

The townsfolk gasp. The Mayor and Old Poops are stunned.

But Dr. Hooper-Bloob watches closely and astutely.

THE CAT-IN-THE-HAT (CONT'D)
 This was a while ago, of course.
 Then my contract ran out, negoti-
 ations broke down and she gave me
 the boot. Pretty big boot she
 wears, too.
 (on bended knee)
 Please, Mayor -- Mayor darling --
 grant me permission to take this
 young lad to The Gloomster.

The townsfolk chant, "Grant permission for the mission!"

The Mayor looks to his constituents. Heavily outnumbered, he
 turns back to The Cat -- who smiles and bobs his eyebrows.

MAYOR MCMIBBER
 But how would you get to The
 Mountain? You can't walk across the
 valley -- it's too dangerous!

The sagacious Dr. Hooper-Bloob now steps into the fray.

DR. HOOBER-BLOOB
I suggest they fly.

Dr. Hooper-Bloob motions to his left, where --

a BRIGHTLY COLORED HOT AIR BALLOON

-- is preparing for flight. And stationed at the balloon are Hooper-Bloob's five Bloobian Assistants. Working a mammoth contraption of wires and tubes, levers and pumps, they pump clouds of WHITE STEAM into the balloon cavity.

THE CAT-IN-THE-HAT
Excellent idea! They don't call me
The Short Cut Cat-In-The-Hat for
nothing.

Like Bernstein with a baton, The Cat swoops his umbrella toward Our Boy's compound and pushes its tip against the wall. The compound crumbles like a house of cards.

THE CAT-IN-THE-HAT (CONT'D)
Strike up the band! We've got a
saviour in the making!
And there stands Our Boy: tiny and
vulnerable, eyes wide and knees
shaking.

CUT TO:

EXT. KOOKOOBARA KORNER - DAY

A colossal send-off parade is in progress. A BRASS BAND, with instruments such as the Glimbereen, the Hinkle-Hoffer Horn, the Floober, Snoober, Balloogah and Katroobah, plays a John Philip Seussian march.

"Good Luck" banners fly overhead while The Cat leads the parade, umbrella twirling.

Our Boy, the thoroughly reluctant hero, is being carried like a Super Bowl coach on the shoulders of the townsfolk.

Dr. Hooper-Bloob and his Bloobian Assistants are towing the hot air balloon, leading it by its ropes. They bring it to --

THE EDGE OF TOWN

-- where a Seussian sign is staked into the Seussian ground.

It reads "THE VALLEY OF KOOKOOBARA KOUNTY." Stretching into the distance, as far as the eye can see, are shimmering suggestions of varied and interesting lands.

And far on the other side of the valley, perched high on the hill, is a BLACK PIMPLE -- the faraway Gloomster Castle.

Our Boy is lowered from the shoulders of the townsfolk. He stands transfixed -- and terrified -- staring at the balloon.

The Old Poops, attired now as old-time train conductors, are singing their avuncular hearts out.

OLD POOPS

Congratulations!
 Today is your day.
 You're off to Great Places!
 You're off and away!
 All aboard for Cin-cin-ople
 and for North Swaboda!
 All aboard for Tallyho Town,
 Smart Cat Springs and Nesselroda!
 We are boarding now for Numglotz
 Fol-de-Roll and Foober Flow.
 Oh, the places!
 Oh, the places!
 Oh, the places you can go!

The Cat walks Our Boy into the balloon basket.

OLD POOPS (CONT'D)

(pointing toward The
 Valley)
 Out there things can happen
 And frequently do
 to people as brainy
 and footsy as you.
 And when things start to happen,
 don't worry. Don't stew.
 Just go right along.
 You'll start happening, too.

OUR BOY

(white with fear)
 I really wish you all would find
 someone bigger for the job.
 Dr. Hooper-Bloob moves to Our Boy.
 He takes the youngster's hand and
 gazes upon him with gentle, learned
 eyes.

DR. HOOBER-BLOOB

Saviours, dear child, come in all
 shapes and sizes.

(MORE)

DR. HOOBER-BLOOB (CONT'D)
And your powers to succeed are
right in here.
(touches Our Boy's heart)

OUR BOY
Well, I don't feel very powerful.

DR. HOOBER-BLOOB
(with a knowing smile)
Ahh, but you will. There is much
you are about to learn. And be-
cause you are an orphan and have no
parents to teach you life's
valuable lessons, you, dear boy --
in order to be successful on your
mission -- must learn these les-
sons for yourself.

OUR BOY
(with a gulp)
What lessons?

DR. HOOBER-BLOOB
Strength. Insight. Compassion.
And to help you acquire these
qualities, you must locate three
objects. For strength, you must
find a HAIR FROM AN ELEPHANT'S EAR.
For insight, you must find the CANE
OF A WANDERING MINSTREL. And for
compassion -- the most valuable
quality of all -- you must find a
LOST LOCKET OF LOVE.

OUR BOY
(in a whirlwind)
But how are those things supposed
to give me power?

DR. HOOBER-BLOOB
Herein lies the key, dear friend.
Your power will be less in the
owning of these treasured pieces --
as in your efforts to obtain them.

OUR BOY
And what if I don't obtain them?

DR. HOOBER-BLOOB
Disaster will befall us all. Koo-
koobara's future -- our beloved
children -- will be forever gob-
bled in gloom. . . .
(MORE)

DR. HOOBER-BLOOB (CONT'D)

Now be dog-ged on your search,
locate these stated objects, then
go to The Gloomster and make her
laugh!

(a beat)

We all believe in you . . . young
man.

Again, Dr. Hooper-Bloob puts a warm hand on Our Boy's heart.

Then he steps back and his five Bloobian Assistants tug on
the balloon's ropes, which break away and cause the balloon
to lift into the sky.

While the townsfolk, cheering farewell, wave to The Cat and
Our Boy, The Old Poops continue to sing.

OLD POOPS

You'll be on your way up!
You'll be seeing great sights!
You'll join the high fliers
who soar to high heights.

ANGLE IN THE SKY - ON THE BALLOON

Our Boy is cowering like a mouse on the floor of the balloon
basket.

The Cat, though, is having a ball at the controls of the
apparatus. He decides to do a little stunt flying.

THE CAT-IN-THE-HAT

Watch this, sonny.
I'm an expert cat pilot.

A WHOLLY NON-FRANTIC,

transatlantic laugh riot.

The balloon loop-de-loops and dip-de-dips and is soon joined
by MANY OTHER COLORFUL BALLOONS. The balloons paint the sky
in a spectacular Balloon Ballet.

Laughing all the way, The Cat zooms off ahead of the others.

OLD POOPS

(still singing)

You won't lag behind,
because you'll have the speed.
You'll pass the whole gang
and you'll soon take the lead.
Wherever you fly,
you'll be the best of the best.
Wherever you go,

(MORE)

OLD POOPS (CONT'D)
 you will top all the rest.
 OH, THE PLACES YOU'LL GO!

ANGLE ON MAYOR McMIBBER AND DR. HOOBER-BLOOB

With a hopeful tear in his eye, the Mayor blows his nose in a kerchief and waves to the disappearing balloon.

Dr. Hooper-Bloob simply gazes toward the sky with a trusting nod of the head.

CUT TO:

ANOTHER ANGLE ON THE BALLOON

But now we are viewing it through a TELESCOPE.

INT. THE GLOOMSTER'S LAIR - DARKNESS

The Gloomster is hunched over her telescope, which is pointed through the drawn curtains.

GLOOMSTER
 DRATS! RATS! FLYING BATS!
 I MISSED ONE!

She stomps the floor in the darkest of rages -- splintering the floorboards to smithereens beneath her feet. Then she bolts from her telescope and crashes about, knocking over (again) everything she knocked over earlier.

GLOOMSTER (CONT'D)
 I will never --
 (crash!)
 -- let one little boy --
 (crash!)
 -- ruin my QUEENDOM OF GLOOM!
 (crash-crash-crash!)
 No way, Jose! Are you listening to
 me, Jose?

The Gloomster moves to a cage, where resides JOSE, her trusty henchbird -- a crudely feathered, beakless little thing.

The Gloomster opens a BOX. Inside, lined up like drill bits, is a collection of razor sharp BIRD BEAKS. She takes one, splits a hair over it and attaches it to Jose's face. The beak glistens like a cruel shard of glass.

GLOOMSTER (CONT'D)
Fly and destroy!

CUT TO:

EXT. THE SKY - DAY

The Cat is completely relaxed, his hands clasped behind his head, his toes steering the balloon.

THE CAT-IN-THE-HAT
Fabulous day for a flight. I
should've brought some peanuts.

But Our Boy doesn't respond. His tiny body can only quake in fear as he peeks just over the rim of the balloon basket, down to the ground.

THE CAT-IN-THE-HAT (CONT'D)
What's the matter, young stuff?
Afraid of heights?

OUR BOY
Afraid of . . . everything.

THE CAT-IN-THE-HAT
Well, ain't that just a sign of the times? Everyone's afraid of something these days. I know an agoraphobic, a want-more-aphobic and one guy who's even a clean-floor-aphobic.

OUR BOY
You sure this balloon can make it all the way to The Mountain?

THE CAT-IN-THE-HAT
Don't worry, dear chap.
We'll sail right along.
For when I lead the way,
nothing goes wrong.

But just then --

JOSE THE HENCHBIRD

-- comes zooming through the sky. Beak poised for destruction, he makes a direct hit on --

THE BALLOON

BANG! The hot air comes rushing out.

BACK ON THE CAT AND OUR BOY

They slam a look on one another. Then The Cat turns to CAMERA.

THE CAT-IN-THE-HAT

Uh-oh.

Woosh! The balloon drops out of FRAME.

EXT. A CLUSTER OF TREES - DAY

The Cat and Our Boy land -- BASH! -- into two trees. Our Boy hangs from a branch like a sack of potatoes on a nail. The Cat is in an adjacent tree, upside down in the branches.

THE CAT-IN-THE-HAT

Looks like our short cut was a tad shorter than anticipated.

OUR BOY

(panicked)

Where are we?!

The Cat straightens himself on the tree branch and attempts to wax philosophical about the whole thing.

THE CAT-IN-THE-HAT

I'm sorry to say so
but, sadly, it's true
that Bang-ups and hang-ups
can happen to you.

THE CAT-IN-THE-HAT (CONT'D)

It does seem to me
we've been left in a Lurch.
Strung up and clung up
in an old prickly perch.

Now both tree branches snap! Our Boy and The Cat fall to --

EXT. THE SLUMP - DARK AS NIGHT

The ground is lumpy and slumpy, ooey and gooey, and drawn in the DEEPEST SHADES of purple and blue. This is not a nice place.

THE CAT-IN-THE-HAT
 And once down from the Lurch,
 with an unpleasant bump, the
 chances are then, that you'll be
 in a Slump.

OUR BOY
 Where's our balloon???

The Cat scans the area, then points off.

THE CAT-IN-THE-HAT
 Ahoy, matey.

ANGLE ON THE BALLOON

It, too, is caught in The Slump -- dead as a doornail. With a
 glug-glug-glug, it sinks into the quicksandish muck.

BACK ON THE CAT AND OUR BOY

THE CAT-IN-THE-HAT (CONT'D)
 I guess this means we'll have to
 walk to The Mountain.

OUR BOY
 But the Mayor said the valley was
 too dangerous!

THE CAT-IN-THE-HAT
 True. But we've no other choice.
 Besides, all of life is dangerous
 in one form or another. Learn to
 trust, m'boy -- in yourself and in
 others -- and everything will be
 okay. . . . The question now is:
 how does one, in fact, get out of a
 Slump?

(pauses, thinks)
 Do we wait for a burst of inspir-
 ation? Do we take a nap and hope it
 all clears up?

OUR BOY
 (sheepish)
 We could do what Steinbeck did when
 he was struggling with "The Grapes
 of Wrath."

THE CAT-IN-THE-HAT
 And what was that?

OUR BOY
 (shrugging)
 He just kept working.

THE CAT-IN-THE-HAT
 Legendary idea! We'll work our way
 out of The Slump. Nothing of value
 is accomplished without a concerted
 effort anyway.
 (pointing)
 Look! Grab hold of that vine!

The Cat and Our Boy wade through the muck toward some vines hanging from a tree. They fall and splash their way as they go.

Our Boy finally gets close to one of the vines and strains the length of his arm to reach it. But he can't.

OUR BOY
 It's no use! I'm too small!

THE CAT-IN-THE-HAT
 Perish the thought. You just need a
 leg up. Climb up to my hat.

Our Boy piggy-backs onto The Cat, scurries up to his shoulders. The moment he steps to the hat, however, it pushes down over The Cat's face, blinding him. The Cat wriggles and squiggles and yells --

THE CAT-IN-THE-HAT (CONT'D)
 Who turned out the lights?!?

With The Cat groping in the dark, Our Boy losses his balance atop the hat and SPLASHES back into the muck.

The Cat pries his hat from over his face.

OUR BOY
 It was only me!

THE CAT-IN-THE-HAT
 (embarrassed)
 Sorry. I guess I'm afraid of
 some things, too: like the dark.
 Nobody's purrrrrrr-fect.

Our Boy groans and drops his head into his hand.

OUR BOY
 So now what?

THE CAT-IN-THE-HAT
 Now what, indeed . . .
 (rubs his chin in thought)
 Aha!

He turns his umbrella upside down, leaps into the air and catches hold of --

THE HANGING VINE

-- in the crook of his umbrella handle.

CUT TO:

INT. THE GLOOMSTER'S DUNGEON - DARKNESS

The Gloomster enters, slamming the heavy, steel door behind her.

Awaiting her arrival are her two aides, NERDLY and FERDLY, two pathetically ugly and stupid brutes who stand at attention.

Before either can even think to speak --

GLOOMSTER
 Shut up, you Pea-Brained Peons of
 Pillage and Plunder!

The Gloomster heads down the long, dark corridor, which is lined with endless jail cells -- echoing from which are the SOUNDS OF CRYING CHILDREN. Nerdly and Ferdly follow right on her heels.

GLOOMSTER (CONT'D)
 Make sure these kids have NO sun-
 light, NO fresh air, NO companion-
 ship -- and only BAAAAAAAAD food!

NERDLY AND FERDLY
 Yes, ma'am.

GLOOMSTER
 Shut up! And find me a boy -- a bad
 boy. There must be one around here
 somewhere. They can't all be little
 --
 (spitting the word)
 -- angels.

The Gloomster looks through the barred window of one of the cells, where --

-- a CHILD is seated in the darkness, crying his eyes out.

The floor of the cell is two inches deep with tears.

GLOOMSTER (CONT'D)

What a shame to let those tears go
to waste. Sop them up, Ferdly --
I'm thirsty!

While Ferdly scrambles for a sponge, The Gloomster continues down the corridor of crying kids and comes to -- ONE CELL -- where the boy inside is not crying. Instead, he looks almost glad to be there. His name is SNEAKY -- and he is mischievous and cunning, gleefully wallowing in negative thoughts.

GLOOMSTER (CONT'D)

Well, what have we here? You look
nasty and mean and sneaky.

SNEAKY

(like a snapping turtle)
You got it, Lollipop.

GLOOMSTER

And a wise-enheimer, too. . . .
(testing him)
What happens when you get a piece
of cake for dessert?

SNEAKY

I want two!

GLOOMSTER

And when you think of the cruelest
thing in the world?

SNEAKY

I think of you!

GLOOMSTER

You're hired!

CUT TO:

OUR BOY

-- swinging on a vine. He flies through the trees like Tarzan. The Cat is right behind him on another vine. They let go of the vines and land --

EXT. THE VALLEY OF KOOKOOBARA KOUNTY - DAY

-- BOOM! to the ground. They rise to find spread in front of them a VAST PANORAMA of countless roads and travelways, the infinite directions to go in life.

Our Boy, spooked to his boots, turns 180 degrees and starts to run away.

OUR BOY

See ya!

THE CAT-IN-THE-HAT

(pulls him back)

Hold on, chum. Where do you think you're going?

OUR BOY

Back to the library!

THE CAT-IN-THE-HAT

Please -- it's pronounced library. And you can't give up now! Kookoobara Korner is depending on you. What kind of a saviour are you, anyway?

OUR BOY

A really scared one!

THE CAT-IN-THE-HAT

Well, I'll give you a rare piece of wisdom, m'boy. Listen closely; pass it onto your grandchildren. In the words of the great philo-sopher, Anonymous Rhinonymous: "Whenever there's a good reason to quit, there's always a better reason to proceed."

The Cat pauses dramatically, feeling rather like Hamlet. He wipes a tear from his eye. But Our Boy is just staring at him, blinking.

OUR BOY

Anonymous who?

THE CAT-IN-THE-HAT

Rhinonymous. One of our dearly departed mammals. Now, please -- I want you to think positive. Look life straight in the eye and say, "Move over, bub!"

Our Boy musters what iota of courage he may possess and --

OUR BOY
Move over, dub.

THE CAT-IN-THE-HAT
It's bub, not dub -- bub.

OUR BOY
Bub.

THE CAT-IN-THE-HAT
Superior.
Now you have brains in your head.
You have feet in your shoes. You
can steer yourself any direction
you choose!

The Cat pulls takes Our Boy by the hand and moves along the
nearest path.

THE CAT-IN-THE-HAT (CONT'D)
Look up and down streets. Look 'em
over with care.
About some you will say --

The Cat peeks around a corner and sees a GREEN DINOSAURASEUSS
poking its head and long green neck out of a manhole cover.

THE CAT-IN-THE-HAT (CONT'D)
"I don't choose to go there."
You may not find any
you'll want to go down.
In that case, of course,
you'll head straight out of town.

Not they turn a corner and find --

a WIDE OPEN SPACE

It's flat and airy, Dr. Seuss' probable version of Kansas.

THE CAT-IN-THE-HAT (CONT'D)
Besides, it's opener there.
In the wide open air.

As they head into the Opener Space, we --

CUT TO:

ANGLE THROUGH THE GLOOMSTER'S TELESCOPE

-- zeroed in on Our Boy and The Cat.

ANOTHER ANGLE - INT. THE GLOOMSTER'S LAIR - DARKNESS

Sneaky, The Gloomster's new recruit, is peering through the telescope.

The Gloomster, meantime, is filling a glass of liquid from a nearby Sparklettes-like dispenser marked "TEARS OF THE YOUNG."

She takes a long gulp --

GLOOMSTER

Ahhhhhhhh . . .

-- and moves to Sneaky. As she goes, we see that her lair is a disaster area, torn apart from her two previous temper tantrums.

GLOOMSTER (CONT'D)

Okay, my little henchkid, listen up. Jose has done his part by bursting their balloon -- so now it's your turn.

SNEAKY

I can be as terrible as you say!
I can put nails in their shoes --
snakes in their beds --

GLOOMSTER

No! Nails and snakes are too valuable to waste on those two Roving Rogues! Lure them with trust. That'll get 'em. The Cat's big on trust -- he thinks it means something. Get hold of The Cat, gain his trust, then keep him AWAY FROM THE BOY! That silly little child will never make it through the valley alone! There are unspeakable dangers out there!

The Gloomster straps a crumbling timepiece to Sneaky's wrist.

The time reads 11:00.

GLOOMSTER (CONT'D)

Keep them apart for one hour --
till TWELVE NOON! By then I will
have covered all of Kookoobara
Korners in gloom! Now go!

CUT TO:

EXT. GLOOMSTER CASTLE - DAY

Sneaky tears out of the castle front door and races down the face of the mountain.

CUT TO:

EXT. THE OPENER SPACE - DAY

Our Boy, still battling his fears, works to put one foot ahead of the last.

The Cat, on the other hand, is clearly in his element. He has a bounce in his step and his umbrella twirling on his arm.

THE CAT-IN-THE-HAT

Ah, yes . . . it feels good to be on the road again. Cat Kerouac they used to call me.

OUR BOY

(trying to concentrate)
A hair from an elephant's ear,
the cane of a wandering minstrel, a
lost locket of love. . . . I'll
never find all those things.

THE CAT-IN-THE-HAT

Nonsense. We're going shopping!
(points with his umbrella)
Hang a rickey.

They take a right turn around a corner and find themselves --

IN THE HEART OF A CITY

BUILDINGS, CARS, SHOPPING MALLS and millions of ADULT LEGS whizzing by. It's like a summertime Seussian Rome.

THE CAT-IN-THE-HAT (CONT'D)

Yes, indiddy! The throb of the
ciddy! Theatres, museums, juice
bars!

OUR BOY

(cowering behind The Cat)
Let's go back to The Slump!

THE CAT-IN-THE-HAT

(pulls Our Boy from behind
him)
Buck up, son. Think brave. If you
think brave, you'll be brave.

OUR BOY

Really?

THE CAT-IN-THE-HAT

(the W.C. Fields in him)

Wouldn't say it if it weren't true.

. . .

(looking about)

Now let's see, there ought to be
a thrift shop around here to sat-
isfy your little shopping list. .

.Ah, there's one!

ANOTHER ANGLE IN THE THROBBING CITY

Sneaky, so fleet of foot, arrives in the center of town. He takes cover behind a corner and peers out at -- Our Boy and The Cat -- as they head toward the THRIFT SHOP. The Cat (a New Yorker at heart) elbows his way through the CITY DWELLERS.

THE CAT-IN-THE-HAT

Pardon me -- sorry.

I need to get by.

Excuse me -- forgive me.

That's a really nice tie.

BACK ON SNEAKY

Thinking fast, he squeezes into the masses of moving people.

BACK ON OUR BOY AND THE CAT

OUR BOY

(a weak-kneed chant)

I can be brave . . . I can be brave

. . . I can be brave . . .

THE CAT-IN-THE-HAT

That's the spirit. . . . By the
way, laddie, you never did tell me
your name. Lay it on me.

OUR BOY

Well, it's --

But before he can give his name, he is interrupted by a RUCKUS. And it's being caused by -- SNEAKY -- who has just shoved someone in the crowd. The PERSON falls into another -- who falls into another -- and so on and so on.

Finally, the human dominoes reach Our Boy -- who gets bumped into the air like a football being kicked off.

The Cat yelps and gives chase, never noticing -- SNEAKY -- the snidely grinning culprit.

ANGLE ON OUR BOY

Miraculously he lands on his feet, unharmed. But he has landed on an ESCALATOR -- and is being carried up into the sky. As the Cat arrives to help, he unwittingly steps onto --

ANOTHER ESCALATOR

-- a different one, right next to Our Boy's.

WIDE ANGLE - THE TWO ESCALATORS

The Cat moves up and to the east, Our Boy up and to the west.

OUR BOY (CONT'D)

HELP!

The staircases climb into the clouds, high above the city.

THE CAT-IN-THE-HAT

Go through that gateway! I'll meet you on the other side!

(to himself)

I hope.

OUR BOY

You hope?!

The Cat's escalator brings him to a gateway and a sign that reads: THIS WAY TO GATES 1 - 376,907.

Our Boy approaches a similar gateway and a sign reads: THIS WAY TO GATES 376,908 - 24,445,216.

THE CAT-IN-THE-HAT

Next stop, Sporting Goods!

The Cat disappears through his gateway and drops --

INTO MID AIR

He opens his umbrella and uses it as a parachute. He floats downward through the sky, passing several BIRDS in flight.

THE CAT-IN-THE-HAT

Hiya, Mel.

Hey there, Harry.

(MORE)

THE CAT-IN-THE-HAT (CONT'D)
 How's the wife
 and your cute son Larry?

Then -- BOOM! -- he lands in --

EXT. STUCK BUCKET GULCH - DAY

-- a place right out of the Old West. Strung between two rocky cliffs is a weathered rope. And dead in the middle of the rope, dangling over a two thousand-foot drop, is a BUCKET -- and in the bucket: The Cat.

THE CAT-IN-THE-HAT
 Ai-yi-yi.

CUT BACK TO:

EXT. THE THROBBING CITY - DAY

Sneaky arrives at the bottom of the side-by-side escalators, looks up and watches as --

Our Boy

-- gets carried through his targeted gateway and ends up in -- a dead drop through mid air -- tumbling arse over tea kettle.

BACK ON SNEAKY

He pauses, satisfied, then steps to the escalator that dispatched The Cat.

CUT TO:

EXT. KOOKOOBARA KORNER'S TOWN SQUARE - DAY

Mayor McMibber and the Old Poops, with growing concern, pace the steps of Town Hall.

Dr. Hooper-Bloob is holding vigil at his blackboard. He is dashing out words by the millions, under the heading: ODE TO THE SOUL OF OUR BOY. He goes through his chalk as if running it through a buzz saw. As each piece is worn down, his Bloobian Assistants provide him with a fresh one.

MAYOR MCMIBBER
 (looks at his watch)
 Where are they? They should be back by now!

One of the Bloobian Assistants looks the sky.

BLOOBIAN ASSISTANT
Dr. Hooper-Bloob, what's that?

ANGLE IN THE SKY

On the other side of the valley a BLACK CLOUD -- a seemingly deadly Black Cloud -- has begun emanating from the distant Gloomster Castle.

BACK ON DR. HOOBER-BLOOB

He finally appears worried.

DR. HOOBER-BLOOB
Oh, no. The Gloomster's turned gloomier than ever.

CUT TO:

INT. THE GLOOMSTER'S LAIR - DARKNESS

Inebriated with gloom -- muttering to herself -- teetering on the darkest precipice of even her soul -- The Gloomster is pour-ing bucket after bucket of children's tears over a stove of HOT COALS.

The coals billow black steam, like a putrid sauna, and create a BLACK CLOUD OF MISTED TEARS -- which wafts out of the open window and over the valley toward Kookoobara Korner.

Nerdly and Ferdly are kneeling at her feet, polishing her boots with tar.

GLOOMSTER
(throws an empty bucket)
(against the wall)
More tears! Make them cry HARDER!

CUT TO:

INT. THE GLOOMSTER'S DUNGEON - DARKNESS

Nerdly and Ferdly race inside, where, accompanying the children's CRIES, the long corridor is filled with the outstretched ARMS of the children. Reaching through the bars of the cells, the arms seem like wriggling earthworms groping toward a common center.

And each child is reaching toward a PHOTOGRAPH -- a photo of his or her parents -- which hangs from the ceiling on a meat hook, just beyond their reach.

Nerdly and Ferdly move down the corridor, ripping the pictures from the hooks and calling --

NERDLY AND FERDLY
Show's over! Mommy and Daddy don't
want you back anymore!
They've CALLED OFF THE SEARCH!

As the children's CRIES increase to deafening decibels, we --

CUT TO:

EXT. OUR BOY - DAY

-- still tumbling through mid air. Fighting the rushing wind, he pries his hat off his head, holds it out and --

-- WHOOMP! It inflates to become his own personal parachute.

CUT TO:

EXT. ANGLE ON THE GROUND - DAY

Our Boy drifts from the heavens, lands on his feet, replaces his hat and is standing in front of -- A large overhead arch

-- across the top of which is a sign that reads: QUANDARY TOWN. This is the entrance to a land filled with countless squiggled overhead arches, many confusing and indistinct roadways, as well as a few buildings poking up here and there.

Our Boy glances about, scared and confused, not venturing in.

OUR BOY
(voice trembling)
Mr. Cat? Oh, Mr. Caaaaaaaat?

There is no response. Finally, it seems Our Boy might cry.

OUR BOY (CONT'D)
Help me . . . someone please help
me . . . I want to go home . . .

Then, from out of the blue, comes a STRANGE VOICE.

STRANGE VOICE

You've come to a place
where the streets are not marked.

OUR BOY

(whirling around)
Who said that?

STRANGE VOICE

Some windows are lighted.
But mostly they're darked.

OUR BOY

Who's there? Stop it!

STRANGE VOICE

A place you could sprain
both your elbow and chin.
Do you dare to stay out?
Do you dare to go in?
(a beat)
Come on in. We're all in a quan-
dary sometimes.

OUR BOY

(shivering)
If I come in . . . will you show me
the way to get home?

STRANGE VOICE

We'll show you many ways.

Our Boy pauses, closes his eyes, takes a deep breath and --

OUR BOY

Think brave.

With his knees knocking together, he takes his first step
into Quandary Town.

STRANGE VOICE

Now since you've come in
should you turn left or right?
Or right-and-three-quarters?
Or, maybe, not quite?
If only the knocking
would stop in your knees,
you might get a hunch
about which way to breeze.

And suddenly appears a HUNCH: a blue-clad creature with an optimistic smile and a hat shaped like the fingers of a hand.

The hat's index finger is firmly pointing that-a-way. His voice is the strange voice we've been hearing.

OUR BOY

You're a Hunch?

HUNCH

Who were you expecting, the singer
Don Ho? Following your Hunches
tells you which way to go!
And now HUNCHES begin popping up
all around. Like mushrooms on a
moist morning, they sprout from
behind rocks and from piles
of leaves. Some are scurrying along
tree branches like monkeys while
others are all over the place on
roller skates. Each Hunch wears a
hat with a Pointing Index Finger --
and each of the fingers is pointing
in an entirely different direction.

HUNCH #2

There's the short way!

HUNCH #3

There's the long way!

HUNCH #4

There's the right way!

HUNCH #5

There's the wrong way!

HUNCH #6

Should a fella take the high road?

HUNCH #7

Or should he take the low?

ALL THE HUNCHES

That-a-way, I assure you, is the
only way to go!
The fingers on the Hunches' hats
are pointing every which way. Our
Boy's poor head is spinning.

OUR BOY

This is too confusing! I don't know
who to follow!

And now we hear --

ANOTHER VOICE

Why don't you follow me?

Our Boy whirls around and sees --

a LOVELY LITTLE GIRL HUNCH

She smiles at him, the fingers on her hat twiddling hello.

OUR BOY

Who are you?

LITTLE GIRL HUNCH

I'm the little Hunch Miggles.

I'm called that basically,

'cause I'm chock full of giggles.

Miggles giggles -- just the most adorable little thing.

MIGGLES

Why are you all alone in this
quandaryfied place?

OUR BOY

I'm supposed to be with my cat.
Well, he's not really my cat; he's
more like The Cat. Have you seen
him around by any chance? Big guy,
blue umbrella, red and white hat?

MIGGLES

The Cat-In-The-Hat?

OUR BOY

Yeah!

MIGGLES

Sorry. Never met the fellow. Heard
of him, though. Wily rascal, right?

OUR BOY

(stomping his foot)
He said he would meet me here!

MIGGLES

Maybe he got hung up.

OUR BOY

He always gets hung up! We were
supposed to be on this mission to
move Gloomster Mountain and --

MIGGLES

(impressed)

Wow -- you're the one who's going to save all the kidnapped kids?!

OUR BOY

Was. Was going to save them. But not anymore. Now I just want to go back to Kookoobara Korner and forget about the whole thing.

He starts off in a pout, but Miggles runs and takes his arm.

MIGGLES

Wait! Don't give up -- please. The kids have to be saved!

OUR BOY

Doesn't anyone realize that I'm the wrong guy for the job?! I'm too small to move The Mountain -- too small to make The Gloomster laugh -- too small for everything.

MIGGLES

Pretty lousy self-image.

OUR BOY

The Cat was supposed to help me with that, too! He was going to lead me to a hair from an elephant's ear so I could --

MIGGLES

I can show you where to find an elephant's hair.

OUR BOY

You can?

MIGGLES

If you want to. Do you want to?

OUR BOY

Uh . . . well . . .

MIGGLES

It's better than going back to Kookoobara Korner empty-handed, isn't it? . . . There must be some reason, deep down inside, that you'd be willing to brave the valley and save the kids?

(MORE)

MIGGLES (CONT'D)
Maybe you'd like to make your
parents proud of you?

Pause. Our Boy grows sad.

OUR BOY
I don't have any parents.

Miggles and the other Hunches exchange a look.

MIGGLES
(back to Our Boy)
You mean . . . you're an orphan?

OUR BOY
Yeah. That's why I live in the
library. I mean, library.

MIGGLES
(gently)
So then maybe that's the reason to
continue on your mission. I bet
Kookoobara Korner would love you
for bringing their kids back. They
might even adopt you as their
favorite son. . . . Wouldn't it be
wonderful to be loved?

OUR BOY
(a deep, meaningful sigh)
It sure would. . . .
There is a pause. Miggles holds a
look on him, then extends a hand
for him to take.

MIGGLES
Please. Let me take you to the
elephant's hair.

OUR BOY
But . . . how can I be sure that
you're the right Hunch to follow?

MIGGLES
Well, you can never be totally
sure. There's always an element of
risk involved. After all, I'm a
Hunch, not a Certainty.

OUR BOY
Any clues where we can meet up with
a Certainty and discuss a joint
venture?

MIGGLES

Sorry. Certainties are extinct.
We're talking 65 million years ago.

(a beat)

Come on. Don't you have a hunch
about me?

Her hand is still outstretched. She smiles like a dream.

Our Boy holds a look on her . . . then joins his hand with hers.

CUT TO:

EXT. STUCK BUCKET GULCH - DAY

The Cat is grouching to himself, still stuck in the bucket over the long, rocky drop.

THE CAT-IN-THE-HAT

All right -- that's it. The next
time I take a trip, I'm consulting
a travel agent.

Just then -- Sneaky -- comes dropping through the air and lands --

FEET FIRST ON THE WEATHERED ROPE

-- like a high-wire walker, right next to The Cat's bucket.

THE CAT-IN-THE-HAT

Holy Strombolis!

SNEAKY

Stranded, eh?

THE CAT-IN-THE-HAT

You're a kid!

SNEAKY

Of course I am.

THE CAT-IN-THE-HAT

But I thought all the kids were
captured by the Gloomster?

SNEAKY

They were. Except me. I got away.

THE CAT-IN-THE-HAT

Well, help me down! I have to find my friend!

SNEAKY

Your friend? Is he the one in the yellow jumpsuit, European tapered leg, hat and shoes to match?

THE CAT-IN-THE-HAT

That's the chap! You've seen him?

SNEAKY

He was headed back to Kookoobara Korner. Looked darn discouraged, too.

THE CAT-IN-THE-HAT

Quick! There's a pulley at the end of this rope. Reel me in!

With his decrepit watch jangling on his wrist, Sneaky high-wire walks to the end of the rope -- but then stops and stands there.

THE CAT-IN-THE-HAT (CONT'D)

What's wrong? Hurry!

SNEAKY

(playing the innocent)

My mommy and daddy said I shouldn't talk to strangers. How do I know I can trust you?

THE CAT-IN-THE-HAT

Me? Why, TRUST is my middle name! It's my family shield -- our Coat of Paws! There is no more noble and profound a principle! Now reel me! We'll be partners-in-trust on our search for the boy!

SNEAKY

(as if his arm had been twisted)

Well, okay. . . .

Grinning devilishly to himself, Sneaky reels in the bucket.

CUT TO:

EXT. ANOTHER PART OF THE VALLEY - DAY

Our Boy and Miggles move through a field, toward a large CIRCUS TENT -- where not a hint of activity is to be seen.

MIGGLES
(brow furrowed)
Awfully quiet around here.

INT. THE CIRCUS TENT - DAY

Miggles and Our Boy enter to find no circus and no spectators.

MIGGLES
Where did everybody go?

Now a giant DROP OF WATER falls to the floor, right at Our Boy's feet. It's accompanied by a SNIFFLING SOUND. Miggles and Our Boy look up to find -- a BLUE ELEPHANT -- seated on a trapeze, high above the arena floor. It's the legendary and beloved HORTON. Head hung low, he's terribly sad, even crying.

MIGGLES (CONT'D)
Horton!

HORTON
Hey, Mig.

Another ELEPHANT TEAR drops to the floor.

MIGGLES
What's the matter?

HORTON
The Gloomster has taken all the kids. The poor, helpless kids. And we can't have a circus if there's no one to watch.

MIGGLES
Well, cheer up! My friend here has been chosen to rescue them!

HORTON
(brightening)
Really?

And with that -- WHOOMP! Horton jumps from the trapeze and lands on all fours, smiling at Our Boy.

HORTON (CONT'D)

Can you really save them??? That
would make me so happy!

OUR BOY

I'll, uh, I'll try.

MIGGLES

But first he needs an elephant's
hair.

OUR BOY

Ear hair.

MIGGLES

Right.

HORTON

Pork wah?

MIGGLES

(to Our Boy; translating)
How come?

OUR BOY

For strength. If I get strong and
insightful and compassionate, then
I can go to The Gloomster and make
her laugh.

HORTON

(with a wary look)
One little elephant hair is going
to give you all that? Where've
you been getting your information,
son?

OUR BOY

From Dr. Hooper-Bloob. He said --

HORTON

(thrilled)
Dr. Hooper-Bloob! Well, why didn't
you say so the first time! A hair-
a-pluckin' you'll go!

Our Boy steps to Horton, reaches for a hair -- but stops.

OUR BOY

Horton . . . you're bald.

HORTON

True. I get my hairline from my mother's side of the family. But I've got another friend who's squarely and quite fairly hairy.

(a beat)

But we have to be nice to him. He's pretty sensitive about it.

As Horton lifts both children with his trunk, we --

CUT TO:

EXT. backstage at the circus - the elephant pen - DAY

Several ELEPHANTS are standing around, moping and mumbling about having no show to do.

There is another elephant, however, MORTON, who stands off by himself, banished from the rest of the gang. Morton is the strangest elephant you've ever seen, not only because he's quite bushy with hair -- but because his body is square instead of rotund. And he finds his condition quite depressing.

ANOTHER ANGLE

Inside the circus tent, peeking at Morton through a break in the curtain, are Miggles and Our Boy, seated in the crook of Horton's trunk. All speak in whispers.

HORTON

The other elephants don't like him for being square.

OUR BOY

Just because he's different?

MIGGLES

Boy, animals can be cruel sometimes.

HORTON

Well, it's really how he became square that they don't like. Morton used to be round like the rest of us. The problem started because he's also fairly gullible. See, one day, there was a balloon man who came to the circus. And he was selling a square balloon. . . .

While Horton continues to tell his story, we DISSOLVE INTO A FLASHBACK:

EXT. BACKSTAGE AT THE CIRCUS - THE ELEPHANT PEN - DAY

The elephants are hanging out between shows, some roasting peanuts, others lifting trunk weights to stay in shape.

Then, around the corner, comes a SHIFTY-EYED MAN. On the end of a string, hovering above his head, is a SQUARE BLUE BALLOON.

SHIFTY-EYED BALLOON SELLER
Square balloon, here! Get your
square ballon!

HORTON'S VOICEOVER
Well, no one believed in square
balloons -- we knew balloons were
round. But this balloon seller had
an answer for everything.

SHIFTY-EYED BALLOON SELLER
Round balloons are a thing of the
past! Forget tradition!
Square air is the wave of the
future!

HORTON'S VOICEOVER
We'd seen these kinds of guys
around the circus before. There was
one once who tried to sell us an
invisible bear.

AN INVISIBLE BEAR HUCKSTER, walking an imaginary bear on an empty leash, passes among the elephants and is jeered out of town.

HORTON'S VOICEOVER (CONT'D)
There was another guy trying to
sell us water that wasn't wet.

A DRY WATER HUCKSTER comes through, carrying several glasses of air. He, too, is sent packing.

HORTON'S VOICEOVER (CONT'D)
But, still, Morton was intrigued by
the idea of a square balloon.

Round and hairy, Morton approaches the Balloon Man.

MORTON
Uh, I'll buy it.

HORTON'S VOICEOVER

Well, all the other elephants just laughed at Morton and said --

LAUGHING ELEPHANT #1

Don't be a nincompoop!

LAUGHING ELEPHANT #2

This guy's pulling the wool over your eyes!

LAUGHING ELEPHANT #3

Faulty goods, Morty! Square balloons are an illusion!

HORTON'S VOICEOVER

So now Morton was in a predicament. But he felt he'd already committed himself to the purchase, so he paid the man -- with a whole week's worth of peanuts.

The Balloon Man ties the square balloon to Morton's trunk, lifts a heavy sack of peanuts over his shoulder and slinks away, snig-gering like a bandit.

HORTON'S VOICEOVER (CONT'D)

And as soon as the guy was gone, Morton's balloon dropped from the air like a lead weight.

The balloon tips over on its string and -- CLUNK -- drops to the ground. Devastated, Morton looks at it. Then he nudges it with his trunk. But it's like an anvil stuck in the mud.

The other elephants shake their heads and mutter of Morton's gullibility. They move off, leaving poor Morton behind.

HORTON'S VOICEOVER (CONT'D)

And from that day forward, poor Morton has felt so square. . . .

We DISSOLVE BACK TO THE PRESENT: Horton, Our Boy and Miggles, all saddened over Morton's plight, are still peeking at Morton through the circus tent.

HORTON

Well . . . I guess we'd better go get you your ear hair.

Horton, trying to be upbeat, trots out of the circus tent.

HORTON (CONT'D)
Haircut time, Morty, ol' bean!

CUT TO:

MOMENTS LATER

A HUGE PILE of elephant hair rests on the ground. Miggles stands next to it, shears in hand. Morton is there, too, clean shaven and still square.

But Our Boy is nowhere to be seen. Until he comes swimming out of the pile of hair, clutching one of them in his hand.

OUR BOY
I hope this one's from the ear.

MORTON
Looks pretty ear-y to me.

OUR BOY
Thanks, Morty. . . . I just wish I could do something for you, too.

HORTON
Well, see if you're strong yet. Maybe there's an extra special strength that can make Morty round again.

Our Boy holds a look on Morty's sad, generous eyes. Then he goes and pushes with all his might against Morty's side. But it's like a brick wall.

MORTON
(with a huge sigh)
Doomed to a life of squaredom.

MIGGLES
Wait a minute.
(to Our Boy)
There's not just strength of muscle -- there's also strength of mind. I bet you can think of a different way to be strong.

OUR BOY
Hm . . .

Our Boy stands there, thinking. Morton's trunk is swaying sadly back and forth. Our Boy watches it . . . back and forth, back and forth.

Then, elephant hair in hand, Our Boy grabs Morty's trunk, wraps his lips around the tip and BLOWS with all his might.

It's as if he were clearing out a drainage pipe.

And Morty POPS OUT to become round.

MIGGLES

You did it!

Morton CHEERS wildly. Horton cheers, too, and is then joined by the other elephants.

But while the cheering goes on, Our Boy seems oddly dispirited.

OUR BOY

But how is this supposed to help me
make The Gloomster laugh?

MIGGLES

With your newfound strength, you
can laugh in the face of danger!
And then she'll laugh, too.

HORTON

Heavens knows, that once you've
blown a big nose -- laughter is
contagious!

Horton starts to SCREAM with laughter. And it catches on.

Morton and the others start howling, too. Miggles joins in and everyone is rolling on the ground, yukking it up.

But Our Boy just stands there, staring at them like Wally Cox.

As the laughter continues to build, Our Boy WHISTLES through his fingers. The crowd silences.

OUR BOY

There's one problem.

(a beat)

I don't know how to laugh.

The elephants and Miggles hold a look on him, then break into another chorus of gut-busting guffaws.

MIGGLES

That's a good one!

HORTON

He's a regular Henny Youngkid!

MORTON
Take my hair -- please!

OUR BOY
I am not joking! I'VE NEVER LAUGHED
IN MY LIFE!

The laughter, again, stops dead. But this time the group takes him seriously.

HORTON
(incredulous)
Never laughed in your life?

MIGGLES
Why, that's criminal!

MORTON
It's abimiminal!

HORTON
It might be something subliminal.

MIGGLES
Hey -- I bet I can teach you to
laugh.

OUR BOY
Gee, I don't know --

MIGGLES
Come on -- give it a whirl. Here,
try this one: hee-hee-hee!

OUR BOY
(deadpan)
He-he-he.

MIGGLES
(a beat)
Okay, let's back up. We're getting
ahead of ourselves. Try: HA!

OUR BOY
(thinking it over)
Could you repeat that, please?

MIGGLES
It's simple; two letters: H-A. Ha!

Gripped tight to the elephant hair, Our Boy closes his eyes and concentrates with all his might.

In a moment of excruciating Seussian tension, Horton, Miggles and the other elephants (with their trunks crossed with one another's) watch on, praying for success.

MIGGLES (CONT'D)
Please, oh, please . . .

HORTON
The kids have to be saved . . .

MORTON
You can do it . . .

Tiny body trembling with effort, Our Boy can only blurt out the spoken letters --

OUR BOY
H-A.

The group releases an elephantine groan. Our Boy stomps his foot in frustration.

OUR BOY (CONT'D)
It's no use -- I'll never move
The Mountain! I'm too small -- too
small in every way!

MUSIC STRUMS IN, introducing Our Boy's "Song of Smallness."

OUR BOY (CONT'D)
I'm really a shrimp.
I'm really a pee-wee.
I'm so eensy-weensy,
the size of a kiwi.
There are bunches of kids,
who grow oh-so-tall;
they go off to college
and play basketball.
But I'll always be tiny,
an unsprouted sprout;
so puny and worthless
that I'll just get stomped out!

HORTON
(also singing)
Don't wallow, my friend.
You've yet to grow older.
And size, as they say,
is in the eyes of the beholder.
All kinds of people
have been brilliant yet small.
The list is quite large,
not tiny at all.

ALL THE ELEPHANTS
 (singing the chorus)
 There's Little Richard
 and Martin Short,
 even Gladys Knight
 and her four Pip-Squorts!

HORTON
 And there are creatures so big,
 creatures so tall,
 that, from their point of view,
 even I must look small.

OUR BOY
 You?

HORTON
 There are even some creatures
 of a miniscule size --
 too small to be seen
 by an elephant's eyes.
 Whole families can live
 where you'd never believe;
 they can make a whole life
 on one clover leaf. . . .
 Show him, Miggles.

Miggles takes Our boy by the hand and leads him to a nearby
 bed of clover. He kneels to the ground and sees --

CLOSE ON A CLOVER LEAF

Sure enough, a FAMILY OF TINY CREATURES (probably of the
 aphid persuasion -- though not members of the Branch
 Aphidians) makes its home on top of the leaf. They wave to
 Our Boy and call --

DADDY APHID
 Boy, are you huge!
 mommy aphid
 He is rather large, isn't he,
 Herbert?

BABY APHID
 Mommy, if I eat all my amoeba, will
 I grow up to be as big as him?

BACK ON OUR BOY, MIGGLES AND THE ELEPHANTS

Our Boy is blinking, seemingly learning something.

HORTON
 "Little" or "big"
 just depends where you stand.
 Up there in the air
 or in somebody's hand.
 The thing to remember
 is you have what it takes.
 Let your heart be the measure,
 let your treasures awake!

As the MUSIC comes to an end, Our Boy rises from his knee and turns a grateful eye to his new, dear friend Horton.

OUR BOY
 (a meaningful beat)
 Maybe I won't give up.

HORTON
 Good for you.

OUR BOY
 Besides . . . I still have to find
 a wandering minstrel's cane.

MIGGLES
 You have to find what?!

OUR BOY
 A wandering minstrel's cane. For
 insight.

MIGGLES
 And you're just mentioning it now?

OUR BOY
 A lot's been going on. Sorry.

HORTON
 We know where to find a minstrel's
 cane, don't we, boys?

ALL THE ELEPHANTS
 Crazy Daisy Meadows!

CUT TO:

EXT. ANOTHER PART OF THE VALLEY - DAY

The Cat and Sneaky are heading back toward Kookoobara
 Korner. A WIND begins to blow. Sneaky pulls his collar over
 his neck.

THE CAT-IN-THE-HAT
Are you sure he went this way?

SNEAKY
You don't trust me?

THE CAT-IN-THE-HAT
Of course, I do. It's just that I
feel I know that boy. He might be
scared -- but he doesn't strike me
as a quitter.

SNEAKY
Life's fulla surprises.

Then we hear a RUMBLE OF THUNDER. The Cat looks to -- THE SKY
-- where THE GLOOMSTER'S BLACK CLOUD OF MISTED TEARS is
chugging over the valley -- headed for Kookoobara Korners.

BACK ON THE CAT AND SNEAKY

THE CAT-IN-THE-HAT
Holy moly -- The Gloomster's run
amok! That cloud'll cover Koo-
koobara Korners in no time!
Sneaky sneaks a glance at his watch
-- 11:20 -- and grins slyly to
himself.

SNEAKY
(under his breath)
Forty minutes to be exact.

THE CAT-IN-THE-HAT
Drastic measures must be taken!
You'll have to move The Mountain!

SNEAKY
Me?!

THE CAT-IN-THE-HAT
It takes a kid to do it -- and
you're a kid!

The Cat grabs Sneaky by the arm, turns around and starts back
toward Gloomster Mountain. Sneaky kicks and squirms and digs
in his heels as he goes.

SNEAKY
Hold on -- wait -- I CAN'T MOVE THE
MOUNTAIN!

THE CAT-IN-THE-HAT
Trust me, you can!

CUT TO:

EXT. CRAZY DAISY MEADOWS - DAY

It's an enormous field of wildflowers, where DANCING DAISIES, tall and spindly as beanstalks, wind and wave through the air.

Horton, Morton and the other elephants prance into view, doing

a dance called The Double Shuffle-Duffel. You have to be an elephant to master it, but it's essentially a two-step.

Rising into the air from each of the elephants' backs is a tall support pole. Stretched atop the poles is a luscious blue and pink and yellow canopy. Our Boy and Miggles ride on the canopy, as if on a magic carpet.

Our Boy, gripped tight to his prize elephant hair, is scanning the area.

OUR BOY
I don't see a wandering minstrel
anywhere.

HORTON
You will.

OUR BOY
When?

HORTON
Just keep your eyes open.

OUR BOY
But they are open.

HORTON
Open them wider. Anything is possible when your eyes are open wide.

CLOSE ON OUR BOY

He stretches his eyes open as wide as they'll go. Then Miggles' HANDS come into FRAME and pry his lids open that extra notch.

OUR BOY
 (as if seeing life for the
 first time)
 Wow!

He says this as Horton and his pals have just entered --

EXT. THE MILES-HIGH JAKOOSIES - DAY

-- a land filled with numerous multi-tiered, ascending staircases of pools of water: a combination of the Garden of Eden and a modern-day water park.

And it's the perfect spawning ground for LARRY LARGEMOUTH AND THE MINNOWS, a rip-roaring be-bop band. LARRY, the lead fish, wears sunglasses, a smile like Ray Charles', and cuts loose on his stride piano lick.

His backup band, The Minnows, all alumni of Jelly-ard, are spread about the various tiers of water. There is a DRUMMER paradiddling away onto the backs of TURTLES, a BASSIST plucking across FOUR EARTHWORMS strung over a tree stump, and a HORN SECTION rat-a-tat-tatting through the tails of cooperative SQUIR-RELS -- the squirrels' mouths acting as the bells of the horns.

BLACKBIRDS, in the shape of musical notes, fly through the air. BUGS do The Jitterbug. MONKEYS do The Monkey.

ALLIGATORS do The Crawl. And a CHORUS LINE OF FISH does The Swim.

Our Boy glances about with his newly opened eyes and points off.

OUR BOY
 Look over there!

On the topmost tier of water is a singer -- a MINSTREL, truth be told. Cane in hand, the minstrel sings into the face of a THIN SEUSSIAN CREATURE as if it were a microphone.

MINSTREL
 'Cause I got them
 Boats-That-Need-Rowin',
 them Crows-That-Need-Crowin',
 them Places-You're-Goin' Blues!

Our Boy and Miggles jump from Horton's canopy and scurry up the waterways to the Minstrel.

OUR BOY
Please, sir, may I borrow your
cane?

MINSTREL
Get outta here, kid, I need it for
my act.

OUR BOY
Please. If I get the cane, then
I'll get some insight and --

MINSTREL
Splitsville, junior -- ya bother
me.

The minstrel swats at Our Boy with his cane. Our Boy ducks.

MIGGLES
Hey, quit it, you!

The minstrel swats again. Our Boy ducks again -- but this
time he loses his footing and --

SPLASHES!

-- to a lower tier of water. He sits up, his face dripping
wet. He takes a moment, clenches his fist around his elephant
hair and whispers a pep talk to himself.

OUR BOY
You are strong -- you are strong
-- you are strong.

Now, hearing Miggles still struggling with the Minstrel
above, Our Boy leaps from his pool of water and lands like
Douglas Fairbanks, right in front of --

THE MINSTREL

-- who, again, swings his cane.

But this time Our Boy catches it flat in his hand and holds
it firm, looking the Minstrel dead in the eye.

The Minstrel stops, sensing Our Boy's strength.

OUR BOY (CONT'D)
Don't swing your cane like that
again. Someone could get hurt.

MINSTREL
(chastened)
Uh . . . I'm sorry.

MIGGLES

(in a huff)

Well, you should be. We're only trying to do something good.

MINSTREL

Please forgive me. I've only become surly since the kids were taken.

OUR BOY

Apology accepted. Now may I borrow the cane so I can save the kids? You'll get it back, I promise.

MINSTREL

Keep it. As a gift. And may it bring you as much fortune as it's brought to me.

OUR BOY

Why, thank you.

Our Boy and Miggles leap from this tier of water and, on their duffs, descend the other tiers to -- the ground -- where Horton and company are waiting with baited breath.

HORTON

You got it!

MIGGLES

(proud of him)

He used his inner strength to do it!

OUR BOY

Plus my basic hand speed.

HORTON

So what insight have you gained?

OUR BOY

I just got the thing, Horton. Give me some time.

HORTON

There is no time! Now there must have been some insight you had while struggling for the cane.

OUR BOY

Well . . . let's see . . . uh . . .
okay, uh . . .
Always remember . . .

HORTON
Yes . . . ?

OUR BOY
Always remember . . . that every
gift . . . carries with it the
spirit of the lender?

HORTON
Not bad.

And now a CRASH OF THUNDER is heard. Everyone looks to --
THE SKY

-- where The Gloomster's Black Cloud of Misted Tears rolls
along, gobbling up the sun.

BACK ON OUR BOY, MIGGLES AND THE ELEPHANTS

HORTON (CONT'D)
Go -- quick!

OUR BOY
Aren't you coming with us?!

Horton puts his trunk on Our Boy's shoulder and looks deeply
into his eyes.

HORTON
We'll see you again. Elephants
could never forget someone like
you. But this is your mission.
We've done all we can. We have all
the faith in the world in you.

MIGGLES
(grabs Our Boy's hand)
Come on!

OUR BOY
Thanks for everything, Horton! You,
too, Morton! Stay round!

MORTON
I will!

As Miggles and Our Boy scamper off, Horton turns to Morton,
who is waving to Our Boy with his trunk.

HORTON
Good kid. Never got his name,
though.

As another CRASH OF THUNDER sounds, we --

CUT TO:

EXT. KOOKOOBARA KORNER'S TOWN SQUARE - DAY

The Black Cloud encroaches. FLOWERS wilt in the purpleish air.

BIRDS burrow into the trees for cover. DUST blows throughout the square.

Each of the four Old Poops is stationed atop his found stack of children's hats, swaying in the wind and keeping lookout over the valley. Mayor McMibber, prepared for the worst, in a rain slicker and hat, calls up to them.

MAYOR MCMIBBER

See anything?

OLD POOPS

Not a trace.

Meantime, Dr. Hooper-Bloob and his Bloobian Assistants are gathered at their pump-like contraption, pumping SWEET SOUNDS and CLOUDS OF WHITE into the air.

Suddenly, one of the Bloobian Assistants falls ill. The good doctor rushes to his side.

DR. HOOBER-BLOOB

I'm with you, dear comrade,
dear Bloobian Chuck!

BLOOBIAN CHUCK

(weakly)

I'm sullen and sad,
my heart's turned to muck.

DR. HOOBER-BLOOB

Don't give up hope!

ANOTHER BLOOBIAN ASSISTANT

(calling from the
contraption)

The cloud is too strong for us,
doctor! Time's running out!

CUT TO:

SNEAKY'S DECREPIT TIMEPIECE

Bouncing in the FRAME, it reads 11:25.

ANOTHER ANGLE - EXT. KOOKOOBARA KOUNTY - DAY

Sneaky is tugging against the grasp of The Cat, who, with righ-teous resolve, is marching toward The Mountain.

THE CAT-IN-THE-HAT

Look at the bright side. Move The Mountain, become a hero.

SNEAKY

I don't want to be a hero! I'm too humble to be a hero!

THE CAT-IN-THE-HAT

Nonsense -- a true hero is always humble!

Looking now for any way out, Sneaky sees up ahead -- an archway. Its carved inscription reads: The Waiting Place. And just beyond the archway are LINES AND GROUPS OF PEOPLE AND CREATURES, all of whom seem to be waiting for one thing or another.

BACK ON THE CAT AND SNEAKY

SNEAKY

Look -- it's The Waiting Place!

THE CAT-IN-THE-HAT

So?

SNEAKY

(improvising)

So, I, uh -- I gotta make a phone call!

THE CAT-IN-THE-HAT

Oh, puh-lease.

SNEAKY

I do! I have to let my parents know that I'm okay -- and that I'm safe only because I'm with you.

THE CAT-IN-THE-HAT
(a beat; flattered)
Well . . . yes. Good idea. But make
it fast.

CUT TO:

EXT. ANOTHER PART OF THE VALLEY - DAY

Miggles and Our Boy are running along. Our Boy, carrying his minstrel's cane and elephant hair, is wearing a look of increas-ing confidence -- a sense of worth and self-esteem.

OUR BOY
This is great! Now all I need to
find is a locket of love!

Miggles puts on the brakes and stops dead. She stares at Our Boy, unable to believe her ears.

MIGGLES
A locket of what?

OUR BOY
Love.

MIGGLES
Since when do you need a locket of
love?

OUR BOY
Well, actually it's a lost locket
of love. But, for all intents and
purposes, a regular locket would
probably suffice --

MIGGLES
Why do you keep springing these
things on me?!

OUR BOY
It slipped my mind -- I don't nor-
mally have this much activity in
one day! Dr. Hooper-Bloob said the
locket would give me compassion --
the most important quality of all.

MIGGLES
(raising her voice)
It seems like a memory wouldn't be
a bad quality to have, either!

OUR BOY
(giving it right back)
Don't yell at me -- please! I'm
just doing what I was told!

Miggles stops, takes a deep breath and tries to compose herself.

MIGGLES
Okay. I'm sorry. I'm just tense.
Hunching is usually easier than
this.

OUR BOY
Well, I'm sorry, too. I've never
yelled at anyone before. I'm sorry
you had to be the first.

MIGGLES
Okay, so after the lost locket of
love is there anything else?

OUR BOY
No.

MIGGLES
You're sure? That's it -- the whole
ball of wax?

OUR BOY
Yes. Now all we have to do is
figure out where to get one. . . .
I don't suppose you have a friend
who runs a jewelry store?

MIGGLES
Sorry.

Both stumped, they take a moment to look around. Overhead,
The Gloomster's Black Cloud continues on its evil course.

OUR BOY
(frustrated)
Where's The Cat when you need him?

MIGGLES
Let's keep going. I have a hunch
he'll show up somewhere along the
line.

CUT TO:

CLOSE ON SNEAKY - IN THE WAITING PLACE

In panicked whispers, he speaks into a pay phone.

SNEAKY

You better do something about this
cat -- he wants me to move your
mountain!

INTERCUT with --

INT. THE GLOOMSTER'S LAIR - DARKNESS

The Gloomster, also on the phone, thrashes about like a
skewered bull, ripping (literally) her hair out.

GLOOMSTER

Who does he think you are --
Bekins! I hate that feline! First
he beats me in gin rummy
and now this! Where's the boy -- is
he with you?

SNEAKY

No. Separation phase complete.
Haven't seen him.

GLOOMSTER

Good -- he probably got caught in
The Forgetful Forest -- never to
be seen again! State your location.

SNEAKY

The dumbest place I've ever been.
The Waiting Place.

The Gloomster turns to her MAP OF THE VALLEY. It's on an
easel, as if in a war room.

GLOOMSTER

Okay, stay there. And stall The
Cat. Give him some line about how
waiting is a part of life. He loves
to engage in those moronic,
philosophical discussions! All I
need is another half hour for
Kookoobara Korner to be covered in
gloom!

She slams down the phone.

BACK IN THE WAITING PLACE

As Sneaky sees The Cat approaching, he fakes an innocent little kid's tone into the phone.

SNEAKY

Yes, mama, I love you, too. Give daddy a big kiss for me.

Sneaky hangs up and gives The Cat a grin.

THE CAT-IN-THE-HAT

How are they?

SNEAKY

Dandy.

THE CAT-IN-THE-HAT

Good. Let's go --

SNEAKY

Wait!

THE CAT-IN-THE-HAT

What now?

Sneaky glances at the lines and groups of WAITING PEOPLE AND CREATURES.

SNEAKY

Interesting place, hunh?

The Cat just stares at him -- like Gleason staring at Carney after Carney has said just the stupidest thing.

THE CAT-IN-THE-HAT

Fascinating. Now come on --

SNEAKY

Wait -- I, uh . . . I was just thinking . . .

(waxing philosophical)

Isn't it odd . . . isn't it odd how waiting . . . how the act of waiting . . . is such a . . . you know, such a part of life?

The Cat takes a moment. Paw to chin, he begins percolating on the deeper implications of Sneaky's thesis.

THE CAT-IN-THE-HAT

It is rather ironic, isn't it?

SNEAKY

You bet.

THE CAT-IN-THE-HAT

The irony, of course, being that life, in its most fundamental and conclusive form, is, in fact, active; which, when joined -- or, more appropriately stated, made to co-exist -- with, what I'm sure you've contemplated as well as I as the often subjective discourse challenging man -- and animal, for that matter -- though, let's be truthful: man -- in his pursuit of his theological roots --

SNEAKY

(beyond him)

Whoa, I just think it's weird to wait.

THE CAT-IN-THE-HAT

(really into it now)

But the real question, the most boggling of permutations, is what are all these people waiting for?

MUSIC trumpets in and The Cat breaks into his "Song of Waiting." He strolls past each group of those who wait.

THE CAT-IN-THE-HAT (CONT'D)

(singing)

Some are waiting
for a train to go,
or a bus to come,
or a plane to go,
or the mail to come,
or the rain to go,
or the phone to ring,
or the snow to snow,
or waiting for a Yes or a No, or
waiting for
their hair to grow.

He breaks into a full-fledged dance number: half Fred Astaire, half Cat Calloway. He goes up and over and around and through every group of waiters.

Sneaky, meantime, is just standing back, glancing at his watch and grinning: take allllll the time you like.

THE CAT-IN-THE-HAT (CONT'D)

Everyone is just waiting!
 Waiting for the fish to bite,
 or waiting for wind
 to fly a kite,
 waiting around
 for Friday night,
 or waiting perhaps,
 for their Uncle Jake.
 or a pot to boil,
 or a show business break --
 where they'll then wait tables,
 serving tartare of steak.
 And now there is a --

QUICK CUT TO:

EXT. THE ENTRANCE TO THE WAITING PLACE - DAY

Our Boy and Miggles come running -- see the sign on the
 archway -- and run around it, not bothering to venture in.

OUR BOY

No need to wait around, right?

MIGGLES

Right.

They keep running, then Miggles suddenly screeches to a halt.

MIGGLES (CONT'D)

Hold on! Hunchtime!

CUT BACK TO:

EXT. INSIDE THE WAITING PLACE - DAY

The Cat is still going to town. Sneaky, meantime, has taken a
 seat on a bench and is pulling on his chewing gum as if it
 were taffy.

THE CAT-IN-THE-HAT

(still singing)

Some are waiting
 for a string of pearls,
 or a pair of pants,
 or a wig with curls.

Just then Miggles and Our Boy come running in.

OUR BOY
You're here!

THE CAT-IN-THE-HAT
(too far gone to notice)
or waiting around
for their good pal Lance,
or waiting around
to be asked to dance,
or waiting around,
speaking foreign parlance,
or waiting around
for Another Chance!

OUR BOY
(at the top of his lungs)
COULD YOU PLEASE STOP SINGING SO WE
CAN GET THIS SHOW ON THE ROAD!

And with that, the MUSIC GRINDS to a discordant end. The Cat snaps out of his musical musings and notices Our Boy.

THE CAT-IN-THE-HAT
The saviour is back! Hallelujah!
Been here long?

OUR BOY
Just got here.

THE CAT-IN-THE-HAT
And you've got your elephant hair
and cane! Fast work, youngblood!

OUR BOY
All thanks to my Hunch, Miggles!

THE CAT-IN-THE-HAT
(to Miggles; ever so
gracious)
Well, aren't you just the cat's
meow.

OUR BOY
Watch this -- I've even learned to
keep my eyes open!

As if showing off for an uncle, Our Boy strains to widen his eyes. The effort takes him to his tippy-toes, which makes him appear as if he were trying to balance a dog on his head.

His wide open eyes, however, give him a clear view of --

SNEAKY

-- who is striding over from his bench to join The Cat's side.

OUR BOY (CONT'D)

Who are you?

THE CAT-IN-THE-HAT

This, my dear wide-eyed cub, is one of our trustworthy brethren! He was captured by The Gloomster, but escaped her evil clutches! Aren't we blessed? Because now he's going to show is the fastest way to The Mountain!

SNEAKY

I am?!?

THE CAT-IN-THE-HAT

Is there a problem?

SNEAKY

(covering himself)

Uh . . . no -- no problem. The, uh . . . the fastest way -- sure.

Sneaky's mind is racing for what to do. Finally, he gets an idea, pastes an unbelievably false smile on his face and points off --

SNEAKY (CONT'D)

This way!

THE CAT-IN-THE-HAT

Onward and upward, my travelling chumbunnies! The kids of Kookoo-bara Korner are depending on us!

As our foursome heads out of The Waiting place, Sneaky's false smile turns genuine -- and positively insidious.

Another RUMBLE OF THUNDER rolls around and we --

CUT TO:

ONE OF THE GLOOMSTER'S CANDLE NUBS

A FIST comes down on the FLICKERING FLAME, extinguishing it and spurting hot wax.

INT. THE GLOOMSTER'S LAIR - DARKNESS

The Gloomster has slipped into Gloomentia. In her darkest state ever, she foams at the mouth and slams about the room, crushing with her bare fist each vestige of light from the candles. Her hair is nearly all torn out.

The coals which helped to create her Black Cloud are now burned down to ash -- just a few pale EMBERS left.

GLOOMSTER
SOON KOOKOOBARA KORNER'S WILL BE
MINE!!!!

Her fist SLAMS down and kills the last candle nub. She picks it up and brings it to --

HER FACE - CLOSE

Eyes bloodshot, she smears candle wax on her cheeks.

GLOOMSTER (CONT'D)
Hellooooo, Mr. Candle. Tell me.
What should I rename my town once
it is plunged into gloom?
(puts her ear to the
candle)
What's that you say?
KookooGloomster
Korner's? Dimwit!

SHE FLINGS IT -- SPLAT! -- AGAINST THE WALL.

Now she moves to the wall and raises her boot to stomp the splatted nub even flatter. But just then --

A SMALL FLICKER OF LIGHT

-- shimmers in the otherwise dark environs.

THE GLOOMSTER

-- whips around and looks to -- the floor -- where a SHARD OF GLASS reflects what just might be the final twinkle of light left in the world: the last shine from the putrid coals' dying embers.

BACK ON THE GLOOMSTER

Cautious, as if the shard were a snake, she moves to it . . .

and nudges with her boot. Still wary, she picks it up and peers into it.

CLOSE ON THE SHARD OF GLASS

Swimming into view, small but full-featured, is The Gloomster's REFLECTION.

The Gloomster takes a moment to observe herself in the glass.

She pivots her face to the right, to the left. She bears her teeth, clacks them back and forth. She runs a dark fingernail over the slope of her nose. Then she barks to herself in the glass --

GLOOMSTER

What're you looking at?

The REFLECTION simply gazes back and answers --

REFLECTION IN THE GLASS

You.

GLOOMSTER

Why would anyone want to look at me?

REFLECTION IN THE GLASS

Because maybe -- just maybe somewhere inside of you is a smidgen of goodness?

GLOOMSTER

Impossible! I'm evil through and through!

REFLECTION IN THE GLASS

Is that a fact. . . .

And with that, THE REFFLECTION holographically materializes from the shard of glass and appears full size in the room.

The Gloomster stands baffled, face to face with herself.

MUSIC CRASHES IN for "The Gloomster's Serenade." With each step forward taken by The Reflection, The Gloomster takes an equal step backward.

REFLECTION

(singing)

You may brood,
you may glower,
you may bark in the shower.
You feel dour
and sour
and crude.
You may scream at whomever,

(MORE)

REFLECTION (CONT'D)
 you may wail at the weather.
 Why is that? What do you
 conclude?

GLOOMSTER
 (singing)
 That life is UNFAIR!

The Gloomster now turns the tables on her Reflection and forces her backwards with each step. It becomes an odd sort of tango.

GLOOMSTER (CONT'D)
 So I'm always PREPARED!
 For the WORST ever
 possible NEWS!

The Reflection's back is pinned against the wall. She holds The Gloomster with a steady gaze.

REFLECTION
 And good news?

GLOOMSTER
 Lies told!

REFLECTION
 And warm shoes?

GLOOMSTER
 Got holes!
 (tromping about)
 A flower in BLOOM
 is only PRE-WILTED!
 A strong, healthy BACK
 is only PRE-TITLED!
 I've got rheumatoid KNEES!
 Muscles soft as warm CHEESE!
 A perpetual SNEEZE --
 ACHOO!

The Gloomster's sneeze is aimed at a cobwebbed bookcase, which sports a sign that reads:

BOOKS ON BARKING

BRICK BAKING

AND BRAZEN BIKES BREAKING

The letter "B" from each of the words flies off the sign like a swarm of BUMBLE BEES. They fly through the curtains where the telescope is placed.

GLOOMSTER (CONT'D)

There is ever and ALWAYS
a fly in the OINTMENT!
Life DRILLS you,
then KILLS you,
it's a real DISAPPOINTMENT!
Anything GORGEOUS,
ANY BEAUTIFUL TOKEN,
is only on HOLD
TILL THE MOMENT IT'S BROKEN!

The Gloomster raises her hand to the air. And clamped in her fingers is the SHARD OF GLASS from which the Reflection origi-nated.

The MUSIC PAUSES, suspended in mid air -- as is The Gloomster's hand and the shard of glass. She is a moment away from smashing the shard to the floor.

REFLECTION

(desperate)

No! Don't break me! I'm your last
chance for goodness!

Eyes on fire, The Gloomster holds a look on her Reflection,
then --

GLOOMSTER

No sale, sister.

The Gloomster slams the shard to the floor and --

GROUNDS IT INTO OBLIVION

-- with the heel of her boot. The Reflection is gone forever.

The final CHORD OF THE SONG -- which is more like an
EXPLOSION OF THUNDER -- rings out and we --

CUT TO:

INT. THE GLOOMSTER'S DUNGEON - DARKNESS

A larger-than-life chess board has been chalked onto the aisle floor between jail cells. Nerdly and Ferdly are playing chess.

But instead of using normal chess pieces, the captured kids occupy the squares. Arms and legs bound, they are crying through the gags in their mouths. They are also thin and pale, some just barely clinging to life.

Ferdly CRACKS a bullwhip and forces one of "his" kids to move.

Nerdly cracks his whip and "his" kid hops.

Then we hear the atrocious SLAM! of the dungeon's heavy, steel door. Nerdly and Ferdly turn to find --

The Gloomster -- a woman on the verge of a nervous gloomdown. Her face is red and trembling; froth drips from her lips.

Nerdly and Ferdly instantly snap to attention. The Gloomster's eyes practically burn a hole into their foreheads.

GLOOMSTER
Playing games, are we? Well,
I like games!
 (flings her head; froth
 hits the wall)
Would you like to know what game
I have in mind?

Nerdly and Ferdly exchange a nervous and terrified glance.

NERDLY
Uh . . . sure.

GLOOMSTER
It's the GAME OF DEATH! At twelve
noon, just as Kook--
 (flings froth)
-- as Kookoobara Korner plunges
into evil . . . so shall their
CHILDREN PLUNGE TO THEIR DEATH!

CUT TO:

EXT. KOOKOOBARA KORNER'S' TOWN SQUARE - DAY

An EVIL WIND blows. SWIRLING DUST DEVILS blind the townsfolk. BUILDINGS SHAKE on their foundations. A TREE is uprooted and flies by.

The Mayor and Old Poops are clinging for dear life to the CLANGING TOWN BELL.

But Dr. Hooper-Bloob won't be dissuaded. All alone, braving the wind, he is still pumping SWEET SOUNDS and CLOUDS OF WHITE into the air. His effort is inspirational . . . but he is fighting a losing battle.

Now all of his Bloobian Assistants have taken ill. They lay in a pile, moaning.

CUT TO:

EXT. ANOTHER PART OF KOOKOOBARA KOUNTY - DARKER AND DARKER

The sky is now the color of wrought iron, as the Black Cloud proceeds full bore on its toxic course for Kookoobara Korner.

Sneaky, with The Cat by his side, pushes against the wind, leading the way.

Our Boy and Miggles are trudging several paces behind.

THE CAT-IN-THE-HAT
(shouting over the DIN of
wind)
Are you sure this is the way!

SNEAKY
Of course I am!

Sneaky sneaks a peek at his watch -- 11:40.

ANGLE ON OUR BOY AND MIGGLES

Also fighting the wind, Our Boy is concentrating hard on his minstrel's cane, a meditation of sorts. Then --

OUR BOY
(softly to himself)
I think I have an insight.
(a beat; then points up
ahead to Sneaky)
About that kid. He seems mighty
sneaky to me.

Miggles glances up at Sneaky's back.

MIGGLES
I think you're right.

OUR BOY
 Let's go talk to The Cat. He might
 be just a little too trusting
 sometimes.

ANGLE ON THE CAT AND SNEAKY

Sneaky arrives at an impossibly dark THICKET OF TREES.

THE CAT-IN-THE-HAT
 We can't go in there! It's dark!

SNEAKY
 Scaredy-cat, are ya?

Our Boy and Miggles come running up to them. The WIND drives even harder now. Our Boy tugs at The Cat's arm.

OUR BOY
 May I have a word with you, please!
 (with a glance to Sneaky)
 In private.

THE CAT-IN-THE-HAT
 Just talk, m'boy -- there's not a
 moment to waste!

Our Boy is nervous about speaking in front of Sneaky, so he clears this throat and shouts --

OUR BOY
 I-hay ink-thay ee-way ould-shay ot-
 nay ollow-fay is-thay oy-bay!

THE CAT-IN-THE-HAT
 What is that?!

OUR BOY
 Pig Latin!

THE CAT-IN-THE-HAT
 You're talking Pig Latin to a cat?!

MIGGLES
 (blurting it out)
 He said that he doesn't think we
 should be following this boy!

Miggles points to Sneaky as if fingering a murderer in a court-room. He gives her a killer glare.

THE CAT-IN-THE-HAT
 (trying to keep the peace)
 Miggles, please! He's taking us to
 The Mountain!

OUR BOY
 That's what he says he's doing, but
 --

SNEAKY
 Hey, who are you to talk, squirt!
 You're so small you couldn't find
 your way out of a shoebox -- much
 less all the way to a mountain!

MIGGLES
 He is not a squirt!

Miggles, tough cookie that she is, leaps on Sneaky and
 wrestles him to the ground.

The Cat and Our Boy run to break it up. The Cat grabs Sneaky.

Our Boy has hold of Miggles, trying to contain her and keep
 hold of his minstrel's cane and elephant hair at the same
 time.

THE CAT-IN-THE-HAT
 Now let's please CALM DOWN! There
 will be no more fighting!

SNEAKY
 She started it!

MIGGLES
 Cretin!

SNEAKY
 Rugrat.

THE CAT-IN-THE-HAT
 Enough!
 (indicating the thicket of
 trees)
 Now we're going into this forest
 and --

OUR BOY
 No! You go if you still trust him!
 But I have to follow my own
 instincts!

Our Boy takes Miggles by the hand and they run off.

THE CAT-IN-THE-HAT
Wait -- stop!

The Cat starts after them, but Sneaky grabs his arm.

SNEAKY
Let 'em go!

THE CAT-IN-THE-HAT
But he's my friend!

SNEAKY
So am I! Don't you think I want to
see all the kids get saved?!
We'll meet 'em on the other side of
the forest! They have to get there
eventually. COME ON!

The Cat is torn, watching Our Boy and Miggles run away.

Though it kills him to do so, he moves with Sneaky into the forest.

As they go, the CAMERA PANS to --

THE GROUND

-- where a downed sign, laying in the brush, reads:

THE FORGETFUL FOREST - DO NOT ENTER

CUT TO:

EXT. JUST OUTSIDE THE FORGETFUL FOREST - DARKER STILL

Our Boy and Miggles, circumventing the forest, are running as fast as their little legs will take them. Suddenly, Our Boy grinds to a stop. Miggles pulls on his arm to continue.

MIGGLES
Come on!

OUR BOY
I can't! I feel guilty. I -- I
shouldn't have left The Cat with
that kid!

MIGGLES
He made his choice! We have to
hurry!

OUR BOY

I know, but he's tried his best! He really has! He deserves my loyalty!

MIGGLES

Where did you learn about loyalty?

OUR BOY

In The Red Badge of Courage -- great book. Let's go!

Still carrying his minstrel's cane and elephant hair, Our Boy runs back to the forest. Miggles sighs and follows.

CUT TO:

EXT. THE FORGETFUL FOREST - DARK

Sneaky and the Cat wend their way through the woods. Sneaky eyes his watch: 11:45.

Meantime, The Cat, as noted earlier, is afraid of the dark. His knees knock together and his eyes are the size of wagon wheels.

THE CAT-IN-THE-HAT

Maybe we should've skipped this particular land parcel and taken the more roundabout, scenic metatarsil.

Now a LOUD ROAR is heard. The Cat leaps into Sneaky's arms.

THE CAT-IN-THE-HAT (CONT'D)

What was that?

Sneaky now has a jolt of the jitters, as well.

SNEAKY

I didn't hear anything.

THE CAT-IN-THE-HAT

Yeah, m-m-m-me, either.

The ROAR comes again -- deafening now. It can only be the most ferocious lion in the world. Then out from the trees jumps --

A FROG

Tiny and green and cute as pie.

THE CAT AND SNEAKY

-- jump back as if it were Frankenstein.

THE CAT-IN-THE-HAT (CONT'D)

Mommy!

SNEAKY

Look! It's only a --

FROG

ROOOOOOOOOOOOOOOOOOOOAR!

In making the roar, the frog's MOUTH grows to the size of a refrigerator, then pops back to its normal size.

The Cat stands there, blinking his eyes.

THE CAT-IN-THE-HAT

This is bizarre.

(stepping forward)

Excuse me, Mr. Frog, but has anyone
ever told you that you sound
exactly like a lion?

Just then -- a LION leaps into view, opens his mouth and says
--

LION

Gribbit.

THE CAT-IN-THE-HAT

What???

LION

Gribbit.

THE CAT-IN-THE-HAT

All right, time out. Now how come
you sound like a frog and this frog
here sounds like a lion?

FROG

I thought I was a lion.

LION

And I thought I was a frog.

THE CAT-IN-THE-HAT

Are you guys serious? You can't
just run around forgetting who you
are like that.

And with that, The Cat's body starts rippling and vibrating.

His eyes go wide. Something of an other-wordly nature seems to be going on.

And whatever it is, the same thing is happening to Sneaky.

Once their bodies stop shaking, they look to one another.

When next they speak, we will find that Sneaky has taken on the characteristics of The Cat -- VOICE and all -- and vice versa.

SNEAKY

(as The Cat)
Excuse me, young fella,
you've got my hat
and my umbrella.

THE CAT-IN-THE-HAT

(as Sneaky)
Take 'em. And gimme my watch you're
wearin'.

As The Cat and Sneaky exchange accessories, we --

CUT TO:

EXT. THE EDGE OF THE FORGETFUL FOREST - DAY

Our Boy and Miggles come running and arrive back at the entrance to the thicket of trees. As Our Boy starts in --

-- Miggles finds laying in the brush the downed sign for THE FORGETFUL FOREST.

MIGGLES

Wait! We can't go in here! This is
The Forgetful Forest!
If you go inside, you forget who
you are!

OUR BOY

What do you mean, forget who you
are?

MIGGLES

It's like -- it's like an identity
crisis!

OUR BOY

So? I have one of those every day
of my life.

MIGGLES

Not like this, you don't. This is like the kind adults have and then go to Tibet or someplace like that! It's like your whole life you're a certain kind of person -- everything you do and think is based on that -- then: bam! The rug gets pulled out from under you, your belief system crumbles, you question your entire existence and become influenced by those around you who are nothing like you!

There is a pause while Our Boy tries to absorb it all.

OUR BOY

Sounds pretty intense.

MIGGLES

It is.

OUR BOY

But we'll just have to take the chance.

CUT TO:

EXT. IN THE FORGETFUL FOREST - DARK

The Cat, wearing Sneaky's watch -- which, by the way, reads 11:47 -- and Sneaky, wearing The Cat's Hat and carrying the umbrella, are staring at one another, checking each other out.

SNEAKY

(as The Cat)

Let me understand. If I'm me -- which I know I am because I feel

SNEAKY (CONT'D)

like me -- then how come I'm looking at me in the face of you -- which looks exactly like me?

A SQUIRREL skitters by, BARKING like a dog.

CUT TO:

EXT. ANOTHER ANGLE IN THE FORGETFUL FOREST - DARK

Our Boy and Miggles hustle through the brush.

OUR BOY
 I can't see the forest for the
 trees.
 (calling)
 Mr. Cat! Oh, Mr. Cat!

There is no response. He turns to Miggles.

OUR BOY (CONT'D)
 Have you forgotten who you are yet?

MIGGLES
 Not yet. I'm still m--

Uh-oh. Her body starts to vibrate; her eyes go wide; she is struck by the unfortunate process of forgetting who she is.

OUR BOY
 Don't! Wait!
 (taking her by the
 shoulders)
 Stop! Miggles, stop! You're still
 Miggles, right?

Now, in the VOICE of Our Boy, she looks at him and says --

MIGGLES
 No, I'm scared to death!

Pow! She makes a run for it, cutting through the trees, heading back from whence they came.

And now the same thing starts to happen to Our Boy. He's vibrating like something from Hamilton Beach.

QUICK CUT TO:

EXT. THE ENTRANCE TO THE FORGETFUL FOREST - DAY

Miggles (as Our Boy) comes tearing out of the woods. She shakes herself out and manages to SNAP BACK to her old self.

MIGGLES
 Whew! Nice to be back.

She takes off running around the outside of the forest.

CUT BACK TO:

CLOSEUP ON OUR BOY

Still in the forest and still vibrating, he is clearly trying to fight it. Concentrating like a champ, he looks down to --

HIS HANDS

-- gripped tight to his elephant hair and minstrel's cane.

ULTRA CLOSE OUR BOY

Applying every molecule of effort in his body, he keeps himself together by chanting --

OUR BOY

Stay yourself -- stay yourself.
Strong and insightful --
strong and insightful. Don't lose
who you are -- don't lose who you
are.

We now pop into a --

FULL, GLORIOUS SHOT ON OUR BOY

Through the sheer force of will, he has remained himself.

Body tingling and proud, he looks to his elephant hair and minstrel's cane.

OUR BOY (CONT'D)

Thank you.

And he takes off running. In an all-out sprint, he heads deeper and deeper into the forest. He keeps going until --

-- he STUMBLES and crashes flat to his stomach. Meantime, his elephant hair and minstrel's cane go flying -- into the air.

The cane gets sucked into the WIND and chewed into SAWDUST.

The hair, also caught in the WIND, spirals into the sky and is gob-bled up into the craw of the Black Cloud.

ANGLE ON OUR BOY

Laying on the ground -- speechless and utterly doomed.

CUT TO:

EXT. DEEPER IN THE FORGETFUL FOREST - DARK

Sneaky (still as The Cat) hurries through the shrubbery. The Cat (still as Sneaky) lolligags several steps behind.

SNEAKY
 (the VOICE of The Cat;
 with remorse)
 I've let him down so,
 that cute little tator.
 I've been such a wrong-footed,
 feline navigator.

The Cat, the flip-flopped keeper of the time, looks at the watch on his arm: 11:50.

THE CAT-IN-THE-HAT
 (the VOICE of Sneaky;
 thrilled with himself)
 Ten minutes. I bet she'll make me
 her Foreign Affairs GloomMinister
 after this one.

CUT TO:

A LONG LINE OF HORRIBLE CAULDRONS

FIRES are lit beneath them, buckets of LIQUID are poured inside.

ANOTHER ANGLE - INT. THE GLOOMSTER'S DUNGEON - DARKNESS

While Nerdly and Ferdly tend to the cauldrons, The Gloomster has amassed the children in the corridor. They are, of course, still tied up and still crying.

GLOOMSTER
 Is that the best you tweedling,
 twipified twerps can do?!
 I'LL WRING THOSE TEARS OUT OF YOU
 IF I
 HAVE TO! NOW GIVE ME SOME WEEPING!
 (a beat)
 Hm . . . I wonder if being boiled
 in their own tears will make them
 too salty?
 (calling off)
 Nerdly! Griiiiiind the pepper!

CUT TO:

EXT. THE FORGETFUL FOREST - DARKER THAN EVER

Our Boy rises from his spill. But now, without the elephant hair and minstrel's cane -- not mention Miggles or The Cat -- his old foe Fear has returned stronger than ever and has him by the throat.

Now SOUNDS are heard in the forest: spooky, wailing, howling sounds. Our Boy looks around, nearly shivering to death.

OUR BOY
Keep hold of yourself -- no matter
what. You've come this far.

His heart is POUNDING in his chest. He grabs hold of it.

OUR BOY (CONT'D)
It's okay! Don't break! You've got
the strength!

Still gripped to his heart, he takes a step toward the HOWLING SOUNDS. MUSIC BEGINS for Our Boy's "Song of the Brave."

OUR BOY (CONT'D)
(singing)
So on you will go,
though the weather be foul.

RAIN begins. Our Boy trudges forth. FRIGHTENING VOICES ring out, also in song.

FRIGHTENING VOICES
On you will go,
though your enemies prowl.

Our Boy whirls around to check in every direction.

FRIGHTENING VOICES (CONT'D)
On you will go,
though the Hakken-Kraks howl.

Our Boy, still just putting one foot ahead of the last, comes upon --

A DARK, RAGING RIVER

-- where the FRIGHTENING VOICES belong to THE HAKKEN-KRAKS. HOWLING to the heavens, they are monstrous, purple-haired, long-necked, prehistoric-looking creatures.

OUR BOY
I won't be scared by you! I know
that I could, but I won't!

HAKKEN-KRAKS
BUT YOU MUST GET PAST US, LITTLE
ONE. AND WE ARE YOUR WORST NIGHT-
MARE!

Our Boy finds a rickety paddle boat by the river's edge. He sets sail into the water, paddling through the howling Hakken-Kraks.

The Hakken-Kraks lunge toward him, but Our Boy evades them, thrashing about the water, paddling like Davey Crockett.

OUR BOY
(singing)
Onward up many
a frightening creek!
Though my arms may get sore
and my sneakers may leak!
He foils the last Hakken-Krak and,
miraculously, reaches calmer
waters. He docks the boat and jumps
to the shore.
On and on I will hike.
And I know I'll hike far
and face up to my problems
Whatever they are!

A HAIRY AND SCARY PROBLEM CREATURE jumps from behind a tree.
Just before the creature attacks --

OUR BOY (CONT'D)
Be nice!

The creature cowers and disappears back into the brush. Our Boy proceeds down --

ANOTHER TRAIL

-- where we find the ODDEST ASSORTMENT OF CREATURES
imaginable. Our Boy zig-zags through the oddities.

OUR BOY (CONT'D)
I'll get mixed up, of course,
as I already know.
I'll get mixed up
with many strange birds as I go.

Sure enough, an array of the world's STRANGEST BIRDS swoop
through the sky.

OUR BOY (CONT'D)
 I'll be sure where I step.
 Step with care and great tact
 and remember that Life's
 a Great Balancing Act.

The STRANGE BIRDS and other ODD CREATURES balance themselves on rocks and in trees and on top of one another. It looks like something out of a psychedelic, Seussian circus.

OUR BOY (CONT'D)
 And sometimes, kid,

OUR BOY (CONT'D)
 you just have to know,
 that all you can do
 is go with the flow.

Our Boy joins the strange balancing creatures by jumping to a tree limb and walking it like a tightrope.

OUR BOY (CONT'D)
 And will I succeed?
 Yes! I will, indeed!
 (98 and 3/4 percent guaranteed.)
 KID, YOU'LL MOVE MOUNTAINS!

And as the MUSIC ENDS, Our Boy leaps from his tree branch, breaks through the forest and finds himself face to face with
 --

THE ONE, THE ONLY, THE GHASTLY AND FORBIDDING GLOOMSTER
 MOUNTAIN

The grassy incline begins right out of the forest. And up the hill, about a hundred yards away, is Gloomster Castle. The surrounding AIR is black, the Cloud all engulfing. We hear the faint yet sickening SOUNDS OF CHILDREN CRYING.

OUR BOY (CONT'D)
 Okay, Gloomster, it's just you and
 me.

As he starts up the base of The Mountain, Miggles comes chugging around the other side of the Forgetful Forest.

MIGGLES
 You made it! You're safe!

OUR BOY
 You, too!

MIGGLES
Where's The Cat?

OUR BOY
Couldn't tell ya. He means well, but
--

MIGGLES
Oh, no! You've lost your elephant
hair and minstrel's cane?! What
hap--?

OUR BOY
Long story.

MIGGLES
But you need them for --

OUR BOY
No. Dr. Hooper-Bloob said the value
was in the search -- in getting
them, not so much having them.

MIGGLES
(a beat)
Really?

OUR BOY
Yeah, and I hope he's right. Lis-
ten, you didn't run across a lost
locket of love by any chance, did
you?

MIGGLES
Sorry.

Our Boy looks up the mountain to the castle, then links arms
with Miggles and starts the trudge upward.

OUR BOY
We'll try our best. That's all we
can do.

CUT TO:

INT. THE GLOOMSTER'S DUNGEON - DARKNESS

The cauldrons of tears are at a rolling boil. The kids are
hanging from the meat hooks used earlier to hold the photos
of their parents.

Nerdly and Ferdly are working the HOOK LEVERS, sending the
kids a little bit down, then up, then down, and up to a stop.

NERDLY
All systems go.

The Gloomster is standing by, wringing her craggy, pock-marked hands. She checks a glance to a wretched and villainous CLOCK ON THE WALL: 11:55.

GLOOMSTER
FIVE MINUTES TILL BLAST DOWN! I'll
go make sure the cloud has
DESTROYED Kookoobara Korner's!

CUT TO:

EXT. KOOKOOBARA KORNER'S' TOWN SQUARE - DARKNESS

The WIND is pounding like a Mack Truck. BUILDINGS dislodge from the earth and swirl into the blackened sky.

In the DEEP PURPLE air, Mayor McMibber, the Old Poops -- and even Dr. Hooper-Bloob -- are coughing their brains out, faces the color of blueberry jam. They are doomed.

We hear a SMASH! and see Dr. Hooper Bloob's pumping machine crumble in the wind and blow away.

CUT TO:

INT. THE GLOOMSTER'S LAIR - DARKNESS

The Gloomster is hunched over her telescope.

ANGLE THROUGH THE TELESCOPE

She sees The Black Cloud . . . Kookoobara's misery . . . and then . . . then she sees Our Boy and Miggles running up the mountain toward the castle.

BACK ON THE GLOOMSTER

GLOOMSTER
GIVE ME A BREAK! WHAT DID THAT BOY
HAVE FOR BREAKFAST THIS
MORNING?!?!?
(suddenly confident)
Well, it doesn't matter. Because
he'll be lunch this afternoon!

She runs to the wall, where her spattered and flattened candle nubs cling. And near them is a large hole -- her SHOUT HOLE.

GLOOMSTER (CONT'D)
 (calling)
 Nerdly! Ferdly!

QUICK ANGLE IN THE DUNGEON

From a GRATE IN THE CEILING, the Gloomster's VOICE gushes down.

GLOOMSTER'S VOICE
 One of you check the grounds!
 The other -- set the table for
 two more!

CUT TO:

EXT. GLOOMSTER MOUNTAIN - DARKNESS

Our Boy and Miggles make the steep climb to The Castle. They slip behind a tree to catch their breath.

MIGGLES
 Figured out how you're going to
 make her laugh yet?

OUR BOY
 Too bad you can't do it. You're a
 pretty great giggler.

MIGGLES
 I know. But I'm just a Hunch. And
 you're a kid. That's where the true
 power is -- in the kids.

Our Boy turns a look to the Castle, scrunching his forehead and trying to come up with a plan. But just then --

NERDLY

-- slips quietly from behind another tree and wraps his brick of a hand around Miggles' mouth. Miggles' eyes shoot open in horror as she's whisked away.

BACK ON OUR BOY

Not yet realizing that Miggles has been captured, he remains staring at the Castle, thinking over his predicament.

OUR BOY
 (growing disheartened)
 This is impossible. I can't make
 her laugh.
 (MORE)

OUR BOY (CONT'D)
 I don't even know any jokes. And if
 I did, how could something possibly
 be funny at a time like this?

Now he turns back to Miggles and sees that she's gone.

OUR BOY (CONT'D)
 Miggles?
 (a beat)
 Miggles, come on, this is no time
 for --

Then he hears --

MIGGLES' VOICE
 (in the distance)
 Help!

Our Boy looks off and sees --

THE TOP OF THE HILL

-- where Nerdly is carrying a bucking bronco of a Miggles.

He brings her to --

the GLOOMSTER'S conveyor belt

-- the one seen much earlier carrying the kidnapped kids. He
 places her on the belt and straps her down. She chugs upward
 and is dropped into --

INT. THE GLOOMSTER'S GLOOMFORMATION MAZE - DARKNESS

Miggles careens quickly through the maze of chutes and slides
 and alleys and doors, visiting the horrific places we visited
 earlier. She is then dumped into --

INT. THE GLOOMSTER'S DUNGEON - DARKNESS

She falls to the floor, right at Ferdly's feet. He grins like
 a bulldog. Then she sees all the kids hanging on the meat
 hooks above the cauldrons.

Another HOOK drops from the ceiling and Ferdly attaches it
 to Miggles.

CUT BACK TO:

OUR BOY

He runs up the hill toward the conveyor belt, where the SOUNDS of the crying children are desperately loud and clear.

CUT TO:

EXT. THE EDGE OF THE FORGETFUL FOREST - DARKNESS

Sneaky (still as The Cat) and The Cat (still as Sneaky) break through the trees on a dead run. The angry HAKKEN-KRAKS are heard HOWLING in the forest behind them.

ONCE THROUGH THE TREES AND IN THE CLEAR -- THEIR BODIES BEGIN to vibrate and ripple, each TRANSFORMING back to his original personality.

All done, they stare at one another, confused.

THE CAT-IN-THE-HAT
I'll take my hat, please.

SNEAKY
Yeah, gimme my watch.

Again, they exchange accessories. Sneaky looks at this watch: 11:57. And now he can release a huge sigh of relief -- a job well done. He breaks into an evil grin.

SNEAKY (CONT'D)
No way is that stupid little kid gonna show up and do the job in three minutes.

The Cat, meantime, is holding him with a devastated and icy gaze.

SNEAKY (CONT'D)
What? Why're you lookin' at me?

THE CAT-IN-THE-HAT
Because you betrayed me!

SNEAKY
(innocent again)
Me?

THE CAT-IN-THE-HAT
You're working for The Gloomster!
I was you while in the forest, remember? I was in your mind -- such as it is -- I thought your thoughts!

SNEAKY
 (dropping the ruse; snide)
 Fun, wasn't it?

Just then, before The Cat can continue his tirade, he is whisked from FRAME.

Nerdly -- has captured him. Wriggling and shouting, The Cat is carried up the mountain. Sneaky runs to join Nerdly's side.

SNEAKY (CONT'D)
 (proud of himself)
 I did bad, didn't I? Didn't I,
 hunh? Hunh?

NERDLY
 Sure did.

As Sneaky puffs up his chest in self-congratulations --

Nerdly grabs him, too. He tosses both The Cat and Sneaky onto -- the conveyor belt -- where they are strapped down, sent chugging upwards and dropped into the black hole.

ANGLE ON A NEARBY TREE

As Nerdly races past it . . . TWO LITTLE EYES peek out from the darkened squirrel hole in the trunk.

Once Nerdly is gone, Our Boy jumps out of the hole, runs to the conveyor belt and dives onto it.

CUT TO:

INT. THE GLOOMSTER'S GLOOMFORMATION MAZE - DARKNESS

Our Boy takes the ugly ride through the dive-bombing IMAGES of The Gloomster -- the fire and brimstone of ANGRY ALLEY, DESPER-ATION DRIVE and WICKED WAYS. He ends up in --

INT. THE GLOOMSTER'S DUNGEON - DARKNESS

He tumbles to the floor and sees everyone -- including Miggles, The Cat and Sneaky -- up on meat hooks, dangling over the boil-ing cauldrons. But before he can do anything --

-- Ferdly lunges at him. Our Boy skitters between Ferdly's oncoming legs. Ferdly runs head first into the wall -- and

the meat hook LEVER. The lever activates and --

A MEAT HOOK

-- comes down from the ceiling, snatches Ferdly by the seat of his pants and raises him toward the ceiling. The moron brays like a camel.

THE CAT-IN-THE-HAT
(calling from the hook)
Good work! Now go -- fast!

OUR BOY
But --!

THE CAT-IN-THE-HAT
GOOOOOOOOOOOOOOOOOOO!

Our Boy runs to the steel door, grabs the handle -- and it's locked. He looks every which way for an escape, then sees --

THE GRATE IN THE CEILING

-- from which The Gloomster's VOICE emanated earlier.

BACK ON OUR BOY

He scales the nearest wall as if it were a library (sorry, lib-rary) shelf, grabs hold of the grate, squeezes up through the slats and disappears into --

INT. THE DUCT WORK OF GLOOMSTER CASTLE - DARKNESS

On his hands and knees, Our Boy crawls the narrow passageway.

OUR BOY
Pays to be small
once in a wall.

He continues through the cold, dank duct -- until his hand hits something and we hear a TINKLING SOUND.

Our Boy looks down and finds a necklace --

-- a LOCKET OF LOVE -- rusted and cobwebbed . . . and lost.

Eyes wide, he grabs hold of his pounding heart, then picks up the locket.

CUT TO:

INT. THE GLOOMSTER'S LAIR - DARKNESS

Her CLOCK ON THE WALL shows the time as 11:58 -- and 30 seconds.

The Gloomster is hunched over the eyepiece of her telescope, whipping it to and fro.

GLOOMSTER
WHERE IS HE?!? WHERE DID HE GO!?!?

ANGLE ON THE HOLE IN THE WALL - THE GLOOMSTER'S SHOUT HOLE

Our Boy pokes his head from the duct work and watches in awe as --

THE GLOOMSTER

-- tromps about the room, in utter madness. Her entire lair is STORMING now -- The Black Cloud turning inward. The floor rolls like a rickety ship, the wood splintering beneath her feet, the walls buckling and raining plaster.

CLOSE ON OUR BOY

Locket in hand, he closes his eyes, takes the deepest of all possible breaths and jumps into --

THE GLOOMSTER'S LAIR

She whips around and sees him. And it is surreal moment of oddly quenched expectation -- each surprised to actually be in the presence of the other.

the CLOCK ON THE WALL

-- is moving up on 11:59.

BACK ON OUR BOY AND THE GLOOMSTER

White with fear, and with the room crumbling amid the torrents, Our Boy lifts the locket to The Gloomster.

OUR BOY
Is this y-y-y-yours?

The Gloomster just stares at it. Then she picks up the nearest item -- Jose's birdcage -- and throws it at Our Boy.

It hits his hand and the locket goes flying.

OUR BOY (CONT'D)

Ouch!

The locket slides across the floor and lands in a corner.

OUR BOY (CONT'D)

(angry now)

Here I am trying to be all com-
passionate and you throw a bird-
cage at me!

But he stops cold. Because The Gloomster is coming toward him.

AND HE'S TOO SCARED TO MOVE.

Step by step, inch by inch, The Gloomster keeps coming, her jagged hands outstretched, aiming for his neck.

The room is going insane, thrashing back and forth.

CLOSE ON OUR BOY

Terrorized.

CLOSE ON THE GLOOMSTER

-- gaining on him, frothing at the mouth, the bright yellow of his suit glistening in her eyes.

GLOOMSTER

(like Linda Blair)

I hate yellow!

CLOSE ON OUR BOY

-- in his yellow hat and motionless terror.

THE CLOCK ON THE WALL

-- reads 11:59 -- and 15 seconds.

ULTRA CLOSE ON OUR BOY

The room is THUNDERING around him.

ULTRA CLOSE ON THE GLOOMSTER

The veins throb in her forehead. Her nostrils bulge and billow. Froth is dripping from her chin. She can taste him.

ULTRA, MICRO AND PRETTY DARN CLOSE ON OUR BOY

All he can do is close his eyes and pray for --

OUR BOY

Strength . . . insight . . . com-
passion . . .

(a beat)

And wide open eyes. To make any-
thing possible. . . .

And with that, he THROWS OPEN HIS EYES -- wider than they've
ever gone.

ANGLE ON THE GLOOMSTER

She stops cold, looking into Our Boy's wide open eyes. And
what does she see?

HER REFLECTION

It's the creature seen earlier, who danced The Gloomster's
dance -- who The Gloomster was certain she'd obliterated.

And suddenly FWAAAAAAAAAAM! There is a FLASH OF LIGHT and --
the Reflection is in the room

-- revived straight from Our Boy's eyes. The Gloomster
BELLOWS like a bull.

REFLECTION

(to Our Boy)

The locket! Where's the locket?!

OUR BOY

(pointing)

Over there!

Both The Gloomster and her Reflection, fighting the motion of
the thrusting, collapsing room, run for the locket and snag
it at the same time. They wrestle over it, throw punches.
Finally the locket FLIES into the air and lands in the hands
of --

OUR BOY

He's got it -- but he doesn't want it.

REFLECTION

OPEN IT!

HE FIGHTS WITH THE CLASP -- BUT IT'S RUSTED STUCK.

THE REFLECTION IS DOING HER BEST TO HOLD OFF THE GLOOMSTER --
BUT THE GLOOMSTER IS A WILD BEAST.

She breaks free of her Reflection and heads for Our Boy and
the locket.

He's still struggling to open it -- and it won't go.

WITH THE GLOOMSTER SCREAMING TOWARD HIM LIKE A MAD GIRAFFE --

-- he swings the locket by the chain and SMASHES it against
what's left of the wall. It breaks open and out of this lost
and forgotten little locket of love comes --

A DELUGE OF SUNLIGHT AND SPLENDOR

The entire room becomes awash in WHITE LIGHT. The place
somehow feels like the warmest and most peaceful place on
earth.

OUR BOY

Holy smokes!

The Gloomster SHRIEKS and hits the floor, cowering from the
light. Our Boy, compassionate soul that he is, runs to her.

OUR BOY (CONT'D)

It's okay . . . don't cry . . .
it's nice in here now. It's beau-
tiful. What are you so scared of?

Shielding her eyes from the light, The Gloomster manages to
peek up at him and whimper --

GLOOMSTER

. . EVERYTHING . . .

OUR BOY

(a beat)

Everything?

GLOOMSTER

Everything. Even . . . even good
things.

Our Boy blinks his eyes. And then, for the first time ever,
and for a reason he never could have imagined . . . he begins
to laugh. And it's the loudest, most raucous BELLY LAUGH
since the formation of the Kookoobara Kontinent.

OUR BOY

WAAAA-HAHAHAHA! You're scared of
good things?

GLOOMSTER
Scared that if I have something
good, it will go away -- and then
I'll be heart-broken!

OUR BOY
WAAAA-HAHAHAHA WAAAAAA-HAHAHAHA!
WAAAA-HAHAHAHA WAAAAAA-HAHAHAHA!

CLOSE ON THE CLOCK ON THE WALL

11:59 -- and 55 seconds -- 56 . . .

BACK ON OUR BOY AND THE GLOOMSTER

He's still beside himself with laughter. And it washes over
The Gloomster like the bucket of water washed over Oz's most
troubled resident. Just then --

THE CLOCK ON THE WALL

-- strikes 12:00. And --

THE GLOOMSTER

-- staring at Our Laughing Boy . . . starts to laugh, too.
Loudly.

THE GLOOMSTER

Really loudly. Positively hyeniatic. She and Our Boy are just
rolling in it.

Then the Reflection hits the floor, busting a gut.

Contagious, this laughter stuff. As the three go on and on,
we --

CUT TO:

EXT. GLOOMSTER MOUNTAIN - DAY

-- where the entire mountain EXPLODES! into the sky like a
nuclear nightmare.

ANGLE IN THE SKY

Soaring away into the stratosphere are the remains of THE CONVEYOR BELT, THE CAULDRONS OF TEARS, THE MEAT HOOKS, NERDLY AND FERDLY AND THEIR BULLWHIPS . . . AND THE GLOOMSTER AND HER REFLECTION . . . holding hands and still laughing.

BACK ON THE GROUND

The captured children run free from what was once the dungeon. Miggles, Sneaky and The Cat lope along with the crowd.

And now, tumbling down from the sky, arse over tea kettle . .

IS OUR BOY. THE CAT OPENS HIS UMBRELLA AND CATCHES HIM RIGHT ON TOP OF IT.

THE CAT-IN-THE-HAT
(ever so nonchalant)
Knew you could do it, youngblood.

CUT TO:

EXT. THE SKY OVER KOOKOOBARA KORNERS - DAY

With a SIZZLE! and a SPITTLE! and a FIZZLE! and a THRRRITTLE!

The Black Cloud disintegrates. And THE SUN shines bright again.

ANGLE IN THE TOWN SQUARE

The flowers and trees and birds and townsfolk -- Dr. Hoover Bloob and his Bloobian Assistants -- and, of course, all branches of the local government -- spring back to life.

CUT BACK TO:

EXT. WHAT ARE NOW THE FLATLANDS OF GLOOMSTER MOUNTAIN - DAY

While all the kids run in one direction -- toward home --

Horton, Morton and their pals come stampeding from the other direction.

Horton and company run to Our Boy, who bounces happily -- and smiling -- atop The Cat's umbrella.

HORTON

We heard your laugh with our big
ol' ears!

MORTON

Hairless and all!

As Our Boy reaches down to pull Miggles up to join him on the
umbrella, we --

CUT TO:

EXT. KOOKOOBARA KORNER'S TOWN SQUARE - DAY

Never has there been such a ballyhoo. Our Boy's Welcome Home
parade is exponentially that of the earlier send-off parade.

FIREWORKS, MUSIC, DANCING and SONG.

All of Kookoobara's kids are riding atop the colorful canopy
carried by Horton and his pals.

ANGLE ON THE STEPS OF TOWN HALL

The townsfolk CHEER while Mayor McMibber offers Our Boy the
KEY TO THE CITY. Our Boy is dressed in ribbons and has
Miggles by his side.

MAYOR MCMIBBER

You, dearest one,
are our most favorite son. . . .

As The Mayor pulls Our Boy into a strong hug, smothering the
child in blubber (that of both body and tears), the CAMERA
PULLS WAY BACK from the parade to find --

THE CAT-IN-THE-HAT

-- standing on the periphery, twirling his umbrella. The
fabled, friendly, felicitous feline addresses us directly.

THE CAT-IN-THE-HAT

So there you have it. Quite a
tale, hunh? And it's all true, too.
But now I have someone who owes us
all a heartfelt apology.

The Cat reaches out of FRAME and drags Sneaky into view.

THE CAT-IN-THE-HAT (CONT'D)

What've you got to say for your-
self, young man?

Sneaky pauses, genuinely chastened and shamed.

SNEAKY

I'm really sorry. I mean . . .
 (directly to CAMERA)
 I'm going to make it up to you
 folks -- I promise. Keep an eye out
 in your neighborhoods. I'll be
 mowing lawns, washing windows and
 helping to carry groceries
 in from the car -- and all for
 free! I know right from wrong
 now -- I promise I do. The trip we
 just took can give even someone
 like me some insight. Please
 forgive me. Please.
 I'm young.

THE CAT-IN-THE-HAT

Okay, fine, go enjoy the parade.

Sneaky waves to us, bouncing and smiling truly. The Cat
 watches him run to the festivities, then turns back to
 CAMERA.

THE CAT-IN-THE-HAT (CONT'D)

Now where was I? Oh, yes. Our Boy.
 What a fella, hunh?
 Shows what a little purrrr-
 severence can do for you. But, you
 know, it's funny -- I never did get
 his name.

With a swoop of his umbrella and a rather dandy pirouette,
 The Cat goes into his final rhyme.

THE CAT-IN-THE-HAT (CONT'D)

So be his name Buxbaum,
 or Bixby or Bray,
 or Mordecai Ali Van Allen O'Shea,
 he's been to Great Places!
 He's been off and away!
 OH, THE PLACES HE'S GONE!

He pauses, then gives us a wink.

THE CAT-IN-THE-HAT (CONT'D)
And OH, THE PLACES YOU'LL GO, TOO!

And with that -- WHRRRZZZZ! -- The Cat revs up in his high-velocity pinwheel, topples end over end, recedes into the distance and EXPLODES into a STARBURST.

The rich colors RAIN DOWN to paint us a picture of . . .

THE END