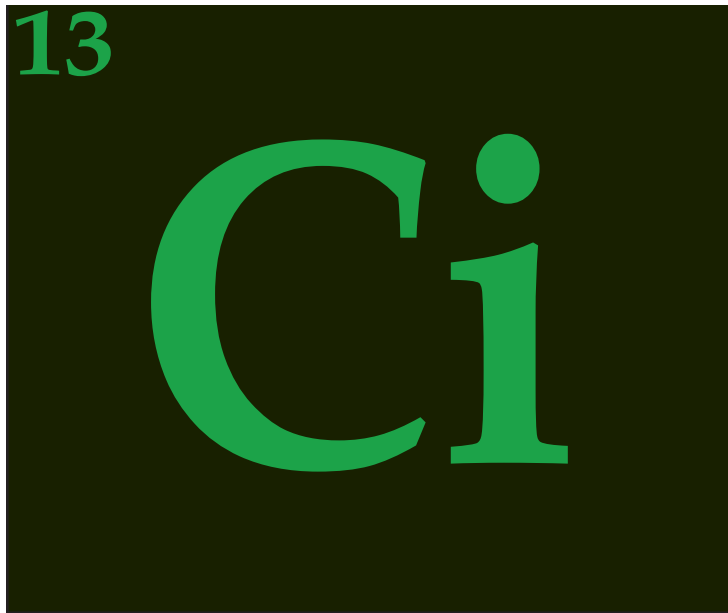




CHEMICAL IMBALANCE
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The Mouse Who Would Be King

By

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FADE IN:

OPEN on a DARK ROOM. Center is a wooden stool with an OLD LEATHER-BOUND book resting on top --single BULB shining above it.

Imprinted into the cover are MOUSE EARS with the title: **THE MOUSE WHO WOULD BE KING.**

As we hover over --magic forces it open, on each page are the OPENING TITLES. Ending on a sketch of the NEW YORK CITY SKYLINE, *circa 1928.*

We PUSH INTO the image...

DISSOLVE TO:

EXT. GRAND CENTRAL STATION, NYC 1928 - NIGHT

SUPER; NEW YORK CITY 1928

The MOON --surrounded by clouds that block its illuminating light. Rain falls over the city that never sleeps.

A shooting star skips across the sky as we FALL to the foot traffic riddled entrance of Grand Central Station.

TAXI CABS speed by kicking up water and TRASH. FAMILIES hurry inside --while BUSINESSMEN exit out onto the hard Manhattan pavement. We follow a TAXI as it stops just outside.

The door opens --dress shoes splash down into a puddle.

CAB DRIVER (O.S.)
That's a dime sir.

A briefcase is pulled from the backseat, the PASSENGER reaches into his pocket and pulls out some change.

He slams the door shut --the cab speeds off. We RISE UP the back of our Passenger as HE steps towards the ENTRANCE --tucked under his arm is an OSWALD PLUSHIE.

He stops --looking at himself in the reflection of a window. It's WALT; he sighs, completely unkept.

CUT TO:

INT. GRAND CENTRAL STATION, NEW YORK CITY

Hustle and bustle, EVERYONE is in a hurry to get somewhere. Amidst all the walking and talking is Walt --his somber tone sticks out like a sore thumb.

His eyes fixed on large clocks --he sits down on a bench and slings his briefcase up onto his lap and sets the plushie down on an adjacent seat.

Walt pops open the briefcase --on the top of a large stack of folders and paperwork is a drawing of a CARTOON SPEAKEASY.

CLOSE ON: 1927 printed next to Walt's signature in the lower right corner.

Walt runs his fingers over the sketch --tracing each curve and line. We hear the TRAIN WHISTLE as one escapes the station.

His focus is back on the sketch --it moves beneath his fingers. It takes FULL FRAME as the CHARACTERS come alive --a vibrant piano jingle fades up...

DISSOLVE TO:

INT. CARTOON SPEAK EASY - NIGHT - BLACK & WHITE

A fist fight breaks out over the bar --it's a CAT fight. Outside, we hear a THUNDERSTORM --through windows we see CITY LIGHTS...a toon metropolis. The BULLDOG PIANIST slides his paws across the keys rocking a RAGTIME TUNE.

TOON WALT stands with one arm on the PIANO and the other on the Bulldog's shoulder. He's YOUNGER than the Walt we've seen.

He smiles tapping his toes along with the beat.

CUT TO:

A BABOON BARTENDER slams a BOTTLE down onto a polished bartop --XX printed on the label. We see FURRY BLACK FINGERS wrapped around it.

The grip loosens --we pull back, it's OSWALD THE LUCKY RABBIT. Sitting next to him is a BUNDLE --not lookin' so lucky tonight.

BABOON BARTENDER

You want another?

He looks up --his eyes: bloodshot and surrounded by dark bags. The Baboon unveils a toothy grin --his incisors capped with GOLD.

He swipes the BOTTLE from Oswald and instantly replaces it with a full one. Oswald's ears slouch as he scratches the peach fuzz on his chin.

OSWALD

Butt me.

The Baboon SNAPS his fingers and pulls a CIGARETTE out of *hammerspace*. Oswald grabs it, stuffs it into his mouth and strikes a match on the BAR.

Across the room, Toon Walt turns and faces Oswald --he's paying very close attention. He taps on the Bulldog's shoulder.

TOON WALT

Who's the new kid?

BULLDOG PIANIST

Not sure --seen him around here
the last few nights.

Toon Walt nods --Oswald looks over and they lock eyes. Toon Walt smiles, but Oswald looks away.

BABOON BARTENDER
No luck today?

OSWALD
(sigh)
Lost to a Skunk --I just don't
do anvils. Can't bring myself
to it.

BABOON BARTENDER
You gotta' have your standards,
kid.

Behind Baboon are FRAMED AUTOGRAPHED sketches of
CLASSIC TOONS --he looks over his shoulder. CENTER is
a VINTAGE PHOTO of himself in a BOXING RING, his
prime.

BABOON BARTENDER (CONT'D)
Bittersweet --this life.

Oswald dumps a FLOW of XX down his throat --his mouth
opens WIDE.

OSWALD
Feels like the game's fixed --
like all these dreams aren't
worth nothin'.

BABOON BARTENDER
That's where you're wrong.
(beat)
Those dreams ya' got? They're
all ya' need.

"It's A Small World" jingles out from the PIANO --
Toon Walt's playing now, glancing over his shoulder
at Oswald.

OSWALD
All I need is a chance --a
shot.

BABOON BARTENDER
You and the rest of the bozo's
in this town.
(laugh)
(MORE)

BABOON BARTENDER (CONT'D)
Just keep at it --it don't
happen overnight.

He TOSSES back the drink.

DISSOLVE TO:

EXT. TOON TOWN - NIGHT - BLACK & WHITE

Oswald walks past a DRUNK HIPPO, hiccuping MUSICAL
NOTES as it leans against a WALL.

LIGHTNING STRIKES --he looks up into the SKYLINE.
Toon Walt watches at the speakeasy window.

OSWALD (V.O.)
*A dream is a wish your heart
makes...*

CUT TO:

INT. CARTOON SPEAKEASY - CONT'D

Toon Walt taps his fingers on the window.

TOON WALT
Peculiar fellow.

BABOON BARTENDER
He's a real good kid.

Toon Walt walks over to the bar --sits down.

TOON WALT
Awfully down about things.

BABOON BARTENDER
It's a hard game, takes
patience. And a lot of heart.

TOON WALT
(smiles)
Don't I know it.

CUT TO:

EXT. TOON TOWN - NIGHT - CONT'D

RAIN again pours onto Oswald --he hurries down an alleyway where a CARDBOARD house waits.

OSWALD (V.O.)
When you're fast asleep...

He ducks inside.

CUT TO:

INT. CARTOON SPEAKEASY - CONT'D

Toon Walt looks over at a wall where dozens of framed photographs rest --all the ALICE COMEDY cast.

OSWALD (V.O.)
*In dreams you'll lose your
 heartache...*

He walks over to one of he and VIRGINIA DAVIS.

OSWALD (V.O.)
*Whatever you wish for,
 you...keep.*

As he pulls the photo off the wall --a tear slides down his face and...

UB (V.O.)
 Walt! Walter!

CUT TO:

INT. LAUGH O GRAM STUDIOS, 1922 - MORNING - INSERT**SUPER; KANSAS CITY 1922**

SUNSHINE peaks in through dirty windows. WALT snores on-top of an old writing desk. He's YOUNG --his face sporting a thin moustache and his hair STIFF from sleeping with HAIR GEL overnight.

Under his arm is an EVICTION NOTICE.

UB (O.S.)

WALT!

As Walt wakes, a small MOUSE scurries out from under his desk. He quickly crumbles up the NOTICE.

UB IWERKS stands over the desk, his perfect mustache rising with a smile. His hands stick deep into a tweed jacket that fits a little too tight. Behind his left ear lives a pencil --his lucky pencil.

A precursor of the genius who will one day win an Oscar for *The Birds*.

UB (CONT'D)

You slept here again?

WALT

Looks that way.

Walt looks around the room, his eyes catch a clock.

UB

You're gonna' burn out Disney.

WALT

It's progress, Ub. Progress
requires long hours.

Ub lifts the sketch, blots of drool stain the paper a darker shade.

UB

Progress would look a lot
better if it wasn't coated in
drool.

He tosses the sketch into a TRASH BIN. Walt stretches out his lanky arms.

UB (CONT'D)

The Tommy Tucker check came in.

WALT

(yawn)

How much is this one?

He pulls a cigarette out of his desk along with a match --LIGHTS it and takes a long drag.

UB

Not enough Walt.

(beat)

The boys are starting to ask questions. I'm getting worried.

WALT

Why worry?

(smile)

If you've done the very best you can, worrying won't make it any better.

Walt stands and throws on a coat.

CUT TO:

EXT. KANSAS CITY, STREET - MORNING

Walt walks down a busy street with a briefcase in hand. All around him are PEOPLE and CARS, everyone in a hurry to get to work.

A BUSINESS MAN bumps into him knocking the briefcase to the ground. He lifts it up and dusts it off --his smile doesn't miss a beat.

As he steps past an ICE CREAM PARLOR the COW MASCOT INSIGNIA winks, Walt winks back. A CARTOON sun smiles down on the town as "WHEN YOU WISH UPON A STAR" plays.

Headlights become eyeballs as cars speed past Walt's strut. A KITTEN dances around while a CAT BAND strums a playful jig. He crosses over railroad tracks while THREE LITTLE PIGS direct a train sketch to a halting stop.

PIG

All aboard for TOON TOWN.

Through a storefront we see MICE BOXING, one is knocked down with stars circling its head.

Walt chuckles as he presses his face against the glass to get a better view.

He brushes past a MILK MAN outside KANSAS CITY STATION. We're close on a HUGE SMILING CLOCK outside.

CUT TO:

INT. KANSAS CITY TRAIN STATION, BATHROOM

Water RUSHES from a stainless steel faucet. A razor dips under the stream washing off shaving cream and specks of hair.

We hear SCISSORS cutting aimlessly --PULL BACK to Walt shaving in the mirror next to an OPOSSUM BARBER --trimming away at the DOME of a SHAGGY DOG.

He spits into his hands and forms a MOHAWK --the Dog smiles, his EARS rising up and his TAIL wagging beneath a BIB.

CUT TO:

INT. LAUGH O GRAM STUDIOS, CONFERENCE ROOM - DAY

Ub rests with his back against a wall. THE TEAM sit in their seats, waiting patiently --young guys, junior artists looking for an in.

Sketches line a dilapidated conference table. One ARTIST sketches caricatures of Walt and Ub --the top of their heads OPEN with zany characters climbing out.

UB

(rolls eyes)

Well, we can't wait forever.

He opens a briefcase and pulls out storyboards from TOMMY TUCKER'S TOOTH --Walt bursts inside.

UB (CONT'D)

What took you?

WALT
Ideas, Ub. Great ones.

UB
For Tommy?

WALT
Bigger. I'm talking about
solutions.

UB
Solutions? What's the problem?

Walt grabs a storyboard where a CARTOON TOOTHBRUSH
bathes in TOOTHPASTE and tosses it across the room.

UB (CONT'D)
Those took days!

WALT
And these will take days more.

Ub backs down --Walt's too calm.

UB
(sigh)
Let's hear it.

Walt looks around the room, we can FEEL the
anticipation. He snaps a few knuckles.

WALT
(smiles)
Well --think about it, what's
the one thing we all have in
common?

The Artist's look at each other --no idea.

WALT (CONT'D)
Dreams --we're always dreaming
up crazy characters --new ways
to see the world.
(beat)
But --what if those dreams were
REAL? A CARTOON WORLD --our
DREAM WORLD.

Ub's hands itch for a pencil --he quickly grabs the *lucky* one. He rips the caricature away from it's creator's grasp and begins sketching down ideas.

WALT (CONT'D)

We need to start working on the world. It has to be FUN and SILLY.

(beat)

Trains and barn animals, like every little child's dream. We'll call it, Alice's Wonderland.

An ARTIST begins sketching out characters on a piece of paper. The THREE LITTLE PIGS appear in an early stage.

WALT (CONT'D)

Alice comes here --to the studio. She sees you and I working on something new -- cats, dogs, the whole ordeal.

(beat)

Suddenly --they come alive! Mice boxing with YOU as their corner man.

Walt walks around the room with each word he becomes livelier --raising his hands and changing his voice. TOON MICE crawl up onto the TABLE, they begin boxing - -Ub sees them and laughs as they make their way onto his paper.

WALT (CONT'D)

Then when she goes home, she drifts off into dreamland --our dreamland. Boarding a train to TOON TOWN where anything and everything can happen!

UB

Lots of room for gags.

WALT

But that's not the best part!

Walt turns his back to the artists --their captivated eyes bore into the back of his head. He cracks a few fingers.

ARTIST

Well?

WALT

(smile)

She leaps into a rabbit hole
and WAKES in bed.

As he turns to his audience...

WALT (CONT'D)

Our world is a wonderland boys,
it really is --let's show THAT.
Let's show the world as we see
it --give the people something
to laugh about.

Walt rounds the table where one of the ARTISTS has a sketch of Alice drawn --it resembles VIRGINIA DAVIS.

CUT TO:

EXT. LAUGH O GRAM STUDIOS - LATER

Walt locks up the studio doors as Ub exits. It's a cold night --the wind whips around Ub, goosebumps.

UB

(hesitant)

Where are you sleeping tonight,
Walt?

WALT

I have a place, Ub. You know
that.

UB

You don't have to lie.

WALT

Lie?

UB
I saw the eviction notice.

Before Walt can respond...

UB (CONT'D)
There's no heat here --you'll
catch a cold.

WALT
I'll be fine.

Another GUST of wind sends chills up Walt's spine. He
pauses --his teeth rattle.

UB
You don't have to suffer. The
work will be there in the
morning --take a night off.
Rest for once.

WALT
Rest is for quitters. The
difference in winning and
losing is most often --not
quitting.

Silence --Walt SHIVERS, Ub shakes his head.

UB
I'll never understand you
Disney.

WALT
(smile)
But you'll follow me into THE
FIRE. While all the others are
running for safety --you, you
Ub, will be right beside me.
Axes in hand --ready for
whatever the flames have for
us.

Ub grabs onto his jacket, pulling it closed as he
steps away.

CUT TO:

INT. SOUP KITCHEN - NIGHT

The HOMELESS and HUNGRY gather for a late night meal. Tucked away in layers of torn clothing, they wait in long lines as a YOUNG MAN spoons soup into bowls. It's like Oliver Twist --but more depressing.

CLOSE on a bowl of soup being filled --Walt watches as the Young Man tops it off.

WALT

Thank you.

He grabs his food, a cup of water and walks over to a wooden table where he nestles himself in-between two DRUNKS. He turns through the soup with his spoon -- unsure if he should eat it, or pass it along to the next man.

He looks around the room --slobs tossing the food back like there's no tomorrow. CHILDREN in torn clothes drink glasses of water --shove BISCUITS into their pockets.

Walt stands --he carries his tray of food over to the children and sets it down before them. They stand in awe of his kindness.

WALT (CONT'D)

Ever play with your food?

A YOUNG BOY smiles up at Walt.

YOUNG BOY

Never --that's against the rules.

WALT

Rules?

(smile)

Sometimes it's fun to break those.

He grabs two biscuits and POKES an INDEX FINGER into each. The BISCUITS become shoes as he dances around the floor humming a ragtime tune.

The CHILDREN laugh and clap. The ROOM turns and watches --Walt HOPS up onto a TABLE and begins DANCING. The Young Boy joins him --along with the other CHILDREN.

DOORS burst OPEN and TOONS charge inside --a band comprised of BARNYARD ANIMALS serenade the cheerful chaos. We see Oswald in line for food --he looks over at Walt and cracks a smile.

A PIG buries it's snout into the YOUNG BOY'S food --he giggles.

An OBESE COOK storms out from the KITCHEN.

OBESE COOK
ENOUGH!

Walt turns to the Cook --the dancing ends, the TOONS are gone.

WALT
Sorry?

OBESE COOK
This isn't a playground.

WALT
My friend.
(smile)
The whole world is a
playground. It's all a matter
of how you see it.

The Children sit down and shut up --the Cook's eyes NARROW as he GLARES at Walt, who is still smiling a *Willy Wonka* grin.

CUT TO:

EXT. SOUP KITCHEN - CONT'D

FREEZING WIND nails Walt as the DOORS LOCK behind him. He walks down the street, passing businesses --he sees himself in a store window, not impressed.

We follow him past a few more shops until he reaches a break in the action --an alleyway.

We hear a CARTOON TRAIN speeding towards Walt from the other end of the alley --the bright light getting closer and closer. He shuts his eyes, fighting back tears.

Just as the train is about to FLATTEN him...

CUT TO:

INT. LAUGH O GRAM STUDIOS, OFFICE - LATER

WALT wakes in a fright. He flips on a light switch --we can see his breath as it escapes his trembling lips.

He looks at a ticking clock --it's barely 10:00PM. On the desk are various sketches and pencils tossed about.

His eyes search the room --there's nothing there. His fingers tap on the desk --he's too impatient to wait for morning. He grabs a pencil and begins drawing on a blank sheet of paper.

CRASH --something falls in the other room --his eyes shoot up from the page. As he stands, we hear FOOTSTEPS approaching the office door.

WALT
(frightened)
Hello? Is somebody there?

The steps grow CLOSER --Walt is desperate now.

WALT (CONT'D)
I have a gun! I'll shoot!

A shadow blocks out the light from the hall --Walt smiles.

WALT (CONT'D)
You scared the life out of me.

Ub enters the office carrying a comforter and two pillows.

UB
(smiles)
I think I broke a glass or two.
This comforter is terribly
awkward.

Walt laughs --coughs. Ub drapes the comforter over Walt's shoulder.

UB (CONT'D)
Now. These Alice films.

CUT TO:

SOME TIME HAS PASSED

Lamp-light shoots up onto Walt --Ub sits at the desk watching. As he speaks --we see how ANIMATED a man can be.

WALT
Our Alice wanders into a lion's
den.

Ub leans forward --and so we behold Disney magic...

WALT (CONT'D)
Her eyes shoot wide as she
slowly creeps inside.
(beat)
"Hello?"

In his best little girl voice...

WALT (CONT'D)
"Is there anyone here?"
(beat)
We hear the ROAR of a lion.

Ub laughs as Walt ROARS out followed by a cough. For a brief moment there is no cold --they are not poor --there is only Walt's imagination.

The backdrop turns to a VAST JUNGLE --a LION steps up next to Walt.

WALT (CONT'D)
A FIERCE LION steps out.
(to the Lion)
"Oh, Mr. Lion I didn't mean to wake you!" The lion SNIFFS her -
-her giggle takes him aback.
(beat)
And then --a smile.

Walt grins ear to ear --the Lion blushes, hiding beneath massive paws. As it smiles...

WALT (CONT'D)
We see that his teeth are dull,
he's a friendly lion!
(beat)
Alice smiles --her teeth whiter than his! His HUGE tongue licks her --another giggle. She HOPS on his back and away they ride out of the cave!

Ub claps as Walt takes a bow --he's never been more sure of himself. The Lion and jungle fade away to reality.

WALT (CONT'D)
This is a small piece Ub --a small piece.

UB
It's wonderful--

Walt laughs --he can't contain his excitement.

UB (CONT'D)
--but it's expensive.

WALT
(scoffs)
Expensive? We deal in laughter and smiles, Ub. That's all we need right now.

UB

Without money how can we go on?

WALT

(reiterating)

Smiles and laughter, Ub.

(beat)

When all you have is happiness
to get you by --well, great
things come from that. We can't
put a price on smiles.

(beat)

But if we can create the
smiles, that's where the money
is.

Ub sighs --he's not convinced. Walt grabs a chair and
sets it in front of Ub, he sits --eye to eye.

WALT (CONT'D)

You're a dreamer. You come here
for little pay to work on small
cartoons that may or may not
make you anything. And for
what?

UB

I guess I'm not sure.

WALT

(laughs)

To MAKE people smile.

UB

Well --yes but I mean--

WALT

(interrupting)

--you're just like me, as much
as you may hate to admit it.
You're a man with a dream.
Without that, yes you are just
another animator. BUT --with
the dream. You can be much
more. You can be anything.

Ub leans back in the seat.

WALT (CONT'D)

Haven't you ever --wanted
something so bad that no matter
what anyone says --you'll stop
at nothing until you have it?
Something that could cost a
lifetime to get --but would be
worth every second.

Ub nods --he's zoned in.

WALT (CONT'D)

That's what this is about.

(beat)

It's about that dream --the ONE
thing that you can't live
without. I can't promise you
fortune, Ub, but what I can
guarantee is something much
more.

(beat)

Your dreams coming true.

Walt walks over to the lamp and shuts it off.
BLACKNESS fills our frame.

CUT TO:

INT. LAUGH O GRAM STUDIOS, CONFERENCE ROOM - MORNING

We're CLOSE on the GIGGLING FACE of a YOUNG GIRL. Her
MOTHER stands in the back walking through the steps
as SHE dances --a kiddie model mom.

She waltzes round Walt and Ub singing *DOWN HEARTED
BLUES*. More seductive than sweet, ending with her
grabbing Walt's tie and pulling it.

CUT TO:

Another YOUNG GIRL in the room --this one has less
enthusiasm than a bread-stick as she trudges through
the NATIONAL ANTHEM.

WALT
(cutting her off)
That's all darling.

She sings over his request to stop.

CUT TO:

EXT. LAUGH O GRAM STUDIOS

Walt stands outside the entrance smoking a cigarette.
He exhales a load of smoke as Ub steps out.

UB
We'll never find her.

WALT
Sure we will. If not today then
tomorrow, but we will find her.
(beat)
Ya' know I saw a darling little
gem on an advertisement the
other night.
(beat)
Warneker's Bread. She just had
IT.

UB
That IT doesn't live here.

WALT
No --I'm afraid she was a real
Hollywood type. Destined to be
a star.

UB
How can we attract someone like
that?

VIRGINIA DAVIS (O.S.)
Excuse me mister.

Walt looks down --VIRGINIA DAVIS tugs at his jacket.
She's cute as a button.

WALT
How can I help you sweetie?

VIRGINIA DAVIS
I'm looking for Mr. Walt Disney
and Mr. Ub --I'm sorry, did I
say that right?

UB
UB Iwerks, yes that's right.

WALT
And who might you be?

VIRGINIA DAVIS
Why, I'm Virginia Davis and I'd
just love to audition for your
Alice film.

She extends her right hand.

CUT TO:

INT. LAUGH O GRAM STUDIOS, CONFERENCE ROOM

Virginia dances around the room. Her tiny voice spits
out LOVE SONG LYRICS that we believe. Walt smiles,
hanging on every word. She steps around the two never
missing a lyric --exploring every inch of the room as
she struts and sings.

As she wraps up her audition...

WALT
(clapping)
Wonderful, just wonderful!

VIRGINIA DAVIS
(giggles)
Thank you Mr. Disney, boy was
this sure a treat.

UB
I think we've found our Alice.

Virginia screams out in glee --clapping and jumping
like a millennial who won the lotto.

CUT TO:

INT. NASTY MOTEL - NIGHT

Walt lies on his bed sketching in a notebook --an old radio plays SHOW TUNES. The sketch --AN EARLY PLUTO. Walt turns the page, cracks his fingers and begins writing a letter.

WALT (V.O.)

Roy, I hope this finds you well. Kansas City may just work out after all. I think we've finally found something great -- an idea like nothing done before.

(beat)

The only problem is our financial situation. The bills are piling Roy, and I'd be a liar if I said I wasn't a bit scared. Maybe fear is the push I need --I don't know if money can fix that, but damn it Roy, it sure would help. Thank you for the room --it's nice to have a bed.

He smiles, places the book and pencil onto a small night stand. He stares up at the ceiling listening to the music.

His eyes drift over to a photograph of his PARENTS pinned to the wall --he RISES off the bed. No rest...

CUT TO:

INT. LAUGH O GRAM STUDIOS, CONFERENCE ROOM - NIGHT

MOONLIGHT peaks in through the blinds --curled up in a ball sleeping under a desk is Walt. He coughs himself awake.

The door opens --and shuts quietly. Ub's feet tiptoe through the room --he sits at the desk. As he pulls the pencil from behind his ear...

WALT
(yawns)
It's late.

UB
You sound like me.

Walt stands --he scratches his head walking to Ub.

UB (CONT'D)
Your room is going to waste.

WALT
It's a room, but this is my
HOME --even when I'm gone, it's
all I see. I crave it.

UB
You THRIVE on it --I get it.
But there is more to life than
this Walt.

(beat)
There's a world of
possibilities waiting for you --
opportunities that you'll never
take, and for what? Dreams?

(beat)
What good are those if you
can't live them?

WALT
All I need is this, Ub.
Opportunities come and go, just
like that money everyone is so
crazy about.

UB
What drives you Disney? If not
money --what?

WALT
Well, I suppose it's just the
idea, Ub. The idea that my
children, your children --heck,
children everywhere will be
able to live a different life.

(smile)

(MORE)

WALT (CONT'D)
Something I never got the
chance to see. To feel.

Ub leans back in the seat --his pencil taps against the desk. Beneath the led is a sketch. Walt points to it.

WALT (CONT'D)
We can make them live, Ub.
That's what drives me.

CUT TO:

LATER THAT NIGHT

Walt sketches under lamp light --his hands are a blur as he pushes his limits. Ub sits at his desk working equally hard.

Alice's CAT sidekick begins to take shape on Ub's page. Walt takes a break --he opens a folder underneath sheets of paper.

He flips through various bills on his desk --all are urgently due. He shuts the folder --back to work.

The lead on Walt's pencil snaps off --he kicks out a leg, knocking over a small trash bin.

WALT
Damn.

As he reaches under the desk he notices an unopened LETTER with R.D. printed on top. Walt's hand snatches up the letter and rips it open.

His frown turns to a grin --we see a blank check from his brother ROY DISNEY.

WALT (CONT'D)
(reading note)
Hope this helps. Fill it up to
thirty dollars --good luck.

Walt kisses the check.

CUT TO:

INT. KANSAS CITY ZOO - DAY

CLOSE on a MONKEY as it hops from branch to branch.

WALT (O.S.)
Fascinating.

Walt, Ub, and two Artists stand outside the cage. Ub sketches away on a pad --as do the artists. Each one is drawing the monkey in various poses.

WALT (CONT'D)
We must study the creatures we
want to spoof --it has to look
as real as it does silly.
(beat)
This is very important.

Walt leans in close to the cage --the monkey screams.
Walt laughs.

WALT (CONT'D)
If our characters are lifelike,
they're believable.

He turns back to the guys.

WALT (CONT'D)
And if they're believable,
they'll sell.

CUT TO:

A LION roars behind a thin fence --Walt and the guys all stand in awe. Ub begins sketching, the others can't look away.

WALT (CONT'D)
The king of the jungle.

The Lion ROARS again --it's terrifying.

WALT (CONT'D)
Majestic. And powerful.

Walt leans over Ub's shoulder.

WALT (CONT'D)
You'll do the lions Ub, I trust
you with them.

Ub smiles --Walt dances over to the other Artists.
They've drawn attempts at the Lion, but nothing worth
using.

WALT (CONT'D)
Keep at it boys.

And back over to Ub who has already completed a
wonderful caricature.

WALT (CONT'D)
(smiles)
This is what we need! It's what
cartoons are missing.

UB
Animals?

WALT
REAL animals.

Walt grabs Ub's sketch and holds it up.

CUT TO:

INT. LAUGH O GRAM STUDIOS - DAY

Walt stands behind a FILM CAMERA and an OPERATOR as
they shoot test footage. He cracks his fingers.

WALT
Alice will be in frame --and
around her will be various
creations.

Ub --sitting in the back of the room drawing.

WALT (CONT'D)
Yes. So we will need the camera
to be very still --and I will
be here giving the actress
directions.

(MORE)

WALT (CONT'D)

She's young --so it may be a few takes to get it right, but she's good. Very good.

He pats the Operator's back and walks over to Ub.

WALT (CONT'D)

Isn't this exciting?

He claps --laughing. Ub places the pencil back onto his ear.

WALT (CONT'D)

I don't get the sense you share my excitement.

UB

I do Walt --but all these test shots and takes and nonsense. We can't afford all of this film. We have to shoot what we can --or we will never finish this thing.

WALT

If we run out of film, we'll just get more Ub.

The film reel finally stops --perfect timing.

UB

What does Roy think?

WALT

I don't have to tell my brother everything.

(beat)

He's not a creative person like you or I.

UB

Exactly. You need that now more than ever. He's the perfect man for the job and I bet he's chomping at the bit for a say.

(beat)

(MORE)

UB (CONT'D)
He's a money man Walt --he'll
keep our heads above water.

Walt crocks his head --there's gotta' be something
else.

WALT
This isn't about Roy --is there
something you need to tell me
Ub?

Ub thinks about it for a moment --there is, but not
now.

UB
No --I'm just nervous. That's
all.

WALT
(smile)
If you weren't nervous --you'd
be stupid.

CUT TO:

INT. LAUGH O GRAM STUDIOS, SHOOTING DAY - MORNING

Virginia dances around in front of a blank white
screen. An OLD CAMERA rolls as she jogs in place.
Walt watches, as serious as ever.

WALT
That's it! You're being chased!
OH NO! The lions have ESCAPED!

She looks left and right --then straight into camera,
shrieking.

WALT (CONT'D)
DUCK!

She does.

WALT (CONT'D)
No --there's a friendly duck!
Maybe he can help!

She giggles.

WALT (CONT'D)
Wait --what's this?

Virginia looks up --searching.

WALT (CONT'D)
It's your friend the ELEPHANT!
You can surely ride him.

In the back of the room, UB watches, smiling at the glee.

WALT (CONT'D)
And --cut!

She stops, smiling ear to ear.

WALT (CONT'D)
What a marvelous job you've
done today darling!

VIRGINIA DAVIS
Thank you Walt.

A female HANDLER rushes to her side and walks her over to a vanity mirror. Ub claps as he steps up to Walt who is looking over the camera --no smile.

UB
She's great Walt.

WALT
Isn't she?

UB
Do we have any offers yet?

WALT
Of course not, Ub. That's not
how this works. We have to
finish the damn thing first.

UB
That's how the boys at
Universal make their
animations.

WALT
This ain't Universal.

UB
No kidding.

WALT
But soon --soon we're going to
be making so many animations
even you will run out of ideas.
(beat)
I spoke with Roy and if we can
make his money last --there
will be more.

Ub looks away --he's got something on his mind. He
looks EVERYWHERE but into Walt's eyes.

WALT (CONT'D)
What's wrong? I've been sitting
up at night trying to find a
reason for you to be this upset
and --well, for the life of me
I just can't.

UB
(sigh)
I can't pay my rent Walt.

WALT
(looks around)
In the office.

UB
It doesn't have to be a big
thing, I just --we need to
talk.

WALT
Then let's talk.

CUT TO:

INT. LAUGH O GRAM STUDIOS, OFFICE

Ub EXHALES --CLOSE on Walt's finger tips tapping on
the DESK.

UB

We can't go on like this Walt.
The money has to come first.

Walt laughs --shakes his head.

WALT

This isn't about money, you
knew that going in.

UB

Yes --but I can't even pay my
rent.

WALT

Well, how much do you need?

UB

Seven dollars.

Walt takes a deep breath, he stands and pulls a wad
of cash from his pocket --six dollars.

WALT

Here's six.

UB

No Walt, that's yours.

WALT

Take it, I can sleep here --I
don't need it.

UB

I don't want YOUR money. I want
business to be done right --I
want us to MAKE money.

WALT

Well that's the best I can do.

UB

What about Roy?

WALT

Roy? Roy isn't running the show
here Ub. WE are.

(MORE)

WALT (CONT'D)

You're stuck on this thought
that Roy will ride in like a
white knight and save the day.

UB

WE need his guidance.

WALT

We NEED to finish the Alice
film.

They stare across the room at each other --Ub grabs
his PENCIL from behind his EAR and twirls it in his
fingers; a nervous TICK.

UB

Then I guess this is goodbye.

Walt places the wad of cash on the desk.

WALT

Goodbye? Do you not see what
we're doing here?

UB

I do. But I have to LIVE Walt.
I'm not you --I can't sleep
here every night running on
empty.

WALT

The money WILL come Ub. I know
it will.

UB

I don't doubt you --it's not
personal.

WALT

Just take the money --I'll ask
one of the boys for another
buck and you'll be fine.

Ub looks down at the cash, but he just CAN'T take it.

UB

You're right --you have
something here.

(MORE)

UB (CONT'D)
Something magical, but I have
to make sure that I--

WALT
(interrupting)
You want to leave, then you can
leave.

Ub backs away --it's a new sight for him.

WALT (CONT'D)
Go on. But don't come back here
when these Alice toons hit --I
thought we were going to do
this together.
(smile)
Like brothers --fighting for
smiles.

Ub looks around the room --his eyes glance over
various photographs and pictures --nostalgia.

WALT (CONT'D)
Ub.

UB
Yeah Walt?

WALT
The fire is all around us. It's
surrounding the very foundation
of our lives here --I need
another axe.

UB
I can't go into this one.

Walt slumps down into his desk chair, his head held
in his hands. Ub exits the office --Walt watches the
door slam.

CUT TO:

INT. LAUGH O GRAM STUDIOS, SHOOTING DAY - CONT'D

Walt enters the set --now NEARLY empty. A couple of GRIPS remove lights --but for Walt, this is isolation.

He walks past a desk --resting atop is a BIG BAD WOLF sketch with Ub's signature at the bottom.

CUT TO:

EXT. DISNEY FARM, 1912 - DAY - DREAM SEQUENCE

A HOT SUN beats down on the acreage. YOUNG WALT and YOUNG ROY each ride their bikes down a beaten dirt road.

ELIAS leans against the barn, a battle scorn old man, tired of the greed this world has shown him --a chunk of spit FLIES from his cracked LIPS.

ELIAS
Good day boys.

Young Walt and Young Roy dump their bikes. Elias extends his hand to Young Walt, who shakes it firmly.

ELIAS (CONT'D)
That's it. Nice an' firm like I showed ya'. A man with a weak handshake ain't a man at all.

Young Walt smiles. Young Roy looks into Elias's eyes.

ELIAS (CONT'D)
Roy knows what I mean, right boy?

He sticks out his hand --Young Walt begins stepping away.

YOUNG ROY
Not today Pa.

He turns back to his brother --expecting the worst.

ELIAS
Excuse me boy?

Elias pulls his hand back --puffs out his chest.

YOUNG ROY
I ain't shaking no thief's
hand.

ELIAS
You better watch your tongue.

YOUNG ROY
Or what?

ELIAS
Or I'm gonna' have to show you
how a man handles things --and
not with a handshake.

YOUNG ROY
Walter and I work all day
everyday. We wake up, run our
routes, go to school and come
back here to you. And for what?

ELIAS
For a damn room and a hot meal,
that's what.

YOUNG ROY
Being your sons ain't enough?

Silence --Elias spits again.

ELIAS
(smiles)
Walter.

Young Walt hurries over, his head held low.

YOUNG WALT
Yes Pa?

ELIAS
Give me your earnings.

He holds out his hand --Young Walt dumps a few coins into it.

ELIAS (CONT'D)

You see that Roy? That's how a man does business --Walter here understands don't ya?

YOUNG WALT

Yes, Pa.

YOUNG ROY

He's just afraid.

ELIAS

And I guess you ain't?

YOUNG ROY

Not anymore.

Young Roy slaps the change out of Elias's hand -- SMACK, Elias slaps his face. Roy falls to the ground --hurrying up to his feet with his PALM planted on his cheek. Young Walt backs away --tears sliding down his face.

ELIAS

You made me do that boy. Now give me your earnings and get your supper.

YOUNG ROY

I'm not eatin' here.

ELIAS

Do I need to teach you another lesson?

YOUNG ROY

I'm not livin' here neither.
I'm gonn' join the Navy, and I ain't never coming back.

He begins pushing past Elias who stops him with a FIRM hand to the chest.

ELIAS

You gonna' go ride around on a
boat? Leave your ma here
worrying about her son?

(beat)

Leave your brother --your
sister?

Young Walt and Young Roy lock eyes.

YOUNG ROY

If they don't understand.

(beat)

Then they're as blind as you.

He shoves Elias's hand off his chest and rushes
inside. Young Walt watches as Elias walks out into
the field. The sweat BEADS on his forehead. He drops
down to his knees and cries.

CUT TO:

INT. GREEK CAFE - NIGHT

A FIST slams against a cafe table. Walt wakes from a
deep sleep in his folded arms. A cup of coffee rests
inches from his fingers. The CAFE OWNER stands over
him.

CAFE OWNER

Listen Walt --I can't do it
anymore.

WALT

Huh?

CAFE OWNER

The meals. The credit. It's
done.

WALT

Come on, you know I'm good for
it.

CAFE OWNER

I don't know that --you haven't paid in weeks. I'm a business man, not a damn charity.

WALT

I'm halfway done with my newest film, it's going to be huge -- I'll pay you double what I owe.

CAFE OWNER

Promises promises.

WALT

You have my word, pal.

CAFE OWNER

Your word?

(beat)

I can't feed my family on that Walt.

He reaches across the table and grabs the mug from Walt's grasp. Walt pulls the cash out of his pocket and tosses it onto the table.

WALT

Just one cup of coffee?

CAFE OWNER

No Walt, I can't even do that.

The Cafe Owner passes the money back to Walt who picks it up.

WALT

I am asking this one favor.

CAFE OWNER

That's not my problem, Disney.

WALT

(desperate now)

Six dollars here --six dollars is more than enough to pay for a hot meal!

He slams the money down onto the table.

CAFE OWNER

Please. Just leave. This isn't
a negotiation.

Walt sighs --stands, looking back into the kitchen at the CHEF who shrugs --nothing he can do. Walt looks into the Owner's eye once more, searching for a different answer.

CUT TO:

EXT. GREEK CAFE

The door LOCKS behind Walt as he stumbles outside -- his stomach growls. A CAB kicks water up onto his clothes --he's drenched.

OSWALD (O.S.)

Gee golly --sure does sound
like that tummy is a'rumblin!

Walt searches the dark street --no sign of any fuzzy friends.

WALT

Hello?

A CAN OF BEANS is tossed out of an alleyway. Walt walks over and picks it up.

OSWALD (O.S.)

Almost forgot!

A SPOON flies out and hits Walt in the side of his head. His eyes dart down the ALLEY --nothing but shadows.

WALT

Who's there?

Walt slowly steps into the darkness --a CAT screams out crossing his path, startling him. He sits down on an apple box --juggles the can in his hand.

We hear FOOTSTEPS approaching from the opposite end -- Walt looks up and we see the silhouette of Oswald.

He's wearing clothes with HOLES in them and a dirty old fedora --still packing the BUNDLE.

OSWALD

Tough world we live in, pal. I
had the spare can, figured I'd
help out a fellow nomad.

The BLACK AND WHITE toon pulls a chair out of his pants pocket and plops down next to Walt.

WALT

Good to know I have ONE friend
out here who understands.

OSWALD

Anytime!
(beat)
Cold one tonight.

His body VIBRATES uncontrollably. Walt takes off his jacket and drapes it over his shoulders.

OSWALD (CONT'D)

Thanks!

WALT

Don't mention it.

OSWALD

(sigh)
How long you been out here?

WALT

Out here?

OSWALD

Yeah, you know --the streets,
the hard times, the struggle!

WALT

Oh, I'm not entirely homeless.
I --I've just run into some
problems lately, that's all.

OSWALD

Oh.

(beat)

So it's just me then.

WALT

What's a fun lad like yourself
doing homeless?

OSWALD

Can't seem to figure this whole
thing out. Everything's slip
here --smash that, break this.

(beat)

Starting to think this shooting
star business is bologna.

They both look up into the night sky --no shooting
stars tonight. Oswald looks back down at the dirty
pavement --his reflection stares back in a puddle.

WALT

Have you ever seen one?

OSWALD

Yeah --of course.

(sigh)

Made a wish. The whole nine.
Nothing. Broke as a joke.

WALT

You wished for money?

OSWALD

Isn't that what everyone wishes
for?

WALT

(smiles)

Give it another shot --next
time you see a shooting star,
wish --with all your heart,
wish. But not for money --for
your dreams. Whatever they may
be.

OSWALD

Cause that will happen anytime--

A CARTOON STAR shoots across the sky, they both see it.

OSWALD (CONT'D)

--soon.

Oswald shuts his eyes super tight --reopens them with a smile. He leaps out of his chair, which turns to dust --and out of Walt's jacket. Walt quickly snatches his jacket out of thin air.

OSWALD (CONT'D)

DREAMS! I GET IT!

WALT

That's the idea!

OSWALD

Wait a second --did you make a wish too?

WALT

Of course.

Oswald winks at Walt.

OSWALD

Thanks pal.

SLOWLY, Oswald begins fading away into nothing--

Walt steps out into the WET street. He looks around -- no HOPE. A SMALL POSTCARD falls from the sky like a SNOWFLAKE, landing on Walt's shoe. HOORAY FOR HOLLYWOOD printed across it.

DISSOLVE TO:

INT. KANSAS CITY STATION - MORNING

A CROWD rushes to catch trains --FATHERS buy tickets for their family vacations.

Through this hustle and bustle we see our friend Walt carrying an imitation leather SUITCASE --his clothes haven't changed from the last time we saw him: checkered jacket and beige pants.

He steps up to a ticket counter.

ROY (V.O.)

Walter --I telegraphed Uncle Bobby. You can stay with him, until you've got a better grasp on things --I'll help you with the rent. I think you'll like it here, a little sunshine and opportunity never hurt anyone.

Walt slams down some change and exchanges it for a first class ticket.

CUT TO:

EXT. HOLLYWOODLAND SIGN, ESTABLISHING - MORNING

SUPER; LOS ANGELES 1924

HOLLYWOODLAND stands proud over the hills.

ROY (V.O.)

Also, I've met the most wonderful lady here at the VA. I think you'll love her, she's more than swell --has some fine friends for you to meet.

CUT TO:

INT. TRAIN CAR - DAY

"As Time Goes By" serenades us as Walt sits in a CROWDED CAR, smiling.

WALT (V.O.)

I just can't figure it out Roy. I can't land a gig anywhere in town.

A WOMAN sitting in a NEIGHBORING SEAT falls asleep on Walt's shoulder --he adjusts to suit her. His eyes dart out the window, watching the change of SCENERY.

WALT (V.O.)
I think I missed the boat --all
the New York boys have a seat
at the table.

CUT TO:

INT. VETERANS HOSPITAL, WEST LA - DAY

Walt stands over his brother ROY laying in a hospital bed hooked up to a few monitoring machines. His hair is perfectly parted, his clothes --without a single wrinkle. Business as usual --even in a hospital.

Down the row of patients are various casts and WAR HEROES.

WALT
I just want the shot --I know I
can do it.

ROY
Directing out here is for the
big boys Walt. Nobody wants the
young kid from Kansas City --
not with the guys who are
already out here.
(beat)
Maybe you should go back to
animation?

WALT
I'm too late --should've
started six years ago.

ROY
What about the Alice film?

WALT
Only finished half of it --
after Ub left, I just couldn't
do the rest.

ROY
Do you have the reel?

WALT
Yeah --but I don't know Roy,
it's not that easy.

EDNA, a HEAD NURSE, checks a neighboring patient's
chart --she winks at Roy, who smiles back.

ROY
Don't give up on that.

WALT
You think somebody wants a half
finished animation?

ROY
I think somebody needs to see
it before we doubt it. If
you're going to work hard on
something and not finish it --
how do you expect anyone to
take a risk on YOU?

(beat)
Life is not just a game Walt.
It's a line we all must walk
and some of us get the
opportunity to lead the way.

(beat)
The rest of us --simply fall in
line.

WALT
I can't.

He turns his back to Roy.

WALT (CONT'D)
I can't sit back and follow the
leader.

ROY
Then don't.

Walt turns back to Roy.

ROY (CONT'D)

(smiles)

When we were little --mom used to tell me that I was the smart one. The one who would pay the bills by working day to day. And I have --I mean, I left. I'm sorry that I left --I had to go out and start.

(beat)

But you --she never quite understood you. She would just say that you're nothing like me.

(beat)

And then she would smile, lean in really close to my ear and whisper --

(whispering)

-- Walter won't have to work day to day for long Roy. He's gonna' be somebody --people will work for HIM.

Walt smiles.

ROY (CONT'D)

The best thing you can do, is to keep dreaming.

(beat)

I believe in YOU, Walt.

(beat)

You have to believe in yourself.

DISSOLVE TO:

INT. ROBERT DISNEY'S HOME, GARAGE - NIGHT

Walt stands over a makeshift art studio --crude and completely unreliable. Stick figures and sketches begin APPEARING around him.

He stands back and watches the art literally take form --a glimpse inside his chaotic mind.

TWO STICK FIGURES fight over a balloon that flies off the page and into the garage.

One of the figures climbs off the paper and chases after it, running through the garage. Walt laughs as it tips over a can of paint --coloring it PINK.

The garage door BURSTS OPEN and ROBERT DISNEY steps out --Walt is covered in paint. Robert's half open eyes, narrowly confirm that it's Walt.

ROBERT

What the Hell is going on in here?

WALT

Art Bobby.

ROBERT

(shakes his head)

You're a mess Walter --get your act together or get out.

WALT

This is my act --and it IS all coming together.

Robert sighs --exits the garage and slams the door behind him. The paint turns back into toon --a glob of it hits Walt in the face.

CUT TO:

INT. ALEXANDER PANTAGES OFFICE, LOBBY - MORNING

Walt SLAMS his palms onto the desk of Mr. Pantages's ASSISTANT, a snobby young boy with a glare that would give the devil chills --a firewall of sorts. On the desk are folders full of Walt's drawings.

ASSISTANT

Mr. Disney, is this some sort of joke?

WALT

Of course not --I'm willing to provide Mr. Pantages with as many gag animations as he needs at a great price --one for every theater if he'd like.

ASSISTANT

Mr. Pantages is too busy for this nonsense --what studio are you with?

WALT

I told you --I left Kansas City and now I'm working out of a new studio. It's a small place --but I can get the job done.

(beat)

Something to peak the audiences interest before a film --or vaudeville performance. Cute stuff, stick figures fighting over balloons.

(beat)

The kids will love it. I promise you that much.

ASSISTANT

He wouldn't be interested Mr. Disney.

ALEXANDER PANTAGES (O.S.)

I wouldn't?

The voice hits Walt like a ton of bricks --the Assistant slumps down into his seat.

ASSISTANT

Mr. Pantages --this is Mr. Disney.

Walt turns --ALEXANDER PANTAGES stands before him; freshly pressed suit and white teeth that glisten as he extends his hand.

ALEXANDER PANTAGES

My pleasure.

Walt shakes his hand.

WALT
Please, call me Walt.

ALEXANDER PANTAGES
Fine, Walt --what are you
arguing with my assistant
about?

ASSISTANT
This is the gentleman who has
telegraphed our office --
multiple times.

Alexander nods --oh, THAT Disney.

ALEXANDER PANTAGES
Well, Mr. Disney, what can I do
for you? You'll have to forgive
me, I don't believe I know your
work.

WALT
I'm new in town and I've seen
the competition --it's grand.
(beat)
But it's lacking one KEY thing
--a vision. They don't see past
the present.
(beat)
I'm ten steps ahead of them Mr.
Pantages.

Alexander looks at his Assistant --then back to Walt.

ALEXANDER PANTAGES
You think you can compete with
the big boys?

WALT
I do.

ALEXANDER PANTAGES
Based on what? A few good
ideas?

WALT

Based on the big picture. Well,
the big picture I'm painting, I
just know you'll want to be
part of it.

ALEXANDER PANTAGES

Why's that?

WALT

Because you're an intelligent
man. You're a man of business,
of reason.

ALEXANDER PANTAGES

And what does that make you?

WALT

The guy who brings that
business to life.

Walt's eyes lock with Alexander's --he pulls him into
his stare.

WALT (CONT'D)

When you believe in a thing,
believe in it all the way,
implicitly and unquestionably.

Alexander checks his watch --he looks down at one of
Walt's drawings --SMILE.

ALEXANDER PANTAGES

I like YOU Walt. You're
persistent --you're a salesman,
and I like that.

Walt smiles.

ALEXANDER PANTAGES (CONT'D)

If your work's as passionate as
you are --then you're right,
I'd be stupid NOT to make you a
deal.

He sticks out his right hand.

WALT
(excited)
You WON'T be disappointed sir.

Walt rushes past him and out the door --his BRIEFCASE forgotten on the counter. He BURSTS back inside and grabs his briefcase --shakes Alexander's hand and then hits the pavement.

CUT TO:

INT. ROBERT DISNEY'S HOME, GARAGE - DAY

Walt's fingers strike an old typewriter like a military assault. Next to him is a small advertisement for WINKLER PICTURES, THE FUTURE OF ANIMATION.

WALT (V.O.)
Margaret Winkler, this is to inform you that I am no longer connected with Laugh-O-Gram Studios and am establishing a studio in Los Angeles where I plan to change the scope of animation. I plan to bring along a few old friends and animators and am seeking a production facility to continue working on my Alice Comedies.

FOOTSTEPS in the other room, the door opens --Robert peeks into the garage, spying. Walt stops and looks back at the door --Robert shuts it quickly, curiosity strikes.

Back to the typewriter...

WALT (V.O.)
I would like to send you what we have --it should be noted that I'm also working on animations for Mr. Alexander Pantages, so it's only a matter of time before you hear the Disney name.

He leans back in his seat --accomplished. He lifts the advertisement up, we SEE the name in BOLD.

WALT
(under his breath)
How strong is YOUR faith,
Winkler?

CUT TO:

INT. ROBERT DISNEY'S HOME, DINING ROOM - NIGHT

Robert sits across from Walt --they eat a hearty meal.

ROBERT
Cartoons. Seem like more of a
passing trend to me.

WALT
Laughter isn't going anywhere.

ROBERT
Just never fancied myself an
animation man.
(beat)
Always found it kind of queer
to be honest.

WALT
You just don't understand it,
Bobby. If you gave it a chance,
if you SAW the smiles --I think
you'd get it.

ROBERT
Roy says you have what it
takes.
(beat)
He's your biggest fan --paying
your rent and all.

WALT
That's only temporary. He knows
that.

ROBERT

He THINKS that --nobody knows
when this "profitable" work of
yours will make ends meet.

Walt drops his FORK onto the plate.

WALT

I don't need to explain why I
do what I do --that will all be
obvious one day.

ROBERT

Walter --your father had a fine
farm for you to work on. You
didn't even have to leave home.

WALT

But I did --I chose a different
path.

ROBERT

And here you are --in my garage
struggling when you don't have
to.

WALT

I should be back on the farm
working day to day? For what?

(beat)

For job security? Peace of
mind?

(beat)

I don't want that --I don't
want to be like everyone else.

ROBERT

It's alright to settle.

WALT

Not for me.

(beat)

You may be fine with the
mundane, but I want more.

ROBERT

You want more? And you'll get
it, with drawings --gags?

WALT

(interrupting)

Smiles.

(beat)

I'll get it with smiles.

Robert shakes his head --he may never understand.

CUT TO:

EXT. DISNEY FARM, 1906 - MORNING - DREAM SEQUENCE

A BRIGHT SUN rises over the farmland. The wind runs
through high grass as a WHITE HAND tickles the
blades. A rustic BARN rests on the horizon.

CUT TO:

INT. BARN

YOUNG WALT cautiously steps inside. The usual
suspects present here: hay stacks, tools, and even a
large cow. HAY kicks up as SOMETHING burrows through
it. The cow cries out in fear, trying to break free.
It snaps the ties that bind and rushes past Walt --
knocking him to the ground and BUSTING through the
barn entrance.

Tools are tossed around in the shadows, a violent
ruckus of noise. A SHOVEL flies into the air and
slices the ground just a foot before him. Young
Walt's eyes widen at the sight, he gulps. Standing,
he brushes the dirt and hay off his tattered clothes.

A familiar squeaky VOICE giggles on the far end of
the barn. Young Walt smiles, pushing past the hay in
the mysterious visitor's footsteps.

Awaiting him is a small bucket of black TAR sitting
next to a PAINT BRUSH. No sign of our visitor.

CUT TO:

INT. ROBERT DISNEY'S HOME, GARAGE - DUSK

Walt wakes in a wooden chair --the garage door opens, Robert enters tossing a LETTER at Walt.

ROBERT
Winkler Productions.

Walt shreds open the letter --his eyes light up.

CUT TO:

INT. VETERANS HOSPITAL, WEST LA - LATER

Roy snores asleep in the ward --various beds line the room. A NURSE checks over each chart before exiting.

Walt tip-toes inside --slowly passing by the various patients. Edna stands over Roy's bed stroking his hair --she leans in and kisses his forehead.

WALT
I need a moment with my
brother.

EDNA
Roy's sleeping, he needs his
rest.

He pats Roy on the shoulder --waking him.

EDNA (CONT'D)
Hey! Leave him alone! What's
the matter with you!

WALT
(smiles)
We did it Roy!

ROY
Walt?

WALT
Winkler --I just got a
telegraph back. We have a deal!

ROY

Wait --what kind of deal?

WALT

The kind of deal where I need some help --your help. You know money and business better than any man I've ever met.

ROY

Can you get the films out on time?

WALT

Not in that damn garage. We need offices --we need a soundstage. Somewhere we can really get work done.

(beat)

Good work.

ROY

How much do you need for the reels?

WALT

Seven hundred-fifty dollars -- but, Winkler's offering fifteen hundred for each negative.

ROY

Guaranteed profit.

Roy looks around tossing the idea in his mind. Walt taps his fingers on Roy's bed awaiting his approval.

ROY (CONT'D)

Alright --we'll do it.

EDNA

That's a bit of a risk, Roy.

ROY

If anyone can pull it off it's Walt.

(MORE)

ROY (CONT'D)
He's never let me down, and I
don't believe he ever will.

Walt leaps around in a joyous romper --Roy tries to shush him but can't help smiling. The other PATIENTS grow restless, awakening as Walt dances around the room.

ROY (CONT'D)
Get out of here you clown!

The door opens, lights shoot on --Nurse steps in as Walt escapes through a window.

CUT TO:

INT. ROBERT DISNEY'S HOME, KITCHEN - DAY

CLOSE on a PEN scribbling an amount onto a BLANK CHECK. We pull back --it's in Robert's hand. Roy and Walt stand across from him. A single light bulb illuminates the check.

ROY
Well?

ROBERT
This kid OWES me money --and
you want me to invest?

ROY
With our numbers you'll get
double what he owes you in no
time.

ROBERT
What's no time?

WALT
Just a few months.

ROBERT
And if in a few months I don't,
then what?

ROY
I'll pay you double what he
owes.

ROBERT
You really believe in this?

ROY
With everything I have.

Robert looks into Walt's eyes.

ROBERT
Alright then --show me why I
should give you my money.

CUT TO:

INT. MOVIE THEATER - DAY

Walt carefully guides Robert into a CROWDED theater --
it's dark, the show is about to start.

ROBERT
(whispers)
What is this nonsense?

WALT
(whispers)
In your garage --remember?

On the screen we see an animated short beginning --
ALEXANDER PANTAGES PRESENTS A WALT DISNEY ANIMATION.
Walt's creation from his uncle's garage begins
playing --the STICK FIGURES fighting over a balloon.

Robert looks around the audience --people are
LAUGHING. They love it. Even Robert laughs.

WALT (CONT'D)
Smiles Bobby.
(beat)
Always got me by --I think the
world deserves it too.

ROBERT
But --how? How did you do this?

WALT
If you can dream it, you can do
it.

ROBERT
They're --they're so real.

WALT
(whispers)
We can make them live.

Robert gets it --as the animation ends, applause
erupts in the theater.

ROBERT
(whispers)
Alright kid --you got it.

He pats Walt on the back --we've never seen a SMILE
so big.

CUT TO:

EXT. DISNEY BROTHER'S STUDIO - MORNING

CAMERAS FLASH photographs of the DISNEY crew in front
of the new studio. Roy's arm wrapped around Edna --he
kisses her cheek and then laughs to the crowd. Walt
stands next to a couple of ANIMATORS.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, SOUNDSTAGE - DAY

A FILM CREW assembles inside a much larger soundstage
than we've seen. The film is loaded into the camera --
a couple of LIGHTS burst on.

Walt enters --an ASSISTANT rushes to his side with a
cup of coffee. Walt takes it with a smile. Roy walks
out of the shadows, throwing his arm around his
brother.

ROY
Finally. Some room to work.

WALT
(smile)
No kidding. I told you to trust
me.

ROY
(laughs)
And I told YOU to have some
faith.

WALT
You always were smarter.

The Assistant returns.

ASSISTANT
Mr. Disney.

What? ROY What? WALT

ASSISTANT (CONT'D)
There's a --small problem.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, GREEN ROOM

We hear SOBBING inside a nicely decorated green room.
The door opens, and Walt enters. Sitting on the couch
is Virginia, her face full of tears.

WALT
My dear, what's the matter?

VIRGINIA DAVIS
Oh Mr. Disney I just can't do
it.

WALT
Can't do it?

VIRGINIA DAVIS
I'm not good enough.

WALT

(smile)

Come on now darling, we both
know that's not true.

(beat)

What's the real issue?

VIRGINIA DAVIS

My momma couldn't be here today
and the truth is I'm just no
good without her.

WALT

You're going to do just fine. I
know it. Your mother will be
proud.

She won't hear a word he has to say --you know how
little girls are.

VIRGINIA DAVIS

I don't know Mr. Disney, I just
can't do it. I can't go on, not
today.

Walt sits down next to her. He grabs a tissue out of
a tissue box and wipes her tears.

WALT

You know darling, I have to
disagree.

(beat)

I believe you're wonderful. I
believe YOU can do anything you
set your mind to.

VIRGINIA DAVIS

(sniffs)

You really mean that?

WALT

I'm a believer darling. With
hard work and a little luck --
well, we can put you on top of
a cartoon elephant!

She looks up at him --so sad yet so cute, and finally a SMILE.

WALT (CONT'D)
You're going to walk out there -
-and you're going to do what
you do best.
(beat)
Make me smile. Make the WORLD
smile.

Before he can utter another syllable she wraps her arms around him.

VIRGINIA DAVIS
Thank you Mr. Disney.

She kisses him on the cheek.

VIRGINIA DAVIS (CONT'D)
I won't let you down!

As she hops off the couch --she looks into the mirror and smiles at her own reflection.

CUT TO:

EXT. POLO COURSE - DAY

Walt RIDES by us --Roy stationed down the field. He rides past the opposing team --he's not bad. Passing the ball back and forth to his TEAMMATES --Roy speeds over, stealing it from a botched pass. Walt laughs --he chases his brother as Roy rides towards the goal.

Roy scores --cheering loudly as he rides back to his position. Edna CHEERS on the sideline.

CUT TO:

INT. COUNTRY CLUB, LOUNGE - DAY

Walt sits across from Roy --laughing and having cocktails. Walt DOODLES a small CLARABELLE COW sketch on a cocktail napkin.

WALT
Good match today.

ROY
Yes, good match indeed.

WALT
You're getting much better.

ROY
What are you talking about? I
was always better than you.

WALT
(laughs)
Whatever you need to tell
yourself. Even if it isn't
true.

ROY
(laughs)
"Isn't true" --you're funny.

A WAITRESS struts by --Walt doesn't even notice her,
he's too busy doodling. Roy's eyes never leave her
hips --he sees that Walt isn't watching. He's too
busy doodling.

ROY (CONT'D)
(smile)
When are you going to find a
girl Walt?

WALT
(surprised)
What?

He drops the pencil and looks up at Roy.

ROY
A girl. A better half.

WALT
(laughs)
I'm not --not yet at least.

ROY
Why not?

WALT
I'm not ready for one.

ROY
(scoffs)
Reason I asked --is Edna and I
are getting married.

WALT
(smiles)
You asked her?

ROY
I did.

Walt smacks the table --so much joy.

WALT
Well damn it! Congratulations
Roy. That's just swell.

ROY
I hope you approve. Because
you're my best man. It sure as
Hell would be nice if you had a
date to the ceremony.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - DAY

ARTISTS hard at work on PROMOTIONAL POSTERS for the newest Alice Comedy. Walt stands at the front of the room watching everyone work --he looks over at an empty desk.

A cartoon of Ub climbs up off a blank page on the desk --begins SKETCHING on the paper.

ROY (O.S.)
We need an inker.

Walt snaps out of it --Toon Ub is gone.

ROY (CONT'D)
Edna has a friend --she'll be
at the wedding.

WALT

A friend?

ROY

Yeah --young girl. Actually, I think you'll like her Walt.

(beat)

A nice girl --a wholesome addition.

WALT

You're not going to let this go are you?

ROY

Her name is Lillian.

WALT

Lillian.

ROY

Give her a chance --she could be good for you AND for us.

Walt nods --his mind is elsewhere.

ROY (CONT'D)

You heard from Ub --since, he left?

WALT

No --I'm not sure if I ever will again.

ROY

Never?

WALT

It's my fault really --I should've listened.

ROY

Ub walked away --you didn't push him out the door.

WALT

I didn't fight hard enough to
make him stay either --I
couldn't see it, but he was
right.

ROY

None of that matters now --
you're here. WE'RE here --
you've done alright in my eyes.

Roy puts his arm around Walt's shoulder --Walt looks
up at the clock --we hear the sounds of laughter and
music fading up.

FADE TO:

EXT. GRAND GARDEN - DAY

A decent group of people gathered in pews set up in a
large garden --Roy's wedding day. At the front stands
Roy across from Edna --both to the nines in wedding
wear.

Walt and Lillian looks across the path at each other
as Roy slides the ring over Edna's finger --they've
heard so much about each other.

PRIEST

You may now kiss the bride.

Applause erupts as Roy and Edna kiss --he dips her,
kicking up her leg.

CUT TO:

SOME TIME HAS PASSED --drinks are being shared over
conversations. Roy leads Walt over to Lillian and
Edna --he lifts Edna up into the air attacking her
with kisses.

ROY

Walt --this is Lillian.

Lillian smiles as they shake hands.

WALT
Pleasure to meet you.

LILLIAN
The pleasure is all mine Mr.
Disney.

WALT
Please, call me Walt.

LILLIAN
Okay.
(smile)
Walt. I must tell you that I'm
quite the fan.

WALT
You've seen my work?

LILLIAN
Of course.

ROY
The Disney name is growing Walt
--get used to it.

Edna and Roy walk off --giving the TWO some time
alone.

WALT
Do you like fairs?

LILLIAN
(smiles)
I love fairs --they're just
splendid.

WALT
Good --then I think we can be
friends.

Lillian's smile could light up a room --and it does,
it radiates warmth onto Walt.

LILLIAN
And if I didn't like fairs?

WALT

I would ask you to give me a
chance to change your mind.

He grins.

CUT TO:

Edna stands with her back to a large group of women including Lillian. Roy and Walt stand on the outskirts watching as she tosses back her bouquet.

SLOW --we follow the bouquet through the air, as it lands in Lillian's hand. She bursts out into laughter, her eyes shoot over to Walt --he takes a deep breath. Roy pats his shoulder...

ROY

Am I looking at the new Disney
Brother's inker?

Walt smiles.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - MORNING

CLOSE on Walt smiling down a ROW of desks. EMPLOYEES unpack their bags, Roy at his side.

ROY

Winkler is changing hands.

WALT

How so?

Edna shows Lillian to her new desk --it's polished perfectly, neater than the others. Walt's eyes NEVER leave her.

ROY

Margaret's putting her husband
in charge. Charles Mintz, he's
been the brains all along, it's
only official now.

WALT
Is that good or bad for us?

ROY
I'm finding out all I can --but
from what I've heard this far,
he's a bit of a bulldog.

CLOSE on A VASE of FLOWERS waiting next to a note
signed by Walt: WELCOME TO THE FAMILY! -W.D.

EDNA
Here you are --Walt gives all
the girls flowers on their
first day.

LILLIAN
Charming.

We see FACES peak out from desks --FEMALE EMPLOYEES
eye her up.

EDNA
He's quite the charmer --I
think you'll do just fine here.

Lillian sits down at the desk --she looks around the
room, everyone is so busy.

LILLIAN
Edna.

EDNA
Yes?

LILLIAN
Thank you.

Edna places her PALMS down on the desk and leans in.

EDNA
Don't thank me yet honey.

CUT TO:

SOME TIME HAS PASSED --Lillian's desk is cluttered
with sketches and notes.

Walt paces back and forth past the desks --his top buttons undone, sweat beading on his forehead.

WALT

The images have to POP! You have to think of your favorite toons, and do twice as well on these.

(beat)

We HAVE to stand out --it's what separates us from the others.

He rips an INKED DRAWING off a PEG BOARD.

WALT (CONT'D)

THIS pops.

His eyes rolls over to Lillian's --he takes a few steps towards her, she's nervous. She takes a deep breath as he HOVERS over her desk. He places the image down on her desk, and SLOWLY, he smiles.

WALT (CONT'D)

This is your work, correct?

Lillian giggles --nerves.

LILLIAN

Yes.

WALT

Excellent.

He winks --as he turns his back to her, she slouches into the seat. The weight is lifted --he's impressed.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - NIGHT

Lillian INKS a new DRAWING --ARTISTS are gathering their belongings and leaving. STACY taps her on the shoulder --she's an artist.

STACY

Get your stuff, he'll be ready
any second.

LILLIAN

Oh --yes you're right, I zoned
out a bit.

She begins packing up --Walt enters the room.

WALT

Ready to go girls?

LILLIAN

Just a moment Mr. Disney.

He looks over the drawing --flawless.

WALT

You keep this up --you'll be
running the show.

The two smile.

STACY

I appreciate you driving us
home.

LILLIAN

Yes, it's very kind.

WALT

It's the least I can do.

CUT TO:

INT. WALT'S CAR - NIGHT

Walt weaves through traffic --Lillian sits in the
back seat and Stacy in the front. As they drive past
a quaint NEIGHBORHOOD, Lillian looks back and forth,
confused.

LILLIAN

Mr. Disney.

WALT
It's Walt.

LILLIAN
Walt. You just passed my house.

WALT
Oh, did I?

Stacy smiles at Walt.

WALT (CONT'D)
How absent minded of me.

STACY
John really wants us to go out
Walt.

WALT
That would be lovely.

STACY
You need a date first.

She looks up into the REARVIEW MIRROR, Lillian
blushes. Walt pulls into her DRIVEWAY.

STACY (CONT'D)
Thanks for the ride --I'll see
you both Monday.

WALT
Have a wonderful weekend.

Lillian hops into the front seat --Walt begins
backing out of the driveway. Silence as they drive
away --and then...

LILLIAN
Did you do that on purpose?

WALT
Do what?

LILLIAN
Drop Stacy off first?

WALT
(smile)
You caught me.

LILLIAN
(laughs)
But why?

WALT
You'll see.

She smiles --looks forward awaiting the surprise.

CUT TO:

EXT. CALIFORNIA FAIRGROUNDS - NIGHT

Ferris wheel lights slowly turn with the machine of joy. KIDS and ADULTS rush past various VENDORS and attractions. At a shooting booth --Lillian aims a BB Gun at a red target.

Walt wraps his arms around hers from behind --helping her aim. They laugh, clearly love.

Across the path, Roy tosses a dart at a BLUE BALLOON -
-POP! The CARNIE hands Edna a stuffed animal, she's ecstatic. She kisses Roy.

LATER --away from all the madness, Walt and Lillian walk down a dirt path. Carnies wrap up tents and rides all around them as they step through the gravel.

LILLIAN
So tell me Walt --what's your plan?

WALT
My plan?

LILLIAN
You're not JUST a cartoonist,
that's obvious.

WALT
(smile)
Am I that easy to read?

LILLIAN
(laugh)
Well --what do you want to do?

WALT
Make people laugh.

LILLIAN
Besides that.

They're pretty far from the pack --ferris wheel
lights still shining behind them. It's picturesque.

WALT
It's silly.

LILLIAN
No --what is it? I really want
to know.

WALT
(smiles)
It's not just about making
people laugh --you're right,
it's much more.

He looks into her eyes --she doesn't flinch.

WALT (CONT'D)
I want to show the world that
it's OKAY to smile --to laugh.
To take your family away from
this --reality we all live in.
(beat)
I want them to see what I see.

Lillian steps in closer to Walt --intertwines his
fingers with hers. TOONS gather around them --
sprouting from the GROUND like FLOWERS.

BLUE BIRDS circle them.

LILLIAN
What do you see?

In the distance --TOONS sitting in the ferris wheel cars --some hanging off the cars for *dear life*. At Walt's side is Oswald, tugging at his jacket.

OSWALD
(whisper)
Go on --kiss her!

WALT
I see them --everywhere. Even here with us now --in the carousel, in the trees. They never leave my side.

LILLIAN
Who?

WALT
(smile)
Cartoons.

LILLIAN
Do they speak to you?

Oswald nudges Walt.

OSWALD
(whisper)
Come on Walt!

Oswald's eyes turn into hearts --he can't wait.

WALT
Of course.

She HESITATES --blushes at first, and then the COURAGE builds.

LILLIAN
What do they say?

WALT
Oh, different things -- sometimes it's a joke. Other times it's --it's exactly what I NEED to hear.

LILLIAN

What are they saying now?

Walt looks down at Oswald, whose eyes are now GLAZED over from the cuteness. He looks back at Lillian, her cheeks still red.

WALT

It's easier if I show you.

He leans in --and scores a long kiss. Cartoon FIREWORKS shoot across the sky over the ferris wheel. She pulls back from his lips --deep breath.

WALT (CONT'D)

Lillian?

LILLIAN

Yes, Walt?

WALT

There's something quite
spectacular about you.

She smiles --leans in to his ear and whispers...

LILLIAN

I see them too.

They embrace in ANOTHER KISS --Oswald LEAPS up into the air clapping his hands.

CUT TO:

INT. IDAHO CHURCH - MORNING

Walt stands at the altar with his groomsmen. "The Wedding March" begins playing. Everyone stands in attention --Walt looks to Roy by his side --smiles.

As Lillian begins to walk down the aisle --tears form in Walt's eyes. He fights them back --but he can't fight back a smile when her eyes lock with his.

She's BEAUTIFUL --a flawless woman.

In the back of the audience on the groom's side are various TOONS dressed in tuxedos --Oswald blows his nose in a tissue --tears flowing from his eyes.

Standing across from Walt --her makeup runs down her face as she laughs through tears.

CUT TO:

EXT. IDAHO CHURCH

A CROWD waits --the doors burst open as Walt carries Lillian out of the church. Applause, laughter and plenty of tears.

Walt carries Lillian to a car --and they drive off, cans clanking along the road tied to the bumper as they speed away.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, OFFICE - MORNING

Roy hangs up a telephone as Walt steps in.

ROY
That was Mintz.

WALT
Is he going to give us more money like you asked?

ROY
The Alice films are done.

WALT
Done? That's just silly they aren't done --there's plenty more to show.

ROY
Universal wants something new.

Walt sits down in the seat.

ROY (CONT'D)
Their distribution deal is up
for renewal and they want
something fresh. A cartoon. No
gimmicks, just straight
animation.

WALT
They want a new character.

ROY
Soon --I think you should
present it.

WALT
Present it?

ROY
He only does deals in person --
you've got a way with people.
Pull him in. Make sure we can
trust him.

Walt leans back in his seat --he looks up at the
ceiling, a ton of *mouse ears* make up the texture.

ROY (CONT'D)
You've something in mind?

Walt's eyes search the room as if the answer is
waiting.

ROY (CONT'D)
You don't. I suggest you think
of something Walt.

WALT
Of course --it was always
easier when I wasn't thinking
alone, Roy.

ROY
You mean Ub.

Walt nods.

ROY (CONT'D)
We can't get him back?

WALT
Not with this budget.

ROY
What if we cut some of the
other pay to get him back in
here?

WALT
We can't convince anyone of
that. You and I surely can't
afford to do it.

ROY
(leans in)
Then you better get thinking.

Walt looks out a window --Oswald's ears poke up into
view.

Walt smiles. Oswald climbs up onto the window sill,
smiles and then as he begins to wave he falls down.
Cartoon dirt blows up into the air.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - DREAM

Walt smokes a cigarette with his head kicked back in
the chair --his tie is undone. Remnants of a long day
surround him --sketches and finished drawings.

He looks down at his desk --a sketch of UB. As he
begins drawing flames around the sketch --they come
ALIVE. TOON UB grabs an axe and starts chopping them
down.

The flames leap off the page and begin swallowing the
room. Walt stands --dodging each lick of fire. It
backs him into a corner and just as he's about to be
cooked...

WATER DRENCHES Walt and the flames. Walt lowers his
HANDS from guarding his eyes and through the smoke we
see Oswald in FIREFIGHTER gear.

OSWALD
You alright there?

Walt squints, as he makes out Oswald's silhouette he smiles.

WALT
I am now, thanks to you.

The smoke fully clears and Oswald steps further inside.

OSWALD
Don't mention it.

Oswald looks over at the sketch of Ub.

OSWALD (CONT'D)
Friend of yours?

WALT
Once.

Walt covers up the sketch.

OSWALD
Once a friend always a friend
in my book!

He smiles WIDE --Walt follows suit, something CLICKS in his mind.

WALT
Say, you still looking for
work?

Oswald LEAPS out of the Firefighter uniform --and is now wearing a top hat and tails. The lightbulbs EXPLODE and a SPOTLIGHT shoots down from the ceiling onto him.

SHOWTUNES ring out as if the Heaven's are singing down to them.

He begins dancing around the room --slipping on BANANA PEELS and dancing with his own SHADOW. Walt laughs like a school-boy.

OSWALD
Does that answer ya' question?

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - NIGHT

WALT jerks awake...

SERIES OF SHOTS:

A) Walt rummaging through drawers.

WHILE SIMULTANEOUSLY

B) Walt sketches on paper.

AND THEN

C) Walt rushes around the room posting sketches on the walls.

D) Hands of clock running around and around as the hours pass by.

END ON

Walt sits in a seat --leaning back with his head back looking up at the ceiling. All the other "Walts" are gone, and sitting on the desk is an early Oswald sketch with Oswald The Lucky Rabbit written overtop.

UB (O.S.)
Mr. Predictable.

Walt falls out of his seat --he's shocked!

WALT
Ub?

Ub stands in the room, smile. It's not the man we know from before --no, this is a MAN. He has truly grown into himself --oh, and the jacket fits.

WALT (CONT'D)

But --how?

UB

Roy telegraphed --told me what was going on. You didn't think I'd be gone forever did you?

WALT

Well, no Ub, I sure didn't. I prayed for it everyday.

UB

You were right, Walt.

Walt stands, brushing dirt and dust off himself.

UB (CONT'D)

It's not about the money.
It's about being a part of
something bigger than myself.

He extends his hand.

UB (CONT'D)

And that's here with you.

Walt smiles, they shake hands --Ub pulls him in for a hug.

WALT

You couldn't have come at a
better time.

He grabs the Oswald sketch and holds it up for Ub to look over.

UB

(reading the title)
Oswald huh?

WALT

I don't want to do cats,
they're too many of those --
rabbits, that's something we
can work with.

Ub takes the sketch and places it down on the desk -- he reaches behind his ear for a pencil, no pencil. Walt hands him one with a smile.

CUT TO:

INT. NEW YORK CITY OFFICE - DAY

SUPER; WINKLER PRODUCTIONS 1927

A large print of OSWALD sits on an easel. The room is nearly empty --just Walt, Ub and CHARLES MINTZ who sits back in a large leather seat. His face doesn't move from a stern stare.

He's clean --too clean, not a single black head on his face. He rocks a designer suit and parts his hair to the left like a Mad Men character.

On his walls are film posters with WINKLER PRODUCTIONS PRESENTS printed on them.

WALT

Poor Papa, that's the name of the first one.

(beat)

Oswald will be a character everyone can love --boy and man alike. He's an over-productive little fellow with wit and charm that gets him out of every situation.

(beat)

Well --almost every.

CHARLES

I've seen the sketches, Disney. As a matter of fact, I've seen all your work.

WALT

Then you already know what we're here to pitch.

CHARLES

It appears so.

Charles stands --he walks over to a dresser in the back of the room with a bottle of wine sitting on top and some glasses. He begins pouring the wine into the glasses --three of them.

CHARLES (CONT'D)

Everyone has personal business practices. Some gents like cigars when they sign a deal -- never could stand the smell.

He hands a glass of wine to Walt --then to Ub.

CHARLES (CONT'D)

I never say yes without a glass of wine. Even in these dry times, a man finds a way to make due.

He smiles --the first smile we've seen from him.

CHARLES (CONT'D)

I do enjoy this Oswald.

Walt and Ub both smile larger than their faces.

CHARLES (CONT'D)

And so does Universal.

They all 'cheers' --drink some wine.

CHARLES (CONT'D)

I want to see this --Poor Papa cartoon sooner than later.

(beat)

Fellas', I think we've got something really special here and Winkler Productions wants to be the force behind you.

He WINKS and they all drink more of the wine in celebration.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - DAY

Ub and a few ARTISTS are in a huddle over a group of sketches on a desk --including the SPEAKEASY sketch. Walt bursts into the room holding a newspaper in hand.

WALT
(reading)
As conductor on the Toonerville
trolley, Oswald is a riot!

Everyone in the room looks --Walt's excitement is contagious.

WALT (CONT'D)
This and the following two in
the series can be booked based
on faith, and our solemn word
that they have the goods!

He tosses the paper up into the air --the pages SEPARATE and fall like snowflakes. The room erupts into outrageous joy and cheers.

CUT TO:

INT. NEWSPAPER PRINTING FACTORY - DAY

WORKERS hurry to get the latest edition off the press. Newspapers are printed left and right -- machines run with the power and roar of the 20s.

The FRONT PAGE rotates onto screen, it reads:
DISNEY'S OSWALD IS A HIT! The page fades as ANOTHER
slams onto the screen: OSWALD IS A TREAT! A REAL
RIOT!

CUT TO:

INT. HOLLYWOOD RESTAURANT - NIGHT

Laughter shared around a booth --Walt, Lillian, Roy, Edna, Ub and his DATE, a gorgeous young blonde that resembles Marilyn.

ROY
I don't believe it.

WALT
I told you to trust me.

UB
Easier said than done.

A YOUNG GIRL dances around the dining area --her hands hidden. She pulls an OSWALD plush animal out from behind her back.

Her FATHER rushes over --he grabs her wrist TIGHTLY. She JERKS in pain, an old bruise hidden beneath his grasp.

FATHER
Lisa darling go back to your mother.

She rushes off to the table --nearly in tears. The Oswald doll pinned close to her heart.

The Father hurries back to the table where Lisa and her MOTHER are arguing. She hops out of her seat and rushes outside --dropping the Oswald plushie on her way out.

We're CLOSE on the Oswald doll as a HAND lifts it up.

CUT TO:

EXT. HOLLYWOOD RESTAURANT

Lisa stands outside sobbing --cars rush by. SOMEONE taps her shoulder, she turns --a smile.

Walt holds the Oswald toy.

WALT
(as Oswald)
Well --gee I think ya' forgot me!

She grabs Oswald from Walt.

LISA
(laughs)
Thanks mister.

As she wipes the tears from her face, Walt kneels before her.

WALT
Tough being a kid, huh?

LISA
Boy is it ever.

WALT
But you have ONE key advantage
over us adults.

She looks into his eyes.

WALT (CONT'D)
Well --most of us.

LISA
What is it?

WALT
You see --children have a
special power, something that
most of us lose along the way.
(beat)
Your imagination --your
imagination can create anything
it wants. It can turn a lowly
RABBIT into a train conductor.
Just like our pal Oswald.

She giggles.

WALT (CONT'D)
(smile)
You ever look at the stars?

LISA
Stars? No why would I do that?

WALT
(looks up)
Well --ya' see, I always look
up at the stars.

She looks up into the sky following his lead.

WALT (CONT'D)
I just never know when I'm
going to see one of them shoot
across the sky.

LISA
A shooting star?

WALT
Of course! That's pure
imagination fuel! Don't tell me
you've never wished on a
shooting star?

LISA
Dad says that's for dreamers,
not doers.

WALT
Oh well then your father has
never really met a dreamer, has
he?

LISA
Are you a dreamer?

WALT
Before anything else, dear.
What are we if we don't have
our dreams?

A star shoots across the sky --her face explodes with
glee.

LISA
I saw one!

WALT

Quick! Let's make a wish!

They both close their eyes tight --and open them, smiling.

WALT (CONT'D)

Great, now don't tell anyone or else it can't come true --but if you really believe it --if you really wished it, it will.

(beat)

Nothing's impossible darling, never forget that.

She smiles --leans in and gives Walt a kiss on the cheek.

FATHER (O.S.)

Lisa darling, are you ready?

Her parents wait by a fancy sedan down the street. She hurries off to them --Walt stands.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, OFFICE - NIGHT

Roy sits at the desk going over PAPERWORK. A CANDLESTICK PHONE rings --Roy's eyes shoot up at it. It's late, who could be calling?

ROY

(answering)

Disney Brothers, this is Roy.

MUFFLED VOICE on the other line --he leans back in the seat.

ROY (CONT'D)

Now just wait a second --we can talk about all of this. As long as Oswald has the Disney name attached you're gonna' have to work with us --and that means Walt.

Muffled voice continues --SILENCE.

ROY (CONT'D)
Walt will never understand --
he'll demand that this is
changed. WE will demand that it
is changed...

CLICK, the other end is gone --he slowly hangs up the receiver.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, SCREENING ROOM - NIGHT

OSWALD leads a slew of characters on a train --
TROLLEY TROUBLES projects on a white screen.
Cigarette smoke floats through the light --Walt coughs.

He sits in a chair just a few feet from the screen --
the cigarette burns in his grasp as he watches
Oswald, stone-faced. Roy stands in the doorway --
watching. He wants to go in --he wants to tell Walt
SOMETHING, but he can't.

WALT (V.O.)
They love him.

The animation ends...

CUT TO:

INT. WALT'S HOUSE, BEDROOM - LATER

Walt lies awake on his back --Lillian lies by his
side, her eyes are closed but she's listening.

WALT
Children --dragging their
parents into the theater to see
him.
(beat)
It's not JUST a cartoon
Lillian.
(MORE)

WALT (CONT'D)

It's so much more --we can make
it so much more, but we need
the proper funding.

LILLIAN

Why don't you talk to Charles?

WALT

I'm afraid.

She rolls over.

LILLIAN

Afraid of what?

WALT

Afraid that --this, all of this
is going so well. I don't want
to be the man who ruins it. Not
for money --not after how far
we've come.

LILLIAN

They won't fire you Walt, you
know that.

(beat)

They need you.

WALT

Demands mean changes and change
scares people --especially
people with money. If I were to
lose Oswald --well, I think it
just may kill me.

(beat)

He's like my child --he's
everything I've ever worked
towards.

Lillian sits up in bed --her eyes gaze down on Walt
as he strokes her hair.

LILLIAN

You are the strongest man I've
ever met. People --flock to
your side to be apart of what
you're doing.

(MORE)

LILLIAN (CONT'D)

They don't even ask questions --
they just know.

(beat)

They know that you'll make the
right decisions.

(beat)

They BELIEVE in you Walt.

She leans down and gives him a kiss.

LILLIAN (CONT'D)

I believe in you.

Walt smiles --staring into her eyes.

LILLIAN (CONT'D)

What?

(giggle)

Why are you smiling at me like
that?

WALT

All my life I've been able to
solve problems --with my
imagination.

(beat)

The cartoon worlds, the
creatures and characters --
they've always been there for
me.

He points to his HEAD.

WALT (CONT'D)

Up here.

She smiles --enchanted.

WALT (CONT'D)

But you, Lilly.

(beat)

I never could've thought you
up.

They KISS --she leans her forward and as he shuts his
eyes...

WALT (CONT'D)
Not in my wildest dreams.

We MOVE out an open window towards a FULL MOON...

CUT TO:

EXT. TIMES SQUARE, NYC - 1928 - NIGHT

SUPER; TIMES SQUARE 1928

MATCH to a FULL MOON over NYC. BRIGHT lights shine down on the future media monument --A MAXWELL HOUSE advertisement illuminates the top half of Manhattan. Down on the street stands Walt, hands in his pockets.

CHARLES (O.S.)
I have no idea why you chose
Times Square.

Charles walks up next to Walt.

WALT
It's our agora. Every celebrity
who ever lived has been here
--Chaplin, Fred Astaire.

Charles pulls an Oswald doll out of his coat.

CHARLES
And even Oswald.

WALT
It's the heart of this city --
in my mind. This is where
people from all over rub
shoulders every day.
Here. In America. The greatest
dream of them all.
(beat)
Are you a dreamer Charles?

CHARLES
(laughs)
I'm a businessman Walt. You're
the dreamer.

WALT

And as a businessman, I would hope you understand --you want the animations, right?

CHARLES

Yes. We do. And we'll get the animations.

WALT

The boys can't keep this up, there's more needed --we can DO so much more with Oswald. We just need the proper funding, I don't quite get the business yet, that's what you and Roy are for --but I know what we need to make this work.

CHARLES

The boys will be fine.

WALT

Not with the work we need done -
-it's too much for them at this rate, they'll never do it for me.

CHARLES

They don't work for you, Disney.

WALT

(confused)

What?

CHARLES

They're workers, Walt. They work for the almighty DOLLAR. Not for you --not for Oswald. They work for the man who signs their checks --me.

WALT

That's not right --that's not right at all.

(MORE)

WALT (CONT'D)

The boys love Oswald, they're proud of what we've done. If you can't see that --well, then maybe it's time I take Oswald somewhere else.

CHARLES

You don't OWN him --I do.

WALT

But Oswald is OUR creation --Ub and I, we made him --we brought him to life.

Charles hands the Oswald plushie over to Walt.

CHARLES

You and Ub are animators --dime a dozen.

WALT

I don't believe this --I just, I can't believe this. Oswald and I --we're family.

CHARLES

That's not my problem Disney.
(beat)

I don't need you --I don't need Ub, why he didn't take the money is beyond me. I tried to pry him away --I guess he likes being on the losing team.

WALT

But the public --they'll know, what will you say to them? There will be a backlash.

CHARLES

They'll only know what's on the marquee --who are you to them? Nobody --Oswald's the star.

Time seems to freeze as Walt stares down at the doll...

CUT TO:

EXT. DISNEY FARM - MORNING - FLASHBACK

Young Walt's face and hands are now covered in the tar as he paints long round strokes. We PULL BACK revealing the novice illustration --MOUSE EARS.

An old PICKUP TRUCK parks as Young Walt adds the final strokes to his mousterpiece. ELIAS'S shadow towers over Young Walt as he sits smiling.

ELIAS

What in God's name have you
done boy?

Young Walt smiles back at his angry father.

SOME TIME LATER --a RUSH of water erupts from the end of a hose. Young Walt sprays the now SOAPY tar.

Elias hops into his truck --the window is down.

ELIAS (CONT'D)

I'll be back in an hour. I
expect progress.

The engine roars --Young Walt grabs a soapy sponge and scrubs the tar. Elias's truck exits down the dirt path. Young Walt drops the sponge back into a TUB of soapy water --Mickey's reflection looks back at him.

We see the famed GLOVE reach into the tub and pull out the sponge.

EXT. TIMES SQUARE, NYC - 1928 - CONT'D

Walt's teary eyes look up from the Oswald toy --he remembers Mickey!

WALT

Then, I've done exactly what I
wanted to do.

CHARLES

Excuse me?

WALT

Oswald --he's a star now,
you've said it yourself. I've
done my part for him, and well -
-if he were here with us, he'd
surely know that.

CHARLES

(laughs)

You're out of your mind Disney!
Oswald's a property, a simple
drawing.

WALT

He's hope --courage, he's
everything the people need to
believe in.

(beat)

And he's not going anywhere --I
am.

CHARLES

Are you walking away?

Walt looks down at Oswald --back to Charles.

WALT

I'm moving forward.

The SOUNDS OF GRAND CENTRAL fade UP...

CUT TO:

INT. GRAND CENTRAL STATION, NYC 1928 - CONT'D

CLOSE on Walt's BRIEFCASE shutting. Walt JOLTS awake,
a WORKER has shut his case --smiling down at him.
Walt's tie is loose --DARK CIRCLES surround his eye
sockets. Mintz's Oswald plushie sits in the seat next
to him.

WORKER

Sir, we don't want anything
falling out.

WALT
(yawns)
I appreciate it.

WORKER
You don't look so good, are you
alright?

WALT
Just tired. Sleep is hard to
come-by these days.

WORKER
(smile)
Well --wherever you're going,
get some rest.

WALT
Thank you --I'm afraid I need
it.

The Worker walks off --Walt grabs the PLUSHIE and
shoves it under his arm.

Walt watches raindrops streak down a crystal clear
window. The MAIN CONCOURSE is polished and busy as
always --Walt watches FAMILIES skip by.

He STANDS, walks over to the window --his reflection
STARES BACK as a strike of LIGHTNING crashes. He RUBS
the STUBBLE on his face --where has the time gone?

In the REFLECTION we see TEEN WALT with ELIAS (his
father) and FLORA (his mother). Flora and Teen Walt
embrace in a hug --Teen Walt shakes Elias's hand.

CONDUCTOR (O.S.)
All aboard for Los Angeles!

Walt snaps out of his day-dream --the memory fades to
a CONDUCTOR waving PASSENGERS onto the train.

CUT TO:

INT. TRAIN CAR, 1928

The door opens to a private room on the train. Walt steps inside and slumps down onto the seat. The train begins SPEEDING out of the station --rushing past the city lights. Walt pulls the plushie from under his arm, a smile.

OSWALD (V.O.)
Service with a smile!

WALT
Sorry old friend.

He tosses the toy underneath the seat.

A long yawn --he pulls a sketch book out of his briefcase. OLD sketches of Oswald line the paper --he draws lines through them. Anger kicks in --the lead on the pencil snaps off.

We follow the tiny piece of lead as it rolls across the floor to the door --which opens.

TWO MOUSE FEET step into the car --we see the shadow of MICKEY MOUSE on the floor. It's HIM --MICKEY MOUSE, shutting the door as he enters. Walt hurries and puts everything away --shutting the briefcase.

He points to an empty spot across from Walt.

WALT (CONT'D)
Oh --of course, how rude of me.

MICKEY
That's alright!

Mickey hops over and lands on the seat --awkward silence.

WALT
It all feels so silly now.

MICKEY
Silly?

WALT

I slept under my desk --I
starved in the cold.

(beat)

For an idea --a dream that was
always there.

Walt smiles. He pulls out his briefcase and opens it,
removing a sketchbook and a pencil.

WALT (CONT'D)

I didn't know what I was going
to do.

(beat)

No more Oswald? What would I
tell everyone --the team. My
family. And --the most
remarkable thing happened.

Walt leans back in his seat --a smile. His hand moves
rapidly in long strokes.

WALT (CONT'D)

It's not perfect.

A little shading --and he smiles, dropping the
pencil.

WALT (CONT'D)

But it's a start.

Down on the paper he's drawn a SUPER EARLY SKETCH of
Mickey.

WALT (CONT'D)

What do ya' think?

Mickey hops off his seat --Walt turns the book to
face the mouse.

MICKEY

Is that --me?

WALT

It's everything I've ever
wanted.

TEARS form in Mickey's eyes.

WALT (CONT'D)
There's only one problem. The
name.

Mickey scratches his head --confused.

MICKEY
Gee, I --I don't really know.

WALT
Well --what's your name?

MICKEY
MY name?

WALT
Sure.

MICKEY
Well --ya' see the thing is.

WALT
You don't know your name?

MICKEY
Not a clue.

Mickey smiles --holds out his hands in a real "what
do ya' want?" sorta' way.

WALT
I'll think of something.

The train screeches to a HALT --Mickey stands.

MICKEY
That's my stop.

WALT
You aren't going with me?

MICKEY
To Hollywood?

WALT
Of course! Isn't that why
you're here?

Walt extends his hand.

WALT (CONT'D)
Partners?

Mickey and Walt EMBRACE in a handshake.

MICKEY
You betcha' pal!

They let go --Mickey sits back down.

MICKEY (CONT'D)
Oh! I almost forgot!
(smile)
I have a few friends who want
to tag along.

CLOSE on Walt's smile.

CUT TO:

INT. WALT'S HOUSE, LIVING ROOM - NIGHT

Lillian reads a book --restless. Empty wine bottles sit by the door. She lifts a wine glass to her lips and sips, constantly checking the time on her watch.

As she sets the glass down --headlights shine in through the window. Walt's home --she hops off the couch. CAR door shuts outside as she RUSHES --OPENS the front door.

Walt hurries up the steps --he forces his way inside, embracing her with a long kiss. She'd never know he was the man who just lost EVERYTHING.

LILLIAN
And New York?

WALT
New York --was complicated.

LILLIAN
Complicated?

WALT

Don't worry --I've got it all.

He LIFTS the briefcase up.

WALT (CONT'D)

Right here.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, OFFICE - MORNING

A BINDER is slammed down against a grand mahogany desk. Roy follows the binder with his palm. Ub pours himself a glass of water in the back of the room --he turns looking at Walt, whose sitting casually in a chair.

ROY

You did what?

WALT

I walked away --Mintz owns the whole thing --even the boys. I know he said something to you, Roy --it's impossible for me to be the first to know.

ROY

He called.

WALT

And you said NOTHING?

ROY

I didn't believe him --I thought he was bluffing. Even so, this is a battle we could've won.

WALT

No --that's ridiculous.

ROY

Ridiculous?

Roy laughs --he leans in close to Walt.

ROY (CONT'D)

What's ridiculous is YOU giving ALL of this up --everything we've worked for. And without anything else? Finally you had something nearly finished -- something profitable and you just walk away?

WALT

Roy --I don't know why we are even arguing.

ROY

We're arguing because you waltz around here having made life changing decisions for ALL OF US --without even the slightest consulting.

WALT

I've always been willing to take the risks that YOU were afraid to take and NOW --NOW, when the rug is pulled right out from under our feet, you question my decision?

ROY

Maybe you've gone mad through all these animations.

WALT

(standing)

MAYBE I've had a revelation!

Roy backs away.

WALT (CONT'D)

I've figured it all out Roy. He who owns the property --is king. We need something to call our own.

ROY

What?

(grabs binder)

(MORE)

ROY (CONT'D)

This?

(laugh)

This --damn mouse? You HATE mice!

He pulls out the sketch from the binder. Walt SLAMS his fist down onto the desk --the room is SILENT.

WALT

THIS --"mouse" is our key to the kingdom.

Amidst all the fighting --Ub's eyes have been focused on the sketch of Mickey.

Ub sets the glass down --he pulls a pencil from off his ear and snatches the sketch.

WALT (CONT'D)

You've always trusted me before
--I need that trust now more
than ever.

He begins sketching over Mickey --he's creating a closer version to STEAMBOAT before our eyes.

UB

I think this can be something
pretty special.

Roy's eyes widen at Ub's creation --he looks at Walt.

ROY

You have to understand my
apprehension Walt. We are not a
big player yet --especially not
now.

WALT

And there is only ONE way to
get there.

Walt grabs the sketch from Ub and holds it into the air.

WALT (CONT'D)

THIS!

He slams the sketch down onto the desk --Roy looks at it, and then back at Walt.

ROY
(nods)
What's it's name?

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - NIGHT

Walt leans back in a chair --his top button is undone, tie barely hanging on around his neck. Sketches surround him; he's in a war room. We see Clarabelle and Horace next to very EARLY Pete. Steamboat Willie is taking shape.

Ub snores at a desk on the opposite end of the room -- Walt stands. He slips his hands into his pant's pockets and SLOWLY steps around the room --eyeing each sketch. We see various forms of Mickey Mouse scattered about the room --ending on Ub's desk.

WALT
(whispers)
You did good pal.

He smiles --Ub shifts in his seat exposing a nearly FLAWLESS Mickey sketch under his arms. Walt's eyes narrow in --he slowly tugs it from under Ub's elbow.

At the top of the page reads MORTIMER MOUSE in a most familiar font --underneath the typography is an early sketch of STEAMBOAT MICKEY.

CUT TO:

INT. WALT'S HOUSE, BEDROOM - LATE NIGHT

Lillian sleeps underneath a satin bed-set. Cold air blows in through an open window --she turns away, facing the door. Walt's silhouette stands in the doorway --backlit by hallway lights.

Her eyes slowly open.

LILLIAN

Walt?

He steps inside --his white smile illuminates the room. In his hand he grips Ub's sketch.

WALT

Mortimer Mouse.

LILLIAN

(yawns)

What?

She sits up in bed --what could her husband be up to now? He hands her the sketch, she reaches over to a lamp and flicks it on.

LILLIAN (CONT'D)

Mortimer?

Her eyes carefully INSPECT the page.

WALT

It's perfect.

She flashes a fake smile --appeasing her man.

WALT (CONT'D)

No?

LILLIAN

I'm not crazy about it.

He sits down on the edge of the bed.

LILLIAN (CONT'D)

Mortimer --it just sounds so,
so dirty. So --pompous.

WALT

You have something better?

She throws her arms around his SHOULDERS --kisses his forehead.

LILLIAN

Just keep thinking Walt --
you'll come up with something
perfect. You always do.

She sinks down into the bed --he leans his head into
his hands.

CUT TO:

INT. DISNEY BROTHER'S STUDIO, DRAWING ROOM - LATER

MATCH:

Walt sits at a desk with MORTIMER sketches scattered
about --his head STILL held in his hands. Cigarette
butts POURING out of an ash tray. A NOTEBOOK sits
open with dozens of NAMES jotted down.

He EXHALES a deep breath. Beneath the pile of
sketches he spots the TIPS of two BLACK ears. He
pushes the pile off the desk --the ears belong to an
EARLY OSWALD DRAWING. The sketch comes ALIVE, dancing
across the page --it CLIMBS off the paper and sprints
through the office.

Walt smiles --inspiration. He follows in Oswald's
footsteps, reaching the window --outside is Toon
Town. As Walt's hand grasps the doorknob CLARABELLE
COW struts by the window.

FADE TO:

INT. CARTOON SPEAKEASY - NIGHT, CONT'D

Through the CIGAR SMOKE and TOON CHAOS --the door
opens and in walks Clarabelle Cow. She straightens
her dress and looks back at TOON WALT.

The place has changed a bit --pictures are different,
no more Bulldog Pianist, it's a RAT now.

As he steps inside she shoots her ARM across his
CHEST as a DRUNK PIG falls THROUGH the floor leaving
his outline.

CLARABELLE COW
Right this way.

WALT
Are you sure he's here?

CLARABELLE COW
He always is.

Walt follows her over the PORK SHAPED HOLE to a bar where PETE drinks a WHISKEY SOUR. As Pete steps away from the bar we see that it's EMPTY, no Oswald.

HORACE HORSECOLLAR leans on the bar next to Walt -- he's had a few too many. As Toon Walt sits...

HORACE HORSECOLLAR
Gee' whiz!
(hiccup)
Lemme' get ya' a beer!

TOON WALT
I'm fine, thank you.

Baboon Bartender slams a toon mug of BEER down onto the bartop before Walt can stop him --it fizzes over.

BABOON BARTENDER
(smile)
It's on the house.

Horace falls backwards onto the floor and is dragged away by a GAGGLE of GEESE in COP WEAR.

TOON WALT
Where is he?

BABOON BARTENDER
Beats me --haven't seen him in days.

TOON WALT
Shame, I really could've used his help.

BABOON BARTENDER

Nothing's been the same since
he's changed ships. Just
doesn't feel right.

TOON WALT

What can ya' do?

SILENCE in the bar.

OSWALD (O.S.)

You lookin' for me?

Toon Walt turns and looks at the doorway. Oswald
stands, BRIEFCASE in tow.

TOON WALT

(smile)

Well as a matter of fact I am.
I need your help.

OSWALD

My help?

TOON WALT

Yes, that's right. I need the
help of the luckiest rabbit in
this world.

Oswald enters, the toons part like the red sea as he
lugs the briefcase up onto the bar top.

OSWALD

Seems both of us could use a
little more that luck, huh?

TOON WALT

You said it.

OSWALD

I don't know Walt --I don't
know if I have it in me
anymore.

TOON WALT

Sure ya' do!

OSWALD

No really --it just ain't the
same. I'm half the rabbit I
used to be.

Sighs throughout the room.

TOON WALT

Now Oswald...

OSWALD

...it's not me ya' need.

He smirks --the toons whisper as Walt raises an
eyebrow in confusion.

TOON WALT

Oh?

The BRIEFCASE begins shaking on the bar. Toons jerk
their heads over --a CIGAR falls out of Pete's mouth.

OSWALD

I hope you don't mind --I made
a few changes.

The briefcase leaps off the bar --Walt stands, a bit
frightened.

TOON WALT

Oswald?

The case BURSTS OPEN as if kicked from the inside
out.

SUDDENLY --we see WHITE GLOVES reach out and grab the
exterior edges of the case. The entire bar gathers
round --Oswald can't stop smiling.

OSWALD

Trust me.

MICKY MOUSE crawls up out of the briefcase; the
dream --realized. He's FULLY animated --not just a
sketch anymore.

SILENCE.

OSWALD (CONT'D)
Look familiar?

Toon Walt and Mickey stand toe-to-toe.

TOON WALT
Yes --but, he's different.
He's...

Mickey extends his gloved hand. Oswald GRABS it in a tight handshake sealed with a wink.

OSWALD
Mickey --Mickey Mouse.

CUT TO:

EXT. UNIVERSAL'S COLONY THEATER - NYC, 1928 - NIGHT

A CROWD gathers outside the theater --CABS and CARS drop off POLITICIANS and ACTORS. Cameras flash constantly as everyone rushes inside. The marquee reads --WALT DISNEY'S MICKEY MOUSE in STEAMBOAT WILLIE.

SUPER; NOVEMBER 18, 1928

The doors OPEN and the crowd hurries inside the theater. We see Ub with Lillian, Roy and Edna --no sign of Walt anywhere.

UB
He'll be here --you know how he gets.

Lillian smiles as the others RUSH inside --she looks back at the now barren entrance to the theater, no Walt.

As she turns and steps inside --Walt's SHOES step into frame. We move up his LANKY body and see the man himself --he's never looked better.

He looks up at the marquee in astonishment --he knows he's done it. SOMETHING tugs at his jacket --MICKEY MOUSE!

MICKEY

What a crowd in there! Are all
those people --here for me?

WALT

Sure are! Where's Oswald?

A TRASH BIN falls over down the sidewalk --OSWALD
hops out of the wreckage wearing a tux.

OSWALD

(coughs)

Hold on a second!

WALT

Hurry up! Show's about to
start!

Oswald kicks his cartoon legs so quick they're a
blur. He charges up next to Walt and Mickey.

WALT (V.O.)

Through all the stories and the
triumphs --the failures and the
heartaches.

Walt takes Mickey's hand in his right, and Oswald's
in his left.

OSWALD

Wow! Look at all of this! So
exciting!

Walt looks at the marquee --his eyes tear up as they
read over his name in lights --the way it SHOULD be.

WALT

(to Mickey)

You ready?

Mickey gulps down a deep breath.

MICKEY

(laugh)

Let's go gang!

Walt smiles --and as he leads his two pals into the
theater...

WALT (V.O.)
I only hope that we don't lose
sight of one thing--

The theater doors slam shut behind them --we pull
back, way back. Rising into the sky we end on a MOON
complete with MOUSE-EARS.

WALT (V.O.) (CONT'D)
--that it all started with a
mouse.

FADE TO:

ON THE FINAL PAGE OF THE BOOK --reads the ending
quote in DISNEY font. Suddenly, Oswald hops into
frame and draws a red X through the word MOUSE --
jotting RABBIT down underneath. He turns to us --
waves, and hops off.

ROLL END CREDITS.

THE END

*