

OH THE PLACES YOU'LL GO

By Dr. Seuss

LAGRAVENESE REVISED DRAFT

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WE OPEN ON:

- A beautiful, other worldly universe of STARRY BEINGS;

CAMERA PANS; across the vast expanse as millions and millions of SPIRITS OF LIGHT zoom playfully across space.

* Although there are so many stars, the entire universe in
* which they play is BREATHING as ONE INFINITELY MASSIVE ENTITY.
* All these separate stars are actually connected together
* by this UNIVERSAL GLOW - sort of like individual fruit bits
* floating inside a jello mold.

We introduce a VOICE OVER NARRATOR (someone with great presence a la Orson Welles) ;

NARRATOR (V.O.)

There is a place
Beyond time and space
Beyond all that is earthly
Beyond all you can trace...
Before stones and trees and
Things you can bunch...
Before bed time, playtime
Schooltime and lunch...
Way before your memory
Began it's remembering...
There was that first place
Before life's re-assembling...
Before you had arms, a chin and a nose...
You flew from this place...
To any place that you chose...

The tiny dots of light zipping across the universe represent FUTURE EARTHLY BEINGS, but for now - they are mere entities of light and sound, pairing up for brief moments in their cosmic playground - each with it's own note, it's own musical identity.

NARRATOR (V.O.)

* And in this starry heaven
* No matter your size or name
* You are never alone or separate...
* You are All, One and the same.

Whenever two starry beings meet a audible PING/CHORD is heard - a delicate sound that signifies the harmony created when two beings join. PINGS of various intensities, various notes and major chords, flood the universal arena like an angelic symphony.

During this symphony, CAMERA ZOOMS INTO A MICROSCOPIC DEGREE,

to reveal that these tiny dots of light actually have shape and form, although transparent and amorphous. These forms look like color-outlined versions of Seussian creations - their shapes & faces transforming and undulating as they play in their own cosmic sandbox: Gaseous forms diving into one another, as each take it's turn playing a floating pond; semi-formed transparent figures dancing or skating - playing hopscotch on the stars or sliding down the Milky Way. For the more daring, there's playing pool with the Pleiades or trying to catch the animals of the Zodiac.

Each union between two forms is always followed by a CHORD or PING of sound whenever they touch.

As CAMERA MOVES THROUGH THE UNIVERSE, we pick up SPECIFIC STARRY BEINGS who will become the main characters of our story;

A GIRLISH STARRY BEING (MIGGLES) zips through space, effortlessly caroling her ONE LILTING NOTE; A musical note we will come to know and recognize when we meet her in human form later on. Whenever she meets another being, a beautiful harmonic chord is produced.

A BOYISH STARRY BEING (SNEAKY) has a darker musical note with a mischievous tone. He zips through space interrupting starry duo's chords, by flying in between them and adding his own sound to theirs - creating a humorous, slightly sinister sound - then quickly escaping to another pair, leaving a slightly audible GIGGLE in his wake. He is the prankster; the fly in the ointment, the daredevil.

Finally, A SECOND BOYISH STARRY BEING (OUR HERO) flies about without a care, meeting up with other stars, creating
* angelic harmonies...HIS NOTE HAS A LITTLE "JINGLE" SOUND
* TO IT.

* HE meets up with the MIGGLES STAR and the two create
* a ROMANTIC MELODY - as if they were perfectly
* suited to each other - the JINGLE AND THE LILTING NOTE
* somehow creating A MAGICAL ROMANTIC FEELING.

* But just as quickly as they meet, the MIGGLES STAR is PULLED
* AWAY BY THE SNEAKY STAR, leaving our HERO STAR spinning off balance in his wake. Another "Sneaky giggle" follows it's path. (This foreshadows their relationship on earth)

** The MIGGLES STAR zips away to a spot where SEVERAL STARRY BEINGS, who are more or less bored with all this angelic harmony, (These pure major chords without any variation are too familiar, too dull), lie about yawning with expressions of utter
** disinterest. The MIGGLES STAR tries to connect with them to make a PING, but the bored beings make little or no effort.

Like little children during a church mass who long for something of interest to attract them. Miggles begins to
* acquire the same dead dull listlessness, as she hangs around
* them. She settles in and stops flying about.
* Meanwhile, OUR HERO STAR searches for the MIGGLES STAR; pinging
* with several others along the way.

SUDDENLY; STRANGE AND WONDERFUL SOUNDS BEGIN TO FILL THE SPACE;

* The MIGGLES STAR, alone with the bored beings, perk up with
* great interest!

- SOUNDS OF RHYTHM - dissonant and alluring chords erupt into the harmonic universe and begin to attract the attention of these starry beings.....The stars look curiously to the direction of the sounds;

POV;

A PULSATING EARTH, vibrating with the jazzy chords of light and dark harmonies - sensuous, exciting, anything but dull.

The CHORDS are visualized as DAZZLINGLY COLORFUL BURSTS OF LIGHT coming off the earth and soaring to the heavens.

* CAMERA FOLLOWS THE BURSTS OF COLOR as they seem to be
* absorbed into this GIANT SPARKLING ASTEROID floating in space.

* The bored beings, including MIGGLES, are attracted to this
* bright, dazzling place where the strings are going and begin
* to fly towards it.

* The SNEAKY STAR, in the midst of playing "bumper star" with a
* some beings, is suddenly left alone when the beings zip O.S.
* to join the pilgrimage. Perturbed, the Sneaky Star follows
* to investigate.

* The pilgrimage is a glowing stream. Almost like a comet. Our
* BOY HERO STAR zips around this stream to find the MIGGLES STAR.
* He pings with a couple others, but they don't make that
* beautiful sound he made with her. Finally, he finds her and
* they ping. But the MIGGLES STAR continues on her way. In order
* to keep pinging, the BOY HERO unwittingly follows
* her and the pilgrimage to the sparkling asteroid - like a
* puppy following it's master home from school.

EXT. SPARKLING ASTEROID a.k.a. MR. HOOBER BLOOB'S HEADQUARTERS;

* AS CAMERA MOVES IN CLOSER to it, we begin to see details;

* A Seussian amalgam of arches, giant glass beakers and tubing,
* brass clamps, pulleys, ornate nineteenth century looking

* plumbing...all floating on this organic asteroid of beautiful
* giant rock formations and caverns. This is the place where
where STARRY BEINGS ARE TRANSFORMED INTO HUMAN BABIES
and then sent to Earth. Starry beings are led through it and
into a Rube Goldberg assembly line. It is Creation's way-station.
The place of transformation of the starry to the flesh and blood.

Creation's chief go-between is MR. HOOBER-BLOOB. He is assisted
by an assortment of wonderful Seuss impressions of secretaries,
manual laborers, and errand boys...THESE ARE THE MOST BENIGN
LOOKING, HEART WARMING CREATURES, filled with joy and love for
their work. Everyone smiles and hums as they go about their
business.

Intricate time schedules map out the entire planet and
sends babies to individual expectant parents. Everything is run
by a STRICT TIMECLOCK with a giant, smiling face which hangs
happily in the middle of the "factory", surrounded by smaller,
smiling clocks.

* The Starry Beings enter the glass tubing and becomes a gaseous
* glow that travels through horizontal and vertical twists and
* turns. On their vertical journey, they reach A PEAK ATOP A
* GLISTENING ROCK FORMATION where A BOLT OF LIQUID LIGHT
* strikes from the heavens, giving life and separating them in
* individual forms. The forms then continue, GLOWING IN THEIR
* INDIVIDUAL LIGHT, through more apparatus. As they move, we
* can see THEIR LITTLE BABY FORMS being to take shape. We hear
the giggles and coos of babies coming from the lighted beings.
The baby, however, is only half baked, retaining it's heavenly
glow. It has the shape of a baby but it has a hard time holding
onto the shape; ears move about the head, hands seems to act
with a mind of their own, gravity has no control as bottoms
are up and heads look upside down...

No matter what, the babies' expressions are one of complete
awe and delight. These material bodies are the most magical
things these spirits have ever encountered.

* We recognize the MIGGLES BABY, filled with wonder at this
* amazing adventure.

* We recognize the SNEAKY BABY - equally excited, but with a
* more devilish glee.

* Finally, we recognize our BOY-HERO BABY, who finds all of this
* an absolute horror. This "Body-thing" is a nuisance and most
* uncomfortable, as it twists and turns and folds upside down.
* He is also most perturbed by this "individual-thing". He
* bounces his "glowing-bubble" next to MIGGLES, trying to meld
* his bubble with hers. Since the bubbles are made of the same
* substance, they immediately merge into one larger sphere.

* Miggles is surprised to have company in her bubble, but the
* Boy is thrilled. He bounces their bubble further up to the
* SNEAKY baby. But Sneaky doesn't want to blend - he likes being
* separate. So when the Boy bounces at him, Sneaky fakes him out
* by shifting his glow bubble to the left, causing the Miggles-
* Boy bubble to get ahead of him and closer to the next step...
* The Boy and Miggles look up to the next step in transformation;

* THE COSMIC MEMORY ERASIFYING AND SEPARATIONOSSIFYER;

* Of course our couple can't read, but they can see what happens;

* A Glowing Baby Form takes another vertical trip up the glass
* tube, to a HIGH PLATEAU beneath the heavens. The Baby pauses on
* the plateau and is sprinkled with what looks like snow being
* poured from a salt shaker from out of the heavens. The "snow"
* DOUSES THE GLOW - erasing it's memory of the starry place.
* The Baby immediately takes on a curious, scared, and sort of
* lost expression.

* THIS REALLY WORRIES OUR BOY. He and Miggles look further down
* along the process. THEY SEE THE REST OF THE PROCESS;

POV;

* The Baby slides down the other side to the HOMETOWN
* SELECTION SPINWHEEL; a carnival-like wheel filled with small
towns, big cities and their appropriate countries....A jolly
BARKER-LIKE BLOOBERHELPER spins the wheel, selects a place,
then attaches a label to the baby as if it were a UPS package.
He then lovingly pats them on the head and sends them onward.

The baby moves along to the DISPATCHING OFFICE, where ANGELIC
SEUSSIAN DISPATCHERS gently pick the babies up and send them
down the HOOBER BLOOB HIGHWAY, kissing each one on the forehead
between the eyes for good luck.

EXT. HOOBER BLOOB HIGHWAY;

CAMERA FOLLOWS as the babies slide down a series of
spiraling, starry chutes that lead to destinations on Earth.

CAMERA PULLS BACK WIDE to reveal an INFINITE AMOUNT OF CHUTES
all sending babies to specific destinations. The chutes
lead down from space into the clouds...

On the other side of the clouds, we see BABIES FALLING FROM
THE SKY with panicked expressions as they hurtle towards earth...

The baby falls into the arms of a couple in a hospital, who
look adoringly at their newborn. The baby however, looks at
the parents and SCREAMS!

CUT BACK TO:

HOOBER-BLOOB STATION;

THE BOY-HERO and MIGGLES. The Boy is completely panicked and begins to bounce frantically back down the glass tubing, away from the "Separationossifyer", trying to meld his/Miggle's bubble with as many beings as he can.

MEANWHILE; Around the Hooper Bloob Station;

Everything continues like clockwork. The process never ends. It very much resembles an airport terminal with Hooper Bloob and his workers acting like air traffic controllers, guiding the starry beings into the glass tubing. The place has an air of enviable innocence and calm filled with the giggles and coos of soon-to-be-newborn children.

CUT BACK TO:

* THE HOMETOWN SELECTION SPINWHEEL;

* The Barker happily performs his services, slapping on a label, ushering the baby along, then repeating the same. But when he looks for the next baby, he sees an empty space. He looks up to the MEMORY ERASESIFYING AND SEPARATIONOSSIFYER and sees with great surprise....

* ONE TREMENDOUS BLOB OF GLOWING FORMS ALL MELDED TOGETHER BY THE PANICKED BOY into a SINGLE GIANT BUBBLE;The Boy has managed to "bounce-merge" into a dozen other confused babies who float within this giant glowing glob with amazed looks on their faces. There is, however, one baby who is just as determined as the Boy:

* SNEAKY has been absorbed against his will and is pulling the globulous bubble up the hill to the plateau, at the same time that the Boy is resisting at the other end of the bubble. (Picture two children pushing at opposite ends from inside a giant balloon).

* As hard as the Boy resists, that's as hard as Sneaky pushes. He manages to reach the plateau and as soon as the "snow" is sprinkled - Sneaky is separated and slides down the other side. Having begun the process, one by one, each of the " absorbed babies gets sprinkled as well.

* But the Boy still resists - pushing at the opposite end to get away.

* HOMETOWN SELECTION SPINWHELL;

* SNEAKY loves his new form and happily awaits the Barker's

* label. He watches the SPINWHEEL SPIN and it fascinates him.
* When the Barker turns his back to get a label, Sneaky hops off
* the conveyor and jumps onto the Spinwheel. The jolly Barker
* laughs goodnaturedly and takes Sneaky off, but this annoys
* Sneaky. He holds on. A tug of war begins as the Barker tries
* to pull Sneaky off. Meanwhile, other babies are starting to
* bunch up on the conveyor. Finally, the Barker yanks Sneaky
* off and slaps a label on his mouth. The label reads BROOKLYN.
* A pissed-off Sneaky moves on...

* MEANWHILE; On the plateau...

* The Boy is only five babies away from being sprinkled. Miggles
* has remained in front of him. SHE FEELS SORRY THAT HE IS SO
* SCARED AND PUTS HER ARM AROUND HIS SHOULDER TO CONSOLE HIM.

* MEANWHILE; at the DISPATCHING OFFICE:

* SNEAKY is now pulling all the levers back and forth, which
* causes the babies on the conveyor to go back and forth. So
* everytime an Angelic Dispatcher tries to grab a baby to send
* it on it's way, it misses. Some fall over the conveyor. Babies
* start to flip over. Some roll off the conveyor and begin to
* roam about the station, with Blooberworkers chasing after them
* and replacing them on the conveyor.

* Sneaky is having a wonderful time causing such havoc. When a
* Blooberworker attempts to catch him, Sneaky slips through his
* arms and crawls speedily away....

* MEANWHILE; Back on the plateau...

* The baby in front of Miggles is being sprinkled. The Boy grabs
* onto Miggles and won't let her go. He holds so tight that the
* two of them get sprinkled at the same time, dousing their glow
* and separating them...

* They slide down to the Hometown Spinwheel. The Barker slaps
* KOOKOOBARA CORNERS on the Boy and BARABARAKOO CORNERS on
* Miggles. (Sneaky and a frantic Blooberworker run in front
* of them, as they continue their chase). Miggles and the Boy
* arrive at the Angelic Dispatchers. One dispatcher picks up
* Miggles and kisses her forehead. Before she is sent down the
* highway, Miggles turns to the boy and smiles as if to say,
* "Don't be frightened"..She then sails down to earth.

* Another Dispatcher picks up the Boy and kisses him, then aims
* him down the highway;

* POV

* BOY'S VIEW DOWN THE HOOBER BLOOB HIGHWAY TO THE JAZZY,

* DISTANT, PULSATING EARTH, millions of light years away.
* The Boy looks horrified as they place him on the highway. He
* begins to slide down when suddenly, HE GRABS HOLD OF BOTH
* SIDES OF THE SLIDE, JAMS HIS FEET TO A STOPS AND SCREAMS....

BOY

NNNOOOOOOOOOOO!!!

* The "NOOOO" actually leaves the Boy's body - taking his voice
* along with it.

A WHISTLE BLOWS!.....AN ALARM SOUNDS!

THE SHOCKED EXPRESSIONS OF THE BLOOBER WORKERS
Even Sneaky and his pursuer are stopped dead in their tracks.

HOOBER BLOOB himself pokes his grease-stained face out of a
piece of plumbing he's been fixing and blows his top in terror!
He jumps out of the machine and races through H.Q. as his
FLUSTERED ASSISTANT catches up, and runs beside him.

ASSISTANT

* CALAMITY! CATASTROPHY!
* WE ARE STUCK WITH A ME
* WHO REFUSES TO BE!

OUR HERO remains absolutely still on the Hooper slide, jamming
the works and causing the hundreds of other babies behind him
to bunch up.

PANDEMONIUM!;

The entire station begins PILING UP WITH BABIES.
Workers are running about trying to maintain control ; carrying
armloads of glowing babies and stock piling them;

Hooper Bloob turns dials, presses buttons to stall the intake
of starry beings who begin to circle above the station like
airplanes waiting to land.

The Hometown Spinwheel is spinning out of control, with
the Barker attached, holding on for dear life...

Other workers begin grabbing babies off the conveyor belt,
but some slip through their arms and begin to roam freely.

MEANWHILE;

* SNEAKY is very upset that someone else has caused more comotion
* than he. Besides which, no one is paying attention to him -
* His own Blooberworker pursuer has left him to join the others,

* to try and catch that stupid BOY. Sneaky pulls a lever and
* steam erupts - but no one pays attention. Sneaky is mad.
* He sees the Hometown Barker spinning out of control on the
* spinwheel and crawls over to him. He reaches for a lever and
* with a sinister glee, he pulls, stopping the wheel and sending
* the Barker careening across the station, sailing headfirst down
* one of the Hooper Bloob Highways and down to Earth.

CUT TO:

* A HOSPITAL ROOM;

* An expectant couple wait in their room. Suddenly, the FULL-
* GROWN BARKER plops into the expectant mother's arms. He
* screams. She screams! The father screams!

CUT BACK TO:

* HOOBER BLOOB STATION...

* THE BOY CONTORTS AND STRAINS TO BREAK OUT OF HIS BODY -
stretching in all directions as if trying to escape his
envelope. He zigzags all over the place - bouncing into
machinery. Bloob and his helpers try to catch him as if
he were a renegade firefly. The BOY tries with all his might to
elude his pursuers and get back up to the stars...climbing the
piping and tubing, and trying to fly back into space...

* SNEAKY tries to attract the attention of the pursuers by
* standing on top of the plateau and threatening to jump. But
* they are too focused on catching the boy and don't notice him.
* This really makes Sneaky mad. A huge, arched EYEBROW pops
* out on his forehead! Then several glowing babies, bound
* together like a giant snowball, roll onto the plateau and
* shove Sneaky off the side!

Meanwhile, the other workers continue their race to coral
the errant babies who coo and giggle to an ear-deafening degree.

We see the assistant run into Hooper Bloob's office and
open a cabinet filled with dust. Inside is a little used RED
PHONE labelled FOR CAT-TASTROPHIES ONLY; Do Not Use for Local
Calls. Dusting it off, there obviously have been no emergencies
until now.

CUT TO:

OFFICE OF CAT IN THE HAT.

A stark contrast to the confusion we just left;

We hear soft classical music as camera pans the orderly

surroundings of CAT IN THE HAT, who is in the midst of enjoying a candlelit gourmet dinner for one as he opens a bottle of wine. Fancy skewers of shish-kabob lie next fancy vegetables and rice. WITHOUT WARNING, HIS RED PHONE RINGS.

CAT

AAAHHHHHH!!!

He screams with a start and vanishes, leaving the wine bottle tottering on the table. The phone rings again and, out of the wine bottle, CAT peeks his head. So frightened was he, that he jumped into the bottle for cover. He pops his head out in full and stares with disbelief at the ringing phone.

CAT

An assignment?

(cynical)

I had a sneaking suspicion

There might be work

When I took this position!

I shall bring this up with my union!

He pops out of the bottle and rushes to the phone. Picking up;

CAT

Yes? Yes, it's me!

(worried)

Oh no!..No not that!

Well I couldn't possibly-...

Well I'll check my appointment list...

Well I'll have my girl call your...

(undechiperable YELLING from

the phone)

Well, of course, if you insist!

The Cat is clearly reluctant to leave his dinner. He exits.

CUT TO:

EXT. HOOBER BLOOB ELEVATOR;

Cat enters a transparent elevator which glides up through the myriad of chutes and passageways that run beneath the main floor of Hooper Bloob H.Q....

Cat calmly watches the babies stopped in mid-chute, looking curiously about them. Every baby's journey has been stalled by the Boy's decision.

Cat passes several levels of comotion as babies seem to be spilling over into every department i.e.

- Switchboard ; babies binding phone wire around operators.
- Personnel; babies riding filing drawers in and out of cabinets
- Cafeteria ; babies covered in food, wrecking havoc on the chef.

Through all this, Cat observes with a detached coolness.

MAIN HEADQUARTERS;

The number of babies has doubled. They are swinging and crawling from every piece of machinery, as the workers try to resume control.

* SNEAKY is in the midst of investigating more screws
 * to remove and levers to push - sending machinery parts falling
 * and workers careening across the room. But the zigzagging BOY
 * is still the center of everyone's attention. Sneaky is so mad,
 * he picks up a bolt and throws it at the Boy, misses and KONKS
 * THE CAT ON THE HEAD.

* The Cat deftly falls to his bum, shakes his head, opens his
 * eyes and sees Sneaky staring right at him in fascination.

CAT

Well, I suppose it's time to
 put an end to all this.

* (To Sneaky)
 Don't you agree?

* Sneaky is impressed with his unruffled style. He follows as;

* Cat walks to the WALL OF STRICT TIMECLOCKS, which are all very
 * intricately wired, like a Christmas tree. However, Cat WAVES THE
 * UMBRELLA, which pushes aside the mass of wires to reveal, that
 * the whole operation is run by ONE PLUG IN ONE OUTLET.

* Cat WAVES HIS UMBRELLA, which magically pulls the plug
 * out from the socket.

When the clocks stop, EVERYTHING STOPS - the machinery,
 the babies...No one can move except for Cat, Hooper Bloob,
 the Assistant and the HooperHelpers...

* Watching wide-eyed, Sneaky is impressed by Cat's magical
 * power - and especially THE UMBRELLA.

The helpers begin to round up the babies who act as if they're
 * bodies are frozen, but their eyes and senses are not.

Cat hears Hooper Bloob moaning O.S. He runs to the rescue and
 finds Hooper Bloob shoved into a desk, with legs popping out

of one drawer, arms another and his head another...

HOOBER
WHAT'S TO BE DONE?! WHAT'S TO BE DONE!?

CAT
Well, I can get you out of that desk for one!

Cat pulls Hooper Bloob out and says confidently;

CAT
There! That's that!

HOOBER
(explodes)
THAT'S THAT! THAT'S THAT!!!
Why you overgrown simple minded
fool of a CAT! LOOK!

He indicates the air space above the headquarters - it is rapidly filling up with starry beings who have no room to enter and be born, as the H.Q. fills up with babies by the hundreds.

HOOBER
For billions of years not a
Soul has said no...
It upsets the cart...
The timeclocks...the flow...
* This glitch must be nipped
* must be nubbed in the bud

* If one thing - Just one
* doesn't do what it takes
* the universe will reverse
* when it puts on the brakes.

ASSISTANT
(chiming in, more academic)
This universe is based upon
Laws of "spreadification"...
The theory of "expandiosity",
for your edification.

But things must keep moving
Or things turn chaotic
Then the theory reverses
To the laws of "Shrinkotics"

HOOBER
By saying No to playing your part,
You create a Black Hole

HOOBER
(pulls out maps)
Which no map can chart!

ASSISTANT
Then the Black Hole grows up
* Into one big Black Ball
Inside which there's nothing
Just nothing at all...

HOOBER
(adds with urgency)
The universe collapses!
Crumbles up! Flies apart!
If one thing - just one
says no to it's part...

He starts to sob uncontrollably as the assistant comforts him;
The Cat feels awful about this. He pulls out a SHISH KABOB to
munch and he says;

CAT
* Hmmm...that's a bit of a snag.

Hoober stops crying and glares at him!

HOOBER
* A BIT OF A SNAG!...SNAAG!?

He grabs the Shish-Kabob skewer and begins to stalk the Cat
who backs away cautiously;

HOOBER
If I remember correctly
You were hired for the job
To handle such emergencies
NOT EAT SHISH KABOB!

He throws away the skewer. The Cat shrivels;

HOOBER
In order to mend the situation,
We are given a grace time of very short duration,
* Within this time, which draws very near,
The Black Ball can be stopped,
but let me be clear,
By the end of this time
ONE REASON TO BE BORN
Must be found by the boy
Before the last foghorn.

* Or the world will shift gear.

The Cat looks at Hooper quizzically;

CAT

What foghorn?

The assistant hands a HUGE BOOK to Hooper entitled **RULES OF THE GAME ; A Handbook to Creation**, which Hooper immediately opens to a specific page and places it directly into CAMERA;

CAT

(reads aloud)

"The foghorns heretofore mentioned
refer to the SEVEN FOGHORN
WARNING - each an indication of
the Universal Pressure Machine
reversing it's expandification to
high speed squeezeosity..(SEE BLACK BALL)
Once all seven foghorns,
have sounded, IT WILL BE THE END
OF THE WORLD AS YOU KNOW IT. " See footnote;
(he skims down to footnote)
"The first foghorn will sound
when you finish this footnote".

At that moment, THE FIRST FOGHORN SOUNDS followed by
A LOUD CRACK as the ENTIRE HEADQUARTERS SHRINKS several
feet...lessening the distance between the Cat and Hooper Bloob,
who are now face to face;

CAT

Rather a sneaky use of
omnipotence, don't you think?

The Assistant, taking the book, tries to be hopeful.

ASSISTANT

One reason to be born
See, that's not so hard...
Why there's ice-cream and movies
And days in the backyard...

The Cat looks hopeful too. But not Hooper;

HOOBER

But since his future is
Still to be shown
Whether he likes ice-cream
To us is unknown.
He might also live in a
House with no yard
And to find a good movie
Nowadays might be hard...

With each item, Cat face sinks further into despair.

HOOBER

No, the boy must be shown what
Life's all about
It's highs and it's lows
* Both it's in and it's out....

They drag the reluctant Cat towards the BOY STAR (our hero)
who is frozen in mid air - like a blinking abstract dirigible.
The Cat looks back skeptically. Hooper says reluctantly;

HOOBER

* Unfortunately you're the one
* Who must be his guide

* The Cat looks back and forth in between the two.

ASSISTANT

* But you can't interfere!
* The Boy must decide...

HOOBER

* - Of his own free will
* Without magic or some trick
* He must want to be born on his own
* Or it won't stick!

CAT

* No magic to use?
* Why you must both be mad!
* Please find someone else
* I'd be only too glad...
 (To assistant)
* You seem to be fit for the job.
* Why don't you lead the lad?

HOOBER

* He can't and neither can I
* We're bound here in space
* On Earth we would die.
* Only you can travel between each place.
 (dreadfully)
* Only you can save the human race.

The Cat gulps under the pressure. He reaches the Boy who
looks back at him obstinately.

CAT

* Well, I suppose that's that...
 (regretfully)
* Me being the only Catastrophe Cat...

CAT
(worrisomely, to assistant)
* Although I don't know how,
* if magic he forbids.

* ASSISTANT
* You'll be just fine.
* (trying to be optimistic)
* You're terrific with kids.

Confident, Cat takes Boy and carries him like a loaf of bread.

CAT
Fear not! I'm on the job!

* HOOBER
* Just remember to show
* The Good AND the Bad!
* And don't interfere with
* the will of the lad.

CAT
* (confidently)
* Of course...of course
* Never fear. Don't you worry...
* I'll be back before lunch
* With a YES, hurry-scurry!

* The ASSISTANT -replugs the clocks!

HOOBER
(to Cat, as he escorts him)
* You've got six foghorns left
* So you better get going...
(stops to threaten)
* And it better not be
* hot air that you're blowing!

As the Clocks, the faces wake up with a startle. Everything
* becomes animated again.

* CAMERA PANS OVER to the SNEAKY BABY, who has overheard
* the entire scenario. He smiles a fiendish smile and disappears.

Everything starts running again...but since there are so many
babies and things are skrinkling with each foghorn, there is
less and less space for everyone.

Air traffic controlling Blooberhelpers man their air traffic
devices as starry beings above circle the heavens, awaiting
instructions....

CUT TO:

HOOBER BLOOB HIGHWAY -

As Cat escorts the BOY down one chute.....
SNEAKY glides carelessly down another, speeding by them so fast,
that the CAT is unaware.

* Cat speaks to the Boy with great hope and abandon;

CAT
Congratulations! Today is your day.
You're off to great places.
You're off and away.

The Boy grimaces.

The further down the chute they get, the more grown the boy
becomes, until finally he is the form which he holds for the
rest of the story.

CUT TO:

EXT. VAGUE LANDSCAPE

Over a vague sort of hill in limbo, we see KIDS....first a few,
then more and more in various groups and different formations.
They begin a happy procession (SEE SEUSS SCRIPT) lead by a
Teacher figure who ambles along as eagerly as the children.

Out of the sky, the Boy lands splat onto Cat, who is beginning to
believe that his first assignment may be his last.

The Boy begins to walk and falls right on his face.

CAT
Gravity my boy, an invention quite new!
Make friends with it and
It'll make friends with you.

From O.S. MALE VOICES attract The Boy's attention. He follows;

QUARTET (SINGING)
WE SING TO YOU. YOUR DAY HAS COME.
YOUR GREAT LIFE'S WORK IS STARTIN'.
FOR YOU BEGIN UPON THIS DATE
MISS KUMQUAT'S KINDERGARTEN...

By this time the Boy has been lead to a platform occupied by
the quartet of FOUR OLD POOPS in academic robes. As they sing,
they rise and salute the Boy, raising their mortar boards.

QUARTET (SINGING)
PREPARED ARE YOU TO SALLY FORTH...

The Boy skeptically mounts the platform and crosses the quartet with suspicion.

QUARTET (CONT'D)
...WE'LL TEACH YOU ALL WE KNOW-OH.
YOU WILL BRING GREAT FAME TO THE
KUMQUAT NAME WHEREVER YOU MAY GO-OH...

The SOUND OF NAILS SCREECHING DOWN A BLACKBOARD brings the proceedings to a halt.

SNEAKY, now equally grown, slightly bigger than our hero, stands by a blackboard, not with his nails, but with TWO RAKES. The Old Poops stare at him, as they try to say their next line before he screeches again;

QUARTET
THE GREAT WORLD LIES BEFORE YOU.

Sneaky screeches.

INTERCUT - the Old Poops glaring at him, as the sound makes beads of sweat rise on their foreheads...It becomes a contest of wills.

QUARTET
Lofty mountains you will climb.

Sneaky screeches. The Quartet tries to finish up quickly;

QUARTET
WEWILLCHEERYOUANDADORE YOU.

Sneaky gives a short fast screech.

QUARTET
WHILSTYOUSEEKTHEHEIGHTSSUBLIME.

With that, the Old Poops BOUND OFF THE PLATFORM and pursue Sneaky, who drops the rakes and runs off.

The Boy watches all of this with indifference. The Cat nudges him with his umbrella to look behind him;

POV

The class continue merrily on their way behind their jolly teacher.

The Cat indicates the Boy should follow.

But the Boy wants none of it. He begins to sink to the ground as a ROCK MATERIALIZES beneath him (everytime the Boy gives up, a rock will appear for him to sit on).

THE SECOND FOGHORN BLASTS (everytime a rock appears and the boy SITS, a Foghorn will sound.)

The Cat is most disturbed by this.

CAT
HMMMMMM. This won't do.

He notices the Boy stares up longingly to the open space of the sky above.

The Cat sympathizes;

CAT
It's no use I'm afraid
You're stuck here for now
Isn't there one thing to do
That you'd like to know how?

The Boy folds his arms defiantly and turns away.

CAT
At least pick a name!
That's the least you can do.
So at least I will know
Who I'm here talking to.

The Boy PULLS HIS YELLOW HAT ALL THE WAY DOWN OVER HIS HEAD.

CAT
Aw, come on...give it a chance
See some of life!
More than just a glance.
Such great places to go,
Why it would be a such pity
If you were to leave
Without seeing the Big City.

But the Boy pulls the hat over his entire body.

* The Cat picks the Boy up like a bundle and then WHISTLES FOR
* A CAB, which immediately races into frame. The Cat enters
* with the Boy and they drive off as the CAT V.O. IS HEARD:

CAT (V.O.)
You have brains in your head

CAT (V.O.)
You have feet in your shoes
You can steer yourself
Any direction you choose

* The cab drives into the BIG CITY.

* EXT. BIG CITY - DAY.

* A jamming, crowded, hubbub of a place. With constant two lane
* traffic and hundreds of people walking the streets.

* The Cab drives up the the sidewalk and deposits the Cat and
* the Boy, who is still hiding inside his hat!

CAT
You're on your own
And you know what to do.
And YOU...

* He stops mid- rhyme to pull on the Boy's hat which rolls up
* like a venetian blind.

CAT
AND YOU are the guy
Who'll decide what to do.

* The Boy is about to sit. A rock is about to materialize.
* But it is prevented by A CROWD OF SHOPPERS AND TOURISTS
* running across the frame, taking pictures with flash cameras
* and knocking the Boy over, all talking at the same time...

* SHOPPER TOURISTS
* SO EXCITING! STUPENDOUS! LOOK AT THAT!
* WHAT'S OVER THERE! FEEL THE PULSE!
* LOOK HOW TALL! I'M ABSOLUTELY ELECTRIFIED!....

The Boy is getting fed up! The Cat nudges the boy gently with
his umbrella. Boy moves down the street as Cat follows.

They march to a MUSICAL BEAT. Cat, with expansive hand and
umbrella gestures, pointing out directions the Boy might go.
The Boy however is not convinced he wants to go anywhere.

MUSIC; In this sequence, every street the Boy looks down has a
distinctly different musical appeal.

CAT
You look up and down streets,
Look'em over with care
About some you might feel
Yeah! I can go there.

Boy walking. Looks left.

BOY'S POV

Another street. CAMERA MOVES PAST IT.

CAT
And that street over there
It's not bad of it's kind...

Boy walking. Looks right.

CAT
Worth thinking about
Yeah..keep it in mind.

Different types of street. Camera moves past it.

MOVING CAMERA looks down another street.

CAT
You'll have your druthers
Look over the lot
(causally)
You'll find some are friendly
You'll find some are not...

* At a traffic intersection, the Boy crosses the street but a
* stream of fast moving cars prevent the Cat from following.

* When the Boy reaches the corner, he gets shoved along by the
* crowd of SHOPPER/TOURISTS again;

* SHOPPERS/TOURISTS
* GOTTA MOVE! SO MUCH TO SEE! HOW THRILLING!

*...until he bumps right into SNEAKY, who stands next to a
TRAFFIC LIGHT CONTROL BOX, with a screwdriver and cutters;

MUSIC SOURS.

Our Boy gives Sneaky a quick look and tries to get away quickly
but Sneaky trips him and he falls down.

SNEAKY
* Have a nice trip!

HE OPENS THE TRAFFIC CONTROL BOX and laughs.

Ha, ha...I do amuse myself!
(suddenly suspicious)
* Hey! Don't I know you from some place?

SNEAKY

* (Boy shakes his head adamantly)
* Sure I do!...Yeah!...Aren't you that wisenheimer
* in math class who always gets the
* answers right?
* (poking his chest, the Boy recoils)
* Aren't you the one who raises his hand
* before the teacher's even through asking the
* question? Who can subtract and divide
* an isosoles triangle into a pryamidial
* rectangle and come out with a trapazoidial
* parallelogram and at the same time write
* the grammatically perfect essay on the mythic
* symbolism of "The Waste Land"!

* Sneaky towers over him. Our Boy gulps in fear.

SNEAKY

* YOU IRRITATE ME!
* You're a real irritating character.
* You got that kind of face...
* Kind of face a person like myself
* looks at and gets irritated to no end!
* (threateningly)
* I don't like being irritated.
* WHAT ARE YOU DOIN ON MY CORNER!?

* The BOY apprehensively shrugs his shoulders;

SNEAKY

* - Don't know, huh?
* That can be dangerous. You better watch out.
* (whispers in a eerie voice)
* There are things scary here...
* Things you can't always see...

* The Cat is finally able to cross the street, JUST AS SNEAKY
* CUTS THE WIRES TO THE TRAFFIC CONTROL BOX, screwing up the
* traffic lights. In an instant, like magnets drawn to each
* other, cars from every corner jam into the intersection
* forming a massive head-on collision and an instant deadlock;
* with the CAT JAMMED IN THE MIDDLE!

THE CARS BLAST THEIR HORNS!...startling the Boy who disengages
himself from Sneaky and sprints away. Sneaky giggles loudly.

* The CAT disengages himself from the wreck and sprints after the
* Boy.

* Cat runs past Sneaky. Sneaky decides to follow he and the Boy.
* He has a curious interest in the two.

The Boy runs down empty streets. As he runs, he does not see the GREEN MONSTERS sticking their heads out of manholes behind him.

* Afraid, the BOY might see them - the CAT JUMPS on top of the
* manholes, SQUISHING THE MONSTERS BACK IN.

The Boy runs the City Exit Gate. He suddenly stops, panting in fear. He looks to the Cat, confused and questioningly.

CAT
You wonder why you're shaking...
All clammy and cold...
That feeling's called fear
Or so I've been told.

A ROCK materializes beneath the Boy, who quivers upon it.

At that, THE THIRD FOGHORN SOUNDS. The Cat gets worried. He checks his wrist to reveal a watch-like contraption that COUNTS THE FOGHORNS...It is on three.

QUICK CUT TO:

HOOBER-BLOOB HEADQUARTERS;

The whole place shrinks another foot. The babies are now tripled. And what's more - THEY ARE ALL CRYING HYSTERICALLY like a nightmarish nursery. The Hooverhelpers do their best to entertain them as more incoming Beings fly overheard.

CUT BACK TO:

A PANICKED CAT, trying to get the Boy back up by acting carefree!

* CAT
* But don't let this fear thing
* Alarm you...
* Why it rarely comes up!
* Nothing here can harm you...

* COME ON! GET UP!

But the Boy sits firmly on his rock.

* A block away, SNEAKY peers from around a corner to watch;

CAT
(to BOY)
Maybe a change of scene -
- Is more to your style.
Try some other place
Try out there for a while.

The Boy looks through the gates that separate the city from
OUT THERE.

EXT. CITY EXIT GATE - CLOSE SHOT

* Boy has doubts about proceeding. HE SHAKES HIS HEAD NO!

* C.U. on CAT:

CAT

* Well this certainly won't do.
* At this rate...
* I can safely state
* (annoyed, checks his pocket watch)
* I won't be back til two!

* At this moment, HIS UMBRELLA quivers and sparkles - it being
* the source of his magic. The Cat considers;

CAT

* Hmm...A smidgen of magic
* Just a light-handed touch
* Won't interfere with his will...
* Can't hurt very much...
* (then, reconsidering;)
* But I was told quite firmly
* That magic was forbidden
* About this I'm quite sure,
* Hooper Bloob wasn't kidding..
* (Then, gaining speed)
* But on the other hand if
* These rocks keeping appearing
* The foghorns will keep blowing
* And we'll lose our hemisphering!
* (starting to panic)
* The earth will shrink and shrink
* and I will have no say
* but to eat plastic peas and frozen
* canopes from a TV dinner tray.
* AAHHH!
* (aghast, then)
* I believe it is my job to assess
* The ways and means
* I can extract a YES.
* And in my professional
* Discretional opinionated guessing.
* This boy requires
* Some magical finessing!

* The Cat's umbrella waves about in the air and WONDERUL MUSIC IS
* HEARD IN THE DISTANCE!

* Sneaky's eyes glow with desire at this feat of magic.

* The Boy is oddly drawn to this wonderful O.S. MUSIC.

The Cat then gooses him with the umbrella's point;

CAT

Aw go on with ya!
It's opener out there
In the wide open air.

* Boy shrugs but the music intrigues him. The Cat watches
* confidently as the Boy rises and goes through the gate.
* He soon finds himself marching to the light mysterious beat.
* And Sneaky follows covertly from behind...

EXT. LANDSCAPE

Purple mountains materialize on the horizon;

* The CAT WAVES HIS UMBRELLA....

Green terraces fade in, stretching away to infinity.
The Boy gets more and more intrigued as the terraces, to
MUSICAL TEMPO, begin to change in color..

CAT

Out here 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.

* HE WAVES HIS UMBRELLA A THIRD TIME...

* SNEAKY watches with great interest...

* THE CAT AND THE UMBRELLA DISAPPEAR....

* SNEAKY's drips with envy and longing...He hides himself behind
* trees as he inches up towards the boy....

The Boy looks over his shoulder for the Cat and is startled
by the sight of HORTON, a Blue Elephant striding alone,
in step with him as Music enters. The Music does a sudden trick
beat and Horton responds by doing a trick step. In spite of
himself, the Boy is interested.

* The CAT re-appears beside him;

CAT

Oh that?
That's what is known as a
Double Shuffel Duffel.

Horton does another.

CAT

A Double - Shuffel - Duffel...

The Boy tries but falls. He faces turns red with frustration.
Anxious, the Cat intercedes;

CAT

Ah come on now! Anyone can do it!

The Cat demonstrates as he SINGS;

CAT

(SINGING)

" TRY TO TAKE ONE VERY EASY
TRY TO TAKE ONE NICE AND SLOW
KEEP YOUR EYES BOTH LOOKING UPWARD
AND FORGET WHAT'S DOWN BELOW
GET YOURSELF REAL STEADY-READY
FROM YOUR HEAD TO YOUR BIG TOE
THEN YOU JUST SORTA PUSH A BUTTON
AND THE NEXT THING YOU'LL KNOW
YOU'LL DO THE DOUBLE SHUFFEL-DUFFEL!
OH....

Boy and Cat do the trick step.

WIDE SHOT as the Boy is now accompanied by four Blue Elephants;

CAT

(SINGING)

..the places you'll go.

The Boy and the Elephants dance together. The Boy appears to
be having a wonderful time...when is startled by a sharp loud
flapping sound. He looks up;

POV

A great white, blue and pink canopy, unsupported, is in the air
over their heads. Supports animate down from it's four
corners, attach themselves to the elephant's saddles.

The procession proceeds, as the music builds to regal pomposity
The Boy is really enjoying himself. He proudly lifts his head.

* The Cat sells life!

* CAT
* It's music and dancing all
* the days of your life...
* It's hoedowns and roundups
* Without care, without strife...
* You're days will be filled
* With fun and success...
* All this can be yours...
* If you'll only say YES!...

* The Boy looks at the Cat wide-eyed, as if he's actually
* considering it...He stops as the elephants march by...
* He watches as the music continues to build...and the elephants
* get so carried away that they begin to FLAP THEIR EARS AND
* FLY INTO THE AIR...

* The Boy watches the elephants soar into the sky.
* The Cat watches the Boy watching the flying, and worries;

* CAT
* Oh-oh.

* The Boy lifts his head straight up and sees a slight twinkle
* of a distant star in the sunlite-sky. Some memory stirs in him.
* He longs to be among the clouds....He runs through the legs
* of the Cat and climbs onto a tree stump, as if to get closer...
* He hops off the tree stump and runs to a boulder, but still
* he's not close enough...He runs to a tree and scampers up the
* bark, poking his head through the tree-top but still he can't
* reach...His expression is like that of a sweet puppy, longing
* for a treat or a pat on the head...He scampers down the tree
* and begins to run and flap his arms, in an attempt to fly.

* He jumps and lands, jumps and lands. He continues this as
* he PASSES SNEAKY, who lies lazily against a post picking his
* teeth. The BOY doesn't pay any attention and just passes by,
* flapping and jumping...

* CAMERA STAYS ON SNEAKY, who moves away from the post to reveal
* that it is actually a SIGN which reads DANGER;CLIFF! with an
* arrow pointed in the direction the Boy was running.

* The Boy runs, flaps and jumps RIGHT OFF THE CLIFF...

* CAT
* AAAHHHH!

* The Cat bolts after him.

* For a moment the Boy is soaring, but then slows down and

* begins to descend, much to his disappointment....

* Just as the Cat leaps off the cliff, Sneaky jumps out from
* behind the sign TO GRAB THE UMBRELLA but misses and falls flat
* on his face, as the Cat soars over the edge.

* The Boy sailing down when he is suddenly CAUGHT BY THE CAT,
* WHO EXPANDS THE UMBRELLA - using it like a parachute. The
* Boy looks at him with curiosity. The Cat sighs in relief.

* They softly land on the earth. The Cat gently places the boy
* down.

* When the Boy looks up he is even further away from the
* sky. Totally depressed, A ROCK begins to materializes beneath
* him - THE FOURTH FOGHORN BLASTS.

But the Cat is quick to interfere;

* CAT
* Oh no you don't!

* He waves his umbrella and the rock de-materializes, causing
* the Boy to fall on his behind. He is now thoroughly annoyed.

* CAT
* Excuse me for intervening
* (insulted)
* But I deserve one more try...
* (confidentially)
* For instance - will you give me a Yes
* If I can prove boys can fly?

* The Boy is intrigued by the proposal. He nods.

* CAT
* (smiles)
* Why that's the easiest one of all!
* It's a snap. It's a breeze.
* Why boys can fly...MILES HIGH!
* As easy as they can sneeze!

He waves his umbrella, as he disappears. Suddenly, from O.S:

VOICES O.S.
All aboard!! All aboard!!
En voiture! Nous partons!
Alle einsteigen! All aboard!

The Boy is lifted out of his depression and sees before him;

A MAGNIFICENT TENT-LIKE STRUCTURE that stretches across the

entire horizon...He cautiously enters...

INTERIOR: Vast Taj Mahal of a tent.

The Boy stands in amazement. The place sounds like a Bulgarian Airport with unintelligible announcements...

A ticket machine machine lights up beside the boy. It has a sign which the Boy tries to read; TICKET TO FLY! It klangs. A ticket appears. Boy grabs it, stares at it in confusion. It's printed in Chinese. Suddenly, the Chinese characters all fly off from the page like little birds. The Boy gets the message and is thrilled.

At that moment, a huge gust of wind appears, blows the ticket out of his hand. He sees it flying down a long empty corridor. He races after it. The corridor is immediately filled with people going in all directions. Our boy is fighting his way through an impenetrable forest of legs.

CUT TO:

A QUARTET OF SEUSSIAN OLD POOPS dressed as airport announcers;

QUARTET

(SINGING)

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-ROL AND FLOOBER FLOW,
OH THE PLACES! OH THE PLACES!
OH THE PLACES YOU'LL GO!

We INTERCUT THE SONG with the BOY;

He is staring at a conveyor carrying travellers and luggage. His ticket is floating upwards, over their heads....

The Boy fights his way up the conveyor after it. To his dismay the airborne ticket reverses it's direction and goes back down. He tries to grab it. Misses. He continues upward.

CUT TO:

QUARTET SINGING:

QUARTET

ALL ABOARD FOR ZITHERVILLE
AND TILLY NILLY NOOLIA
GILLY WHOLEY HOLLOW AND ELBOW TOOLIA

QUARTET
FOR KOOKOOBARA CORNERS
WITH CONNECTING FLIGHTS
TO CAPRICORN AND UMLAUT
AND TO HALLELUJAH HEIGHTS.

The Boy is lost in a lone empty corridor. He sees a sign pointing to gates 1-376907. He speeds up and races down that corridor following the flying ticket.

CUT AHEAD TO;

* INT. DRINKING FOUNTAIN

* Cat is drinking casually from a bubbler fountain. The ticket
* floats in and comes to rest on his hat. He starts to walk away
* when the Boy runs in frame and tackles him - causing the Cat
* to jump inside his hat. The Boy peers in when suddenly, the
* Cat sticks his head out and hands him the ticket with a smile.

* CAT
* It's that gate down there
* And it leaves in just exactly
* 47 seconds..

* Boy snatches ticket and races towards the gate.

QUARTET
(SINGING)
WE'RE LEAVING NOW FOR BUZZARD'S BRITCHES
AND FOR NIZZARD'S NEST...
FOR FROG'S ANKLES CENTER
AND ALL POINTS SOUTHEAST AND WEST
NORTH KARTOFFEL
FLOTSAM! JETSAM!
AND FOR HOOKKA-LUKE-A-LOW
SO GET YOUR LITTEL BUTT ABOARD BOY
OH THE PLACES YOU'LL GO!

INT. BOARDING TUNNEL

The BOY races past the Quartet into the boarding tunnel.

QUARTET
(spoken)
Happy Journey!
Gluckliche Reise!
Bon Voyage!

Quartet waves him Godspeed. Boy waves back.

INT. ESCALATOR

Music builds as Boy finds himself zipped upwards on a highrise escalator.

* Boy's escalator, going up, passes another escalator going
* down. The Cat is on this one. The waves to the Boy.

* CAT
* A most happy journey my friend.
* (adding)
* And don't forget the "YES" at the end.

INT. DEPARTURE APERTURE.

Music climaxes with a great Wagnerian Valhalla chord as the escalator takes the boy through a mysterious Departure Aperture. The scene ends in a great flush of light.

SOARING MUSIC. A balloon is moving through the skies. At first it seems like an empty basket. But then our Boy sticks his head up. He doesn't know where he is. He looks down. He gets a dizzy shock. He yanks his head back inside.

Cautiously, he looks out again. Then down again. This time he loves what he sees.

It's a fantastically colorful earth he's sailing over.

CAT'S VOICE
You're on your way up!
You're seeing great sights!

The Boy looks up to find the Cat perched atop the balloon;
The Boy is annoyed. He feels tricked.

CAT
You're joining high fliers
who soar to high heights.

Scene opens up. There are lots of balloons in the air around him. The Boy's balloon hits the air pocket. It bumps and startles him. Balloon jitters and zigzags.

CAT
Oh, you must expect
a few Bloops when you're new
And maybe, perhaps, a few schoops
one or two.

But you'll learn as you go
You'll find out what to do.

The panorama opens up before them and the Boy is geniunely

impressed with it.

As he revels in the beauty of the scenery, the other balloons pass by him, in what turns out to be a race. The boy's expression tells us he's concerned he's being left behind.

CAT

You don't lag behind
because you have the speed
You pass the whole gang
and you soon take the lead.

The Boy assumes racing stance, revs up and overtakes one after the other...He is thoroughly enjoying this;

He now leads the pack. He decides to show off. He does a complete flip-flop. He looks back challengingly at the others. They all do flip flops.

With a big, follow the leader gesture, Our Boy dives his balloon. All the other balloons follow, diving into the start of the BALLOON BALLET

At one point in the balloon frolic, the Boy's balloon overtakes and zips past a DARKLY COLORED BALLOON; We see who's in it. The Boy does not. IT IS SNEAKY. With his cold hard eyes, he watches the Boy fly past him.

The ballet passes by, Sneaky plays no part in it. He maneuvers his balloon behind a cloud....and waits.

The Boy meanwhile, is having great fun. racing with the other ballons...

* The Cat sits atop the balloon, rather pleased with himself,
* sipping champagne and calling HOOBER BLOOB on a PAY PHONE
* suspended in mid-air by his magic.

CAT

* (tres blase')
* Things are going splendidly well.
* He'll say YES
* It's my guess...
* Fairly soon...

*A PINK AND WHITE BALLOON CARRYING A FEMALE READING A BOOK FLOATS
*BY, to which the well mannered Cat immediately tips his hat, and
*says flirtaeously;

CAT

* ..Mademoiselle!...

* She nods back and floats along. We don't see her face...yet.

* INTERCUT ; a suspicious HOOBER BLOOB on the phone beside his
 * Assistant.

* HOOBER BLOOB
 * Fairly soon you say...?
 * A yes from the lad?
 * With no magic..no tricks.
 * Showing both good and bad?

* The Cat nods his head in triumph and pours more champagne.

* HOOBER
 * (distressed)
 * Something's not right
 * With this picture I fear
 * (curious)
 * And what's that strange
 * Fizzy noise that I hear?

* The Cat almost chokes on his champagne, as he answers shyly;

* CAT
 * Fizzy noise?

* SUDDENLY, in the nick of time, O.S.;

* MIGGLES (O.S.)
 * (singing)
 OooooooooOoOoOOOooooO00000oooooooo...

A beautiful voice singing a BEAUTIFUL NOTE THAT IS FAMILIAR
 TO US as well as to the Boy;

The Boy's attention is immediately diverted to the source of such
 a sound as if to say "What is that beautiful sound?"

* The Cat recognizes it and happily tells Hooper Bloob...

* CAT
 A new development has made itself known.
 I really should not leave the Boy alone.

He quickly hangs up before Hooper Bloob can stop him...
 Cat sees the beautiful PINK AND WHITE balloon as the source
 of the singing;

* Inside the PINK AND WHITE BALLOON, we now recognize the girl
 * floating passed Cat to be none other than MIGGLES, our female
 * star from the begining of our story. She is singing as she
 floats lazily along, racing with no one. She is reading a book

as she hums along through her great big horned rimmed GLASSES.

- * The BOY gapes at her. He is thunderstruck by her singing.
- * As if some deep cosmic memory had been stirred (which it has).
- * Miggles turns to him for a brief moment and smiles.
- * The Boy is literally hit by the smile and knocked over.
- * Cat slides down the balloon and into the basket. He helps
- * the dazed Boy to his feet.

CAT
She's special that one -
Sings her own song!
So wherever she goes
She will always belong.
(whispers)
I think she goes for you.

The Boy looks at him quizzically.

CAT
Sure! Playing hard to get.
Oldest game in the book.
She wants you to chase her -
She gave you that "chase-me look"!

Cat transforms his face into a "feminine come-hither" expression which mobilizes the Boy, who decides to go after her.

CUT TO:

The mainstream of the balloon traffic. As Miggles glides along without a care, the Boy tries to race by everyone to catch up to her...

- * The Cat comments with great delight as their balloon races;

CAT
Oh the places you'll go!

- * The Boy cleverly bypasses each balloon like a skilled
- * commuter during rush hour traffic, as Cat recites;

CAT
(feeling successful)
Ah wherever you go,
you'll be the Best of the Best!
Wherever you fly,
you will lead all the rest.

The Boy continues to fly - looking for Miggles with great

SUDDENLY:

* He pulls out a bow and arrow and takes careful aim, as the
* dark balloon races on automatic. He pulls the arrow back and
* lets it fly.

* Sneaky appears descending along with them - except he is
* wearing a parachute; He speaks in a calm, resigned manner.

The Boy, Cat and the punctured balloon fall through space.
 * The Boy looks to Cat as if to say, "What's happening?"
 * The Cat looks to Sneaky as if this downside of things is
 * news to him as well.

The balloon is snagged and stopped by a desolate tree.

* SNEAKY
You can get all hung up
in a prickly perch,
and your gang will fly off.
You'll be left in the lurch.

35

space once more.

CUT TO:

EXT. PINK DOUGH-LIKE EARTH/THE SLUMP!

The Boy and the Cat land with gooey sound on gooey mound.

* SNEAKY (O.S.)
You'll come down from the lurch
with an unpleasant bump.

* The basket begins to sink beneath them, eaten up by the slump.
* They hop out before they too are sucked in.

* SNEAKY (O.S.)
And the chances are then
that you'll be in a slump

Boy looks around at grim landscape. He is beginning to get very, very worried. He struggles to move his feet, but it isn't easy to extricate himself from the goo.

* Cat tries to use his magic to extricate his feet. But
* unfortunately, the umbrella is stuck in the goop too.

CAT
And when you're in a slump
you're not in for much fun.
Un-slumping yourself is not easily done!

* He yanks and yanks at the umbrella. Finally, it gives way
* causing Cat to be tossed backwards, rolling in the goo,
* creating an oversized goo-ball, which then falls over a ridge
* into a gooey abyss....

Back on top of the ridge;

Boy pulls a blob of goo off his shoe and throws it over his shoulder. The blob lands and bounces away, with a sour-sad series of sounds. The Boy winces at the sounds.

Dejected, he starts wandering. His footsteps have a suction sound

EXT. EDGE OF ABYSS

He looks over the edge of the cliff into dizzying bottomless space. He jerks back. It makes him feel sickish. He plucks a big blob of goo from a shoe and flings it down the abyss. Hand to ear, he stands waiting for the blob to hit bottom.

SOUND; A distant gooey glop.

EXT. BOTTOM OF ABYSS

Angry Cat is stuck to his umbrella by the goo blob. He yells up at the boy.

CAT

(furious)

Hey what do you think you're doing!?

The Boy can't see the Cat way down there, but he's fed up with him. HE maneuvers an even BIGGER MOUND OF GOO and pushes it off the cliff - landing kerplop on CAT!

The Boy struggles to turn his feet; He turns to face the overwhelming expanse of the Great Grim Blue Hummocks.... He's very worried, taking a big swallow.

He begins to sit and a ROCK fades in. But the gooey earth is no foundation for a rock and as he boy sits, the rock sinks into the goo until the Boy's rear is stuck there too...

CUT TO:

HOOBER-BLOOB H.Q.

Hooper Bloob watches the scene on his screen. At that moment, THE FIFTH FOGHORN SOUNDS and the whole places shrinks, getting more and more fragile...It appears as if now, there are over five hundred babies...And the Blooberworkers are exhausted - continuing their babysitting entertainment half-heartedly, and half awake...

The air traffic above H.Q. is denser. Controllers are no longer the benign smiling creatures humming their day through work. Now, their eyes are bugged out, their hair stands out on end, they look tired and frazzled.

Hooper Bloob and the Assistant stand by a GIANT WINDOW into SPACE

ASSISTANT

Oh no...What now?

HOOBER

I should have sent someone else.

ASSISTANT

You had no choice.
There was no one else.
Give him time.

HOOBER
Time, I'm afraid, is something I
do not have to give.
(He indicates for Assistant to look ahead)
Look.

They do.

POV

A GIANT OMINOUS BLACK BALL of SPACE ; breathing and sucking
in stars and moons and planets into it's black void. With each
breath it throbs like a monster of the deep - pulling everything
into it like a vacuum, yet with a distinct and evil persona.

ASSISTANT
(frightened)
Oh no! The Black Ball!

HOOBER
Inside there's no time...
No space...no rhyme..

ASSISTANT
Inside there is nothing
Just nothing at all.

The Assistant looks to Hooper with a terrified expression.
Hooper asks calmly.

HOOBER
Don't tell the others.

CUT TO:

THE SLUMP:

The Boy is trying with all his might to extricate his bottom from
the goo..Finally, he sets hims self free with a great pull,
sending him rolling foward and crashing right smack into;

- * THE GLOOMY GLOMSTER - A man so stuck in the slump that he is
- * made out of goo and can manipulative the goo into any item.
- * Because he has merged with it, he can move about freely.

Startled, the boy jumps - but is even more stuck by the goo.
The Gloomster reaches for the boy, and surprisingly, touches
him very gently. He then speaks, honestly and sadly;

GLOOMSTER
Please pal, try not to jump out of
your skin,

GLOOMSTER

If you do, it's not easy to jump back in.

Boy sits glued. The Gloomster walks in a slow circle around him studying him intently;

GLOOMSTER

You are looking a trifle worried...Yes?
Quite most definitely you do.
And I take great deeply interest in such matters.
Just what IS it troubling you?

The Boy thinks his problem must surely be obvious. He points to everything around him, using both index fingers.

GLOOMSTER

(breaks out laughing)

HAW! HAW! HAW! HAW! HAW!

He abruptly stops laughing. Now he shouts at the Boy, accusingly;

GLOOMSTER

You think YOU got worries?
Let me tell YOU what worries ME!

He towers above the boy, clenching and un-clenching his fists in anguish.

GLOOMSTER

Some days I get down in the dumps
I pull my hair right out in clumps!

He pulls a clump of hair off. He hands it to the Boy. Confused, the Boy doesn't know what to do with it. He shifts it from one hand to the other.

GLOOMSTER

(suddenly confidential)
Oh, I do worry, worry, worry!
I even worry about doorknobs.

From his sleeve he produces a doorknob. He looks at it with great anguish, then thrusts it at the Boy.

Boy is now perplexed at the doorknob in one hand and the clump of hair in the other.

GLOOMSTER

(spoken song)
I worry about my aching knees.

He hikes up his skirt, showing knees.

GLOOMSTER

I worry every time I hear a sneeze.

He reacts to O.S. sneeze.

GLOOMSTER

I worry about getting stung by bees.

Fights off invisible bees.

GLOOMSTER

I worry about smelling bad cheese.

Holds his nose.

GLOOMSTER

(spoken song)

AND...

I also worry about commas...

Question marks..

Exclamation points..

AND....parenth-a-sees!

On the blue wall behind him, he draws punctuation marks as he names them.

He looks at the Boy as if he were to blame.

GLOOMSTER

I worry about prices going up by the hour.

Graph of rising line animates on the wall.

GLOOMSTER

...and the diminishment of buying power.

Graph takes a nosedive.

GLOOMSTER

And why my mother-in-law is so sour.

Graph draws a sour faced woman.

GLOOMSTER

And that leaky faucet in my shower.

Animated faucet drips.

GLOOMSTER

And, of course, I worry about the Eiffel Tower!

Animated Eiffel Tower grows up on the wall. It is much taller than they are. It creaks and begins to sway. They both regard it apprehensively.

GLOOMSTER

Furthermore
I worry about cholesterol.
And why are pygmies never tall?

Around the swaying Eiffel Tower new objects animate and move about.

GLOOMSTER

I worry about mortgages, marriage and divorces..

The tower sways more and more dangerously.

GLOOMSTER

bicycle tire punctures
and betting on the horses.
The Greenhouse Effect!
And the vanishing Ozone layer!
I worry about Inflation
and the Chocolate Eclair!

INTERCUT - Boy and Gloomster, now worrying together as if they were old pals. (Boy is still nervously clutching doorknob)

GLOOMSTER

My boy I worry about everything
from corned beef and cabbage to
chicken a la king!
About pesticides! And Roller Skates!
Earthquakes! And Insurance Rates!
Endangered Species!
Incipient Revolutions!
And Abrasions and Contusions!
I worry, my boy, this crazy world is
gonna crash
and we'll end up knee deep in trash!

The Eiffel Tower CRASHES. The whole animated mish-mash fall off the blue wall in three dimensions, covering them completely.

Boy digs out of the junk.

He looks around for the Gloomster.

CLOSE SHOT - BOY

He looks around for the Gloomster.

CLOSE SHOT - GLOOMSTER

- waist deep in junk. He is talking, but his head is hovering about a foot above his shoulders.

GLOOMSTER'S HEAD

Some days I worry my head off.

He reaches up, yanks his head back down and on.
He shakes his head sadly.

MEANWHILE:

CUT TO:

* EXT.. BOTTOM OF GOOEY ABYSS -

* All we see of the Cat is the UMBRELLA sticking straight up
* out of a mound of goo.

* Sneaky approaches wearing special Anti-Goo-Shoes and mountain
* climbing gear. He spots the umbrella and smiles with success.
* He begins to pull at the umbrella, but CAT - still holding
* on the other end beneath all that goo - pulls back. A tug of
* war ensues, which results in Sneaky inadvertantly freeing
* the Cat from the goo.....and causing Sneaky to fall on his
* bottom which gets stuck in the goo.

* The Cat brushes himself off as he expresses his gratitude.

CAT

* Oh dear dear boy...
* My countless thank yous.
* I've never felt so distressed.
* (wiping his forehead)
* I need an ocean cruise...

SNEAKY

* Would you mind helping me up!

CAT

* OH! Of course! How rude of me!

* He waves the umbrella and Sneaky pops up to his feet.

CAT

* There. Now I can thank you properly.

* SNEAKY EYES THE UMBRELLA.

* SNEAKY
 * That's a neat gadget you got.

* CAT
 * A token of thanks
 * Presented to me
 * From a tiny High Priest
 * Who lived in a tree.

* SNEAKY
 * What else can it do?

* CAT
 * Well....

* He pops it open above their heads.

* CAT
 * It can gets us out of this ghastly goo.

* He grabs hold of Sneaky and the Two begin to fly upward, out of
 * the abyss...THEY SPEAK AS THEY ASCEND;

* SNEAKY
 * This is a great doohickey
 * Ever think of selling it?

* He listens with great interest;

* CAT
 * Oh no. Out of the question.
 * The power inside is too open to suggestion.
 * Why, in the wrong hands
 * This innocent doohickey
 * Could cause world wars
 * And make Telfon pots sticky.

* It's much too dangerous for the ordinary man.

* SNEAKY
 * (pretending)
 * It must be used with caution. I understand.
 * But on the other hand...

* The Cat shows some interest. Sneaky knows he's got him;

* SNEAKY
 * On the other hand, a fella could have
 * alot of fun...flying around the world
 * to fun and exotic places filled with
 * scintillating sights and captivating characters!
 * Having anything he wants...anything at all

SNEAKY

* ...at the tip of his umbrella. Breakfast
 * in Brussels! ... Lunch in Lucerne!
 * Climbing the top of the Matahorn! Watching
 * the matches at Wimbledon!....
 * (more to his liking)
 * Starting elephant stampedes at The Ringling
 * Brothers, Barnum and Bailey!

* The Cat VISUALIZES each image...except the last.

SNEAKY

* Or better yet ... beautiful shapely
 * female genders searching for an
 * understanding paw to warm them
 * against this cold, cold world...

* The Cat IMAGINES A SULTRY FEMALE CAT in an evening dress.

SNEAKY

* I mean, after all, a cat's only human.
 * And nothin's more human than pleasure.

CAT

* You're right about that.
 * I've been severely overworking.
 * I miss my old job;
 * Professional soda jerking.

SNEAKY

* Well why not come with me.
 * I show ya how to use that thing.
 * Why, my last name is human pleasure!

CAT

* It is?

SNEAKY

* Well actually it's Snodgrass - but it
 * means human pleasure..Come on! Stick with me.
 * We can have a party every night!
 * We can hobnob with the snob crowd
 * We can go to openings and closings
 * and start-ups and rap-ups and..
 * football games, boxing matches,
 * even boring old things like rooms full of
 * old paintings. But most important of all...
 * (emphasizes)
 * You don't ever ever have to work again!

* The Cat is drooling with desire. But, he remembers:

* CAT
 * Oh it all sounds so tempting
 * True, it's a life I would adore...
 * (He looks at his FOGHORN WATCH;)
 * But with Five Foghorns blown...
 * (HE GASPS:)
 * WHAT! I THOUGHT IT WAS ONLY FOUR....
 * (talking fast)
 * Oh dear the other must have sound
 * While I was still buried underground!

* The CAT puts some speed on the umbrella and the two soar over
 * the pink slump, spotting the Boy and the Gloomster:

* CAT
 * AAAAHHH!

* POV

* The Boy has been listening to the Gloomster for so long, HE TOO
 * IS NOW BLENDING IN WITH THE GOO....

GLOOMSTER
 Now let's see.....Where was I?
 Ahh...Ahhh yes. Ahh yes!
 (starting whole song over)
 I worry about my aching knees
 I worry every time I sneeze...

CUT TO;

* CAT AND SNEAKY overheard on the umbrella;

* CAT
 * Oh what to do? What to choose?
 * There simply isn't any time to lose!
 * (gets an idea)
 * The girl!

* SNEAKY
 * (doesn't like this)
 * The what?

* CAT
 * (Hopeful)
 * The girl with the beautiful song.
 * If I can get her
 * Then the boy would prefer
 * To stay and say yes and belong!

* SNEAKY
 * But...!

* CAT
* You can help, my dear charming boy.
* The equipment you have
* (referring to his shoes)
* means you're the man to employ...
* You're the only one who can
* stand on the slump
* To keep an eye on the lad...
* And the Gloomidy Glump...

* Sneaky smiles with an ulterior motive.

* SNEAKY
* Why it would be my pleasure to help
* you out of such a jam. Honest!
* (almost as an aside)
* I couldn't think of anything I'd rather do!

* The Cat lowers Sneaky a few inches above the slump, without
* sticking to it himself.

* CAT
* I'll be back for the boy
* Just as soon as I can
* Until I do, it's up to you,
* To quiet that glumidy gloomidy man.

* SNEAKY
* Leave it to me!

* The Cat flies off into a speck. Sneaky turns to the scene on
* The Slump;

EXT. SLUMP;

* The Boy continues listening to the Gloomster, sinking more
* and more into the depressing slump.

* Sneaky finds an errant DOOR-KNOB stuck in the gloop,
* picks it up and flings it at Gloomster.

* GLOOMSTER
* "...pesticides. Insurance rates.
* Earthquakes. Roller Skates...
* Incipient revolutions...Abrasions
* and Contusions!

*The doorknob flies in and konks him in the head.

* GLOOMSTER
* And of course I worry about door-knobs.

* The Gloomster passes out in the slump. Sneaky then takes this
* opportunity to PULL THE BOY OUT OF THE SLUMP. The Boy acts
* like a marionetter without strings as Sneaky places him on his
* shoulders. AS he walks with his back to camera, out of the
* slump...we hear him say to the Boy:

* SNEAKY
* Don't be down, kid.
* You ain't seen nothing yet.

* The familiar Sneaky giggle takes on a more sinister tone.

FADE TO:

DESERT LANDSCAPE

* Boy and Sneaky enter a desert of cactus. The Boy makes
* thirsty, dry-mouth sounds with his mouth.

* Sneaky decides to lay the Boy down - with his back against
* the prickly cactus.

* BOY
* OOOOWWWWWW!!

* The Boy hops up rubbing his back - picking out needles.

* SNEAKY
* You look like you could use some
* refreshment. Here.

* Sneaky hands him a water canteen. The Boy licks his dry lips
* in anticipation. He opens the canteen and throws his head
* back to drink...

* But instead of water coming out, A SNAKE sticks it's head
* into the Boy's face and HISSSES....Horrified the Boy drops
* the canteen and falls to the sand, kicking at the snake
* until he is safely out of reach.

* The Boy's kicking backs him up into a sign;

The sign reads QUANDRYTOWN. The Boy's head follows the arrow
up, as CAMERA does the same - TO REVEAL;

EXT. QUANDRYTOWN

A giant maze-like town of arches and streets and angles.
Sneaky leans in the sign and says;

* SNEAKY
* You've come to a place where the

SNEAKY

streets are not marked.
Some windows are lighted but mostly
they're darked.
A place you could sprain both your
elbow and chin!
Do you dare to stay out? Do you
dare to go in?
How much can you lose? How much
can you win?

The Boy stands with indecision, making a couple of semi-starts
and stops.

SNEAKY

And IF you go in, should you turn
left or right...
or right and three quarters? Or
maybe not quite.
Or go around back and sneak in from behind?
Simple it's not, I'm afraid you
will find,
for a mind-make-upper to make
up his mind.

A BIG HUNCH appears in gate way. He is one of the quartet. He
wears a FINGER HAT. The Finger points different ways,
directions according to the text of the song.

BIG HUNCH

(sings)
It has always been so.
All a fella needs know.
is This-a-way
or That-a-way
the way he oughta go?

The THREE OTHER BIG HUNCHES join in.

HUNCHES

(singing)
There's the short way.
There's the long way.
There's the right way.
There's the wrong way.
Should a fella take the high road?
Or should he take the low?
Well, the answers very, very
very simple don't you know.

All four strike a positive pose, fingers pointing the same way.

HUNCHES
THAT-A-WAY, I assure you
is the ONLY way to go!

PAUSE. Pointing fingers wilt.

BIG HUNCH
(Basso Solo)
However, perhaps maybe
on the other hand though...
(all four)
Yes indeed perhaps maybe
on the other hand though
On the other, other,
other, OTHER, OTHER hand though,
it is possible quite likely
THIS-A-WAY's the way to go!

All hands pointing in all directions.
The FOUR BIG HUNCHES disappear. A SMALL HUNCH APPEARS in
gateway. He beckons the boy to follow him.

This is the begining of the FOLLOW YOUR HUNCH ballet.

Action of ballet will be developed on story boards by author,
director and composer on the following lines;

Boy follows small Hunch, who walks right through a solid wall.

Boy bumps solid wall. A second Hunch comes back through it.

Boy follows him.

Other Hunches compete for his attention. They all lead him
into Nowhere situations.

The Hunches finally have a battle among themselves, with
the Boy caught in the middle.

* INTERCUT THROUGHOUT - SNEAKY following, observing and
* giggling with delight at the Boy's dilemma

ENTRANCE TO SHADOW HALL

* SNEAKY stands by the entrance and waves to the BOY:

* SNEAKY
* Over here. QUICK!

The Boy escapes the battle between the Hunches and runs toward

Sneaky down a dimly lit hallway to an arched entrance, with the sign SHADOW HALL.

* SNEAKY
* It's the only way out.

* The Boy believes him and steps through the gateway.

* INT. SHADOW HALL.

Ominous music accompanies the following sequence.
As soon as the Boy steps inside, A GIANT SHADOW of his body is projected on the wall behind him. It follows him step for step as he walks down the labyrinth of corridors.

The interior looks dark and eerie. But when the Boy looks back, he sees that SNEAKY and THE HUNCHES ARE GONE.

* An eerie breeze blows, and whistles through the space.

Suddenly, without the Boy knowing, HIS SHADOW begins to take on a life of it's own. IT WHISTLES TOO, causing the boy to stop. He turns, but the shadow pretends to be motionless. So the Boy continues.

But the whistle was a signal for OTHER SHADOWS to join the first. They enter on the wall and conspire to attack the Boy.

The Boy feels he is being followed, but when he turns the shadows stand still. However, the number of shadows strikes him as odd. He raises his hand - the shadows follow suit. He raises his other hand - so do the shadows, in complete unison. He raises his left leg - the shadows raise theirs.

Except for ONE SHADOW WITH BAD BALANCE - who shakes a bit and falls over.

The Boy, realizing these are no ordinary shadows, is frightened and starts to run.

THE SHADOWS CHASE HIM IN HOT PURSUIT...

THE SOUND OF SNEAKY'S LAUGHTER ECHOES THROUGH THE HALL...

The sequence is full of angular walls and scary shadows running in all directions as the boy tries to flee.

MIGGLES (O.S.)
OOOOooooooOOOOOOooooooOOOOOOoooooo

Suddenly, HE HEARS THE SWEET SONG OF MIGGLES coming from one of the corridors. He runs toward it to a DOOR at the far end.

The shadows gang up and run after him in formation.

The Boy reaches the door, opens it and SCREAMS:

BOY

AAAAHHHHHH!!

POV

He is standing on the edge of an ABYSS, his feet balancing precariously on the ledge.

MIGGLE (O.S.)

Don't worry. I'll catch you.

He looks straight ahead and sees Miggles floating in her balloon quite confidently. Boy hesitates.

MIGGLES

Well make up your mind
I can't stay here forever.

He turns and sees the shadows getting closer. He closes his eyes and takes a leap!

He doesn't quite make it though, as he hovers for a split second in space right before Miggles basket.

MIGGLES

Ooops. Not quite.

BOY

AAAAHHHH!!

He plummets down the abyss. Miggles casually steers her balloon to descend....

Halfway down, Miggles balloon overtakes him and scoops the Boy up into her basket. She then steers upward and heads straight for a sunlit horizon...

CAMERA PANS UP;

* On top of the balloon, THE CAT LIES PASSED OUT, with FANS
* WAVING IN MID-AIR by themselves, trying to revive him.

CUT TO:

* ON THE GROUND;

* SNEAKY FUMES - his entire body turning red with anger!

CUT TO:

IN THE BASKET;

Miggles inspects the dazed Boy through her glasses;

MIGGLES

Mmmm...something about you....
I can't quite place it.
Have we met before?
Is your name McFitwitt?

The Boy shakes his head.

MIGGLES

Or maybe McNully MacNally DeBunk?
Or Sassafrass Harry...or
Or Larry...or Hunk?
Is your name Dennis Dubarry Duboo...?

He shakes his head again.

MIGGLES

This is annoying.
I know I know you!

Well what is your name?

Cat peers with great interest down the balloon to see
if he will choose a name.

The Boy opens his mouth, but quickly shuts it and shakes his
head - he won't choose a name.

Miggles frowns;

MIGGLES

(SINGING)
WHY DO YOU GO
TO SUCH CRUMMY-SLUMMY PLACES?
MAYBE YOU'RE JUST ONE OF THOSE
ABSOLUTELY HOPELESS CASES.

Boy is still getting over his near death ordeal!

MIGGLES

WHY DO YOU PUT UP WITH
SUCH LOW BROW GUFF
WHEN THERE IS AVAILABLE
A GREAT ABUNDANCE OF
MUCH BETTER HIGH-CLASS STUFF?

The light is getting brighter and so is out Boy's mood.

MIGGLES

LIKE....

ALL THOSE REALLY TOP DRAWER PLACES

I COULD TAKE YOU.

ALL THOSE PRETTY LITTLE BAKED BEANS

I COULD BAKE YOU.

* Boy is getting interested. He is so glad to be with her.

* His expression gets a little goofy!

MIGGLES

ALL THOSE SILLY SONGS I'D SING YOU!

FRILLY PRESENTS I WOULD BRING YOU!

OPPORTUNITY AWAITS YOU

WITHOUT A SHADOW OF A DOUBT.

THERE'S AN OVERWHELMING CHOICE OF

FIRST-RATE TOP DRAWER STUFF ABOUT!

She becomes genuinely warm and appealing.

...LIKE...ALL THOSE GOOFY GAMES I KNOW

THAT I COULD SHOW YOU.

ALL THOSE DAFFODILS AND RAMBLER ROSES

I COULD GROW YOU.

Boy gets up and moves towards her.

MIGGLES

ALL THOSE BOOKS THAT I COULD READ YOU.

ALL THAT PIZZA I WOULD FEED YOU.

OH THE PLACES I COULD LEAD YOU!

AND..

WHAT'S MORE, I SORTA NEED YOU.

SO PLEASE FORGIVE ME IF I EMPHASIZE

AND SOMETIMES SEEM TO SHOUT:

THERE'S AN OVERWHELMING CHOICE

OF FIRST RATE TOP DRAWER STUFF ABOUT!

She points down to a;

*

MIGGLES

*

COME ON!

EXT. VILLAGE SQUARE.

A sunlit, multi-colored village square full of DANCING
VILLAGE CHARACTERS ;

* Leading in the song, is the OLD POOP QUARTET, dressed as

* TOWNSPEOPLE;

*

QUARTET

(SINGING)

NO MORE SCHLUMPFING IN THE SHADOWS
HOP INTO THE SUN!
"NO MORE DROOPY-GOOPY!
THERE'S FUN TO BE DONE!

* Miggles lands her balloon. The Boy helps her out. She grabs
* his hand and runs into the square to join in the singing.

* Each of the events in the song are acted out by various
* towns characters, Miggles and the Boy...

*

TOWNSPEOPLE

(SINGING)

THERE ARE CANOES TO BE PADDLED
THERE ARE HORSES TO BE SADDLED
ROLLER COASTERS TO BE RIDDEN
THERE ARE SKI JUMPS TO BE SLIDDEN!
THERE ARE MOUNTAINS TO BE CLUM
THERE ARE GOLD MINES TO BE DIGGERED
THERE ARE KITES TO BE FLOON
CHEWING GUM TO BE CHOON
THERE ARE ROCKS TO BE ROLLED
THERE'S CONFETTI TO BE STREWN
MOTORCYCLES TO BE BYKELLED
THERE ARE OPERAS TO BE SUNG
THERE ARE CLAMBAKES TO BE BAKERED

(SINGING)

THERE ARE FRIENDS TO BE AMONG
THERE ARE SURFBOARDS TO BE BOARDED
THERE ARE GONGS TO BE GONGED
IN EVERY PING PONG PARLOR
THERE'S SO MUCH TO BE FINAGELLED
THERE ARE BAGELS TO BE BAGELLED
THERE ARE GLIDERS TO BE GLIDEN
NOTHING, NOTHING IS FORBIDDEN
THERE IS HAY TO BE MADE
WHILE THE SUNSHINE SHINES!

* The Boy is having a wonderful time. Especially being hand
* in hand with Miggles...

*

MIGGLES

(SINGING)

SO RUN WITH ME ! COME ON AND RUN!
NO MORE SCHUMPFING IN THE SHADOWS
THERE IS FUN! FUN TO BE DONE!

* Miggles leads the Boy into the center of the town square,
* in which all the characters have gathered into a big circle.

* Everyone is dancing.

MEANWHILE;

* ON A SIDE STREET CORNER:

* Sneaky peers secretly to view the festivities; He eyes Miggles
* and the Boy with envy and vengeful purpose...BUT THEN -

* On the periphery of the square, SOMETHING GRABS HIS ATTENTION.

POV; C.U. -

* THE CAT'S UMBRELLA - leaning against a cafe chair.

EXT. STREETSIDE CAFE -

* Sitting at the cafe, the CAT is taking a break; fanning himself
* with his hat and sipping a cool, tall pink drink with several
* multi-colored flags sticking out of it. Beside him - HIS
* UMBRELLA leans against his chair.

* SNEAKY'S EYES WIDEN as they focus on the umbrella. His slinks
* around the corner and disappears.

MEANWHILE -

* in the Town Square. Everyone dances in a circle around a **STATUE**
* **OF THE MAYOR OF THE TOWN.**

The Boy begins to lead the dance with the only step he knows -
THE DOUBLE SHUFFEL DUFFEL....The BOY is happy and proud as
everyone follows his lead and dances the Double Shuffel Duffel.
We actually HEAR HIM GIGGLE as he dances.

A SONG MUST THEN BE CONSTRUCTED IN SUCH A WAY AS TO INCLUDE
A SEGMENT WHERE EACH OF THE TOWNSPEOPLE MUST SING A SOLO NOTE!
that joins together into a beautiful harmony.

As each characters sings it's own song or note...A PARADE BEGINS.

LOWERING THE VOLUME ON THE SONG, WE

CUT TO:

* AT THE CAFE, near the sqaure.

* Sneaky appears dressed as a WAITER to take the Cat's order.

*

SNEAKY

*

And a good day to you sir. Are you enjoying
the festival?

*

* CAT
 * More than I can say.

* He sips through his straw until bubbles are heard.

* SNEAKY
 * Another festival drink?

* CAT
 * A double! Oh and by the way.
 * Have you the time?

* SNEAKY
 * Here every day, every week.
 * It's vacation time, all year round.

* CAT
 * For the others perhaps,
 * As for me I am bound-
 * (with resignation)
 * To my job, my dear sir,
 * my vocation, more or less,
 * to get a certain someone
 * to say a certain Yes!

* SNEAKY
 * Oh but it seems such a waste
 * of a day ... of such a beautiful sun
 * to have you worry so much
 * over some little job you must do.
 * Take a break. It could do no harm.
 * It might actually help...
 * (leans in, really selling;)
 * Get a new perspective on
 * how to accomplish the problem at hand.
 * Shake out the cobwebs of anxiety,
 * Refresh the senses with a little
 * non-vocational stimulation.

* CAT
 * (intrigued)
 * What do you have in mind?

* Sneaky smiles and leans in to C.U.. as he utters

* SNEAKY
 * May I suggest a little....SHOPPING!

* The Cat nearly reels with delirium.

* CAT
 * Shopping?

SNEAKY

(SINGS)

- * "ABSOLUTELY. WHY IT'S PERFECT
WHY IT'S JUST THE THING
WHAT YOU NEED IS TO SHOP!
BUY A HAT OR A RING...
OR A CONDO APARTMENT
OR A BALL OF SOME STRING
OR A BIG PICTURE BOOK
OF SOME BIG FAIRY KING.
YES, SHOPPING - SHOPPING'S THE THING.
- * Sneaky offers an arm to show Cat around. Cat accepts, but
* first, PICKS UP HIS UMBRELLA and carries it with him.
- * Sneaky proceeds to escort the Cat through a variety of shops
* with various products to buy. All the while, keeping an eye
* on the UMBRELLA, which the Cat dangles on his wrist.
- * Each of the following images represent a different locale
* in the Montage;

SNEAKY

(SINGS)

BUY A COMPUTERIZED
THINGAMABOB
THAT SLICES AND DICES
AND DOES EVERY JOB...

OR HOW ABOUT A BRAND NEW SET
OF RUBBER GALOSHES THAT NEVER GET WET...
OR KITCHEN KNIVES THAT SLICE
THROUGH BEEF
LIKE BUTTER THROUGH
A BARRIER REEF.

OR A NEW SUIT OF CLOTHES
MIGHT BE MORE TO YOUR LIKING
WITH NEW SHOES TO MATCH
THAT DOUBLE FOR HIKINH...

OR A COMPLETE BEAUTY TREATMENT...
TO MAKE A NEW YOU!
MASSAGE AND A FACIAL
WITH GREEN MUDDY GOO!

- * Sneaky slaps goo on CAT'S face.

SNEAKY

OR THE LATEST IN HAIRSTYLES

Like lightening, a HAIRSYLIST begins to re-style CAT'S hair

and face;

* SNEAKY
FOR A LOOK MORE DEMURE.

Cat looks like GIGI...

* SNEAKY
OR MAYBE MORE DARING...

Cat has a mohawk.

* SNEAKY
HOW ABOUT A MANICURE?!

* He shoves the Cat into a manicurist's chair and slaps his hands.
* Immediately, Cat is surrounded by foot and hand manicurists,
* one for each appendage.

* Sneaky slaps two ORANGE SLICES OVER the CAT'S EYES and slides
* a SUNLAMP over his head AS HE RECITES;

* SNEAKY
YEP! FOR SOMETHING TO LIFT
YOUR SPIRITS UP HIGH..
THERE'S NOTHING QUITE LIKE
THE SPIRIT TO BUY!

* The Cat is in heaven.

C.U.

* As one manicurist raises the Cat's hand to buff his nails.
* SNEAKY'S HAND enters from O.S. and gently LIFTS THE UMBRELLA
* OFF OF THE CAT'S WRIST.....,then disappears O.S.

MEANWHILE; WE RETURN TO THE TOWN SONG:

CUT TO;

EXT. TOWNSQUARE - DAY

The SONG of the townspeople has been continuing. Each character adding his one SOLO NOTE to the whole, creating a beautiful harmony as they holds hands in a giant circle.

* The Boy is clearly distressed that his turn is coming and
* Miggles can sense it. She whispers to him;

* MIGGLES
* There's nothing to be afraid of.
* Whatever sound you make it will be

MIGGLES

* the perfect one.

* The Boy smiles weakly. He is very consoled by her presence.
* Miggles notices this and smiles;

MIGGLES

* Don't worry. I won't leave you.
* No matter what you sound like.
* I'm not one of those girls who can
* be easily taken in by a boy with a
* pretty voice... or even a musician for
* that matter....

* The Boy feels more confident now.

MIGGLES

* Are you sure we haven't met before?

* The Boy stares at her - his expression full of love. Miggles
* stares back and it is as if all sound around GOES QUIET.
* The Boy looks as if he is about to speak.

MIGGLES

* What? What is it?

* The Boy tries to speak but instead lowers his head.

MIGGLES

* That's all right. I'm sure you'll
* speak when you have something to say.
* I'm not one of those girls who goes
* for boys who speak without thinking
* or make idle conversation just for the-...

* WE FADE OUT MIGGLES SPEECH, AND FADE IN WHAT THE BOY IS
* THINKING, BUT UNABLE TO SAY, IN HIS OWN VOICE...
* (THIS COULD ALSO BE A LOVE SONG)

BOY (V.O.)

* I wish I could tell you how you
* make me feel. I don't really understand
* it myself. But you're the most beautiful
* thing I've seen so far...And no matter
* how long I look, I'll never find another
* like you...Because... all I know is...when
* I'm here with you...holding your
* hand like this...It feels like home.
* Whatever that is.

* MIGGLES, SINGING HER SOLO NOTE WITH THE CROWD, BREAKS
* THE SILENCE OF THE BOY'S INNER THOUGHTS.

MIGGLES

oo000000ooo000ooooo00ooooooo000

- * It is now the BOY'S turn. He opens his mouth but - so
- * frightened is he at first, that NO SOUND COMES OUT.
- * THE SONG COMES TO A PAUSE. Everyone in the town circle looks
- * at the Boy with eager anticipation and supportive smiles.
- * Miggles smiles;

MIGGLES

- * Go on...I'm right here.
- * I'll sing mine again, so you can jump
- * right in...
- * (SINGS)

000ooooo0000000ooooooo000000oooo

- * SHE TAKES HOLD OF HIS HAND AND GIVES AN ENCOURAGING SQUEEZE.
- * WHEN MIGGLES TAKES THE BOY'S HAND AND SINGS HER NOTE,
- * SOMETHING VERY POWERFUL IS STIRRED IN THE BOY. HE LOOKS AT
- * MIGGLES, AND SEES A SUBTLE CHANGE;
- * POV
- * ALL AROUND HER, HE SEES A FAMILIAR GLOW - That HEAVENLY GLOW
- * from their cosmic past. His love for her begins to change
- * the way he sees her and, for a moment, HIS LOVE HELPS
- * HIM TO ALMOST REMEMBER THEIR STARRY PAST TOGETHER...
- * The BOY, feeling confident and loved, takes a DEEP BREATH,
- * OPENS HIS MOUTH to RE-CREATE THEIR HARMONIC MELODY;

AT THAT SAME MOMENT -

INTERCUT;

- * SNEAKY on top of a nearby roof, TAKING CAREFUL AIM WITH
- * THE UMBRELLA - POINTING IT RIGHT AT THE BOY, just as;
- * THE BOY LETS OUT THE MOST AWFUL SCREECHING SOUND;

BOY

AAUUUUGGGGGGEEEECCKKKKKKK!!!

- * The Townspeople freeze.
- * Even Miggles is startled.
- * The CAT leaps out of his mancurist chair - knowing something
- * terrible wrong has happened. He looks to the arm of his chair

* and sees THE UMBRELLA MISSING. He gasps and races O.S..

* The Boy keeps singing his awful note, as if he had no power
* to stop it -

* Because Sneaky is controlling the Boy with his magic umbrella.

* THE NOISE IS SO DESTRUCTIVE, IT SHATTERS THE WINDOWS and
* CRUMBLES THE WALLS OF THE SURROUNDING HOUSES...

* IT BEGINS TO SHAKE THE EARTH BENEATH THEM, LIKE AN EARTHQUAKE,
* SPLITTING DOWN THE DIAGONAL OF THE SQUARE....

* SNEAKY points THE UMBRELLA to another direction;

* GLASS WINDOWS break, dogs and cats go running for lives out
* town, CLOUDS begin to block the sun AND A TERRIBLE RAINSTORM
* with lightening begins.

* CAT peers from around the corner to see that SNEAKY HAS THE
* UMBRELLA.... AND PROMPTLY FAINTS.

* SNEAKY THEN POINTS the UMBRELLA TO THE SOME OF THE HERETOFORE,
* CHEERFUL AND BENIGN TOWNSPEOPLE, causing them to jump
* out of the circle and start INSULTING THE BOY as if possessed
* by some spell.

*
* TOWNSPERSON ONE
* Will someone stop him before he
* destroys the entire town!?

*
* TOWNSPERSON TWO
* I've never in my life heard such an ugly sound!

*
* TOWNSPERSON THREE
* He's obviously been cursed by some horrible
* spell...

*
* TOWNSPERSON FOUR
* NAH! He's just got a lousy voice -
* far as I can tell...

* FINALLY, AND WORST OF ALL, HIS VOICE CRUMBLES THE STATUE IN THE
* MIDDLE OF THE SQUARE OF TOWNS MAYOR...

* The townspeople look in horror.

* Satisfied, Sneaky waves his umbrella and the BOY IS RELEASED
* FROM THE SPELL, falling into Miggles's arm.

*
* MIGGLES
* Are you O.K.?

* The Boy is dazed. But Miggles still comforts him.

MIGGLES

It's all right really..
Sometimes it takes a long while
For one's own voice
To find one's particular note!
* You can do it...Maybe you should
* try again.

* The Boy shivers at the suggestion just as TOWNSPEOPLE YELL;
* (still under Sneaky's spell)

TOWNSPERSON

* NO..NOT AGAIN...ANYTHING BUT THAT!

SECOND TOWNSPERSON

* HE'S RUINED OUR PRETTY TOWN, THAT
* HOPELESS LITTLE BRAT

THIRD TOWNSPERSON

* MY STORE!

* A demolished store-front.

FOURTH TOWNSPERSON

* MY DOOR!

* Townsperson holds a knob to a house with no door.

FIFTH TOWNSPERSON

* MY LABRADOR!

* Fifth Townsperson gives smelling salts to a FAINTED LABRADOR,
* being attended by physicians.

SIXTH TOWNSPERSON

* SOMEONE WILL HAVE TO PAY!

SEVENTH TOWNSPERSON

* And as for our statue...!
* What will the Mayor have to say!?

* The Townspeople part like the Red Sea....

* The Boy and Miggles tremble, as they prepare for the worse.

* THE TOWN MAYOR , an exact mini-replica of the oversized Town
* Statue, walks through the crowd wearing a broken top hat
* and covered in plaster dust! He walks to the broken statue
* with tremendous authority, looks over the rubble and then,
* quite surprisingly - BURSTS INTO TEARS...

* MAYOR
 * MY STATUE!..MY BEAUTIFUL STATUE!
 * YOU'VE PULVERIZED IT!....ARREST HIM AT ONCE!

* A SMALL ARMY OF SHERIFFS head for the Boy as the Townspeople
 * start booing and throwing things at the boy!

* Miggles whispers to the Boy;

* MIGGLES
 * I think you might need a lawyer.
 As a matter of fact,
 you might need a whole Law Firm.

* WITH THAT, SNEAKY WAVES HIS UMBRELLA from the rooftop - as he
 * continues to ORCHESTRATE THE PROCEEDINGS - and we hear:

A pompous chord of STUFFY MUSIC, accompanying the FOUR MEMBERS
 OF THE QUARTET stride in. They wear derbies, carry briefcases.

QUARTET
 (SINGING)
 WE ARE HERE! HAVE NO FEAR!
 RELAX! DO NOT SQUIRM!
 HAVE NO WORRIED. YOU ARE SAFE
 IN THE HANDS OF OUR FINE FIRM.

* As they sing, they move around the dumb-struck Boy in
 * stiff carefully calculated steps - sticking their arms out in
 * front of the surrounding Sheriffs.

QUARTET
 (SINGING)
 We are full of jurisprudence,
 integrity and pep.
 We're Grimalken, Drouberhannus,
 Knalbener and Fepp!
 So forget about your troubles!

Never fret! Do no despair!
 WE...
 Grimalken
 Drouberhannus
 Knalbener
 and Fepp...
 We're always there!

Each partner bows individually to the Boy and Miggles.

MUSIC CONTINUES;

The partners cease singing for a moment. They turn their back

on the Boy. They take their papers out of their briefcases, glance at them, exchange them and stuff them back into their briefcases.

QUARTET

(SINGING)

Your case is very simple.
We will very quickly win it.
You will find our bills quite
reasonable.
...a few hundred bucks a minute.
My boy we are a firm that makes
the truth ring loud and clear.
And all you have to do
is sign your little name right here...

Grimalken hands Boy a pen.

MUSIC CONTINUES;

* AS WE INTERCUT, SNEAKY APPEARS HERE AND THERE WITH THE
* MAGICAL UMBRELLA - ORCHESTRATING EVERYTHING THAT HAPPENS;

A BIG TABLE TOP POPS UP, with a long legal document that
resembles a roller towel slowly rolling.

QUARTET

(SINGING RESUMES)

Sign PARTY OF THE FIRST PART right here.
And here...and here...and here..

Boy signs and signs and signs.

QUARTET

(SINGING)

You'll be proud you took that step
Because we're here and have the rep!
Grimalken, Drouberhannus,
Knalbener and Fepp!

CUT TO:

DOCUMENT

rolling up on a roller towel spindle. All rolled up, the end of
it flaps and flaps.

* SNEAKY CREATES THE FIFE AND DRUM CORP as:

The flapping sound becomes a SNARE DRUM BEAT.
A FIFE joins in. We have a Fife and Drum corp march.

GRIMALKEN

(as drill sgt.)

Fall in!

Left face!

Forward by the right flank
to the Courthouse MARCH!

Lawyers and Boy execute Grimalken's commands

Musical procession.

EXT. COURTHOUSE

The four lawyers, followed by the Boy (who is trying to keep in step) march up a great flight of steps toward the Courthouse -

* They are followed by a crowd of spectators who SEPARATE THE
* BOY FROM MIGGLES...She tries to squeeze through, but gets
* shoved to the back.

* CAMERA STAYS ON THE MASSIVE CROWD OF TOWNSPEOPLE heading to
* the courthouse as WE HEAR THE SONG:

QUARTET/TOWNSPEOPLE

(chanting)

Ad hock!

Ad hock!

Ad hockity, hockity, hock!

Nolley, Prossey.

Ipso Facto!

Nolo Contendry!

Habeus Corpus!

Intee! Dintee! Mintee!

And a Dippity Doo!

Into the Courthouse

Y...O...U!

* Within the crowd, WE SEE THE CAT being moved along without
* any power of his own to stop it.

Great door swings open with a Creak.

INT. HALL OF COURTHOUSE.

They march into a dimly lit enormous and seemingly empty hall.

GRIMALKEN

Company...HALT!

Music stops. They halt.

* THE CROWD IMMEDIATELY DISPERSES, TAKING EVERY SEAT AND SPACE.

* The Cat is perched high above the proceedings in between a
* little boy with an ice-cream cone and a fat man with a hot
* dog. Everyone looks as if they're at a baseball game.

CUT TO:

* EXT. COURTHOUSE

* Poor Miggles is still trying to get through the big doors,
* but is blocked by a GREAT OVER-STUFFING of people.

CUT TO:

INT. COURTHOUSE

GRIMALKEN

About....FACE!

They about face.

They are face a COURT OFFICIAL.

GRIMALKEN

(to Boy)

This will be easy!
The Bailiff's a cousin-in-law
on my wife's side. He'll tell
you what to expect.

The Bailiff smiles warmly at the Boy. Then bends down
toward him. He speaks in a confidential whisper.

An animated TV weather map lights up behind him.

BAILIFF.

You may expect high clouds, some
easterly winds and scattered showers
in the early morning hours
as a mild cold front moves in
from the northwest. Toward evening
the cold front leaves the area and
heads southward. There will be no
wind at all and no measurable precipitation.

CLOSE SHOT- BOY AND GRIMALKEN.

GRIMALKEN

See. From here on in, it's
simple duck soup sailing.

Grimalken points O.S. Left.

CAMERA PANS with a WHAM to a jury box containing a countless number of glowering jurors.

GRIMALKEN

Now over ther is the jury
Simply friendly naborhood nabors.

JURY

BOO! HISS! BOO! BOO!

GRIMALKEN

They will judge the contest fairly
and HE will keep score.
(points O.S. RIGHT)

CAMERA PANS TO HONORABLE SCOREKEEPER. He indicates GREEN and RED buttons (a bastardizing of the Hoover Bloob H.Q.) on his podium.

SCOREKEEPER

Green button, your side
Red button, my side.
Should you win a point,
I push the green.

He pushes green button.

Camera moves from his finger to scoreboard, following action as spoken.

SCOREKEEPER

(his voice continues over all)
This activates an impulse, which,
as you see, is now in transit.
The impulse activates the highly
sensitized computorium...
...which activates the trap door...
...which activates the hammer...
...which smartly klonks the bell...
And with a happy Plipp...your score
is recorded. Honestly and faithfully,
tamper proof and burglar proof and
90 percent moth and muskrat proof
guaranteed forever.

Scorekeeper leaning down, confronts our Boy.

SCOREKEEPER

Are you ready for the kick-off, kid?

Boy, begining to panic, looks around for help.

Quartet steps up confidently behind him.

GRIMALKEN

Ready we are!
And kick off we shall!

Quartet marches over and faces jury. Each takes a handful of papers from his briefcase.

GRIMALKEN

(whispers to partners)
Ready! On your Mark!
Get set! Go!

All four address the jury simultaneously;

GRIMALKEN

(LABORIOUSLY)
Ladies and gentlemen..From the facts as we construe them, we are inexorably concerned with the parameters and entitlements based upon the dubious accuracy of the accounting procedure which was most definitely not employed.

DROUBERHANNUS

(Simultaneously)
I wandered lonely as a cloud
that floats on high o'er hill and dale
when all at once I saw a cloud
a host of golden daffodils.
Beside the lanke. Beneath the trees.
Fluttering and dancing in the breeze
ten thousand saw I at a glance
shaking their heads in sprightly dance.

* SNEAKY appears beside the Scorekeeper, who is starting to nod
* off. Sneaky is equally bored with this part of the proceedings
* so he WAVES HIS UMBRELLA and SPEEDS ALL THE LAWYERS UP TO
* 78 RPM...causing them to speak very fast and high pitched;

The blabber gets so fast and furious that the MOUTHS AND LIPS
of the LAWYERS DETACH FROM THEIR FACES AND SPEAK THEIR
GIBBERISH IN MID AIR, as the lawyers continue gesturing wildly.

KNALBENER

(Simultaneously)
Ladies and gentlemen...in consideration
of the extreme youthfulness
of my client, I ask you to keep in mind

KNALBENER

the following. And I quote:
"In mud eels are. In clay none are.
On fir gum is. On oak none is". Thank you.

FEPP

(Simultaneously)

Be that as it may, to the contrary not
withstanding, there is truth to be
found in these words from Paffnooshus:
"Twinkle twinkle little star
how I wonder what you are.
Up above the world so high.
Like a diamond in the sky"

The mouths and lips return to their faces as the lawyers bow

JURY

BOO HISS BOOOOOO!!!!

LAWYERS

Thank you.

CUT TO:

SCOREKEEPER and SNEAKY:

Scorekeeper pushes red button. Camera moves from his finger
and follows action as spoken;

SCOREKEEPER

Red button, my side.
This activates an impulse, which,
as you see, is now in transit.
The impulse activates the highly
sensitized computorium..
...which activates the trap door...
...which activates our Super-Booba-Hooba Tuba...

Great Hooba-Tuba pops up.

SCOREKEEPER

...which sounds forth thusly.

TREMENDOUS TUBA BLAST. The Boy almost jumps out of his skin.

SCOREKEEPER

And our score lights up the
scoreboard for the whole world to see!

Scoreboard shakes, lights up and many scores are recorded.

SCOREKEEPER
And now, I believe the jury would
like to ask the little boy some
questions.

FAST CAMERA PAN to Jury confronting the Boy;

Five Jurors pop up, fling questions in rapid succession;

JUROR 1
What's your name?

JUROR 2
What's your weight? Your height?

JUROR 3
Your longitude and latitude?

JUROR 4
Your diameter? Your circumference?

JUROR 5
Do you often eat with chopsticks?

QUICK CUTS;

Boy stares, open mouthed.

Scorekeeper hits red button five times.

Tuba blasts five times.

Scoreboard lights up and records.

INTERCUT; CAT'S HORRIFIED REACTIONS;

INTERCUT; SNEAKY'S GLEEFUL REACTIONS:

JUROR 6
Have you ever kayaked in a kayak in
Kentucky?

JUROR 7
Would that be true in an igloo in Alaska?

The JURORS are now SWARMING OUT OF THE BOX and lining up on
either side of the boy.

Questions comes faster and faster. Boy's head goes left and right
as questions come from all directions.

INTERCUT Scorekeeper pushing buttons, tuba blasting, score

recording.

JUROR 8

How far would a cranberry have to
drop to break a shingle?

JUROR 9

Are you a confirmed hermit?
Or do you prefer to mingle?

As the questions overlap, the tuba plays continuously -
turning into a Sousa march (probably Stars and Stripes)

OUR BOY BEGINS TO WILT AND GROW SMALLER...

JUROR 10 (MAYOR)

* Whose going to pay for another monument
* to my beautiful likeness!?

JUROR 11

Have you ever put a pony in a phone
booth in Pretoria?

JUROR 12

Have you ever personally been a
rainbow trout?

JUROR 13

Are you really as dishonest and
despicable as you look?

JUROR 14 (TOWNSPERSON FIVE)

* Whose going to pay for my Labrador's
* rehabilitation?

* The Labrador sits beside him staring at Rorschach tests being
* flipped by a therapist...

JUROR 15

Would you rather be a daisy or
a little piece of string?

JUROR 16 (Gloomster)

Did you hit me with this doorknob?

JUROR 18

Would you take the Blue Plate Special
or the Chicken Pot Pie?

Pandemonium. Jeering Jurors. SNEAKY APPEARS!

SNEAKY
He's the kinda guy that WOULD
take the Chicken Pot Pie!
(DISAPPEARS)

JUROR 17
How un-American can you get?

JURORS
YAAH! YAAH! YEAH!!!

CLOSE SHOT - BOY;

in growing panic as the mob closes in around him. The mob grows taller and taller as the Boy grows smaller and smaller.

* Through the mob, Sneaky appears and stands by the Boy.
* WE TURN THE VOLUME OFF ON THE MOB'S VOICES AS SNEAKY SAYS;

* SNEAKY
* (again, feigning sympathy)
Yeah. I'm afraid there will be
times like this. Times when
they'll make you feel Just-No-Good.
You'll be misjudged...misunderstood.
There will be times they'll make you
small...
smaller...
smallest.
There'll be times you're going to feel
the very smallest of allest.

Boy grows smaller and smaller.

Very, very small boy slinking away through a mass of moving legs and feet.

JURORS
He's gone. Where'd he go?
Get him! Get him!

The Jurors exit in a rush.

CUT TO:

EXT. COURTHOUSE

* Miggles jumps out of the way as a STAMPEDE of JURORS, etc...
* exit the courthouse and disperse throughout the town searching
* for the Boy.

* Miggles cautiously peers round the side of the courthouse to

* the front door, sees that the coast is clear and runs inside.

INT. COURTHOUSE

* The vast courtroom is now completely empty, with nothing but
* the debris of the fans left behind.

MIGGLES

* (her voices echoes)
* Hello! Is anyone here!

* She hears the sniffing of tears. It brings her attention to
* a TINY DOT on the floor in the center of the auditorium.
* She approaches it cautiously, until she recognizes who it is;

MIGGLES

* OH MY!

* POV

* The BOY is about TWENTY TIMES SMALLER than Miggles. He stops
* snivelling, embarrassed by her presence;

MIGGLES

* Aw, come on! Come on!
* You know you're not as
* small as all that

SNEAKY (O.S.)

* I'm sorry to disagree with you.
* But the fact of the matter is ;
* He IS that small.

* Surprised, Miggles spins around to see Sneaky, leaning
* confidently on the stands with his umbrella;

MIGGLES

* I don't care! He doesn't HAVE to
* be that small!

SNEAKY

* Oh, on that I quite agree with you.
* If he wants to bad enough, he can
* make himself un-smaller.
* (leans in to her)
* The question is...will he?

MIGGLES

* He darned well better had!

* The Boy is flanked by the TWO GIANT FACES staring down at him.

* Miggles then takes a more supportive tone as the Boy listens;

* MIGGLES
* Go on...Try again! I'm sure it was
* just nerves...

* SNEAKY falls on the floor laughing!

* SNEAKY
* NERVES! HAHAAHAHAH!...That's a good one!
* NERVES! Sounded more like a complete
* BREAKDOWN to me!..HAHAHAHA...

* The Boy seems to wilt at this laughter. He pulls his tiny hat
* down over his entire tiny body. Miggles rises to his defense.

* MIGGLES
* Laughing at him won't solve anything!

SNEAKY
Aw go on...he'll never try! Why I bet
he never sings another note!
He'll never DO anything. He hasn't
even picked himself a name...Now
how can a guy be anyone at
all, if he doesn't even pick a name?

We can tell beneath the Boy's hat, that the Boy is getting
worried about Sneaky's influence over Miggles. He listens
by pressing his ear to the hat so hard, the ear just out.

* MIGGLES
* Well I'm sure you have a name and
* you're not anyone in particularly special!

* SNEAKY
* You don't even know my name!
* (leans in, roughly)
* Although I know you're dying of
* curiosity!

* MIGGLES
* I couldn't care less.

SNEAKY
(charmingly)
Sneaky...Sneaky Snodgrass.
Please to meet you.

He kisses her hand gently. Miggles is impressed but hides it.
Sneaky holds her hand and asks;

SNEAKY
And what is your name?

MIGGLES
Miggles.

SNEAKY
Miggles what?

MIGGLES
(haughtily)
Miggles is enough of a name for any girl.
Can I have my hand back?

Sneaky smiles and releases her hand.

MIGGLES
I didn't hear you sing.
* If you're so smart and brave, why
* didn't you sing your note!?

SNEAKY
(proudly)
I can sing..I can out sing anybody.
Want to hear?

Miggles pretends not to care. The Boy is very much interested
beneath his hat.

Sneaky positions himself and then with his mouth wide open;

SNEAKY
OAOOOOAOWWOOOOGGOGOOOAOO....

Let's out the flatest, most horrendous note imaginable.

MIGGLES
It's awful.

SNEAKY
* At least it didn't destroy a village!
(leans in flirtaeously)
What to hear it again?
OAOOOOAOWWOOOOGGGOOAAOOO

Miggles, in spite of herself, starts laughing.

SNEAKY
(cocky)
I can propably refine it a bit
but I kinda like it the way it is.

Miggles is still laughing as she says;

MIGGLES
Well I think you're crazy.

SNEAKY
I am...Crazy for you that is.

Miggles is begining to be taken in by this rogue.

* MIGGLES
* Well...I...

SNEAKY
Say...ever see the Miles-High-Jakoosies?
(Miggles shakes her head)
Or the Crazy Daisy Meadow?
Or the Flying White Swan Lagoon.

Miggles shakes her head. Sneaky grabs her head

* SNEAKY
* Well come on then! You talk about
* Fun to be Done...I'm the guy
* to do it with...

* MIGGLES
* I...I can't...

* SNEAKY
* Why not?

* MIGGLES
* I can't leave him...Not like
* this when he all scared and lost
* inside his hat.

Referring to the boy, who still sits beneath his hat.

* SNEAKY
* You won't see any of these places
* with him, I guarantee it!

Miggles considers this then leans in to whisper to the Boy through his hat;

MIGGLES
I'd much rather stay with you.
* Why don't you try your note one
* more time? I'm SURE it was just nerves.

* The Boy firmly shakes his head from inside his hat.

MIGGLES
But you have to try! You absolutely must!
Why, a person without their
own note can never join in!
Can never really and truly belong anywhere.

But the Boy firmly shakes his head. He's not budging.

Miggles is disappointed and upset. She gets angry;

MIGGLES
But then what's to become of you?
A professional sitter?
A Giver-er-upper! A QUITTER!

* And what about me? Am I to
* stand here all day just waiting
* and waiting for you to change your way!

* Letting others go about life
* exploring all the fun things
* to be done? Well I ask you!?

The Boy wants to respond, but remembering his voice, he covers his mouth again. Miggles is genuinely saddened. She tries again;

MIGGLES
* While others are visiting places
* with wide eyed grins and
* bright, sunny faces...

* I'll be with you in the Worst of all Places.
* The Waiting Place...

* Do you know the Waiting Place?

* The Boy shakes his head. Miggles continues;

* MIGGLES
* It's a ghastly place
* Full of unfortunate faces...

* Where people just sit...and wait...

FADE OUT TO;

EXT. THE WAITING PLACE

* The grim arch of the Waiting Place. As Miggles V.O. NARRATES,
* WE;

* FADE IN THE VARIOUS IMAGES OF THE WAITING PLACE:

MIGGLES (V.O.)

Waiting for a bus to go...
or a train 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 around
for a yes or a No.

Or waiting for the hair to grow.
Everyone is just waiting.
Waiting for the fish to bite.
Or waiting for wind to fly a kite.
Or waiting around for Friday night.
Or waiting, perhaps, for their Uncle Jake.
Or a pot to boil.
Or a better break.
Or a string or pearls, or a pair of
pants.
Or a wig with curls.
Or another chance.
Everybody...just waiting.

*

FADE BACK TO:

INT. COURTHOUSE

* The Boy stares up at Miggles, who makes her final plea;

MIGGLES

It makes me sad to see someone like you.
To think of all the places you'll miss
seeing and all the feelings you'll miss
feeling...Won't you please try?

*

*

* But the Boy does not answer - instead, Sneaky's hand enters
* from O.S., as he asks;

*

SNEAKY

*

Come out with me Miggles.

*

I'll show you the Best of the Best places!

Miggles hesitates as she looks at the Boy, but then relents and
takes Sneaky's hand. THEY EXIT.

* The Boy peers out from beneath his hat to watch Miggles leave
* with Sneaky. Miggles turns around in time to see the Boy
* watching her, but he quickly hides under his hat again. A
* tear falls from Miggles' cheek but she stalwartly sniffs it

* away and follows Sneaky.

* The Boy peers out again and sees her disappear. A ROCK
* MATERIALIZES BENEATH HIM as he sits and;

* THE SIXTH FOGHORN SOUNDS...

* At the sound of the foghorn, the CAT is REVIVED - he had been
* completely flattened by the mad mob as they exited the
* courthouse and, up til now, was completely indistinguishable
* from the rest of the courthouse...

* But now, he raises his FLAT HEAD off the floor and we can see
* that HIS BODY WAS SO FLATTENED, HE LITERALLY BECAME A PART OF
* THE FLOOR DESIGN.....

* He shakes himself out of his flattened state and approaches
* the TINY BOY, WHO IS CRYING ON HIS ROCK underneath his hat,
* which covers his body. The Cat, feeling sorry for leaving him,
* sits down beside him.

CAT

Aw come on now...

It's not that bad.

It's not so terribly, terribly sad.

The Boy is crying uncontrollably. The Cat concedes;

CAT

Well...maybe it is.

Maybe you're right at that.

Maybe the safest place from hurt

Is to be inside one's hat.

* The Boy continues sniffing and sobbing. Cat lifts up the Tiny
* Boy and carries him outside to the courtroom steps;

* EXT. COURTROOM STEPS;

* The Cat holds the Boy in his hand as he continues:

CAT

* I didn't want to tell you this before
* Didn't want to show you what
* Life has, at times, in store...

* Like being alone, for example,
* Whether you like it or not,
* alone might be something
* you might be quite a lot.

An ABTRACT SCENE REPLACES THE TOWNSQUARE;

* CAT
* When one loses one's self assurance
* One's whole life has been in vain.
* It's like losing one's umbrella...

* IT STARTS TO RAIN...

* CAT
* It brings on rain!

* I've been my own Cat-tastrophe.
* I've let the Bloobers down!
* And now I see
* Because of me
* There's no hope to be found!

* For a moment, the Boy forgets his own troubles and is drawn
* in to the plight of the poor Cat, WHO FALLS TO THE SIDE AND
* CRIES INTO HIS ARMS.

* CAT
* I'm nothing without magic
* A sham! A fraud! A fake!
* And now my life's a ruin
* I'm just a big mistake!
* (adds)
* ... A complete and utter failure.
* I'm useless through and through...
* I botch and butterfinger...
* Everything I ever do...

* He cries uncontrollably.

CUT TO:

* C.U. - OF THE BOY.

* He looks to the Cat, then looks out to the distance where
* Miggles has disappeared. He remembers how caring she was to
* him when all seemed lost...

* IMAGES OF MIGGLES HOLDING HIS HAND BEFORE THAT DISASTROUS
* MOMENT, fade in around the Boy's head....HER SMILE...HER
* ENCOURAGING SQUEEZE....Her LILTING MELODY accompanies the
* memory....

* UNTIL THE RAIN, WASHES THEM AWAY.

CUT BACK TO:

MEDIUM ANGLE of Boy and Cat on steps....

* The Boy sniffs in his tears and looks to the Cat, who is
 * crying even harder.

* The Boy walks his TINY FEET OVER TO THE CAT and, RAISING HIS
 * TINY HAND, PATS THE CAT ON THE BACK IN A COMFORTING GESTURE...
 * reassuringly and with great compassion.

* The Cat stops crying. He is most surprised by this gesture.
 * He turns to the TINY BOY and leans in with his GIANT FACE.

*
 * CAT
 * (as he chokes back his tears)
 * Tell me...little one...
 * Could it ... possibly be...
 * That....somehow....by some miracle...
 * You.....forgive me.

* The Boy considers this and manages a TINY SMILE, while
 * continuing to PAT THE CAT.. He nods his head affirmatively.

* AS THE BOY DOES THIS, A REMARKABLE THINGS HAPPENS....

* HE BEGINS TO GLOW A LITTLE OF THAT HEAVENLY GLOW...AND AS THE
 * GLOW GETS BRIGHTER AND BIGGER, THE BOY GETS LARGER AND LARGER
 * UNTIL FINALLY, HE IS HIS NORMAL SIZE....

* The Cat is astounded. He immediately regains his confidence!

*
 * CAT
 * Congratulations on your rapid recovery
 * and on your re-continuation of your
 * travels of discovery...

* The Cat pops up into the center of the the Square and speaks
 * with great excitement....

*
 * CAT
 * Well, well, well I must say...
 *
 * I've never felt so glad!

* Cat does acrobatic flip flops as the Boy watches with great
 * enthusiasm.

*
 * CAT
 * It's such a treat
 * To feel upbeat
 * After crying and feeling sad!

* The Boy nods in agreement. It's as though he suddenly LIKES
 * THE ACT OF NODDING.

*

CAT

(SINGS)

WHEN YOUR EARS HAVE BEEN A-LISTENIN'
TO TOO MUCH MOURNFUL SOUND

The BOY perks up.

CAT

WHEN YOUR FEET HAVE BEEN A-DRAGGIN
AND A-SNAGGIN ON THE GROUND,

* Various townspeople in the midst of rebuilding, stop to listen.

CAT

WHEN THINGS HAVE GOT SO GLUNKY-WUNKY
THAT IT'S MORE THAN YOU CAN STAND...
WELL...THE ANSWER'S VERY SIMPLE!
IT'S TIME YOU START A BAND!

* THE CAT BEGINS TO CONDUCT AN IMAGINARY BAND....

* THE TOWNSPEOPLE GRADUALLY BECOME INTERESTED....

MUSIC BUILDS

CAT

(SINGS)

LET THERE BE MUSIC!

(SINGS)

LET THERE BE JOYFUL SOUND!
LET THERE BE ROMPING-STOMPING
AND MUCH FROLICKING AROUND!

* THE CAT, WITHOUT ANY MAGIC, BEGINS TO GRAB COLLECT BROKEN PARTS
* OF THE BROKEN TOWN, AND CREATE INSTRUMENTS THAT HE HANDS OUT
* TO THE GATHERING CROWD...and we can see that, even without
* his umbrella, the Cat can still create magic!

CAT

(SINGS)

A Glimbemeen!
You need a Glimbemeen!
Any fella starts a band
he needs a Glimbemeen!

* The Cat appoints someone a GLIMBEREEN PLAYER with a set a
* BORKEN STEPS. The player reluctantly plays at first, until
* he realizes IT MAKES QUITE A WONDERFUL SOUND.

* THE BOY, AND OTHER TOWNSPEOPLE, WATCHES IN FASCINATION
* AND GROWING EXPECTANCY AS THE CAT CONTINUES CREATING A BAND
* OUT OF NOTHING BUT RUBBLE.

CAT

(SINGING)

And a Hinkle-Hoffer-Horn!
You need a Hinkle-Hoffer-Horn!
To help the Glimbereen
you need a Hinkle-Hoffer-Horn!

- * Cat creates a HINKLE-HOFFER-HORN out of a BROKEN CHIMNEY and
- * hands it to townsperson appointed HINKLE-HOFFER HORNIST.
- * The hornist toots a few notes.

CAT

And Floober and a Snoober!

- * CAT CREATES THESE OUT OF OLD PIPES...

*

CAT

*

A BALLOGAH!

- * CAT CREATES THIS OUT OF A BROKEN VACUUM CLEANER.

*

CAT

*

A KATROOBAH

- * CAT CREATES THIS OUT OF A BROKEN PIANO....
- * EACH TIME CAT CREATES AN INSTRUMENT, HE HANDS IT OUT AND
- * THE CHARACTER BEGINS TO PLAY....until a GROUPS OF MUSICIANS
- * have formed and play as they march around the Boy.
- * EACH OF THE INSTRUMENTS SUNG IN THE FOLLOWING SECTION,
- * ARE CREATED BY THE TOWNSPEOPLE THEMSELVES....

VOICES

(more voices, male and female, SING;)
"And you'll need some Plunker-unkers
to provide the Bongs and Bings.
And, of course, a special section
plucking softly silken strings.
Let some Drummers come a-drumming!
Let some strummers come a-strumming!
Let some Zumers come a-zumming!
And some PLumbers who are mighty
up-and-coming with their Plumbing!
And when you put this gang together
and you lead them to the Fray,
folks are gonna get entrancified
by the musics that they play!
Kinda music wakes the wind up,
blows your cobwebs all away!
Kinda music coems like thunder
out of China cross the bay!"...

MUSIC; Great hurricane of a Blast.

* The BLAST SWEEPS THE DIRT AND DEBRIS FROM THE ENTIRE TOWN...

SOLO VOICE

(SINGING)

"Blows the tops right offa mountains!....

Mountain tops get blown off.

SOLO VOICE

....Blows the hats right off the heads
of Certified Accountants."

Accountants hats blown to hell.

CAT POPS IN NEXT TO BOY;

CAT

(SINGS)

" Kind music makes a fella
feel all over mighty good
and gets a fella's eyebrows
navigating like they should.....

INTRODUCING DANCING EYEBROWS.

CAT

....Music so mellifluous
and joyful in it's sound
that it brings on Romping-Stomping
and great rollicking around!"

* CAT SETS UP THE BOY TO CONDUCT THE ENTIRE ORCHESTRA....

* CAMERA INTERCUTS BETWEEN THE BOY AND THE VARIOUS TOWNSPEOPLE
* PLAYING AS THEY INADVERTANTLY CLEAN UP AND REBUILD THEIR TOWN
* INTO A MORE SUESSIAN and COLORFUL LOCATION...

* (EYEBROW BALLET, ROMPER STOMPERS AND ABSTRACT EFFECTS are
* included as per Dr. Seuss's drawings and at the discretion of
* the animators and composers.)

* Within this section, the BLOWHARD MAYOR tries to disrupt the
* proceedings, along with the jurors. But the town is having
* such a wonderful time - THE MAYOR AND THE JURORS ARE BLOWN
* CLEAR OUT OF TOWN BY THE MUSIC....

EXT. TOWN SQUARE

* As the music reaches a climactic pitch with the Boy fervently
* conducting...

* The CAT appears beside him.

CAT

* Feel better now, podner?

* As the Boy turns to him and STARTS TO NOD EXCITEDLY..WE
* TURN THE VOLUME DOWN ON THE BAND...THE BOY STOPS NODDING
* AND HIS FACE GROWS SERIOUS...WE INTRODUCE "MIGGLES MELODY"
* OVER THE BAND'S B.G. MUSIC....The Boy looks to the Cat,
* NOT WITH SADDNESS, BUT RATHER - LONGING. The Cat understands.

CAT

* I thought so...

* I won't let you down this time...
* We'll find a way through it.
* But you've got to keep on keeping on!
* (pulls him along)
* And for heavens sake - DON'T SIT!

* The Boy smiles and follows the Cat!

CUT TO:

WIDE ANGLE OF THE TOWN...

* We see the townspeople singing and playing in the square AS
* THE BOY AND THE CAT SNEAK AWAY, OUT OF TOWN, AND AFTER MIGGLES.

CUT TO:

EXT. THE MILES-HIGH JAKOOSIES; A SUNNY DAY!

Families are gathered in chaises around each pool, like
vacationers at a resort - mommy characters in floppy hats,
daddy characters with big pot bellies playing cards poolside.

* SNEAKY is having a gay old time, diving from one
* Jakoosie to another, as MUSIC from FUN TO BE DONE plays in
* the B.G. He looks for Miggles before he jumps;

SNEAKY

* HEY...WATCH THIS!

* Miggles sits on a chaise, seeming a tad disinterested.

* Sneaky does a super-duper, triple flip flop leap down

* three jakosies, finally appearing at the end near Miggles
* and popping his head out of the water;

* SNEAKY
* TA-DA! Nobody can make that jump but me!
* Want to seem me do it blindfolded?

* MIGGLES
* (Apathetically)
* Sure.

* SNEAKY
* Say! What's with you? Aren't
* you having fun?

* MIGGLES
* I suppose.

* SNEAKY
* (insulted)
* YOU SUPPOSE! I don't do that jump
* for just anybody you know.

* MIGGLES
* (Flatly)
* I'm honored.

* Sneaky is getting a little steamed. He gets an idea.

* SNEAKY
* WATCH THIS!

* He zips out of off camera. Miggles breathes a heavy sigh.

CUT TO:

EXT. FLYING WHITE SWAN LAGOON

Sneaky is on the highest ledge; what looks to be hundreds of
* feet above the ground.

* A crowd of vacationers have gathered to watch this daring
* feat - as Sneaky prepares to dive from way up high into a
* tiny pond of water. Sneaky is loving the attention - except
* that of;

* Miggles, who remains in her chaise, thinking of the BOY.

* Sneaky sticks two fingers in his mouth and WHISTLES FOR
* MIGGLES' ATTENTION.

* Miggles looks up at him, non-plussed.

* Sneaky takes in a deep breath on the diving board.

* The crowd below take in a collective deep breath - mothers
 * and children stand looking up with their mouths agape.

* Sneaky gives a sly smile as he picks up the heretofore
 * unseen UMBRELLA, lying at his feet. He holds on tight as
 * he HOPS ONCE...the crowd gasps...HOPS TWICE...the crowd
 * gasps...HOPS A THIRD TIME and as everyone holds their
 * breath;

* SNEAKY LEAPS OFF and, with the aid of his magic, BEGINS TO
 * LITERALLY FLY DOWN TO THE POND IN A SERIES OF AERONAUTICAL
 * MOVEMENTS THAT WOULD MAKE THE AIR FORCE PROUD...He swoops
 * down among the crowd - busting a kid's balloon, swiping a
 * dad's toupee.....He does looped loops and quadruple
 * somersaults....he zooms up like a rocket then glides like
 * a seagull....until finally he lands headfirst into the pond.

* THE CROWD BURSTS OUT INTO CHEERS AND APPLAUSE...They hoist
 * him out of the pond (as he clutches onto his umbrella) and
 * carry him like a victorious knight to Miggles, the lady fair.

* But all Miggles can muster up is a SIGH and a slightly audible;

*
 * MIGGLES
 * Very nice.

* Enraged, Sneaky hops down from the arms of his fans!

*
 * SNEAKY
 * YOU'RE STILL THINKING OF THAT
 * LIMPEDY, WIMPEDY, SNIVELLY, SNIDELY
 * HAT-HIDING, NOSE-WIPING, NAMELESS
 * NINNY!

*
 * MIGGLES
 * (defensively)
 * And what if I am?

*
 * SNEAKY
 * Because you're with ME, that's why!
 * And he can't do any of the things
 * I can do. He can't swim or dive
 * or leap through the air! Or make
 * funny jokes - or turn an apathetic
 * audience into a heart stopping,
 * breathtakingly anxious assemblage
 * of an anticipating admirers!

*
 * MIGGLES
 * So?

MIGGLES

Being brave doesn't mean
 All your fear goes away...
 Being brave's being scared
 But you try anyway!
 (sadly)
 If only he could believe that -
 (suddenly determined)

* I have to go back.

* Miggles starts to exit.

SNEAKY

* WHAT!

MIGGLES

* (gathering her things)
 * I'm sorry...but a person can't
 * just forget a person...just like that!

* She exits...

* C.U. of SNEAKY, looking particularly sinister. He looks at
 * the crowd:

MUSIC GETS SINISTER;

* POV

* A sea of faces who turn away to laugh so as not to be caught.
 * A couple actually do laugh right out loud. Soon the entire
 * CROWD STARTS LAUGHING AT SNEAKY.

* SNEAKY IS FURIOUS!

SNEAKY

* Nobody laughs at me!
 * NOBODY!

* HE POKES THE UMBRELLA UP INTO THE AIR AS IF HE WERE STABBING IT
 * AND SUDDENLY;

* THE SKY GROWS DARKER THAN THE DARKEST NIGHT AS THE MUSIC
 * GROWS EVEN MORE INTENSE...

* THE CROWD ARE FRIGHTENED TO THEIR SHOES.

SNEAKY

* AND NOBODY LEAVES UNTIL I SAY SO!

* SNEAKY STABS THE AIR AGAIN WITH HIS UMBRELLA - THIS TIME

* POINTING IT TOWARDS MIGGLES;

* MIGGLES, making her way down a grassy hill, is SUDDENLY
* SURROUNDED BY A DENSE FOREST OF SCARY, FOREBODING TREES...
* SHE CAN'T MOVE. THE TREES ARE FILLED WITH SHADOWS AND
* EERIE CRIES OF STRANGE AND DANGEROUS CREATURES....

* THE CROWD SEES THIS AND SCREAMS. THEY RUN TO ESCAPE!

* SNEAKY BEGINS TO POINT THE MAGIC UMBRELLA AT THEM AS HE
* TRANSFORM THEM INTO A SERIES OF STRANGE AND DANGEROUS
* CREATURES...LIKE HAAKEN-KRAKS, MUNGLERS AND WORST OF ALL,
* BLACK BLUBBARDS....

* SNEAKY TRANSFORMS THE ENTIRE RESORT AREA INTO A SWAMPY,
* SINISTER, SEUSSIAN NIGHTMARE.....

* C.U. OF SNEAKY...

* SNEAKY
* HAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAA!

DISSOLVE TO:

DISMAL GRAY LANDSCAPE.

* As Our Boy is carried on the Cat's back. It is raining and
* the wind is blowing like a hurricane.

* They enter the SWAMPY LOCALE. The Cat has to push through
* Giant Grickle Grass and Nink Weed that slap at him as he
* goes. The Boy holds on tight to the Cat's neck.

* They both discover a DINKY ROWBOAT. The Cat stops and eases
* the Boy down. The Boy is clearly frightened, as he remains
* behind the leg of the Cat.

* CAT
* Do you want to go on?
* You must decide
* It's not up to me now...
* All alone, you must ride...

* The Boy isn't sure. He looks around at the FOREST BEYOND THE
* SWAP, filled with SHADOWY FIGURES of danger. The whole place
* looks alive with evil. Cat girds himself up to say;

* CAT
* It's my duty to tell you
* There's a very good chance
* you'll meet things that
* scare you right out of your pants...

* CAT
* There are some down the road
* between hither and yon
* that can scare you so much
* you won't want to go on..

* A HAAKEN-KRAK HOWLS! and the BOY INDEED JUMPS RIGHT OUT OF
* HIS PANTS - THE PANTS run in one direction and the Boy tries
* to run in the other but the Cat holds on to his neck collar,
* so the boy just runs in place - until;

MIGGLES (O.S.)
OOOOooooooooOOOOOOOOooooooooooooOOOOOOOOooooo

* This makes the Boy stop and listen. Miggles melody fills him
* with the wish to be with her...

* CAT
* But the next foghorn's the last -
* So it's all up to you.
* A Yes or a No will decide
* what comes true....

* WITH THAT, A ROCK APPEARS BEFORE THE BOY, FOR HIM TO SIT ON.

* CAT
* You can go and...who knows?
* You can sit...and that's that.
* I can't change things for you.
* I'm just your friend...the Cat.

* He smiles and puts a comforting hand on the Boy, who considers
* the rock. THE TOUCH OF THE CAT'S HAND SPARKS SOMETHING AS;

* MIGGLES (O.S.)
* OOooooooooooooOOOOOOOOOOooooooooooooOOOOOOOOoooooooooooo

* CAMERA MOVES IN SLOWLY TO A C.U. of the BOY, as MIGGLES SONG
* CONTINUES....

* THE BOY BEGINS TO REMEMBER SOMETHING.....

* CAMERA REVEALS EACH OF THESE IMAGES;

* HE SEE THE GLOW AROUND THE CAT, who offers his friendly
* compassion...

* HE REMEMBERS THE GLOW AROUND MIGGLES, as she held his hand
* and sang...THE GLOW OVERTAKES THE SCREEN AS IT DISSOLVES INTO;

* THE HOOBER BLOOB STATION, as the BOY REMEMBERS being on the
* CONVEYOR as a BABY - frightened of the MEMORY ERASINGOSSIFYER.
* He REMEMBERS THE MOMENT MIGGLES PUT HER ARM AROUND HIS and
* SMILED.....

* SUDDENLY, THE SCENE EXPLODES INTO THE COSMOS - As MILLIONS OF
* LITTLE STARRY BEINGS BURST ACROSS THE SCREEN, PINGING THEIR
* STARRY MELODY....

CUT TO:

THE SWAMPY LOCALE;

* THE BOY REMEMBERS. HIS FACE IS ALIGHT WITH RECOGNITION....
* HE OPENS HIS MOUTH AND REMEMBERS HIS SONG;

* BOY
* AAAAHHHHHAHHHAHHHHHAHHHAHHHAHAHAHH!

* The Cat's jaw drops.

CUT TO:

INT. FOREST.

* MIGGLES HEARS THE BOY'S SONG AND REMEMBERS AS WELL. SHE SINGS;

MIGGLES
OOOOOOOoOOOOOooOooooooooooooooooo

CUT TO;

SWAMPY LOCALE.

* The Boy and Miggles create their ROMANTIC MELODY from the
* begining of our story....

* BOY
* Yes.....I remember now.

* CAT
* What was that...that word you just said?

* BOY
* I said YES....I said Yes!...
* I remember her song...
* Before we were here...
* (He looks up to the NIGHT SKY)
* I'VE KNOWN HER ALL ALONG.

* The CAT PULLS OUT HIS TELESCOPE and LOOKS TO THE SKY;

POV

EXT. HOOBER BLOOB HEADQUARTERS;

WE SEE THE MINATURE HEADQUARTERS PULSE AND EXPAND BACK TO IT'S ORIGINAL SIZE - BREAKING THE BOUNDARIES OF THE GREAT BLACK WALL, WHICH COLLAPSES LIKE A GIANT MIRROR INTO A MILLION PIECES - LEAVING BEHIND A SKY FULL OF TWINKLING STARS AND PLANETS..

THE HOOBER BLOOBS CHEER FOR THE CAT....

CUT TO:

SWAMPY LOCALE.

* THE CAT JUMPS FOR JOY!

* The Boy begins to get THAT GLOW FROM WITHIN, AS HE FILLS OUT
* HIS BODY WITH COURAGE...

* The Cat gives a whistle and the BOY'S PANTS come hopping back.

* The Boy looks at the pants and HOPS INSIDE THEM. Then looks
* up to sky above the trees of the forest and SEES:

* MIGGLES SONG FLOATING PAST THE TREETOPS INDICATING HER
* LOCATION...

* MIGGLES (O.S.)
* OOooooOOOoooooOOOoooo

* HE OPENS HIS MOUTH TO JOIN HIS SONG WITH HERS, WHEN SUDDENLY:

* A SHADOWY GIANT HAND REACHS OUT FROM THE FOREST TREETOPS AND
* GRABS MIGGLES SONG....SQUEEZING IT INTO A SCREAM...

* MIGGLES (O.S.)
* AAHAHHAAAAA!!!!

* WE THEN HEAR SNEAKY'S SINISTER LAUGHING over the scream.

* SNEAKY (O.S.)
* HAHAAHAHAHAHAHAHAHAHAHAHAHAHAHAH

* The Boy and the Cat are filled with purpose.

* The Boy hops into the rowboat and it almost capsizes, but
* He grabs hold of the oars and begins his journey....

* AS WE FOLLOW THE BOY VISUALLY, THE CAT NARRATES V.O.;

DARK SWAMP;

CAT (V.O.)

All by yourself again
back where there are no roads again.

And so..once more..you're on your own!

On you will go
though the weather be foul.
On you will go
though your enemies prowl.
On you will go
though the Hakken-Krakks howl.

A great Howling of Hakken-Krakks freezes the Boy. He stops rowing. Camera pulls back. He is in a lake, completely surrounded by Hakken-Krakks.

Frantic, he starts rowing again. But his boat doesn't move. The Hakken-Krakks are moving in on him. He stops rowing.

He spits on his hands and starts rowing madly.
The boat slips out of the scene like a bat out of hell.
(One Hakken-Krakk almost nips him in the seat of his pants)

CAT (O.S.)

Onward up many
a frightening creek
though your arms may get sore
and your sneakers may leak
you may find yourself rowing
for many a week!

Boy, weary, nervous - rows faster up an eerie creek.

He leaves boat and runs inland toward the vague protection of a wall

He stops. Looks around.

He is in the midst of a mumbling mess of assorted Munglers. The MUSIC gets more and more scary, as our Boy gets more and more scared.

The Boy sneaks through the Munglers and hides in the shadow of the wall. Then, sneaks along the wall to find some way out.

From the other side of the wall, GREEN EYES follow him as he goes.

He arrives at a gate in the wall and looks down a LONG EMPTY ROAD. He hears Miggles from down this road!

MIGGLES (O.S.)
AAHAHAHAHAHAHAH..

He screws up his courgae and begins to walk down the road.

As he does, the GREEN EYES SLOWLY RISE. The animals that contain these eyes become more visible. They are the BLACK BLUBBARDS and they stare at OUR BOY in frightful silence.

The Boy is really terrified but keeps on walking.

SOUND
(The Black Blubbards give a Black
Blubbard Snarl)

* Boy starts running down the road as the BLUBBARDS try to GRAB
* HIM WITH THEIR BIG BLACK SHADOWY PAWS.
* The boy keeps running towards;

POV

* SHADOWFOREST, looming ominously at the end of the road.
* He runs faster to reach it....

CUT TO:

INT. SHADOWFOREST

* Miggles is surrounded by EVIL-EYED CREATURES with BIG MOUTHS
* AND TEETH, who begin to come out of their hiding places in
* the trees and encroach upon the small clearing in which
* Miggles sits...

* MIGGLES
* AAHAHAHHAHHHAHHHHHHH.

CUT TO:

EXT. SHADOWFOREST

* Boy hears the scream and runs toward the entrance only to be
* stopped by the sight of;
* SNEAKY STANDING IN FRONT OF THE ENTRANCE HOLDING THE MAGIC
* UMBRELLA, LIKE AN EMPEROR.

The Boy skids to a stop.

* SNEAKY
* Where do you think you're going!?

INTERCUT

INT. SHADOWFOREST

* The evil-eyed, big toothed creatures are crawling closer
* to Miggles.

* MIGGLES (O.S.)
* HHEELLLLPPPP!

CUT TO:

EXT. SHADOWFOREST

* The Boy stands his ground with Sneaky.

* BOY
* I'm going inside.

* SNEAKY
* (making fun of him)
* OOoooo..but's it's pretty scary.
* Wouldn't you much rather sit
* this one out?

* He points the umbrella and creates A ROCK RIGHT BEHIND THE
* BOY, THEN MAGICALLY PUSHES THE BOY BACK, FORCING HIM TO SIT.

* BUT THE BOY IMMEDIATELY ROLLS OVER THE ROCK AND DOES A BACK
* FLIP TO A STANDING POSITION.

* BOY
* No. I'd rather stand, thank you.

* Sneaky is put off by this. He threatens;

* SNEAKY
* I could crush you like a grape
* with one wave of my hand - you little
* gutless shrimp.

* He waves the umbrella and the Boy gets an idea.

* BOY
* You don't scare me. After all,
* you're not that much bigger than me.
* (acting casual)
* I did get past the Haaken-Kraks
* and they're much bigger than you.

* Sneaky steams;

* SNEAKY
* OH YEAH!

* HE SPINS THE UMBRELLA AND HIS BODY LIKE A TORNADO, UNTIL HE
* GROWS TO THE SIZE OF A HAAKEN-KRAK, which is about five times
* the size of the Boy.

* SNEAKY
* How about now!?

* The Boy's plan is working - because, EVEN THOUGH SNEAKY IS
* GETTING BIGGER - THE UMBRELLA IS REMAINING EXACTLY THE SAME
* SIZE.

* BOY
* No..I'm afraid not...You see
* I also got past the Munglers and
* although I know how you're not
* very good in math, the Munglers
* are at least 10.3 times bigger
* than the Haaken-Kraks.

* SNEAKY'S EGO IS ENRAGED.

* SNEAKY
* 10.3?...WATCH THIS!

* SNEAKY SPINS AGAIN and is now 15.3 times bigger than the Boy.

* BUT THE UMBRELLA is getting tinier and tinier...It is now
* the size of a TOOTHPICK, IN SNEAKY'S GIANT HANDS....

* BOY
* Very good. Only...

* SNEAKY
* Only what?!

* BOY
* Well, I also got past the Black
* Blubbards and I'm sure you're not
* able to multiply that high.

* SNEAKY
* You wanna bet!...Try me!
* How much bigger are Blubbards than
* Munglers..?

* The Boy eyes the umbrella and Sneaky's current size then
* estimates how much bigger he needs Sneaky to get, for the
* Umbrella to get so small, it would impossible for him to hold.

* BOY
* II6.84 times bigger...give or take
* a point.

* SNEAKY REVS HIMSELF UP.

* THE BOY WATCHES EXPECTANTLY...

* SNEAKY SPINS HIMSELF AND THE UMBRELLA violently....until HE
* IS SOARING OVER HUNDRED TIMES BIGGER THAN THE BOY AND THE
* FOREST.

* SNEAKY GLARES DOWN AT HIM.

* SNEAKY
* THOUGHT I COULDN'T DO IT UH?

* HE BEGINS TO LAUGH...

CUT TO:

* SNEAKY'S HAND;

* The giant hand is so big, THE UMBRELLA SLIPS OUT OF IT LIKE
* A GRAIN OF SAND, as SNEAKY LAUGHS HIS HEAD OFF.

* SNEAKY
* HAAAAAAAAAAAAAAAAAAAAAAAAAAAA

* THE UMBRELLA SAILS DOWN THE ENORMOUS BODY OF SNEAKY, WHO
* DOESN'T REALIZE YET WHAT HAS HAPPENED.

* SNEAKY
* Thought you could out smart me huh?
* (ROARS)
* WELL NOBODY...OUTSMARTS...

* HE STOPS when he looks at the Boy as sees;

* THE BOY SMILING UP AT HIM - HOLDING THE UMBRELLA.

* SNEAKY
* WHY YOU LITTLE...

* SNEAKY takes a step toward him and the ground shakes, causing
* the Boy to fall and DROP THE UMBRELLA....

* SNEAKY TAKES ANOTHER STEP AND RAISES HIS FOOT.

* SNEAKY
* AAAHAHHHH!

* The Boy sees the GIANT FOOT coming down to crush him and, in
* a split second, ROLLS AWAY TO SIDE, PICKS UP THE UMBRELLA AND
* POINTS IT UP AT SNEAKY...

* SNEAKY
 * NOOOOOOOOOOOOOO!

* SNEAKY BEGINS TO SHRINK SO RAPIDLY, IT IS ALMOST AS IF HE
 * DISAPPEARED.

* The Boy looks to the ground and sees;

* SNEAKY, next to his shoe, IS THE SIZE OF A FLEA.

* SNEAKY
 * (squeaky)
 * I'LL GET YOU FOR THIS YOU LITTLE
 * SPINELESS TOADSTOOL...YOU CRINGING
 * CRYING, CRAWLING...

* BOY
 * You might want to change your name to
 * Squeaky.

* MIGGLES (O.S.)
 * HHEEELLLP...

* No time to waste, THE BOY runs into the forest.

INT. SHADOWFOREST.

* An evil-eyed, big toothed creature is PICKING UP MIGGLES
 * BY THE FANGS...It tosses it's head back, throwing her up
 * into the air so as to swallow her like a snack...

* MIGGLES
 * AAAAHHHHHHH

* Miggles soars up into the air and IS CAUGHT BY;

* THE BOY SAILING ON THE UMBRELLA.

* MIGGLES
 * Oh my...It's you.

* BOY
 * I'm so happy I can finally return the favor.

* Miggles smiles for joy and holds on tight..The Boy sails
 * over to a BALLOON WITH IT'S BASKET WAITING IN THE AIR
 * LIKE A TAXI AT A CURB...He helps Miggles in and then
 * steps in himself.

* BOY
 * Watch this.

* THE BOY POINTS THE UMBRELLA DOWN AND THE FOREST AND ALL
* THE CREATURES AND ONE BY ONE, TURNS THEM BACK INTO WHAT
* THEY WERE BEFORE...

* - The evil-eyed creatures, the Blubbards, the Munglers
* and the Haaken-Kraks are all turned back into the MOTHERS,
* AND FATHERS AND CHILDREN who were swimming and sunbathing
* at the Miles High Jakoosies....

* The Boy waves the umbrella again and;

* THE ENTIRE FOREST AND SWAMPY LOCALE are changed back into
* the sunny resort of MILES HIGH JAKOOSIES and WHITE SWAN
* LAGOON....

* EVERYONE CHEERS THE BOY from the ground, as he and Miggles
* fly above the crowd.

* MIGGLES
* By the way - what IS your name?

* BOY
* Don't you remember?
* (sings)
* AAAAAHAHHHAHAHHHH

* Miggles is overjoyed by the song and joins in;

MIGGLES
(sings)
OOOOOOOOOOooooOOoooooooooooo

* The ROMATIC MELODY from their starry past plays in full.
* The GLOW THAT WAS ONCE DOUSED, NOW RETURNS TO THESE TWO
* LOVERS - SURROUNDED THEM IN THE BASKET...UNTIL MIGGLES
* REMEMBERS!

* MIGGLES
* JINGLES....We used to call you JINGLES.

* JINGLES
* That's me!

* THE TWO KISS. JINGLES RELEASES THE UMBRELLA WHICH FLOATS
* OUT OF THE BASKET AND UP TO THE TOP OF THE BALLOON, WHERE
* WE FIND THE CAT LYING WITH A GREAT VICTORIOUS GRIN.
* HE TAKES THE UMBRELLA WITH A SIGH OF RELIEF AND DISAPPEARS.

EXT. A MULTI-COLORED LAND.

* MUSIC - THERE'S FUN TO BE DONE.

* Boy and Miggles step with great joy, as the CROWD OF
* CHARACTERS DANCE....

CUT TO:

* INT. HOOBER BLOOB HIGHWAY -

* The ENTIRE PLACE IS BACK TO IT'S NORMAL SIZE.

* It's business as usual. All the workers smile and happily
* go forth with their day.

* HOOBER-BLOOB and the Assistant are congratulating the Cat
* and escort him to his new office;

* A DOOR MARKED - EXECUTIVE PRESIDENT PROBLEM SOLVER...

* A tear of gratitude come to the Cat's eye. He places his
* umbrella on his arm to withdraw a handkerchief. Covertly,
* Hooper Bloob gives a nod to the Assistant who deftly, sneaks
* the UMBRELLA OFF CAT'S ARM....RUNS TO A GIANT WALL SAFE...
* THROWS THE UMBRELLA INSIDE...SHUTS THE GIANT DOOR AND LOCKS
* IT, WITH A GREAT BREATH OF RELIEF.

CUT BACK TO:

* MULIT-COLORED LANDSCAPE.

* The place is filled with characters all cheering JINGLES and
* Miggles, as the CAT NARRATES;

* CAT (V.O.)
* OH THE PLACES YOU'LL GO
* THERE IS FUN TO BE DONE
* THERE ARE POINTS TO BE SCORED!
* THERE ARE GAMES TO BE WON!

* AND WHATEVER THE GAME
* YOU ARE HEADED FOR FAME
* AND THE CHEERS OF THE CROWD
* AS THEY SHOUT OUT YOUR NAME

* CROWD
* JINGLES!.....JINGLES!.....JINGLES!

* THE JINGLES AND MIGGLES lead a PARADE atop GALLOPING
* ELEPHANTS with BANNERS, as the crowd follows - the townspeople
* with their instruments, the Old Poops dressed as CHEERLEADERS,
* all the various characters are seen...

* CAT (V.O.)
* OH THE MAGICAL THINGS

CAT (V.O.)
* YOU CAN DO WITH THAT NAME
* WILL MAKE YOU THE
* WINNINGEST WINNER OF FAME!

* Suddenly, ALL THE ELEPHANTS LOOK TO THE GROUND AND SCREAM...
* TOSSING JINGLES AND MIGGLES OFF THEIR BACKS AND STARTING A
* STAMPEDE....

* THE CROWD PANICS and BEGIN TO RUN IN A HUNDRED DIRECTIONS.
* A SCREAMING STAMPEDE OF ELEPHANTS AND PEOPLE CLEAR THE AREA
* IN SECONDS.

* UNTIL ALL THAT ARE LEFT ARE JINGLES AND MIGGLES in the middle
* of a VAST, EMPTY EXPANSE.

CAT (V.O.)
* Except when it won't
* Because sometimes it won't...

CUT TO:

* TINY SNEAKY....who has amassed an ARMY OF MICE. He leads
* them in pursuit of the elephants - creating the stampede he's
* always wanted.

* SNEAKY
* (tiny voice)
* CHAARRRRGE.....

* He sits on a mouse and leads the charge past Jingles and
* Miggles like a FLEA GENERAL....

* As they ride off into the distance WE CAN HEAR SNEAKY'S
* EVERPRESENT GIGGLE;

CUT TO:

JINGLES AND MIGGLES, look to each other confused;

CAT (V.O.)
You'll get mixed up of course
as you already know.
You'll get mixed up
with many strange birds as you go.

* STRANGE BIRDS start walking all around them going in all
* directions;

MUSIC; AWKWARD BIRDS-MARCHING HEADWALKING MARCH.

* Jingles and Miggles get up and try to walk out of there amidst
* all the strange birds....knocking and bunking into them.

CAT (V.O.)
Just be sure when you step
Step with care and great tact
and remember that Life's a
Great Balancing Act.
Just never forget
to be dexterious and deft,
and NEVER mix up
your right foot with your left.

JINGLES AND MIGGLES begin to enjoy bird walking.

MUSIC; "THERE'S FUN TO BE DONE"...

They walk right up to:

The Quartet, dressed in their airport uniforms.

QUARTET
ALL ABOARD FOR CIN-CINOPLE
AND NORTH SWOBODA!
ALL ABOARD FOR TALLYHO TOWN
SMART CAT SPRINGS AND NESSELRODA!
WE ARE BOARDING NOW FOR NUMHGLOTZ
FOLL-DE-ROLL AND FLOOBER FLOW.
OH THE PLACES! OH THE PLACES!
OH THE PLACES YOU'LL GO!

EXT. ABSTRACT HIGHWAY.

Boy and Miggles leave them behind.

CAT (V.O.)
And will you succeed...?
Yes.
You will indeed!
98 and 3/4 percent guaranteed.

KID, YOU'LL MOVE MOUNTAINS!

CLOSE SHOT

Boy walking, pulling ropes.

CAMERA PULLS BACK TO BIGGER SCENE. He is pulling the front end
of a MOUNTAIN OF WHEELS behind him.

MUSIC CONTINUES TO BUILD.

CLOSE SHOT

Boy pulling rope. Miggles is now in front of him, pulling the

rope as well.

Boy and Miggles execute a perfect Double Shuffel Duffel.

PAN BACK ALONG ROPE including more and more of the pulled along mountain to see;

- Sneaky and the mice doing the Double Shuffel Duffel.
- The townspeople, the resort swimmers and bathers, the
- Blubbards, the Shadows, the Hakken-Kraks, the Munglers and
- the evil-eyed big toothed creatures.

Moving up the mountain, CAMERA includes the singing Quartet and the seemingly dozens of muscians playing their wierd concert instruments.

EVERYBODY
WE'RE LEAVING NOW FOR BUZZARD'S BRITCHES
AND NIZZARD'S NEST
AND FROG'S ANKLE CENTER
AND ALL POINTS SOUTHEAST AND WEST.
NORTH KARTOFFEL!
FLOTSAM!
JETSAM!
AND FOR HOOKA-LUKE-A-LOW.
SO GET YOURSELF ABOARD FOLKS!
OH THE PLACES YOU CAN GO!

Song ends. Music Continues;

CAT APPEARS as SPEAKS TO AUDIENCE;

CAT
So...
Be your name Buxbaum
or Bixby or Bray
or Mordecai Ali Van Allen O'Shea
you're off to Great Places!
Today is your day!
Your mountain is waiting
SO...GET ON YOUR WAY!

THE END