

STUART LITTLE 2

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REVISED DRAFT

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FADE IN:

1 EXT. NEW YORK CITY - DAWN 1

A look at how birds live in the city, emphasizing the scavenging nature of their existence. We see birds eating off the ground, out of trash cans, even swooping down to steal a piece of donut out of the hand of a sleepy citizen just leaving his house.

The last bird we see flies towards the house of the Little family.

2 INT. LITTLE HOUSE - DAY 2

The first hint of morning light enters the Little household. All is quiet and peaceful. MR. AND MRS. LITTLE are asleep in bed. THROUGH the window we see bird eyes spying in on them.

CLOSEUP - ALARM CLOCK

BLASTING a rendition of "STARS AND STRIPES FOREVER" into the Little's bedroom.

WIDER

The bird flies off the window sill and disappears.

Even before they're awake, Mr. and Mrs. Little's feet begin swiveling in time to the music.

Then we hear a BABY CRYING.

CLOSEUP - MRS. LITTLE

sitting upright in bed. She turns OFF the ALARM. On her ring finger is a beautiful engagement ring.

WIDER

Mrs. Little gets out of bed and we FOLLOW her OVER TO a crib wherein sits a beautiful nine-month-old girl, MARTHA LITTLE. Mrs. Little picks her up.

MRS. LITTLE
Moomy's here. No more crying.

Martha's diaper is askew.

(CONTINUED)

2 CONTINUED:

2

MRS. LITTLE

Ohh... See this is what happens
when Daddy changes you at 4 A.M.

(calls out)

Boys...

3 INT. BOY'S ROOM

3

ANOTHER ALARM CLOCK. It GOES OFF and makes a FACTORY
WHISTLE NOISE.

ANGLE ON GEORGE

in the lower bunk. He grumbles and turns over.

ANGLE ON UPPER BUNK

A tiny lump under a blanket as it begins to move. Moments
later a tail emerges from underneath the sheet. It moves
tentatively, as if checking things out. The tail is
followed by a rear-end dressed in bright pajamas with a
print pattern featuring pineapples (or something funnier)
and then the remainder of a four-inch body. It is STUART.
(For those who haven't read the book or seen the movie,
Stuart is a mouse.)

Stuart is sleepy. He staggers around almost blindly. He
almost steps off the edge of his bunk. This wakes him
more completely. He rubs his eyes and stretches and
smiles. Grabbing hold of a miniature fireman's pole built
out of tinker toys, slides down to the lower bunk and
crosses over to George's sleeping head.

STUART

George, wake up.

George is a hard wake-up.

Stuart stands on George's chest and jumps up and down.

STUART

George.

GEORGE

It's Saturday.

STUART

I know. But it's the first day of
Pee Wee Soccer. Our first game.

(CONTINUED)

3 CONTINUED:

3

George's eyes pop open and he gasps. He's immediately nervous.

GEORGE

Soccer? Uh... No I can't today,
I... caught a cold while I was
sleeping.

He sneezes and blows Stuart halfway across the bed. Stuart scrambles back quickly. He grabs George's glasses from the nightstand and masterfully engineers them onto George's face. He taps on the glasses.

STUART

You'll be fine. Come on, we're
gonna be great. We're gonna play
like Brazilians!

Stuart takes off his pajama top and soccer-kicks it across the room into a hamper.

4 INT. KITCHEN - DAY

4

Mrs. Little is rushing around the kitchen, feeding the baby and making breakfast for everyone at the same time.

The CAMERA FOLLOWS her TO the kitchen table as she puts another spoonful of cereal into the baby's mouth. The baby is sitting in her highchair between her brothers who are in their uniforms.

MRS. LITTLE

Stuart, don't forget your water
bottle. George...

Mr. Little enters on the run.

MR. LITTLE

(finishing her
sentence)
... don't forget your cleats.
(to Mrs. Little)
You look especially beautiful
today.

MRS. LITTLE

Some people just know how to wear
oatmeal.

They kiss.

MARTHA BABBLES something that is not a word.

(CONTINUED)

MRS. LITTLE
 (excited)
 Did you hear that? She said
 'bluh-bluh,' her first word.
 Where's the baby book? I'll write
 it down.

MR. LITTLE
 I'm... not sure that's actually a
 word.

MRS. LITTLE
 Your Uncle Crenshaw said that
 every Little starts talking by
 nine months.

MR. LITTLE
 Yes and in Uncle Crenshaw's case
 never stops.

STUART
 Are you both coming to the game?

MR. LITTLE
 Wouldn't miss it.

MRS. LITTLE
 (sotto)
 Frederick, this soccer game is
 making me very...

MR. LITTLE
 ... proud?

He starts opening a jar.

MRS. LITTLE
 (sotto)
 Anxious. Especially 'bout...

She points at Stuart who is trying to get jelly out of a
 jar. He almost falls in, but then swings himself out
 safely onto the table.

STUART
 I'm fine.

MR. LITTLE
 He's fine.

(CONTINUED)

4 CONTINUED: (2)

4

MRS. LITTLE

(sotto)

But all those boys... stomping
around with cleats... What if
someone...?

She pantomimes squishing and recoils.

MR. LITTLE

(sotto)

Honey, he's a Little. We're all
natural athletes.

(handing her the jar)

Could you open this?

She does.

The toast is burning, the TEA is WHISTLING, the BABY is
CRYING, and Mrs. Little is clearly overwhelmed.

Then the baby pours the remainder of the cereal onto her
head and throws the bowl onto the floor. Mrs. Little
quickly lifts her from the highchair and rushes her to the
sink.

MRS. LITTLE

Okay, that's it for you.

(calling out)

Snowbell. Food.

5 OMITTED

5

6 INT. LIVING ROOM - SAME TIME

6

SNOWBELL perks up.

SNOWBELL

Food!!

He dashes pell-mell into the kitchen, careening around
corners.

7 INT. KITCHEN - CONTINUOUS ACTION

7

Snowbell rushes in.

SNOWBELL

(excitedly)

Tuna? Is it tuna? Or herring.
Or -- dare I say it -- is it lox?
Oh, please be lox!

(CONTINUED)

7 CONTINUED:

7

MRS. LITTLE
 (points to the glop on
 the floor)
 That's for you, Snow.

SNOWBELL
 (disappointed)
 Oh great. It's glop.
 (starts eating it)
 Look what I'm reduced to. I'm a
 paper towel with hair.

MR. LITTLE
 (enthusiastically)
 How about it, boys? Are we ready
 to play some soccer?

8 EXT. SOCCER FIELD - DAY

8

The game is in progress. George is trying, but some of
 the kids are bigger, more aggressive and better co-
 ordinated. The whole pack blows right by him.

STANDS

Among the parents, Mr. and Mrs. Little watch the game.
 Mrs. Little holds Martha.

MRS. LITTLE
 Frederick, why are all the kids
 running one way while George is
 going the other way?

MR. LITTLE
 Well, he, uh... he's an
 independent spirit. What bothers
 me is, every kid has had a chance
 to play except Stuart.

MRS. LITTLE
 Well, there's plenty of time.

MR. LITTLE
 Plenty of time? There's forty
 seconds.

MRS. LITTLE
 He did an excellent job handing
 out the orange slices. And that's
 not as easy as it looks.

He gives her a look.

(CONTINUED)

MRS. LITTLE

All right. I admit it. I'm glad he's not in the game. I don't want him to get hurt.

MR. LITTLE

Honey, it's Pee Wee Soccer. Nobody gets hurt.

FIELD

A KID on George's team gets kicked in the stomach. He howls in pain. A whistle blows, stopping the action. The COACH runs out to help.

COACH

Are you all right, Irwin?

IRWIN (KID)

(doubled over)

Do I look all right?

REFEREE

You'd better substitute.

ANGLE ON BENCH

Only Stuart is available.

FIELD

COACH

(to his assistant)

Tie game. We could play with just ten.

WALLACE

(an obnoxious kid)

Yeah, but we have George, so it would be like having nine.

COACH

Wallace! We'll have none of that.

WALLACE

Why not? That's how you talk to Mom.

REFEREE

Come on, Coach.

(CONTINUED)

8 CONTINUED: (2)

8

COACH
... Stuart. Go in for Irwin.

BENCH

STUART
Yes!!

He runs in.

FIELD

Stuart's teammates look as if this seals their doom.

STANDS

MR. LITTLE
Yeah, Stuart!

MRS. LITTLE
(nervously)
Oh my.

FIELD

COACH
(to Stuart)
Try to...

He gives up.

Whistle. Play is back in.

The ball is kicked around by a pack of boys. Stuart
chases the pack. The pack turns and Stuart is nearly
trampled.

STANDS

MRS. LITTLE
(rises)
I'm going down there and snatching
him off that field.

Mr. Little holds her down.

(CONTINUED)

FIELD

The ball comes flying out of the pack towards the goal that George and Stuart's team are attacking. The closest players to the ball are George and Stuart, who were lagging behind the play.

COACH
(hysterical)
Get it! George! Go after it!

George and Stuart from opposite directions run towards the ball. Stuart is closer, but George is faster and is getting to the ball first.

COACH
George, shoot!

Wallace appears out on the wing.

WALLACE
Pass me the ball, lame-o!

COACH
George, shoot!

George shuts his eyes and kicks at the exact moment Stuart reaches the ball. The ball flies off the ground with Stuart pasted to it, screaming. The ball hits Wallace -- hard -- in the middle of his face and ricochets off. Wallace, knocked loopy, has the imprint of a mouse on his forehead.

The ball -- still flying. Stuart still on it, screaming. It sails into the goal. The GUN GOES OFF. The game is over.

George is mobbed by happy teammates. He is literally carried off on their shoulders.

GOAL

Mr. and Mrs. Little run in to look for Stuart. The ball is on the ground. They pick it up. No Stuart.

STUART (O.S.)
I'm all right.

ANGLE ON STUART

Enmeshed in the goal netting, dangling upside-down by one foot.

(CONTINUED)

8 CONTINUED: (4)

8

STUART

Do I get an assist?

Then he falls several feet into the dust.

9 INT. MR. AND MRS. LITTLE'S BATHROOM - NIGHT

9

They're preparing for bed.

MRS. LITTLE

He just looked so small out there.
So... lacking in bigness. Does
he have to go back next week?

MR. LITTLE

Honey, we have to give him room to
grow.

MRS. LITTLE

I give him room. I let him drive
his car to school. No other
mother does that.

MR. LITTLE

Yes, but with George walking right
beside him every step.

MRS. LITTLE

I let him go out without his
galoshes.

MR. LITTLE

When it's not raining.

MRS. LITTLE

So? How much more room do I need
to give him?

MR. LITTLE

A little more than you're giving
him now.

MRS. LITTLE

... How little?

10 INT. BOYS' BEDROOM - NIGHT

10

The boys are in their respective bunks.

STUART

I'm worried that Mom's not going
to let me play soccer anymore.

(CONTINUED)

GEORGE

She wouldn't do that.

STUART

Well, she already didn't let me go out for fencing or wrestling or roller hockey.

GEORGE

Well, what does she want you to go out for?

STUART

Painting or dancing.

GEORGE

It's hard to get hurt doing those.

STUART

(glumly)
Yeah...

GEORGE

I guess it's my fault. I'm sorry I kicked you into the goal.

STUART

That's okay. Hey, you won the game. That's the main thing.

GEORGE

No... the main thing was I hit Wallace in the face.

They both laugh.

Mrs. Little is pruning roses in a tiny planter in front of the house. She hears:

WILL (O.S.)

Hello, Mrs. Little.

She looks up and sees WILL WILSON. He's George's age, African-American.

MRS. LITTLE

Oh hi, Will.

WILL

Is George home?

(CONTINUED)

10A CONTINUED:

10A

MRS. LITTLE
 Yes. He's playing with Stuart.
 Go on in.

11 OMITTED

11

12 INT. DINING ROOM - SAME TIME

12

George and Stuart are working on a model airplane that has taken over the dining table. It is a bright-red replica of a WWII Grumman F4F-3 Wildcat fighter plane with a decal of an American flag and Betty Grable on the side.

George is putting the propeller on. Stuart is vocally making engine noises.

GEORGE
 Stuart, hand me the pliers...
 Stuart?

Stuart is sitting in the plane, a scarf around his neck, fantasizing.

STUART
 Bogie's, twelve o'clock! I got
 him, Brooklyn!

GEORGE
 Stuart!

STUART
 (brought back to
 reality)
 Huh?

GEORGE
 What are you doing?

STUART
 Oh -- I... Wouldn't it be cool if
 I actually flew this thing?

GEORGE
 Yeah. Mom's gonna let you fly a
 plane. Check the wires in there.

Will enters.

WILL
 Hi, George. Hi, Stuart.

(CONTINUED)

GEORGE
(delighted)
Hi.

STUART
Hi, Will.

WILL
Hey, neat plane.

STUART
Thanks.

WILL
Hey, George, you want to take a
break for awhile? I brought my
chess set.

GEORGE
Yeah, okay.

STUART
But what about the plane?

GEORGE
I want to play with Will for
awhile.

We can tell Stuart is dejected and that this is painful
for him. The older boys exit. Stuart turns to Snowbell
sleeping on the work table.

STUART
Hey, Snowbell?
(louder)
Snowbell!

Snowbell, wakes up, noisily -- snorting and clearing his
throat.

SNOWBELL
Whu?

STUART
Want to help me fix the plane?

SNOWBELL
Let me explain something to you.
I am trying -- desperately -- to
cling to the last shreds of
dignity I possess. I'm licking up
after that little monster...

(MORE)

(CONTINUED)

12 CONTINUED:

12

SNOWBELL (CONT'D)

... I've had my claws trimmed so I won't scratch 'Mommy's Little Precious'... and now a mouse -- because he's lonely and desperate for companionship asks -- as a last resort -- to become his 'playmate.' The gall. The temerity... Yeah, okay.

CUT TO:

13 OMITTED

13

&

&

14

14

15 INT. DINING ROOM - LITTLE LATER

15

Stuart climbs back into the cockpit of the PLANE. He opens up the instruction book. He reaches under the dashboard. His sweater catches on the on/off switch and clicks it ON by accident.

Suddenly the MOTOR WHIRS into action. Snowbell, hearing the noise, screams, jumps up and dashes out.

Before Stuart realizes what is happening, the airplane is taxiing down the table. George and Will run in and yell over the NOISE of the ENGINE.

GEORGE

Stuart, what are you doing?

STUART

(panicked, yelling
back)

I'm not doing it. It won't turn
off.

The plane hits the remote, knocking it off the table. It breaks. The plane flies off the table and into the next room. George and Will run after it.

As they enter the dining room, the PLANE BUZZES their heads.

GEORGE

Stuart!

WILL

This is cool! All my brother does is jam crayons up his nose.

(CONTINUED)

15 CONTINUED:

15

Snowbell runs in. The PLANE BUZZES him and he dashes into the kitchen.

STAIRCASE

Mr. Little is coming downstairs with a paper kite.

MR. LITTLE
Who wants to help me fly the kite?

The PLANE RIPS through the kite.

STUART
Sorry, Dad.

MR. LITTLE
Stuart. Stop that this minute.

George and Will run in.

GEORGE
He can't.

Stuart yells, frightened.

GEORGE
At least he's indoors, nothing bad can happen.

At that exact moment, Mrs. Little opens the front door, carrying a freshly-cut bouquet.

MRS. LITTLE
Have you ever seen prettier roses?

The PLANE RIPS through the bouquet and flies outside.

MRS. LITTLE
Stuart!

All the Littles run outside.

16 EXT. LITTLE HOUSE - CONTINUOUS ACTION

16

They chase Stuart across Fifth Avenue into the park. Stuart has rose petals stuck to his face, blinding him. Screaming, he frantically brushes them off -- just in time to see a group of nuns. He barely avoids hitting them.

(CONTINUED)

Stuart covers his eyes and screams as the plane disappears behind some bushes. We hear STUART SCREAM, then we hear the sound of a CRASH.

When Stuart opens his eyes, he discovers that both he and the plane have collided with a thick bush and both wings are dangling precariously at the side.

Stuart crawls out of the wreckage and scampers down to the ground. We hear the anxious voices of the entire Little family as they race toward him.

MRS. LITTLE

Stuart! Stuart! Are you all right?

STUART

I'm okay. Everything's fine.

GEORGE

Fine?! It's ruined! Stuart, you destroyed it!

STUART

(feeling like a failure)

I didn't mean to, George. I'm sorry. I'm really sorry. We'll fix it.

MRS. LITTLE

No, you won't! That is going in the trash. It's much too dangerous.

GEORGE

(sarcastic)

Thanks, Stuart.

George picks up the wreckage, throws it in the trash, and leaves.

MR. LITTLE

(to Mrs. Little)

Now, honey --

MRS. LITTLE

He could easily have been killed. Painting or dancing. Those are his choices. And I'm no longer too sure about dancing -- you don't know what can happen. I'll make lunch.

(CONTINUED)

16 CONTINUED: (2)

16

She leaves.

Stuart and Mr. Little are alone.

MR. LITTLE

Since she has Little Martha her protective, maternal instincts are running somewhat amok.

STUART

I'll say.

MR. LITTLE

Also she just loves you so much, Stuart... it's hard for her to think of you in danger.

STUART

This has been a bad day. Mom wants me to paint, George is mad at me and you and Mom are fighting.

MR. LITTLE

Well... it's not one of our best days, but it's not that bad. The thing about being a Little is you always see the bright side. Every cloud has a silver lining.

STUART

Every cloud?

17 INT. SCHOOL - DAY

17

Stuart is sitting at a miniature school desk on the top of a regular school desk. He is dwarfed by a huge book propped open on a stand before him. We hear everyone in the class turning the page. Stuart crosses over to his book, grabs hold of the bottom of the mammoth page, and walks it from one side of the book to the other.

TEACHER

Okay, does anyone know the difference between longitude and latitude?

TEACHER'S POV

We scan the class. Nobody moves. A BOY in the rear cautiously volunteers.

(CONTINUED)

17 CONTINUED:

17

STUDENT (BOY)
Is that like when somebody has a
bad latitude?

BACK TO SCENE

TEACHER
No. Interesting try, though.
Anybody else?

Stuart peers out from behind his book and raises his tiny
hand.

TEACHER
Stuart.

STUART
Longitude and latitude refer to
the imaginary lines that go around
the Earth, that help us measure
where we are. Longitude measures
east and west, latitude measures
north and south.

TEACHER
(pleased)
Now there's a boy who's done his
homework. Very good, Stuart.
Very good.

A few KIDS look at him and roll their eyes. Someone
whispers.

WALLACE
Teacher's pet.

KID #2
Yeah? What about the hamster?

A few kids giggle.

A SCHOOL BELL RINGS signalling the end of the school day.
Kids jump out of their seats and hurry for the door.

17A INT. HALLWAY - LATER

17A

The hallway is lined with lockers. Stuart's locker is
smaller than the others. As Stuart tosses things into his
locker, kids prepare to go home. Stuart calls to a BOY at
a nearby locker.

(CONTINUED)

17A CONTINUED:

17A

STUART

Hey, Tony, I was wondering if you'd like to come over to my house this afternoon?

TONY (BOY)

Hey, sorry, pal, I can't. Soccer practice.

STUART

(nods understandingly and turns to another boy)
Hey, Mark...?

MARK

Piano lessons.

STUART

Hey, Irwin?

ANGLE ON IRWIN

A creepy-looking kid with his shirt mis-buttoned and sticking through his fly. Irwin is aggressively picking his nose.

IRWIN

Yeah?

STUART

Uh... Nothing.

Stuart slides down his desk and gets into a tiny red car parked alongside it. He puts his knapsack in the back seat and takes off following a red line painted alongside the lockers just for him. He HONKS whenever someone gets in his way. Suddenly George runs over to him.

GEORGE

Hey, Stu, some of the guys are going over to Will's to play basketball for a while.

STUART

Can I come?

GEORGE

(uncomfortably)
Well, they... didn't exactly mention that you were invited.

(CONTINUED)

17A CONTINUED: (2)

17A

STUART

Oh... that's okay. I'm busy
anyway.

GEORGE

Just tell Mom I walked you home,
okay?

George runs off. Stuart, nodding sadly, drives off alone.

18 EXT. NEW YORK STREET - DAY

18

Stuart is driving quietly down the sidewalk. He's gone about a block when suddenly he hears a loud SQUAWK and then sees what appears to be a wounded BIRD fall out of the sky and land in the passenger seat of his car.

STUART

Oh, my -- !

Startled, her swerves the CAR all over the sidewalk until SCREECHING to a stop. He stares at the bird, lying in his car. Although, we don't know it yet, her name is MARGALO.

Stuart stares at her with a mixture of concern and fascination. She is definitely a unique creature, not much bigger than Stuart. She is wearing a pilot's leather helmet, and goggles and looks like what Amelia Earhart might have looked like if she was a bird. Cautiously he reaches out to touch her.

STUART

Miss?... Miss?... Are you alive?

She doesn't answer. Stuart listens for her heartbeat.

STUART

She's alive!

Slamming on the gas pedal, Stuart RACES quickly down the sidewalk.

STUART

Out of the way, please. Injured
bird, coming through.

CUT TO:

(CONTINUED)

18 CONTINUED:

18

BIRD'S-EYE VIEW - CAR

The shadow of a huge bird crosses over it. We hear Jaws-like theme MUSIC.

CUT BACK TO:

CAR

Stuart and Margalo are zipping through pedestrian traffic when she opens her eyes and looks groggily at Stuart.

MARGALO

What's going on? Where am I?

STUART

It's all right. You're going to be okay.

MARGALO

(looks around)

But where's Falcon?

STUART

Falcon? What Falcon?

At that instant, a huge terrifying BIRD swoops down from the sky. All Stuart can make out is a sharp beak and terrifying pointed talons rushing at him. Margalo yells to Stuart.

MARGALO

That Falcon!! Drive! Get out of here!

STUART

Oh, my!!!

Stuart GUNS the CAR and goes shooting down the sidewalk. Margalo turns defiantly in the back seat and waves her fist at the bird.

MARGALO

Get lost, you disgusting vulture!

STUART

(nervously)

Do we really want to antagonize him?

(CONTINUED)

MARGALO

Just drive!

(cursing again at the
hawk)

Eat my feathers, you vile buzzard!

STUART

See, you're just reducing yourself
to his level.

Stuart drives faster. People scatter in all directions. A metal grate begins to open like a drawbridge on the sidewalk in front of him. Stuart can't get around it.

STUART

Uh-oh, we've got a problem.

MARGALO

You can make it! Don't slow down.

Like Smokey and the Bandit, he takes a deep breath, aims full-speed at the grate, and goes sailing over the top.

ANGLE ON MARGALO

as they are careening through the air.

MARGALO

See! What'd I tell ya?

Stuart's eyes are lit up with excitement. He is thrilled.

STUART

Yeah!!!!

CAR

lands safely on the down-sloping grate and continues along the sidewalk, but the massive bird is still in full pursuit.

Stuart SCREECHES around a corner and spots a stack of plumbing supplies piled in front of a building. He zooms into an eight-foot long plastic pipe, about six inches in diameter. Peering out the far end he can see Falcon landing on the ground and looking around in total confusion. He has lost them. The Falcon flies away. Stuart lets out a deep sigh. Margalo looks up at Stuart and whispers.

(CONTINUED)

18 CONTINUED: (3) 18

MARGALO
Nice going, friend.

STUART
Friend?

He smiles.

18A EXT. LITTLE HOUSE - ESTABLISHING SHOT - DAY 18A

19 INT. KITCHEN - DAY 19

Stuart is wrapping her wing with gauze. A doll's medical kit is open beside him.

STUART
I wish my mom were here. She'd do a much better job. Why don't we take off your scarf.

MARGALO
Good idea. I --

She gasps.

STUART
What happened?

MARGALO
My pin. It's...

INSERT - STICKPIN

With a pearl on the head of it. However, part of the pearl is gone, leaving a jagged crater.

BACK TO SCENE

MARGALO
It must have happened when Falcon smashed into me.

STUART
(sympathetically)
Oh, gee, that's too bad.

MARGALO
Yeah...

(CONTINUED)

STUART

Hey, who was that big bird? And why was he after you?

MARGALO

Falcon? Oh, I accidentally flew into his territory.

STUART

His territory?

MARGALO

Yeah. He thinks he owns the sky. Well, he can't tell me where to fly!... Although if you hadn't shown up... Hey, who are you anyway?

STUART

Oh.

(bows)

Forgive me. My name is Stuart. Stuart Little.

MARGALO

I'm Margalo.

She curtsseys.

STUART

(loves her name)

Margalo...

MARGALO

So tell me, Stuart Little, do you actually live here?

STUART

Oh yeah. I'm a real Little. I'm the middle child. The middle Little.

MARGALO

Cute. You got some nice digs here. Very plush.

STUART

Where do you live?

MARGALO

Well, I'm kind of, uh... I don't exactly...

(CONTINUED)

19 CONTINUED: (2)

19

STUART
 (gently)
 Are you... homeless?

MARGALO
 Well... yeah. Now I don't mind,
 you understand. I like it. It's
 just now with my injured wing, if
 I have to go back out on the
 street, well... Hey, I'll survive.

STUART
 Oh no, you can't go back out on
 the street, not while you're hurt.

MARGALO
 Well um... is there anyplace
 around here I can crash?

STUART
 Crash? You already crashed.

MARGALO
 No. I mean is there anyplace
 around here I can lie down for a
 while? Maybe just a little box?
 You know like one of those jewelry
 boxes with those soft linings? I
 like those.

STUART
 I know just the thing. I'll be
 right back. Meanwhile, you can
 use my cat's bed.

Margalo recoils.

MARGALO
 You have a cat?!

STUART
 Oh, don't worry about Snowbell.
 He wouldn't hurt a fly.

20 EXT. HOUSE - SAME TIME

20

Snowbell sees a fly. Quick as a wink, he jumps into the
 air and swallows it.

SNOWBELL
 I've had better, I've had worse.

He heads for the house.

21 INT. KITCHEN - DAY

21

Snowbell enters the kitchen through the "doggy" door and saunters over to his water bowl. Suddenly he sees Margalo in his bed and nearly jumps out of his skin.

SNOWBELL

Aaaa!!

MARGALO

Sorry. I didn't mean to scare you.

SNOWBELL

Scare me! That's a laugh.

(laughs)

Hear that? That was a laugh.

Snowbell now goes through a series of threatening poses and hissing sounds, then starts choking.

SNOWBELL

Hairball. Major hairball.

He clears his throat.

SNOWBELL

And yet we continue to lick ourselves. Unbelievable.

Stuart returns.

STUART

Hey, Snowbell, meet Margalo. She's going to be staying with us for a while.

SNOWBELL

Staying?! Are you out of your mind? Stuart, you can't just drag stray birds in here. What do you think this is, a halfway house? It's not sanitary. I mean, look at her, she's filthy -- no offense. She could have germs. And how do you know she's not a vagrant or a thief? Am I being too vague? Get rid of her!

Mrs. Little's voice can be heard coming from the doorway.

MRS. LITTLE (O.S.)

Hi, we're home. Sorry we're late.

(CONTINUED)

21 CONTINUED:

21

STUART
(yells)
Little hi, Little low.

MRS. LITTLE (O.S.)
Little hey, Little ho.

MARGALO
What the heck was that?

STUART
(a little embarrassed)
Oh, that's... how we greet each other.

MARGALO
Interesting.

SNOWBELL
(pleased)
Never mind. You're in for it now.
Mrs. Little hates when animals walk in here off the street. She chases my friends out with a broom. When she sees this, she's going to throw a fit.

CUT TO:

22 INT. LITTLE HOUSE - MOMENTS LATER

22

Mrs. Little standing over Margalo, cooing.

MRS. LITTLE
Ooohhh... such a pretty little birdie.

She cups Margalo in her hands and lifts her up, making kissing noises. Snowbell shakes his head.

SNOWBELL
I don't understand. If I live to be eight, I will never understand.

STUART
I found her.

MARGALO
Found me? He did more than that.
He saved my life.

MRS. LITTLE
He did?

(CONTINUED)

22 CONTINUED:

22

STUART
 Mom, can she crash here?

23 INT. LIVING ROOM - EVENING

23

OPEN ON a jewelry box that has been converted into an ornate bedroom suite. A tiny ballerina swirls on the uppermost level of the box and below it there is a holder for a tiny toothbrush and a bar of soap. The bottom drawer has been pulled out and turned into a bed, complete with a lace doily for a bedspread. It is a surprisingly opulent setting.

STUART (O.S)
 What do you think?

REVEAL Margalo gazing at her new "home" as Stuart waits expectantly for her reaction. Mr. and Mrs. Little watch from a discreet distance. Margalo turns away.

STUART
 What? What don't you like?

Margalo snuffles and wipes her eyes with her good wing.

MARGALO
 I never... I mean nobody ever...
 it's so beautiful.

Stuart is very happy.

MARGALO
 But where will your mother keep
 her jewelry?

Mrs. Little steps forward.

MRS. LITTLE
 Oh, don't worry about that. The
 only thing I really value is my
 engagement ring.

She shows it.

Sunlight coming through the window, catches the ring and it shines very brightly.

MARGALO
 Wow, that's beautiful.

(CONTINUED)

23 CONTINUED:

23

MRS. LITTLE

It's been worn for five generations of Little women, I don't mean little women, I -- well, let's just say it's very, very special to me.

MARGALO

But now where will you keep it?

MRS. LITTLE

Oh, I never take it off. Except to do the dishes.

MARGALO

Ah...

MR. LITTLE

And half the time I do 'em.

MARGALO

Well, I'll just stay 'til my wing heals.

MRS. LITTLE

Stay as long as you like.

Mr. and Mrs. Little exit.

SNOWBELL

Just remember. Guests are like fish. After two days they start to stink.

24 INT. KITCHEN - MORNING

24

We hear MARTHA WAILING away.

CLOSEUP of a dish of glop hitting the floor.

MRS. LITTLE (O.S.)

Snowbell...

Snowbell reluctantly starts licking up the glop.

SNOWBELL

How about I spill something and we get the kid to lick it up?

ANGLE ON STUART

feeding Margalo with a little spoon.

(CONTINUED)

MARGALO
Stuart, I'm full.

STUART
Full? You eat like a bird.

He laughs.

MRS. LITTLE
Come on, Stuart, time for school.

STUART
Oh, I'm not going to school today.

MRS. LITTLE
Oh, you're not?

STUART
No. I'm staying home to take care
of Margalo...

MRS. LITTLE
(sweetly)
Well, guess again. You are going
to school and I'll take care of
Margalo. And wear your rubbers
and in art class don't run with
scissors. I'll get your backpack.

She exits.

Stuart's a little embarrassed.

STUART
(to Margalo)
She's a little over-protective.
You know... mothers.

MARGALO
Well, I don't really know.

STUART
No?

MARGALO
See, my mom just kinda one day...
wasn't there anymore.

STUART
Oh.

(CONTINUED)

MARGALO

It's kind of hard even to remember her now... I only remember two things. She used to sing to me and she... gave me that pearl pin...

STUART

Oh... the one that broke?

MARGALO

Yeah. It was part of our nest when I was a baby. I've had it ever since.

STUART

Gee, I'm sorry.

(impressed)

So you've been completely on your own all your life.

MARGALO

You bet.

STUART

I'll bet it's been scary.

MARGALO

Hey... it's been an adventure.

STUART

I wish I had some adventures. I'm only allowed to paint.

MARGALO

Hey, life is an adventure. Just walking out that door is an adventure.

Snowbell enters.

SNOWBELL

Has anyone seen my tinkle ball?

George appears with his schoolbooks in tow.

GEORGE

Come on, Stu. We're late.

MARGALO

(to Stuart)

Go for it, kid. The adventure begins.

25 EXT. LITTLES' FRONT STOOP - MORNING

25

Stuart steps outside the front door and immediately trips over Snowbell's tinkle ball and rolls down the front steps. He stands up, shakes his head to clear it.

STUART

Well, that feels like enough
adventure for one day.

He turns and is immediately whacked by a thrown rolled-up newspaper. Again, he clears his head.

26 INT. LITTLE HOUSE - LATER

26

Martha in a stroller. Mrs. Little is taking her out for a walk.

MRS. LITTLE

Margalo, Martha and I are going
out for awhile.

MARGALO

Okay.

MRS. LITTLE

(to Martha)
Say, bye, birdie. Bye...
(discouraged)
Nothing.

They exit. Margalo is alone. She flaps her wings a little, but the bandage is restricting her. Looking around to make doubly certain that she's alone, she removes the bandage.

MARGALO

(pleased)
Ahhh...

She takes off and flies. She goes out the window and on to the roof.

27 EXT. ROOFTOP - CONTINUOUS ACTION

27

She lands and breathes in the fresh air.

MARGALO

Fresh air...

From behind her we see the falcon soaring above. Margalo doesn't know he's there. The falcon draws a bead on her and swoops down straight at her -- closer and closer, until... he lands right behind her. Margalo turns, startled.

(CONTINUED)

MARGALO

Falcon!
(whispers)
... You scared me.

FALCON (BIRD)

(slightly sarcastic)
Aw, I'm sorry. How's it going,
babe!

MARGALO

(nervously)
Fine...

FALCON

Yeah? Well, then what's holding
things up?

MARGALO

Well, I --

FALCON

You've been here two days. How
long does it take to steal one
little ring? Usually, you're in
and out the same day.

MARGALO

She only takes the ring off to do
the dishes and the last two nights
her husband did them.

FALCON

Aw, that's sweet. Does he wear a
little apron?

MARGALO

Hey, don't pressure me, okay?
Have I ever let you down?

FALCON

(with real admiration)
Never. You're the best. The best
girl I ever had working for me. I
never saw anybody do the injured
wing scam like you do it. 'Help
me, save me, the big falcon is
after me.'

He laughs.

MARGALO

Speaking of which you hit me kind
of hard. You broke my pin.

(CONTINUED)

27 CONTINUED: (2)

27

FALCON

What? That stupid thing your
mother gave you? Trash. I
wouldn't pick my nose with it.
Look, take all the time you need.
Just get me that ring.

He flies off.

28 INT. DINING ROOM - NIGHT

28

Mr. and Mrs. Little and George are at the table. Mr.
Little nudges Mrs. Little and they glance down.

On the floor, near the big table is a little table set for
two. Stuart gallantly holds out a chair for Margalo who
sits down. Stuart serves her a tiny hamburger on a bun,
then picks up a handful of peas from a small serving bowl.

He juggles the peas. He then gets them to roll down his
arm into her plate. He smiles proudly. Just then, a pea
lands on his head, squishing. He winces. Margalo bursts
out laughing. Stuart wipes the pea off his head and
smiles.

29 INT. KITCHEN - LATER

29

Mrs. Little prepares to do the dishes. She takes off her
ring. Margalo notices.

O.S. MARTHA CRIES.

MRS. LITTLE

Oh...

Mr. Little enters.

MR. LITTLE

You go ahead, I'll do the dishes.

MRS. LITTLE

Oh, but you did them last night.

MR. LITTLE

For you I would do dishes every
night.

MRS. LITTLE

Aww...

She kisses him and exits.

(CONTINUED)

29 CONTINUED:

29

MR. LITTLE
 (sotto, to Margalo)
 I just didn't want to change the
 baby.
 (with distaste)
 Phui.

He laughs. Margalo forces a laugh.

30 EXT. ROOFTOP - NIGHT

30

Stuart and Margalo are in the front seat of Stuart's car.
 They're sharing popcorn and are apparently at a drive-in
 movie, because we can hear DIALOGUE from an old romantic
 MOVIE.

STUART
 Are you cold?

MARGALO
 Uh-uh.

REVEAL that they are watching an old movie on a portable
 television.

STUART
 I guess when the weather gets too
 cold you'll just... fly south?

MARGALO
 Well... to tell you the truth
 I've... never flown south.
 It's... kind of a dream of mine.
 Get out of the cold windy city...
 catch that jet stream... fruit
 trees... millions of new birds to
 meet... I hear it's paradise.

STUART
 (surprised)
 Then how come you haven't done it?

MARGALO
 Oh... something always stops me.

A shadow passes over them. It's a cloud passing the moon.

(CONTINUED)

STUART

Yeah, something's always stopping me too. Everybody around here -- Mom, George, the kids on the soccer team -- they all think I'm too small to accomplish anything.

MARGALO

Hey -- the way I see it -- you're as big as you feel.

STUART

Yeah... Boy, I'm really glad you fell in my car. I mean I'm not glad you fell, I just mean -- have some more popcorn.

MARGALO

Okay.

She picks out more popcorn, then reacts.

MARGALO

What -- ?

She pulls out her stickpin, fully repaired.

MARGALO

My pin! It's fixed! How -- ?

STUART

(modestly)

Oh, it was no big deal. You know, on my way home from school, I drive right past the place where you crashed down into my car so I just got down on the ground and I crawled around for a while and bingo there it was -- in a crack on the sidewalk. Then all I had to do was take it home, work on it in the basement in my dad's workshop and one, two, three, good as new.

MARGALO

No, Stuart, it's not... it's much, much better.

She snuggles up to him as they watch the movie.

31 INT. PARENTS' BEDROOM - LATER

31

Mr. and Mrs. Little start making their bed. Everything they do -- turning down the bed cover, pulling back the blankets -- they do in perfect harmony.

MRS. LITTLE
Isn't it nice that Stuart has a friend?

MR. LITTLE
Well, I don't think Stuart thinks of her as a 'friend.'

MRS. LITTLE
What do you mean?

MR. LITTLE
I mean he's smitten. He's infatuated. He's bedazzled.

MRS. LITTLE
Stuart?!

MR. LITTLE
M-hm.

MRS. LITTLE
But he's... a baby.

MR. LITTLE
Boys start having crushes really young.

They put the pillows on the bed.

Mrs. Little is thinking about his.

MRS. LITTLE
Frederick... did you have... a lot of crushes?

MR. LITTLE
(smiles at her)
I'm still having one.

He turns off the light.

32 MONTAGE - INT. LIVING ROOM - NIGHT

32

A family musicale. They sing around the piano. Margalo watches.

The MUSIC CONTINUES OVER:

(CONTINUED)

- 32 CONTINUED: 32
- Mrs. Little sticks a pretty little sign on Margalo's jewelry box which say, "Margalo's Place."
- In a RAPID SERIES OF SHOTS the box becomes more and more furnished and homey and pretty -- a little rug, some bird toys, a swing, etc.
- 33 EXT. ROOFTOP 33
- Mr. Little completes work on a new birdbath. They watch as Margalo tries it out.
- 34 INT. LIVING ROOM 34
- The family is playing "Clue" and enjoying it.
- MANTEL
- A new family picture is placed on the mantel. It includes Mr. and Mrs. Little, George, Stuart, Snowbell, and Margalo seated on Snowbell's head.
- Margalo stares at it. She seems to have mixed reactions.
- SMALL DINNER TABLE
- Now Margalo is juggling peas for Stuart. She serves them to him, then looks up for one pea she hasn't accounted for. Then, once again, the last pea lands with a squish on Stuart's head. Margalo and Stuart both laugh.
- FAMILY MUSICALE
- The song ends with Margalo flying up on to the bust of Beethoven and joining in with a fancy trill delighting the Littles.
- 35 EXT. BIRDBATH - MORNING 35
- Margalo is treating herself to a bath and reprising the song she sang with the family. She is alone. She turns and is startled by the sight of Falcon perched on the edge of the birdbath.

(CONTINUED)

FALCON
 (sarcastic)
 Isn't this delightful? Singing in
 the shower. Do you need anything?
 A sponge, some shampoo?

MARGALO
 (nervously)
 I was just...

FALCON
 Yeah, you were just. Never con a
 con man. What's going on? I'm
 growing old waiting for that ring.

MARGALO
 Well, I was thinking... What if
 we... just forget the job?

FALCON
 Pardon me?

MARGALO
 It's just that... it's too hard.
 Like I said, she never takes the
 ring off. Give me another job and
 I promise I'll make it up to you.

Falcon flies to the window sill. Looking in, he can see
 the mantel and the new family picture.

FALCON
 You think I don't know what's
 going on? I've been watching you.
 You're starting to 'like' these
 people. Especially that mouse.

She doesn't answer.

FALCON
 Margalo, what did I teach you?
 First lesson.

MARGALO
 (mumbles)
 Never care about the mark.

FALCON
 I didn't hear you.

MARGALO
 (louder)
 Never care about the mark.

(CONTINUED)

FALCON

That's right. The mark is your victim. And when you care about them, you become the mark! You become the victim.

MARGALO

It's not like that! You don't understand because you never had a friend. Just people who were afraid of you.

FALCON

That's right. Friendship comes and goes. Fear is permanent. And profitable. I'll prove it to you.

MARGALO

Yeah, how?

FALCON

Get me that ring -- by tonight -- or I'll kill the mouse.

MARGALO

You -- !

FALCON

See what I mean? Fear. The only friend I need. By tonight. Don't forget.

He flies away.

Mrs. Little finishes doing the dishes. She turns away from the sink with wet hands and finds a dish towel. She wipes her hands thoroughly, then turns back to the sink.

She reaches for the ring stand. The ring is not on it. Confused, she looks at her finger, then back at the stand, then all around the area, gradually becoming more panicky.

MRS. LITTLE

What -- I -- Frederick! George!
Stuart!

One-by-one, Mr. Little, George and Stuart rush in to the kitchen.

(CONTINUED)

Mrs. Little is very upset and is turning over everything in the kitchen.

MR. LITTLE
What is it?

MRS. LITTLE
My ring! My wedding ring! It's gone!

MR. LITTLE
Where did you have it last?

MRS. LITTLE
On the ring stand. I took it off to do the dishes.

MR. LITTLE
Are you sure?

MRS. LITTLE
Yes... No... Yes. I don't know, I'm too upset. If I didn't take it off...

She gasps.

MR. LITTLE
What?

MRS. LITTLE
It could've gone down the drain.

He gasps exactly as she did.

MRS. LITTLE
I'll call a plumber.

She exits.

STUART
I can do it. Let me go, Dad.

MR. LITTLE
Go where?

STUART
Down the drain. If it's there, I can bring it back up. It's an adventure.

MR. LITTLE
I don't know, Stuart. It's awfully dark down there.

(CONTINUED)

36 CONTINUED: (2)

36

GEORGE
And smelly. And cold.

STUART
But... it's Mom's ring. Come on,
Dad, let me try.

Mr. Little thinks about it. He's torn.

37 INT. KITCHEN - MOMENTS LATER

37

Mr. Little removing a small pocket flashlight from his key chain.

He hands it to Stuart who is dressed in his yellow rain suit and hat. He is ready for the descent. He climbs onto a fishing hook attached to a string, waves bravely, and is lowered into the chain.

MR. LITTLE
If it gets too cold or too
frightening you just tell us. Or
yank on the string and we'll pull
you right up.

STUART (O.S.)
Will do.

GEORGE
How is it so far?

STUART (O.S.)
Wet.

Looking up from STUART'S POV, we can see glimpses of his father's eyes looking down at him and occasional views of the kitchen ceiling growing further and further away. It is like he is viewing the world from the wrong end of a telescope.

STUART
There's a lot of slimy stuff on
the walls.

GEORGE
What does it look like?

BACK TO SCENE

Stuart looks around. It's wet and slimy.

(CONTINUED)

STUART

Like the inside of your nose.

A look of revulsion flashes across George's face.

ANGLE ON STRING

It is fraying as Stuart descends but no one notices.

MR. LITTLE

Do you see the bottom yet?

STUART (O.S.)

No! Just more pipe. And
everything we ate for dinner last
week. The pipe just seems to go
on and on and --
(falling)

ooooon...

The string has broken. Mr. Little pulls it. The loose end comes rising out of the drain without Stuart. Mrs. Little returns.

MRS. LITTLE

The plumber said he -- what's going on?

MR. LITTLE

Well... we have a little problem... someone you and I love just, sort of... went down the drain.

MRS. LITTLE

Stuart?!!

GEORGE

Good guess, Mom.

MRS. LITTLE

What's he doing down there?!

MR. LITTLE

We... sent him down to look for the ring.

MRS. LITTLE

You sent our son down the kitchen drain?!

MR. LITTLE

Well --

(CONTINUED)

37 CONTINUED: (2)

37

MRS. LITTLE

Would you send Martha up the chimney? Or George down the toilet? I don't think so!

MR. LITTLE

Eleanor, you're being a little...

MRS. LITTLE

A little what?

MR. LITTLE

Let's just concentrate on helping Stuart.

MRS. LITTLE

Stuart!

MR. LITTLE

(yells into the drain)
Are you all right, Stuart? Can you hear me?

We hear Stuart SPLASHING.

STUART (O.S.)

I'm okay.

SPITTING noises.

MR. LITTLE

I'm lowering more string. Can you see it? Can you grab it?

STUART (O.S.)

I can't reach it. It's not long enough.

MRS. LITTLE

Get more string!

Panicking, they all comb through all the kitchen drawers looking for more string, flinging things everywhere.

37A EXT. LITTLE KITCHEN - SAME TIME

37A

Margalo is perched outside the kitchen window, watching and listening to the action inside. She checks under her wing where she has Mrs. Little's ring.

THROUGH the window:

(CONTINUED)

37A CONTINUED:

37A

GEORGE
There is no more.

MRS. LITTLE
Well, what else can we use as
string?!

GEORGE
Spaghetti?

MRS. LITTLE
Hang on, Stuart.

37B INT. KITCHEN - SAME TIME

37B

At that instant, Margalo flies in the window and over to Mrs. Little, and, before anyone realizes what has happened, she unlatches her pearl necklace and lowers it into the drain. Mrs. Little stares at her with shock and admiration.

MRS. LITTLE
Why didn't I think of that?

Stuart calls out.

STUART
I got it.

Margalo quickly takes to the air, raising the necklace with Stuart holding on to it, and bringing him to safety. He emerges from the drain empty-handed but to the cheers of his entire family.

Mrs. Little grabs her little boy and presses him to her cheek. You've never seen so much love.

MRS. LITTLE
Oh, Stuart. To think I could have
lost you for a stupid ring.

STUART
It wasn't down there, Mom.

Then she reaches out to Margalo, lifts her up, and kisses the top of her head.

MRS. LITTLE
What a wonderful little bird.
This family owes you so much.

Margalo stands there with what seems like a guilty look on her face.

(CONTINUED)

37B CONTINUED:

37B

STUART

Margalo, you're the best friend I
ever had.

Margalo looks down, as if embarrassed by Stuart's
declaration.

This is all too much for George. He takes one whiff of
his brother and takes a step back.

GEORGE

Yuck, you stink.

Everyone but Margalo laughs.

37C INT. HALLWAY - LATER

37C

Margalo listens to an O.S. ARGUMENT coming from the master
bedroom.

MRS. LITTLE

What if someone had accidentally
turned on the garbage disposal
while he was down there? What
about that?

MR. LITTLE

I would not have let that happen.

MRS. LITTLE

You let him go down the drain.

MR. LITTLE

Eleanor, I love him just as much
as you do. I'm just not quite
as...

MRS. LITTLE

(defensively)
Emotional? Hysterical? What were
you going to say, Frederick?

MR. LITTLE

I... forget.

MRS. LITTLE

(calmer)
Oh, Frederick, I know I'm being...
overprotective I just can't stand
the idea of Stuart getting hurt.

38 INT. BOYS' BEDROOM - DOOR TO STUART AND GEORGE'S BEDROOM - NIGHT 38

Margalo pushes it open a crack and flies up to Stuart's bunk. He is asleep. She lands beside him and whispers in his ear.

MARGALO

Stuart. I need to talk. There's something I need to tell you.

He is sound asleep and doesn't hear her. After a moment she quietly turns away.

39 INT. WINDOW - NIGHT 39

Margalo is wearing her helmet and goggles. She steps outside. She hesitates for a moment and we see tears forming in her eyes. Then she spreads her wings, takes a step, and flies off into the night sky.

40 INT. STUART'S BEDROOM - MORNING 40

The ALARM GOES OFF. Stuart wakes up. Margalo's stickpin is on his pillow. He reacts.

41 INT. KITCHEN - MORNING 41

Stuart is climbing up into his chair at the breakfast table.

We see a PLUMBER's legs sticking out under the sink. The Plumber slides out.

PLUMBER

You people sure like your meatloaf.

MR. LITTLE

Yes, we do. Did you find the ring?

PLUMBER

Everything but.

The Littles accept this news bravely.

STUART

Hey, where's Margalo?

MRS. LITTLE

Probably still asleep.

Stuart jumps out of his chair.

42 INT. LIVING ROOM - MARGALO'S EMPTY BED - MOMENTS LATER 42

The Littles are standing over it.

MR. LITTLE

Maybe she just went out for a walk
or a little flight around the
neighborhood.

MRS. LITTLE

Sure, you know... to strengthen
her wing.

STUART

Yeah... maybe. But why did she
leave me her pin?

They can't answer.

MRS. LITTLE

I'm sure she wouldn't leave
without saying good-bye.

MR. LITTLE

She'll probably be back before you
get home from school.

Stuart looks unconvinced.

The Plumber enters.

PLUMBER

While you're all upset anyway,
here's my bill.

He exits.

Stuart stares at Margalo's empty bed.

43 OMITTED 43

& &

44 44

45 INT. BOYS' BEDROOM - NIGHT 45

George is sleeping. Something disturbs his sleep. He
wakes up and sees Stuart packing.

GEORGE

What are you doing?

(CONTINUED)

STUART

I couldn't sleep. I think I know what happened. I think the Falcon got her.

GEORGE

(impressed)
Yeah?!

STUART

I'm going to find her. And don't try to talk me out of it, because I've made up my mind.

GEORGE

Are you crazy? You can't go out there.

STUART

You mean because I'm too small? Listen, George, you're as big as you feel.

GEORGE

But... all right, then, but let me come with you.

STUART

No. I need you to stay here and cover for me.

GEORGE

Cover for you? How?

STUART

Tell Mom and Dad that I... had to leave early for school.

GEORGE

What if they ask why?

STUART

Well, make something up. You're smart.

GEORGE

(uncomfortable)
Stuart... she's just a bird.

STUART

No, George, she's family. And she's my friend. And when you're friends with Stuart Little you're friends for life.

(CONTINUED)

45 CONTINUED: (2)

45

GEORGE

Well if you won't let me come at least get somebody to go with you.

STUART

That's a good idea, but who?

46 INT. SNOWBELL'S BED

46

Snowbell is asleep on his back, legs spread. He makes little noises in his sleep.

STUART

(whispers)

Snow... Snowbell!

Snowbell wakes up, frightened.

SNOWBELL

(rapidly)

The good silverware's in the dining room, take whatever you want but don't hurt me.

STUART

It's me Stuart.

SNOWBELL

Oh... This better be important.

STUART

Margalo's still missing.

SNOWBELL

I should've been more specific. I meant important to me.

STUART

I'm going out to look for her. I was hoping you'd come with me.

SNOWBELL

Why would I do that?

STUART

Well, because we're friends... and because I'd do the same for you... and because if you don't and the Littles ask where I've gone, George is going to tell them you ate me.

(CONTINUED)

46 CONTINUED:

46

SNOWBELL

What?! Why you little -- Ooh!
 You know something... everybody
 thinks you're so nice. You're not
 so nice.

47 EXT. NEW YORK STREET - BEFORE DAWN

47

Stuart is driving. Snowbell jogs alongside.

SNOWBELL

Slow down. The most exercise I
 get is circling my cat box.

48 INT. KITCHEN - MORNING

48

Mrs. Little is at the kitchen table feeding Martha.

MRS. LITTLE

Say 'Mama'... 'Dada'... Say
 anything...?

She sighs. George enters.

GEORGE

Gotta go.

MRS. LITTLE

Where's Stuart?

GEORGE

Oh, uh... he already left.

MRS. LITTLE

He did? Why?

GEORGE

Oh, uh... he had to get to school
 early so he could, uh...

(an idea)

Because he's in the school play!

MRS. LITTLE

(pleased)

Really?

GEORGE

Yes. He... plays a mouse. And
 they rehearse in the morning
 before school.

(CONTINUED)

48 CONTINUED:

48

MRS. LITTLE
Why didn't he tell me?

GEORGE
He... forgot. You know because of
being worried about Margalo.

MRS. LITTLE
Right. Well, good, this will take
his mind off it.

GEORGE
Yeah. Gotta go.

George runs out.

MRS. LITTLE
(to Martha)
Say 'oatmeal'...

49 EXT. NEW YORK STREETS - DAY

49

Stuart and Snowbell are standing next to Stuart's car.
Smoke is coming out from underneath the hood.

SNOWBELL
This looks like me after I found
that burrito. Well, we gave it
our best shot. Let's go home.
Race you for the warm spot under
the window. Go.

Stuart pushes the car against the building and begins to
walk.

STUART
We're not giving up.

SNOWBELL
(cajoling)
Oh, why not? Giving up is fun.
And look at all the time you save.
I'm telling you, Stuart, if more
people gave up there'd be fewer
wars.

A pair of squirrels rush by.

STUART
Excuse me. We're looking for a
bird that may live around here. A
Falcon.

(CONTINUED)

49 CONTINUED:

49

The SQUIRRELS SCREECH and run away.

SNOWBELL

Well, that was encouraging.

CUT TO:

49A INT. LITTLE HOUSE - AFTERNOON

49A

George returns home from school. Mrs. Little is there.

GEORGE

Hi, Mom.

MRS. LITTLE

Hi. Where's Stuart?

GEORGE

(surprised)

You mean he's not...?

(improvising)

Oh! Oh! I just remembered. He told me to tell you that he's rehearsing again. At Will's house. And... he might even have to sleep over.

MRS. LITTLE

Sleep over? On a school night?

GEORGE

Hey. That's what he said. Gotta go.

George runs out.

Mr. Little enters.

MR. LITTLE

Boys home?

MRS. LITTLE

George is but Stuart is rehearsing a play. And then he's staying over at Will's house tonight.

MR. LITTLE

On a school night?

MRS. LITTLE

Well... I thought it would give him room to grow.

Mr. Little nods his head and smiles at his wife. He's very proud.

Stuart and Snowbell are in a seedier part of town. Stuart sees a leaky faucet. He pulls a towel out of his knapsack and washes his hands and face. Then he pulls out some raisins and begins to eat. Snowbell is not happy.

SNOWBELL

I see you remembered to take care of your needs. What about my needs.

STUART

Would you like some raisins?

SNOWBELL

(contemptuously)

Cats don't eat raisins! We have too much class. We eat fish by-products. Also, I... need to go tinky.

STUART

How about the alley.

SNOWBELL

An alley? I'm a cat! We're fastidious creatures. We use a litter box. We don't just yell 'Bombs away' and go wherever we are! Look, face it, we're never going to find her.

STUART

If we only knew somebody who really knew the streets. Who knew the disgusting underbelly of life in the Big City.

Before we realize what is happening, the back door opens, and a big black cat is sent hurling into the alley. It is MONTE.

CHINESE MAN

You stay out of my kitchen. You come back again and I serve you for dinner.

The Man returns to his restaurant and slams the door. Monte raises his fist.

(CONTINUED)

MONTE

Don't you threaten me! What I could tell the health inspector would close you down in a New York minute!

Monte quickly regains his composure, wipes himself off, and is about to wander away when Snowbell calls out to him.

SNOWBELL

Hi, Monte.

Monte sees Snowbell.

MONTE

Oh, hi.

STUART

Monte, we need your help.

MONTE

(to Snowbell, re:
Stuart)

Hey -- are you still friends with him or can I eat him?

SNOWBELL

No, you can't eat him.

MONTE

Pleeease!

SNOWBELL

No. Now pay attention. What do you know about a bird called Falcon?

MONTE

Falcon! Oh, that's a bad guy. You don't want to fool with him.

STUART

Where can we find him?

MONTE

Find him? You don't want to find him. You don't want anything to do with him. Trust me. He'd eat you so fast you'd be a pile of Falcon poop before you could yell for help.

(MORE)

(CONTINUED)

51 CONTINUED: (2)

51

MONTE (CONT'D)

(to Snowbell)

Falcons eat cats too, you know. They grab you by the neck and carry you so high you can't even see the ground. And then they drop ya. By the time you hit the pavement, they just drink what's left through a straw.

Snowbell is frozen in terror. Snowbell gulps.

STUART

Snowbell, are you all right?

SNOWBELL

(nervously)

Yeah. In fact, good news. I no longer need a litter box.

MONTE

(laughing)

Mop up on aisle three.

SNOWBELL

Stu, listen. This whole thing has been a groove and a gas, but it's important to know when the fun's over. You don't want to be that last pathetic person who leaves a party.

STUART

I told you. We're not giving up.

MONTE

Well... if you gotta find him, he lives at the top of the Pishkin Building. Across the park.

52 EXT. PISHKIN BUILDING - DAY

52

The CAMERA TILTS DOWN FROM the towering heights of the building with its silver art deco pinnacle and massive falcon gargoyles projecting out from each corner of its uppermost floor. Stuart and Snowbell are across the street in a cafe, looking up. They are dwarfed by the immensity of the building.

53 EXT. OUTDOOR CAFE - DAY

53

Stuart and Snowbell are walking around the tables in an outdoor cafe across the street from the building.

(CONTINUED)

Snowbell keeps being attracted to bits of food on the ground but Stuart admonishes him.

STUART

Snowbell, how can you think of food at a time like this? Stay on track, will you?

(suddenly points)

Look!

Stuart and Snowbell zero in on a cellular phone sticking up out of a woman's purse sitting beside her chair. Stuart rushes to it. He climbs up the side of the purse and tumbles into it, landing alongside a packet of Kleenex tissues, a set of keys, a box of Altoids, a pile of loose change, and the phone. He turns it on and dials. Suddenly we hear George on the other end and CUT BACK AND FORTH BETWEEN them.

GEORGE

Hello, Little residence.

STUART

(whispering)

Oh, George, I'm glad you answered.

GEORGE

Who is it? Can you speak louder, please?

STUART

(raising his voice
a bit)

George, it's me, Stuart.

GEORGE

Stuart!

(then lowering his
voice quickly)

Stuart. Where are you? How are you? Did you find her? Are you all right? How's Snowbell? When are you coming home? Mom and Dad are asking lots of questions.

STUART

So are you. Look, I only have a second. I just want you to know that I found her, I'm going off to get her right now, and with any luck, we'll be home by four o'clock.

(CONTINUED)

53 CONTINUED: (2)

53

GEORGE
But where are you?

STUART
We're at the Pishkin --

At that instant a WOMAN's hand reaches into the purse and pulls out Stuart along with the phone.

WOMAN
I'll just call my husband and --

She sees Stuart clinging to the phone and screams.

WOMAN
A mouse! There's a mouse using my phone!

STUART
It's all right, calm down. It was a credit card call.

She begins screaming at the top of her lungs.

54 INT. LITTLE LIVING ROOM - DAY

54

George is standing next to the living room phone with his school bag still on his back.

GEORGE
Stuart? Stuart? Are you still there?

Suddenly Mrs. Little appears carrying Martha.

MRS. LITTLE
George, is that Stuart?

GEORGE
(quickly hanging up)
Uh... let me think. Yeah.

MRS. LITTLE
Well, where is he? I thought he was coming home.

GEORGE
(nervous)
Uh, he is. Later. He and Will needed to rehearse some more. In fact, I just left them at Will's.

(CONTINUED)

There is a KNOCK at the door. Mrs. Little goes to answer it. Will is standing there.

WILL
Hi, Mrs. Little, is George here?

MRS. LITTLE
Will?

George turns white and dashes into the hallway.

GEORGE
Will! I found it.

WILL
Found what?

GEORGE
The... calculator.

WILL
The cal...

GEORGE
(pulling him)
It's in my bedroom. Come on, I'll get it.

MRS. LITTLE
Will, where's Stuart?

WILL
Stuart?

GEORGE
It's okay, she knows about the play.
(to Mrs. Little)
They wanted it to be a surprise.
(to Will)
I had to tell her. So she knows Stuart is at your house, and we're going right back over there.

WILL
(gets it)
Oh, yeah. Right. It's going to be great. I just needed to get the... calculator?

GEORGE
To figure out how long they should rehearse.

(CONTINUED)

54 CONTINUED: (2)

54

WILL
It's a very complicated play.

GEORGE
Come on, it's on my desk.

WILL
See you later, Mrs. Little.

The two boys quickly run up the stairs to George's room.
Mrs. Little stands there with her daughter.

MRS. LITTLE
George, remember, you and Stuart
have a soccer game later.

GEORGE (O.S.)
We'll meet you there!

55 EXT. NEW YORK STREET - DAY

55

Will and George are walking over to Will's house.

GEORGE
I can't handle this. I'm too
stressed. All this lying. I've
never lied before.

WILL
That's why she believes you.

56 EXT. PISHKIN BUILDING - DAY

56

Stuart and Snowbell are standing outside the Pishkin
Building wondering what to do.

SNOWBELL
What are you planning to do,
Spiderman, scale the wall?

STUART
I'll think of something.

Stuart stands there silently for a moment and then notices
a balloon man selling balloons across the street. His
eyes widen.

57 INT. WILL'S BEDROOM - DAY

57

George and Will are playing Battleship when Will's brother
DAREN, 14, comes into the bedroom carrying a portable
phone.

(CONTINUED)

DAREN

George, it's your mother.

GEORGE

My mother? Oh, no. What did you tell her?

DAREN

Tell her? I said, 'Just a minute, I'll get him.'

He hands George the phone. George takes a deep breath.

GEORGE

Mom? What's up? Stuart? Well actually, he's... taking a nap 'cause, they've been working so hard on... the big dance number. If you want I can put the phone by his mouth and you can listen to him breathe.

He holds it up to Will who makes little mousey snores.

GEORGE

Okay, I'll have him call you as soon as he wakes up... I love you, too.

WILL

(mousey voice)
I love you, too.

George hits him.

GEORGE

No, that was Will's brother.
'Bye.

(hangs up and
turns to Will)
Now what do I do?

WILL

Maybe we should go look for him.

GEORGE

Where? All he told me was he was at a wall.

WILL

A wall? What kind of wall? There must be a million walls in New York.

(CONTINUED)

57 CONTINUED: (2)

57

GEORGE
Boy, are we in trouble.

WILL
We?

GEORGE
Yeah, 'we.' He didn't spend the
night rehearsing at my house.

58 EXT. SIDE OF PISHKIN BUILDING - DAY

58

A helium-filled balloon rising up alongside the Pishkin Building.

A Coke can is suspended beneath it like a makeshift gondola. Stuart is standing inside it, slowly dribbling out handfuls of sand to lighten the load. He looks down at Snowbell who is waving at him as Stuart rises higher and higher up the side of the building.

59 OMITTED

59

60 EXT. TOP OF BUILDING - DAY

60

Stuart rising even higher up the side of the building.

The balloon is being buffeted by winds.

He is almost at the top. He sees the falcon gargoyles just above him. And then he is there. With perfect timing he steps out of the gondola onto the terrace surrounding the pinnacle of the building. It is strangely empty and unguarded. Clearly not many people arrive this way.

Cautiously, Stuart reaches into his knapsack and pulls out a bow made out of a paper clip and rubber band, and a pin cushion full of arrows. He begins stalking through the large space crouched like a policeman with a gun.

STUART
(quietly)
Margalo? Margalo? Are you up
here? Is anybody here?

Stuart sees a large, frightening-looking bird shadow on the wall. He gasps in fear, then turns to face the danger. Only it turns out to be Margalo.

(CONTINUED)

STUART

Margalo! Are you all right?

MARGALO

Stuart! What -- ? Stuart, you've got to get out of here! Falcon is --

STUART

That's what I figured. That's why I'm here. I came to rescue you.

MARGALO

(touched)
Rescue me?

STUART

Of course!

MARGALO

So you don't know about...

STUART

About what? Come on, let's go.

MARGALO

Stuart... I can't go.

STUART

Sure, you can.

MARGALO

Oh, Stuart... there's something you don't understand. I...

They hear:

FALCON (O.S.)

Maybe I can explain.

They look over and see Falcon who beckons.

FALCON

Let me show you something.

Stuart hesitates.

FALCON

Afraid?

STUART

No!

(CONTINUED)

60 CONTINUED: (2)

60

MARGALO
Stuart, don't!

STUART
It's all right.

Stuart follows Falcon into Falcon's lair.

61 INT. LAIR - CONTINUOUS ACTION

61

There is stolen merchandise -- jewels, rings, pins, etc. -- in old paint cans.

Falcon enters with Stuart and Margalo behind him.

MARGALO
Please, Falcon --

STUART
What is this?

FALCON
My treasures. All the things in here... are stolen... many of them by Margalo.
(points)
This one... and this one...
(holds up Mrs. Little's ring)
And this special one.

STUART
My mom's ring! How -- ?

FALCON
Try to follow along. She just pretended to be hurt, so you'd take her in. That's what she does. 'Oh, maybe if I had a place to sleep. A little jewelry box perhaps.' Sound familiar?

STUART
(to Margalo)
You...?

FALCON
Margalo works for me. In fact, she does anything I tell her to do... or else.

STUART
I see...

(CONTINUED)

61 CONTINUED:

61

Margalo is ashamed.

FALCON

Aw, look at him... his little mouse heart is broken. By the way... if you've ever had mouse heart... it's delicious.

MARGALO

Falcon, don't.

Falcon walks towards Stuart. Stuart raises the bow.

STUART

(aims his bow)

All right, birdbrain, give me back that ring... because my friend and I are leaving.

MARGALO

Friend?

FALCON

Friend?!

STUART

That's right. Friend.

He looks at Margalo. She smiles. Stuart smiles.

FALCON

(to Stuart)

Good-bye... 'friend.'

MARGALO

No!

Stuart fires a pin from his bow. It travels truly but Falcon turns sideways and catches it in his mouth. Then he spits it back at Stuart. The pin catches Stuart's collar and pins him to the wall, his feet dangling pathetically off the ground. Falcon keeps coming at him.

STUART

I hope I wasn't out of line with that 'birdbrain' remark.

Falcon pulls out the pin. Stuart drops to the floor. Falcon towers over him, spreads his wings and screeches as he shows his claws.

MARGALO

Falcon, no!!

(CONTINUED)

61 CONTINUED: (2)

61

Falcon picks Stuart up in his talons and flies him over the edge of the building. He holds him for a beat... then drops him.

MARGALO

Stuart!

She goes to help him, but Falcon intercepts her violently and carries her SQUAWKING into an old, small, battered birdcage. He throws her inside and slams the door.

MARGALO

You didn't have to kill him!

FALCON

I didn't. The sidewalk's gonna do it.

STUART FALLING

Stuart, screaming, is tumbling rapidly. He gets an idea. He pulls off his backpack and empties it. Then clutching it by the backstraps, he holds it over his head. The wind catches it creating a parachute effect which, at least, slows his rate of descent. It fills with air and becomes a parachute. He begins to float down.

He lands in a moving garbage truck. Luckily it is a soft landing and he quickly stands up. Unfortunately, as he stands a load of garbage is dumped on him. A big metal can hits him on the head. His eyes crisscross as the world blurs before him and he topples onto a mound of garbage bags and passes out.

62 EXT. GARBAGE BARGE

62

Stuart covered in coffee grinds and not sure where he is.

He hears the sound of a BOAT WHISTLE and grabs his throbbing head. Quickly he climbs to the top of a mound of garbage bags and gasps. He is on a garbage barge pulling away from a Manhattan dock and heading out to sea.

At the far end of the barge, up a high metal wall, he sees the barge CAPTAIN and his first mate piloting the boat. He scampers over a ton of rubbish and tries to call up to them.

STUART

Help! Help! This is a mistake.
I'm not supposed to be here.

(CONTINUED)

62 CONTINUED: 62

But they are far away and he is barely a speck to them, his tiny voice drowned out by the ROAR of the ENGINE.

63 OMITTED 63

64 EXT. PISHKIN BUILDING - DAY 64

Snowbell is standing anxiously in front of the Pishkin Building looking lost and forlorn. He stares up at a clock and shakes his head.

SNOWBELL

I'll bet something terrible has happened. What should I do? Oh, Lord, I need my belly tickled.

65 EXT. WILL'S HOUSE - DAY 65

There is a KNOCK at Will's door. WILL'S MOTHER answers it. Mrs. Little is standing there with Martha in a stroller and two soccer uniforms.

MRS. LITTLE

Mrs. Wilson, hi. George and Stuart left without their soccer uniforms, so I brought them over. Kids -- they'd forget their heads if they weren't attached.

MRS. WILSON (WILL'S MOTHER)

Well, George is here, but... I haven't seen Stuart.

MRS. LITTLE

(confused)
But... he slept over here last night.

CLOSEUP - GEORGE

MRS. LITTLE (O.S.)

(angrily)
George?!

GEORGE

(to Will)
Which way is Canada?

Stuart is on the barge. He's using a broken piece of pencil to write on a dirty scrap of paper. A whiskey bottle is alongside.

STUART

Dear Mom and Dad, I am writing this letter and placing it in this whiskey bottle, so you will know what's happened to me -- your son, Stuart Little. In a few minutes I will be dumped under a ton of disgusting trash into the East River.

(thinks)

No, that might upset them. Dear Mom and Dad. I've run away to join the circus. I will from now on be known as Gazombo the Mouseboy. Say good-bye to George. Give Martha a kiss for me. All my love... Gazombo.

He rolls it up and starts to put it in the bottle but drops the bottle. It breaks.

STUART

Oh, I am so useless. I thought a Little is always supposed to see the silver lining... that must mean I'm not even a real Little.

Behind Stuart something glints. Stuart's ears twitch. He's sensing something. Slowly, he turns. He sees the glint.

STUART

A silver lining.

He walks towards the pile of garbage from which the glint appeared. He begins tossing aside refuse, until he sees something that amazes him.

STUART

I don't believe it!
(gets closer)
It is!

To his absolute astonishment he has found his broken airplane buried in the garbage.

STUART

My airplane!!!!

(CONTINUED)

He pulls pieces of the plane out of the rubble and stares at what remains of it. It is not a pretty sight. It has broken wings, a smashed front window, a badly damaged fuselage, and the flight manual jammed inside. It's in terrible shape and there is no way it could ever fly.

STUART

The silver lining! This is it! I
am a Little!

He takes a deep breath and begins scouring the barge for anything he can find.

We watch Stuart consulting the flight manual and assembling a pile of strange objects, Band-Aids, Styrofoam cups and packing material, old combs, string, cardboard, Q-Tips, rubber bands, electrical wire, and lots of AAA batteries which he pulls out of old television remotes and broken electronic toys.

Dowzer and Snoop fly over to watch Stuart, intrigued by his extraordinary industriousness.

He hears:

SNOOP (O.S.)

Hey, Dowzer, come here.

Stuart peeks over a mound of garbage and sees two stupid pigeons, SNOOP and DOWZER. Snoop is looking at something we can't see.

SNOOP

Wanna see the stupidest-looking
pigeon you ever saw?

DOWZER

Sure.

Dowzer comes over beside Snoop.

SNOOP

Hey, look. Now there's two of
them. And they both look stupid.

REVEAL Snoop and Dowzer are looking in a broken old mirror. Stuart reacts to their stupidity.

STUART

Oh, brother.

The pigeons spot Stuart.

(CONTINUED)

DOWZER

Hey. Who are you?

STUART

I'm Stuart.
(grabs plastic fork
as weapon)
And don't try anything.

SNOOP

Hey, you better not try anything.
(indicates mirror)
There's four of us.

STUART

Right.

The pigeons get a look at the model airplane.

DOWZER

What are you doing?

STUART

I'm rebuilding a plane. I'm going
to fly off this barge.

Dowzer and snoop begin to laugh.

SNOOP

It'd take you a year to fix that.

DOWZER

And you don't even have an hour.
They're gonna dump this garbage in
the river right around sunset and
you and your plane along with it.

STUART

Dump it in the river? Is that
legal?

DOWZER/SNOOP

(confused)
Well, I... they... I...

DOWZER

(annoyed)
Hey! We're pigeons not lawyers!

SNOOP

That's telling him.

They chest bump or high-five, whatever's cheaper.

67 INT. LITTLE HOUSE - DAY

67

Mr. Little back in the Little house. He is fuming.

MR. LITTLE

Room to grow? Room to grow? What were we thinking?

MRS. LITTLE

I was just doing what you said.

MR. LITTLE

Except I didn't say we should let him go sleep at someone's house without a toiletries bag, without pajamas, without checking to see if he was actually there.

MRS. LITTLE

I did check... Just not right away. Oh, Frederick how are we going to find him?

GEORGE

Well, we could...

MR. LITTLE

No! Don't you speak to me. We'll deal with you later, you... not teller of the truth.

GEORGE

I said I was sorry.

MRS. LITTLE

All right, George, where is he?

Silence.

MR. LITTLE

(demanding)

Well?

GEORGE

You just told me not to speak.

MRS. LITTLE

Where did Stuart go?

GEORGE

I promised I wouldn't tell.

(CONTINUED)

MR. LITTLE

George, there is a difference between protecting your brother and being responsible for his safety. What if he's in danger? What kind of protection is that?

George, hesitates, then:

GEORGE

He went to rescue Margalo. He thinks the Falcon got her.

MRS. LITTLE

A Falcon? He went after a Falcon?!

GEORGE

He called me. He's all right. He said he was at... the Pishkins'.

MR. LITTLE

Who? Honey, do we know Pishkins?

MRS. LITTLE

We know the Mishkins. And the Lumpkins. And the Pitkins... The Pishkin Building? Is that what he meant?

MR. LITTLE

Let's hope so.

GEORGE

Dad... Am I going to get walloped?

MRS. LITTLE

George, has your father ever walloped you?

GEORGE

No...

MR. LITTLE

But there's always a first time. First, let's go find Stuart.

People wait for the elevator. The doors open and they crowd in. Among their feet, we see Snowbell sneak on with them. The doors close.

69 INT. ELEVATOR

69

People begin to sniff the air. Then they begin to sniff and eye each other suspiciously. We hear GRUMBLING. At the next floor everyone rushes out except Snowbell, who is left alone.

SNOWBELL
(defensively)
Hey -- I'm sorry! You sleep in
the street and see how you smell!

The doors close.

70 OMITTED

70

&

&

71

71

72 EXT. NEW YORK STREET - DAY

72

The Little family is standing right in front of Stuart's car. It's a disaster. The wheels are gone and so are the seats. It's been spray-painted.

MRS. LITTLE
Who would do this?

MR. LITTLE
Tiny little vandals.

Mr. Little steps to the curb and urgently raises his hand.

MR. LITTLE
Taxi!

73 EXT. ROOFTOP

73

We FOLLOW Falcon returning from some foray or other to his lair. He arrives to find Margalo still caged and a whole platoon of pigeons pecking around for scraps. Falcon lands next to the cage.

FALCON
(disgusted)
Pigeons! Look at them! Bums.
Panhandlers. Leeches.
(yells)
Hey! Here's an idea. Work for a
living! I'll teach you a new word
-- Ambition!

They stare at him uncomprehendingly.

(CONTINUED)

FALCON
Get out of here!!

The pigeons fly away.

FALCON
(to Margalo)
Well, have you thought it over?
Are you coming back to work?

MARGALO
You mean come back to being a
thief? No. Never.

FALCON
Then rot in there.

Falcon flies off.

Just then, a stairway door is pushed open and Snowbell steps out.

MARGALO
(from cage)
Snowbell!

SNOWBELL
Margalo! Where's Stuart?

For a moment she doesn't answer. Then she hangs her head.

MARGALO
Oh, Snowbell, he's dead. Falcon
killed him.

Snowbell is shocked and grief stricken.

SNOWBELL
What?! Stuart is dead?! No. He
can't be. He's... he's my friend.

Margalo begins to cry.

Snowbell, deeply moved, begins to sob.

SNOWBELL
(crying)
I was supposed to protect him.
Oh, I wish it was me who'd been
killed.

(CONTINUED)

73 CONTINUED: (2)

73

MARGALO
 (crying)
 Really?

SNOWBELL
 (crying)
 No, but I am very unhappy.

73A EXT. GARBAGE BARGE

73A

Stuart sitting in the cockpit of the plane.

He attaches the final wires to the servos and starts the engine. Nothing happens. He tries again. Nothing happens again. Dowzer and Snoop are outside laughing.

Stuart goes back to the batteries and repositions them. He returns to the cockpit and tries once more. Nothing.

DOWZER
 That's never gonna fly.

STUART
 How do you know?

DOWZER
 Hey, I know flying.

74 INT. GARBAGE BARGE

74

The Captain of the barge.

CAPTAIN
 Okay, let's dump this load.

He pushes a button and the sides of the barge begin to tilt.

75 EXT. GARBAGE BARGE

75

Stuart, desperately trying to take off.

STUART
 Anyone care to give me a push?

Dowzer and Snoop laugh. The garbage is beginning to slide. Stuart is rapidly scanning the flight manual and beginning to panic.

The tilt of the barge actually starts the plane rolling down the runway.

(CONTINUED)

75 CONTINUED:

75

Stuart makes one more effort to start the plane, and, to everyone's amazement the ENGINE TURNS OVER. In an instant Stuart is taxiing for lift-off.

STUART

Now what?

Gasping, he looks back at the manual for guidance. The birds jump out of the way and stare in astonishment as he speeds past them. Faster and faster he goes but does not leave the ground. The end of the barge is rapidly approaching. Stuart grits his teeth. The birds seem nervous too.

The plane is just inches away from the end of the runway and poised to do a perfect nose dive into the sea. Snoop covers his eyes with his wings, when suddenly, at the last possible second, the plane rises into the air.

The Captain looks up just in time to see Stuart fly off the barge.

CAPTAIN

What the -- ? What have we got now? Flying garbage?

76 EXT. NEW YORK AIR SPACE - DAY

76

Stuart, is maintaining an even course across the city. Approaching ahead of him he sees the top of the Pishkin Building. He bites his lip.

77 EXT. ROOFTOP

77

SNOWBELL

That miserable Falcon! From this day forward, I vow revenge. If that Falcon were here right now, I'd rip his throat out, I'd scratch his face off, I'd --

MARGALO

He's in the next room.

SNOWBELL

(frightened)

He -- ?! I've got to get out of here!

He starts to run. Margalo through the bars, bites his tail.

(CONTINUED)

SNOWBELL

No! He's got me! Please! Don't hurt me! Kill the bird, not me!

He jerks himself free, knocking over the cage and accidentally busting it open.

MARGALO

Come on, let's get out of here!

SNOWBELL

How? I can't just fly out of here. These are whiskers, not wings. I --

FALCON (O.S.)

Margalo?

Snowbell squeals in fright.

SNOWBELL

I'm gonna be Falcon poop!!

He runs and jumps into a paint can. Falcon appears. He sees the broken cage and sees Margalo.

FALCON

Who broke that cage?

The CAN TREMBLES.

MARGALO

Me. Just me. There's no one else here.

Falcon scans the roof until he sees Snowbell's tail sticking out of the paint can. Margalo steps in front of the can.

Falcon walks over to the CAN which CONTINUES TO TREMBLE. He kicks it. It rolls to the edge of the roof.

MARGALO

Snowbell, get out!

SNOWBELL

(muffled)
Can't... stuck... too fat.

The can teeters on the edge of the roof and stops. Then Falcon picks up a seed and spits it at the can. The can goes over the side.

(CONTINUED)

77 CONTINUED: (2)

77

Snowbell, in the can, plummets. Snowbell screams -- then suddenly stops plummeting and starts to turn end-over-end rapidly. The handle of the paint can has been caught on the end of a bare horizontal flagpole and spins rapidly many times until it stops. It hangs precariously near the end of the pole.

SNOWBELL

Could somebody please take me home now?

78 OMITTED

78

79 EXT. ROOFTOP

79

Margalo and Falcon.

MARGALO

I'm leaving here, Falcon! And I'm never going to have anything to do with you again as long as I live!

He moves with incredible quickness and grabs her.

FALCON

Well, then that isn't going to be very long!

He raises his claws towards Margalo's throat. She closes her eyes.

At that very instant the PUTT-PUTT of Stuart's PLANE can be heard. Falcon spins around as the plane shoots around from the side of the spire aiming right for Falcon's face. They all seem stunned to see the other. Falcon jumps back onto the terrace. Margalo cries when she sees him.

MARGALO

Stuart?!

STUART

Hang on, I'm coming.

MARGALO

No! Stuart! Get out of here!

FALCON

(to Margalo)

I'll deal with you when I'm finished with him.

(CONTINUED)

79 CONTINUED:

79

Falcon flings Margalo back on to the roof knocking her unconscious.

Stuart opens the bomb bay doors and rusty bolts rain down on Falcon. Falcon rises into the air.

He spreads his wings, SCREECHES, his eyes turn red, and his talons actually glisten. He fills the entire window of the plane.

FALCON
You're mine now, you little rodent.

Stuart gasps and grabs for the servo. Suddenly the plane does a flip/flop backwards somersault and tumbles rapidly toward the traffic below. It is an unexpected maneuver and takes both Falcon and Stuart by surprise.

STUART
How did I do that?

Stuart looks behind him and sees Falcon back in the sky, gaining on him.

80 OMITTED
thru
84

80
thru
84

85 INT. CAB - CLOSEUP OF CAB DRIVER'S LICENSE - SAME TIME

85

MRS. LITTLE
(to Martha)
Say Mahmoudi Makmanachian.

MR. LITTLE
Honey.

MRS. LITTLE
I know. It's a longshot.

86 OMITTED

86

86A EXT. FLAGPOLE

86A

Snowbell peeks out of the can. He sees Stuart flying towards him on an apparent collision course.

SNOWBELL
No! Stuart! Turn! Turn!

(CONTINUED)

86A CONTINUED: 86A

Stuart coming right at the paint can, turns at the last instant, just missing the can.

SNOWBELL
(relieved)
Oh, that was close.

At that instant, Falcon slams into the paint can, knocking it off the pole. Snowbell screams.

The can falls a couple of stories to the pavement and rolls into traffic.

87 OMITTED 87
& &
88 88

88A EXT. SKY - SAME TIME 88A

Stuart, being pursued, flies past Falcon's treasure tower. The plane hits one of the guidewires, causing the tower to tip over, spilling all of Falcon's treasures onto the roof. The tower is about to crush Margalo when she wakes up and jumps out of the way. Mrs. Little's ring rolls towards her.

88B EXT. STREET - CONTINUOUS ACTION 88B

Snowbell is trying to get out of the can. He looks up and sees a cab speeding right at him. Snowbell screams.

88C INT. CAB - CONTINUOUS ACTION 88C

MR. LITTLE
I think it's on the next --

Stuart flies over the taxi.

MRS. LITTLE
Stuart!
(to the driver)
Stop!

The driver smashes down on the brake.

88D EXT. STREET - CONTINUOUS ACTION 88D

The CAB SCREECHES to a halt inches from the paint can.

(CONTINUED)

88D CONTINUED:

88D

The Littles jump out of the cab.

MRS. LITTLE
I'm telling you I saw --

GEORGE
Snowbell!

George races to Snowbell and yanks him out of the can.

GEORGE
Snow, what were you doing in
there?!

SNOWBELL
(hysterically)
Just hold me tight and don't let
go!!

Stuart flies by overhead.

MRS. LITTLE
There!

GEORGE
That's my plane!

MR. LITTLE
But -- ?

The Falcon flies by in pursuit.

MRS. LITTLE
Come on!

The Littles and Snowbell chase Stuart into the park.

88E EXT. SOCCER FIELD - SAME TIME

88E

George and Stuart's soccer team are getting ready to play.

COACH
(exuberantly)
Are the --
(quickly to one
of kids)
What are we called?

IRWIN
Thunderbolts.

(CONTINUED)

88E CONTINUED:

88E

COACH
 (exuberantly)
 Are the Thunderbolts going to win
 today?!

They all cheer.

COACH
 'Cause we're the best!

WALLACE
 And 'cause we don't have Stuart.

Wallace's friends snicker.

Irwin looks up.

IRWIN
 Hey. Isn't that Stuart?

COACH
 Where?

Irwin points...

Stuart's plane is headed straight for the soccer field.

Falcon is in pursuit.

There is a utility shed alongside the field. Stuart flying low seems to be headed straight for it. Just as he's about to hit him, a park attendant, carrying a rake, comes out of the shed. While the shed door is open, Stuart flies in and a moment later flies out a window on the opposite side of the shed.

ALL KIDS
 (in unison)
 Whoa!

Falcon heads for the shed. The park attendant doesn't see him. Calmly he shuts the door and Falcon cannot stop in time to avoid it. He slams into the door, hard.

ALL KIDS
 (in unison)
 Yeah!

Falcon, stunned, gathers himself, and takes off in pursuit. The Littles arrive in the park.

89 EXT. SKY - CONTINUOUS ACTION

89

Stuart and Falcon are in a dogfight, dipping and darting, Falcon more the aggressor.

89A EXT. PARK - SAME TIME

89A

The Littles watch from below.

MRS. LITTLE
Stuart, look out!!

89B EXT. SKY

89B

Falcon gains on Stuart. He catches him.

Falcon has the plane in his claws. He rips off the top set of wings and crushes them. This releases the plane from his grasp and the plane spirals downward.

Stuart is paralyzed with fear. He tries grabbing for the flight manual but it flies out of the plane. The ground is spinning rapidly toward him. Terrified, he covers his eyes.

ANGLE ON LITTLE FAMILY

as Stuart's plane approaches close enough for them to see that he is in it. While everyone stands there with their mouths open, it is Martha who yells.

MARTHA
Stuart!

Suddenly, almost mystically, Stuart opens his eyes just in time to see his family in the crowd below. The vision of them standing there brings him to his senses and, just seconds before crashing, he pulls up on the controls and the plane shoots back up into the sky.

MRS. LITTLE
She spoke. She said her first word. Stuart!

SKY

Stuart is PUTT-PUTTING along, trying to hold the PLANE steady. Falcon is soaring above searching for him. Suddenly, Margalo lands on the nose of the plane.

MARGALO
Leave, Stuart! Go! I'll distract him while you get away.

STUART
I'm not leaving you!

(CONTINUED)

89B CONTINUED:

89B

MARGALO

Stuart -- don't risk your life for me. I'm not worth it!

STUART

You are to me!

She's stunned. Then she smiles. They see Falcon. He sees them.

STUART

I have an idea.

89C EXT. PARK - SAME TIME

89C

The Littles are looking up, searching.

GEORGE

Where is he?

89D EXT. SOCCER FIELD - SAME TIME

89D

The players are all looking up asking "Where's Stuart?"

The Coach comes out on the field.

COACH

(exasperated)

The game started! We're losing eight-nothing!

ANGLE ON OTHER TEAM

is kicking the ball into an unguarded goal.

89E EXT. SKY

89E

Stuart has finished telling Margalo his idea.

MARGALO

Stuart, that's crazy. In fact it's... suicide.

STUART

We can do it!

(then)

Here he comes!!

(CONTINUED)

89E CONTINUED:

89E

ANGLE ON FALCON

He heads for Stuart.

ANGLE ON STUART

Coming right at Falcon. We don't see Margalo.

Falcon and Stuart head straight at each other faster and faster on a collision course. It seems suicidal -- a game of chicken.

LITTLES

MRS. LITTLE

No, Stuart! Turn away! Run!

IN AIR

Just before impact, Stuart leaps out of the plane.

The PLANE and FALCON collide with a CRASH and an EXPLOSION.

Falcon is knocked for a loop, his feathers flying. He tumbles, out of control.

90 EXT. ALLEYWAY - SAME TIME

90

Monte is on a ledge pawing through a garbage can.

MONTE

Can't I get a decent meal in this city?

Falcon slams down into the garbage can featherless. He looks up at Monte, frightened.

MONTE

Thank you.

91 EXT. SKY - SAME TIME

91

Stuart is free-falling.

LITTLES

GEORGE

Catch him!

(CONTINUED)

91 CONTINUED:

91

They all cup their hands.

SKY

Margalo swoops in, carrying Mrs. Little's ring in her little feet. Like a trapeze artist, Stuart grabs the ring.

Margalo begins to struggle with Stuart's weight. They're dropping too quickly.

STUART

I'm too heavy. We're going to crash. For the first time in my life I'm too big!

MARGALO

I'm not letting you go, Stuart. If we go, we go together. Hang on!

She tries hard to break their fall, but can't.

GROUND

The Littles scream encouragement and flap their arms like wings. Then they scream in fright.

STUART'S FINGERS

coming loose from the ring one-by-one. Finally, the last finger lets go and Stuart screams.

REVEAL that Stuart has fallen from only a few feet off the ground. He keeps screaming, then realizes that he's on the ground, safe. His scream gradually changes into an embarrassed throat-clearing.

The Littles rush to him.

GEORGE

Stuart!

Mrs. Little picks him up and kisses him over and over.

MR. LITTLE

Stuart, are you all right?

STUART

I think so.

(CONTINUED)

MRS. LITTLE
You almost gave me a heart attack.

STUART
I'm sorry, Mom.

MRS. LITTLE
I'm sorry, too.

STUART
For what?

MRS. LITTLE
For not realizing what an amazing
extraordinary little guy you are.

Stuart smiles.

MRS. LITTLE
And one more thing...

STUART
(happy)
Yeah?

MRS. LITTLE
If you ever sneak off again
without telling me, and do
something this dangerous, I will
spank your little bottom until you
are permanently cross-eyed.

STUART
Yes, Mom.

She hugs him again.

MARGALO
(timidly)
Mrs. Little. Here's your ring
back... I stole it.

Mrs. Little takes it back.

MR. LITTLE
Margalo, you saved Stuart. We
could have replaced the ring.

The soccer kids come running over the hill towards the
Littles. They're all excited.

SOCCER KIDS
Stu-art! Stu-art! Stu-art! Stu-
art...!

92 OMITTED 92
 & &
 93 93

94 EXT. BACK YARD - STUART AND MARGALO - ANOTHER DAY 94

STUART

(excited)

And in a couple of weeks comes
 Halloween -- we can go as each
 other -- then comes Thanksgiving,
 you can meet all the Littles --
 then comes Christmas -- oh, that's
 the best! We'll --

A falling leaf floats down and lands between them.
 Margalo looks up. A flock of birds are migrating.

STUART

(less excited)

I guess they're going south for
 the winter.

MARGALO

(wistfully)

Yeah, I guess.

STUART

Falcon never let you go did he?

MARGALO

No. Every year I'd just watch all
 the other birds go. The ones who
 were free.

STUART

(painfully)

... You're free.

MARGALO

But... we'd be so far apart.

STUART

... It wouldn't change a thing.

95 EXT. LITTLE HOUSE - ROOFTOP TERRACE 95

They're all gathered. The sun is setting. Margalo is
 wearing her helmet and goggles ready to go.

MARGALO

Well...

(CONTINUED)

MR. LITTLE

Are you sure you know where you're going? I can call the Triple-A and we can get you maps, discount coupons --

MRS. LITTLE

Frederick.

MARGALO

I'm a bird. Instinct should take over.

MRS. LITTLE

I guess you've been waiting for this a long time.

MARGALO

All my life. Only...

MRS. LITTLE

What?

MARGALO

Now it's not just talk. Now it's the real thing.

STUART

Are you scared?

She nods.

MARGALO

The world's pretty big. And I'm pretty small.

STUART

The way I see it, you're as big as you feel. Just spread your wings... and soar.

Stuart and Margalo hug.

MARGALO

I'll miss you, Stuart.

STUART

I'll miss you, too.

The hug ends.

MARGALO

I'll miss all of you... Little hi, Little low...

(CONTINUED)

STUART

Little hey, Little ho.

They all say good-bye.

Then she turns, lowers her goggles and takes off.

MARTHA

(waves)

Bye, birdie.

They watch her fly over the park.

Stuart sniffles.

STUART

Hey, Dad...

MR. LITTLE

Yes, Stuart.

STUART

... What's the silver lining this time?

MR. LITTLE

... She'll be back in the spring.

Stuart smiles.

SNOWBELL

(annoyed)

And how about me? I played no part on this? I was a whisker away from death! No concern, no appreciation... all I get to eat is what this kid drops on the floor. Well I've had enough! I'm packing up my tinkle ball and my poo-poo box, and I am out of here, Johnny! Hasta banana! You will never see me here again!

MRS. LITTLE

Snow, would you like some tuna?

SNOWBELL

I love these people.

FADE OUT.

THE END