

THE ODDKINS

screenplay by Linda Woolverton

(adapted from the book by Dean Koontz)

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FADE IN:

EXT. SHADY GLEN - THE WEE HOURS

The winter stars shine brightly on a cozy, bucolic village built on the banks of a lazy river. Shady Glen slumbers.

EXT. CODY'S HOUSE

We peek in the window of a pleasant house on the corner. A tossed-haired boy in a rock 'n roll tee-shirt sleeps with his arm around his teddy bear. The well-worn bear wears a miniature version of the boy's rock 'n roll tee-shirt and a baseball cap.

Tiny rocks *spatter* against the window. Someone's outside throwing pebbles.

But it's not the boy who wakes up...

...it's the bear. His eyes shift toward the window and very carefully, so as not to wake the boy, he eases out from under his arm.

More pebbles at the window.

CODY

(a whisper)

All right, already!

He very carefully tiptoes across the lumpy comforter landscape. But the boy groans suddenly and shifts in his sleep. The bear freezes.

CODY (cont.)

Uh oh. Not another...

The boy mumbles something and thrashes violently. The bear dodges an earthquake of thundering arms and legs. He's pitched violently off the bed, splats into the wall and falls down to the floor.

CODY (cont.)

(dazed)

...nightmare.

He shakes his head and climbs to his feet. The bear teeters forward a step, loses his balance and sits down hard on his padded rear. He gets up again, makes it to a chair under the window, pulls himself up onto the chair and hops from there up to the window sill. He looks down to the ground below.

ON QUEEG - HIS POV

The pebble-pitcher is an absurd-looking toy elephant wearing trousers and suspenders. He's looking up at the window with his hands on his stuffed hips.

CODY

(surprised)

Queeg? What are you doing here?

QUEEG

(whispering)

It's Uncle Isaac.

Cody frowns with sudden concern. He glances back over his shoulder at the boy. He squeezes through the open window and jumps out.

The boy sleeps on.

EXT. CODY'S HOUSE

Cody drops down to the ground next to the elephant.

CODY

Is something wrong?

Queeg covers his insecurity about his ridiculous appearance with a self-important air of superiority.

QUEEG

(Mr. Serious)

We'd better get the others.

WIPE TO:

EXT. CAITLIN'S HOUSE

Queeg and Cody stand below another window.

CODY

Caitlin!

A stuffed calico cat is perched in the window seat. She's dressed as a cavalier, in thigh-high boots, sword and plumed hat. The cat turns at her name. Cody beckons her to come out.

INT. CAITLIN'S GIRL'S ROOM

Caitlin looks back at her little girl who's sleeping peacefully. Next to her on the bed table, in the position of "favor", sits a cute, blond Barbie-type doll. She turns around, deliberately smacking the "Barbie" with her flat rubber sword, "Barbie" falls forward awkwardly.

CAITLIN (cont.)

Oops.

And she leaps out the window.

EXT. CAITLIN'S HOUSE

Caitlin lands gracefully. She's not pleased to see Queeg.

CAITLIN

(to Queeg)

What are you doing here?

QUEEG

It's Uncle Isaac.

CAITLIN

(suddenly serious)

Let's get Tyler.

The three toys dash across the empty street.

EXT. TYLER'S HOUSE

It's a big two-story Colonial style home, a Mercedes and a Jaguar in the circular driveway, pool, well-tended grounds. The three toys run around to the side.

INT. TYLER'S ROOM

A yuppie kid's dream: high-tech toys and gadgets, video and computer games, an enormous walk-in closet and private bathroom. The boy has fallen asleep on top of the covers watching television.

TYLER, a well-dressed stuffed dog in polo shirt, cords and a blazer sits casually in a chair watching a late movie. He snickers softly.

Pebbles are thrown at the window. Tyler glances at that way with an irritated look. More pebbles.

CODY (o.s.)

Tyler!

The dog sighs with displeasure. He climbs up onto the arm of the chair, steps onto the dresser and saunters to the window. He looks down.

TYLER

What?

ON THE OTHERS BELOW - HIS POV

QUEEG

It's Uncle Isaac.

INT. TYLER'S ROOM

Unlike the others, he doesn't seem the slightest concerned.

TYLER

What about him?

THE OTHERS BELOW

CAITLIN

He's sick!

TYLER - IN THE WINDOW

Tyler glances back at the television.

TYLER
Can't it wait til my movie's over?

THE OTHERS BELOW

They look at each other with disgust. Cody calls up to him.

CODY
(a veiled threat)
If you don't get your tail down here...

TYLER

He rolls his eyes.

TYLER
All right, all right...don't have a cub.

He carefully lowers himself out the window.

THE TOYS

Tyler lands next to them.

QUEEG
We'll collect Cuddlefuzz on the way.

CAITLIN
(a groan)
Do we have to?

WIPE TO:

EXT. CUDDLEFUZZ'S HOUSE

A perfect gingerbread cottage, white-picket fence, lawn gnomes, tulip garden.

INT. CUDDLEFUZZ'S BEDROOM

It's a nightmare of pink from the canopied bed, to ruffled curtains, to the little vanity table. A frail little girl sleeps under pink sheets.

A white flop-eared rabbit stands on the sill waving shyly to the others below. CUDDLEFUZZ has long ears with pink satin on the inside, a perfect soft cotton tail and big pink rabbit's feet.

ON THE OTHERS - HER POV

QUEEG
(calling up to her)
It's Uncle Isaac.

CUDDLEFUZZ

Her fuzzy paws fly to her mouth.

CUDDLEFUZZ
Oh dear!

She blinks her big eyes, waves bye-bye to her sleeping little girl and hops out the window.

EXT. SHADY GLEN - VARIOUS ANGLES

We probably wouldn't notice the toys if we weren't looking for them. There's a flash of Calico and we catch of glimpse of Caitlin as she races from tree to tree. There's Tyler sauntering along behind a shrubbery. Queeg, clomping noisily in a big important hurry. Cody and Cuddlefuzz are the slowest. She calls to him.

CUDDLEFUZZ
(a whine)
Wait up.

He slows to allow her to catch up. She blinks her big round eyes gratefully at him from behind her floppy ears. She's absolutely adorable and she knows it.

CUDDLEFUZZ (cont.)
Thanks, Cody.

Her voice is tiny, cute and high-pitched. They hurry on.

EXT. BODKIN'S TOYSHOP

The toys hurry over the small bridge that leads to Bodkin's cottage down the stone path and up onto the porch. Queeg hurries to the door first. He turns to the others with a proprietary air.

QUEEG

Wait here. I'll announce you.

CODY

Don't bother.

They push past him and go inside.

CAITLIN

We used to live here too...remember?

INT. ISAAC BODKINS TOY SHOP

A child's fantasy. Every wonderful, tinkling, twinkling, rosy-cheeked, chubby-knee'd, round-eyed, flaxen haired, squishy, plush, happy, smiling, wooden, stitched, pegged or painted toy possible. No assembly line here. Every toy handmade One-of-a-Kind.

The Toys pad through the silent rooms. This is the place of their birth. The other toys look down at them like mute spectators.

INT. ISAAC BODKINS BEDROOM

The kindly old toymaker lies on his deathbed. His breath is labored. The toys gather in the door.

CODY

Uncle Isaac?

He opens his eyes and manages a weak smile.

BODKINS

(weakly)

Come...in.

Bodkins pats the bed. The Toys approach. A toy-sized steps have been built at the side of the bed. They climb up and gather around him with long faces.

CUDDLEFUZZ

We're sorry you're sick, Uncle Isaac.

BODKINS

I'm not sick. I'm dying.

They gasp. Cuddlefuzz immediately starts to weep.

BODKINS

I knew this day would come. That's why I sent you out to live with real children.

QUEEG

(proudly)

Except me!

CAITLIN

(aside to Tyler)

He's so weird nobody would take him.

Queeg heard that but pretends he didn't.

BODKINS

I hoped you'd gain the knowledge and character you'll need.

CODY

For what?

BODKINS

The journey that lies ahead.

CUDDLEFUZZ

We're going somewhere?

BODKINS

Remember when I said that you five are like no other toys in the whole world?

QUEEG

(smug)

That's why you named us...The Oddkins.

CUDDLEFUZZ

We're special.

BODKINS

Yes, but...I didn't tell you the whole truth.
You see...I made some other living toys before
I made you.

CODY

(eagerly)

Others...like us?

There's a *bump* under the floor. Bodkins frowns and continues on quickly.

BODKINS

Yes, but...I was young...my "talent" was raw
and they didn't turn out right. These other toys
are mistakes. They're twisted...dark...

BUMF...BUMF!

The Toys look over at the floor. One of the floorboards has pushed up slightly.

BODKINS (cont.)

...evil beings.

BUMF...BUMF....BUMF!

CAITLIN

What is that?

BODKINS

My shame.

Bodkins is suddenly wracked with a fit of coughing. Gasping for breath, he continues.

BODKINS (cont.)

Once I realized what I'd made...I used my power to lock them away. But with my passing...they will be released.

BUMP...BUMP...BUMP...BUMP!

The floor boards are coming up all over. Cuddlefuzz squeaks fearfully and hides behind Cody.

Bodkins pulls himself up. A fierce intensity burns in his eyes.

BODKINS (cont.)

There is another magical Toymaker like me...
I know...I saw his Toys...in the city...you must find him. He's the only one who can stop them... and they must be stopped!

Suddenly, they hear a nasty voice from under the floor boards.

JAGG (o.s.)

(sing-song)

I heard that.

The voice cackles wickedly. More sounds come up from under the floor: demented chuckles, cackling, squealing, raspy voices.

Cuddlefuzz hides behind Cody. Caitlin takes out her sword.

BODKINS

It's all right...they can't get out...until I'm gone.

(gasping for air)

Cody will lead you.

Cody is totally taken by surprise by this unrequested responsibility. So is Queeg. He looks terribly hurt.

CODY

Why me?

BODKINS

(fading)

You're...the best suited.

CODY

What about Queeg? He's a lot smarter.

Queeg puffs up ready to take the responsibility by default.

BODKINS

I've chosen you, Cody. Now get out of here...
while you can.

Cuddlefuzz clings to his hand.

CUDDLEFUZZ

I won't leave you!

He pushes her away gently.

BODKINS

(insistent)

You must go...now!

The Oddkins reluctantly turn to go. The sounds from below have built to a deafening pitch. BUMP, BUMP, BUMP, BUMP, BUMP! The Toys make their way down the steps. Cuddlefuzz clings to Cody. They gather at the bottom. The floorboards bump up all around, like a white-caps in a blustery sea.

QUEEG

(sulky to Cody)

You're the leader. You go first.

Queeg gives him a nudge and Cody takes a hesitant step onto the floor...

...a sharp blade suddenly flickers up between the boards missing his fuzzy foot by a hair. Cuddlefuzz squeals. Cody jumps back as the blade moves along the edge of the board, prying it up.

BODKINS

(weakening)

Hurry! I can't...hold on...much longer.

CAITLIN

Go, Cody!

Cody jumps over the board with the knife and runs across the thundering floor. Caitlin follows, then Tyler and Queeg. When they get to the door, Cody turns to see that Cuddlefuzz hasn't budged.

CODY

Come on!

CUDDLEFUZZ

I'm scared.

TYLER

Someone better go back for her.

QUEEG

Looks like a job for our fearless leader.

They all look at Cody.

CODY

Great.

Cody dashes across the rumbling floor, stumbles falls, gets up and keeps going. Cuddlefuzz holds her arms out to him. He picks her up and turns for the mad dash back.

Seeing this, Uncle Isaac smiles. He made the right choice.

They barely make it back to the door. Cody puts Cuddlefuzz down.

CAITLIN

(to Cuddlefuzz)

What a baby.

They turn for a last look at Uncle Isaac. His bed is pitching and rolling now, a dinghy in that blustery sea. His frail hand lifts in a final farewell.

The Oddkins raise their hands in return and they're gone.

Uncle Isaac grimaces. He grips the bedsheet...fighting to hold on...fighting to give them a head start. But he doesn't much strength left. Finally his hand goes limp.

There's a moment of utter silence.

Then, the floorboards erupt as the Evil Toys crawl their way to freedom.

A pair of cold wild eyes peek over the edge of the floor and JAGG pulls himself out. He's a reed-thin stringless marionette dressed in tuxedo, top hat, white gloves and cane. His face is lean and cruel with rouged cheeks, arched eyebrows and red lips.

JAGG

Ah...sweet freedom!

He does a little tap step for joy then throws his head back and laughs again. The sound is sharp-edged and wicked, but not entirely devoid of humor. Jagg touches a button on his cane and the knife protruding from the end, snaps back into the shaft. He brandishes it over his head.

JAGG (cont.)

Arise...my brothers and sisters!

And from out of the floor emerge Jagg's Four:

Nails screech in protest as EMBER lifts a floorboard and climbs out. She's a 60's Barbie-type rock 'n roll doll with a platinum "bubble" do, a pink day-glo miniskirt, skinny jointed legs, high heels and long red fingernails that glow and burn.

A hammer bashes a piece of the floor away. The hammer rises up ...it's the head of a black robot with glowing yellow eyes. He pulls himself up and we see he's got a huge industrial size staple gun at the end of his right arm and heavy crescent wrench at the end of the other. This is HAMMER HEAD.

A wooden bee the size of a beer can explodes up out of the floor and *buzzes* madly in circles through the air. STINGO has flapping wings, wheels and a protractile stinger in his rear

The cruel clown face of a Jack-In-The Box *boings* up out of the floor and bobs on an accordion neck. JACK WEASEL is a Jack-in-the Box on wheels. He

propels himself by his flexible gloved hands pushing along the floor. He has a little trouble climbing out. The others make no move to help him.

They chuckle, cackle and squeal with demented delight.

EMBER

This is the day I've been waiting for!
The day I scratch Bodkins' eyes out.

Her fingernails glow like red-hot coals. She makes for the stairs to the bed. Her movements are stiff and jerky. Jagg stops her with his cane.

JAGG

Waste of time, Ember. He's a stiff.

JACK WEASEL

Let's hope he suffered in delicious agony.

He licks his lips and laughs like a hyena. Jack Weasel is insane and Jagg knows it.

JAGG

It's this other Toymaker we have to worry
about. If we put an end to him...

EMBER

No one will ever do that to us again!

She points to the broken floor. Beneath, in a shallow basement festooned with cobwebs and a blanket of dust, lie five empty wooden crates. They lay broken and splintered like exploded coffins. Ember shudders at the memory.

JAGG

Bodkins said this Toymaker lives in the city.

EMBER

And he sent those lightweights to warn him.

JAGG

Yes, but I'm trying to decide whether we
stop them now or follow them to the Toymaker.

JACK WEASEL

(sing-song)

Stop them! Stop them! I want to stop them!

JAGG

Anything for you, Jack.

Jack giggles and claps his hands like a demented child.

JACK WEASEL

Goodie! Goodie! Gumdrops!

WIPE TO:

EXT. BODKINS' TOYSHOP

The Oddkins rush down the path away from the toyshop. They look back over their shoulders fearfully. When reach the top of the small bridge, Tyler turns around and talks to the others...walking backward.

TYLER

Well, so long kiddies.

CODY

Where are you going?

TYLER

To catch the end of my movie.

THE STREAM UNDER THE BRIDGE

Not really a stream, more like a trickle. Something dark moves under the bridge. It flashes metallic in the moonlight.

THE BRIDGE

Cody grabs his arm.

CODY

Tyler, we're in this together.

TYLER

Speak for yourself.

He jerks away.

CODY

Fine. But some day when your kid comes home with a new toy robot and it rips your head off...

CAITLIN

(joining in)
...and pulls your stuffing out...

CODY/CAITLIN

Don't come crying to us!

TYLER

Yeah, right, like I almost believe all that evil toy stuff.

He turns to go....

..and Hammer Head steps out onto the bottom of the bridge.

Tyler stops dead in his track. The Oddkins' mouths drop open in shock and horror.

CAITLIN

Is it...one of "them"?

CODY

I think so.

TYLER

Uncle Isaac must've been having a very bad day when he made that.

Jagg and Ember step up onto the bridge behind them.

JAGG

Greetings....Soft-Bellied Ones.

The Oddkins whirl around. They stare at these two grotesque mockeries of a man and woman. Caitlin and Ember study each other. It's hate at first sight. Cuddlefuzz makes a small frightened squeaking sounds.

EMBER

Aaaah, they're so cute they make me
want to puke.

Jack Weasel rolls out to next to Hammer Head. The Oddkins whirl that way.

JACK WEASEL

I'm going to drag you into my box...close the
lid tight....and tear your soft limbs apart.

He licks his lips and cackles with deranged excitement.

Hammer Head raises his staple gun arm.. The staples *thunk* into place. He advances a step like a hardware gunslinger.

Jagg's flicks out the knife in the end of his cane. Ember makes claws with her hands, her fingernails glow like red-hot coals.

JAGG

Don't take this personally, kids. But we
can't have you warning the new toymaker
about us.

Stingo buzzes down from above, metal wings thrumming furiously.

STINGO

Stingggggg them til they screammmmm!

His shrill little voice is not unlike the sound of a dentist's drill. The Oddkins duck as he strafes them from above.

THE ROAD - A POLICE CAR

A black-and-white cruises down the road. We can hear the police radio
crackling inside. The car cuts of the road and swings toward the bridge.

INT. POLICE CAR

The Officer listens to his radio.

RADIO DISPATCHER

...report of disturbance at Bodkin's toyshop.

THE OFFICER

Maybe the old coot's finally gone off his rocker.

The officer glances up just in time to see the first and only magical sight of his life.

THE ODDKINS - HIS POV

Caught for a brief moment in the glare of his headlights, he sees five small creatures on top of the bridge...a bear in a baseball cap, a cat with a sword, an elephant in suspenders, a dog wearing a blazer and a little white bunny with pink bows tied around her ears.

THE OFFICER

What the...!

THE BLACK AND WHITE

The tires screech. It swerves up onto the bridge and stops with one tire hanging over the side.

The cop climbs out, shaken. The radio crackles. He checks the car for damage and notes the wheel hanging in midair. He snorts an expletive that we can't make out. He looks around. No sign of those things he saw.

THE OFFICER (cont.)

(muttering)

Toys...I'm sure I saw toys...

Something *skitters* at the base of the bridge.

He whips around.

A flicker of something metallic in the bushes.

He leans back into the car, grabs a flashlight out of his glove compartment and goes to investigate.

THE BOTTOM OF THE BRIDGE

His polished boots *crunch* into the dry grass. The beam of the flashlight sweeps across the tall weeds. It sweeps past a hammer standing upright in the bushes.

THE OFFICER (cont.)

What?

The beam sweeps back to the hammer. Two yellow eyes in the flat side of the hammer glare menacingly. The cop draws closer. He sees a metal robot warrior standing fourteen inches high with a hammer for a head.

THE OFFICER (cont.)

A toy robot.

He stoops down to pick it up, but the thing steps quickly out of his flashlight beam. It heads for his feet where it slams its head into the toe of his left shoe. *WHAM! WHAM!*

The officer yelps in agony. He grabs his throbbing foot and hops backwards. He feels something pulling at the other trouser leg.

It's a marionette in a top hat. It grins viciously at him and tugs hard, trying to topple him.

The officer releases his foot and struggles to keep his balance.

Now a platinum blonde doll in heels and a mini-skirt dashes out and pulls on the other trouser leg.

Using his flashlight as a club, the officer swats at the marionette. He misses. He swings at the doll. Misses again.

The robot slams its head into his foot again. Matthew howls in agony.

A Jack-In-The-Box rolls out to join the melee, giggling hysterically, head bobbing back and forth.

JACK WEASEL

Topple him! Bring him down!

Something whips past the officer's head.

The beam of his flashlight catches a toy wooden bee in the beam. It's got a stinger as long as a switchblade. The bee disappears out of the light.

The officer stares up into the darkness. He can hear the *thrumming* of its metal wings. The sound stops....then the *whine* of a dive from above.

He throws himself on the ground and the bee bullets past his head. He thrashes his arms and legs violently to keep the toys at bay.

JACK WEASEL

The Soft-Bellied Ones got away!

JAGG

Leave him!

There's a *patter* of tiny feet and the *clink* of wheels. They leave the officer trashing. He stops tentatively....and thrashes some more.

WIPE TO:

EXT. MEADOW

The Oddkins flee across a grassy meadow behind Bodkin's toyshop that leads to the main freeway. Cuddlefuzz trails further and further behind. Caitlin yells impatiently back at her.

CAITLIN

Will you hurry it up?

CUDDLEFUZZ

(a whine)

Will somebody carry me?

Cody sighs and starts to go back for her, but Caitlin stop him.

CAITLIN

Wait.....

She whips around suddenly, pointing to something behind Cuddlefuzz.

CAITLIN

It's that psycho-killer Jack in the Box!
Run!

WHOOOSH! Cuddlefuzz is a pink blur past them. The others laugh and keep running.

EXT. THE MEADOW - NEAR BODKIN'S TOYS

Jagg and the Evil Toys have plunged into the meadow after the Oddkins. But wheels, high-heels and stiff metal legs don't travel as well across grass and sod.

JAGG

(to Stingo)

See if you can spot them from the air.

Stingo's wings whirr and he soars into the air.

ON THE ODDKINS - STINGER'S POV

We fly close above the meadow, zipping up and down over the grass. Then we zoom up...up...up high enough to get a wide view. We can see Oddkins below. They've reached the edge of the meadow. They slip under the chain-link fence and onto the asphalt of a truck stop.

ON STINGER

He does a stall midair and zooms back down straight toward Jagg and the others. He strafes them. Hammer Head swipes at him. Stingo turns around and zooms past them again.

STINGER

Thissssss wayyyyyy!

They take off after him.

EXT. HARLEY'S PLACE

It's a truck stop/cafe, "Gas and Eats" at the side of the freeway. Several diesel semi's are parked in the lot.

The Oddkins huddle near the edge of the chain-link fence.

CODY

We'll hitch a ride in one of those trucks.

ON THE TRUCKS

There are five of them, enormous from the toy's POV, with advertising on the side, like painted dinosaurs.

TYLER (o.s.)

But how do we know which one's going to the city?

THE ODDKINS

CODY

(to Caitlin)

Caitlin, stay here and watch for those... mistakes.

She nods and jumps part of the way up the chain-link fence for a better view.

CODY (cont.)

(to the others)

Come on!

They dash across the asphalt and run under one of the trucks. Queeg hangs back however, studying the trucks.

CODY (cont.)

Queeg! Someone'll see you!

He smiles and saunters over to the truck to join them.

QUEEG

(superior)

I know which truck is headed for the city.

TYLER

Oh really? They're all pointed the same way.

Queeg smiles and taps his head mysteriously.

CODY

Which one, Queeg?

QUEEG

You're our fearless leader. You figure it out.

CODY

Will you stop calling me that!

TYLER

If you know, tell us.

Queeg crosses his arms and looks away.

CUDDLEFUZZ

Pretty please.

No response. Cody sighs.

CODY

(frustrated)

Wait here.

He runs out to look at the trucks.

TYLER

(to Queeg)

No wonder you're a reject.

ON THE TRUCKS - HIS POV

One is silver and cylindrical with a Milk ad on the side. One is a flat-bed piled with lengths of large steel pipe held in place by chains. Another is loaded with mooing cows. Another has a Salvation Army insignia. Cody looks from one to the other and back again, trying to decide.

ON CAITLIN

She's sees something in the field.

THE FIELD - CAITLIN'S POV

The grass is waving and getting smashed from underneath. And flying low above...Stingo.

THE TRUCK STOP

Caitlin leaps off the fence and runs toward Cody.

CAITLIN

They're coming!

She joins Cody. He's looking from truck to truck still undecided.

CODY

Which truck...which truck....?

He takes a second look at the Salvation army truck.

CAITLIN

Hurry!

CODY

(deciding)

That one!

THE EVIL TOYS

They've made it to the chain-link fence. Hammer Head uses his wrench hand to rip through the fence. Jagg and Ember both squeeze underneath with some difficulty. Jack Weasel uses his hands to dig down into the soft dirt like a dog and pull himself through. Stingo attempts to fly through one of the chain-links. But he gets stuck. He buzzes angrily, wriggling to get free. These toys are all out for themselves. It never occurs to them to help each other.

THE BACK OF THE SALVATION ARMY TRUCK

A canvas flap is loose and flapping in the breeze. A hydraulic lift is halfway down in the back. Cody is lying on the lift platform. He holds Caitlin's feet, she holds Queeg's, he holds Tyler's and Tyler has Cuddlefuzz under an arm. Cody pulls the toy chain onto the platform.

QUEEG

What about me?

They stand at the edge looking down at him.

CODY

Look, Queeg. I didn't ask to be leader.

Queeg glances over his shoulder.

JAGG AND THE OTHERS

They're just about through the fence. Stingo has wriggled free.

THE ODDKINS

QUEEG

They're coming, Cody!

CODY

So lose the attitude, all right?

JAGG AND THE OTHERS

Stingo breaks free and buzzes in their direction.

THE ODDKINS

Queeg's sweating it.

QUEEG

This isn't funny, Cody.

TYLER

I think we oughta leave him for ol'
Hammer Head.

CODY

(insistent to Queeg)
All right?

Stingo's coming around the corner. He'll spot them any minute.

QUEEG

All right!

CODY

(to Tyler)

Grab my foot.

Cody lies down on his belly. Tyler grabs his foot and lowers him down. Cody reaches out...he can just reach Queeg's trunk.

QUEEG

No...not the trunk! Not the trunk!

Cody grabs his trunk and Tyler jerks them onto the platform. The Oddkins jumps from there into the truck just as...

..... *WHOOOSH!* Stingo whizzes past.

INT. THE SALVATION ARMY TRUCK

The truck is loaded with second-hand household objects: couches, stereos, televisions, an entire dining room set, and stacks of cardboard boxes filled with books and household items.

CODY

(smug to Queeg)

Picked the right truck, didn't I?

QUEEG

Didn't take a brain surgeon to figure out a fully loaded Salvation Army truck is headed back to the city.

CAITLIN

What is all this?

CODY

Second hand stuff. You know, things people don't want.

TYLER

So Queeg should feel right at home.

QUEEG

Ha-ha.

Caitlin and Tyler share an amused look. Cody turns back to the canvas flap. He opens it just a tiny bit and peeks through.

CODY

I want to see where that flying insect...

STINGO - HIS POV

He's eyeball-to-eyeball with Stingo who's hovering at the flap.

CODY AND STINGO

Cody yelps and backpedals. He tosses the canvas flap on Stingo who gets all tangled up in the canvas. He writhes and buzzes angrily trying to get free. His stinger pokes through and rips Cody's shoulder.

CODY

Aaah!

Stuffing spills out...

CAITLIN

Cody!

Caitlin runs over to help him. There's a slam from the cab. The truck starts to rumble.

QUEEG

Hang on!

It jerks suddenly and takes off throwing the Oddkins into the piles of furnitures and boxes. Stingo's still tangled in the canvas flap.

EXT. THE TRUCK STOP - THE SALVATION ARMY TRUCK

The truck rolls forward with Stingo still attached.

JAGG AND THE OTHERS

They're standing under the truck with the pipes as the Salvation Army truck rolls past with Stingo flapping behind like some kind of angry, buzzing tail. Ember points.

EMBER

That must be them!

Jagg gives her a patronizing smile.

JAGG

Very good, dear.

THE DINER

Two drivers emerge and head toward their trucks arguing about sports.

DRIVER

They don't have a snowball's chance in hell without McMillan.

DRIVER #2

Sure they do.

DRIVER

You got money on 'em?

DRIVER #2

Well, no but...

DRIVER #1

That's what I thought.

They split up. One of them heads toward the truck loaded with pipes.

JAGG AND THE OTHERS

Jagg sees him coming and leaps up onto the tire. From there, he grabs the loose end of one of the chains around the pipes and pulls himself up onto the truck. He leans out and calls to the others like a conductor.

JAGG

All aboard!

There's a slam from the cab and the truck starts up. The others scurry to climb up. Jack Weasel rolls around hurriedly trying to find a way up.

THE SALVATION ARMY TRUCK

It's heading up the ramp onto the freeway toward the city. Stingo's still tangled up.

THE PIPE TRUCK

It starts to roll. Jack Weasel has to push himself out of the way to keep from getting run over. He pushes himself along trying to keep pace with the truck.

ON THE TRUCK

Hammer Head and Ember are standing on the the pipes. Jagg sees that Jack Weasel's not going to make it.

JAGG

(an irritated sigh)

Hammer Head!

Hammer Head's crescent wrench extends from the shoulder...down...down.

THE GROUND - ON JACK

Hammer Head's crescent wrench hand comes down, grabs Jack around the neck and jerks him up onto the truck.

ON THE TRUCK

Ember whispers to Jagg.

EMBER

Why don't we leave him? He'll just slow us down.

JAGG

I know, dear, but Jack Weasel's quite mad.
(a shrug)
...and I respect that.

THE SALVATION ARMY TRUCK

It's almost at the top of the ramp. The pipe truck follows it up.

INT. PIPE TRUCK CAB

The driver see's that something's caught in the canvas flap of the truck in front.

DRIVER #1

What the hell is that?

ON THE CANVAS - HIS POV

Suddenly, Stingo jerks free. He explodes out of the tangled canvas....flies straight toward the Pipe Truck's windshield....WHOOSH...and over the top.

INT. THE CAB

He ducks instinctively.

DRIVER #1

WHOA...!

EXT. THE PIPE TRUCK

Stingo is swept up and over the top of the cab. He whizzes along above the pipes....

...Jagg reaches up with the cane and THAWCKS him out of the air. Stingo hits the pipes and lays there dazed and buzzing fitfully.

INT. SALVATION ARMY TRUCK

Cody's holding his injured shoulder. Caitlin approaches for a look.

CAITLIN

Lemme see.

He winces as she pulls his hand away.

CODY

(nervous)
Does it look bad?

CAITLIN

Not good. Your stitching's ripped out.

For a toy, this is very bad news. Cuddlefuzz's eyes go wide. Queeg motions to Caitlin. They go into a huddle like concerned surgeons.

QUEEG

That will have to be tied off or he'll unravel.

CAITLIN

But it'll leak stuffing.

QUEEG

Can't be helped.

CAITLIN

Will you do it?

He nods and approaches Cody to break the bad news.

QUEEG

I'm going tie it off, Cody.

Cody nods bravely...like a soldier who just heard they're going to remove the bullet without anesthetic.

CAITLIN

(to Cuddlefuzz)
Give me one of your ribbons.

She unties a pink ribbon from around one ear and gives it to Caitlin. Cody smiles gratefully.

Queeg ties a knot in the each end of the thread above and below the slash "wound" on Cody's shoulder.

Tyler winces with empathy. Cuddlefuzz can't look.

Queeg holds out his hand.

QUEEG
(the surgeon)
Ribbon.

Scrub nurse Caitlin plunks it onto his hand. Queeg ties the ribbon like a tourniquet above the wound. He cinches it really tight.

QUEEG (cont.)
How's that?

Cody moves his arm around.

CODY
Okay.

QUEEG
It'll do for now, but you're going to
need a toymaker to sew it up right.

CODY
Thanks, Queeg.

Queeg shrugs it off. But peace has been made between them.

EXT. THE TRUCKS

The Pipe truck pulls into the lane opposite the Salvation Army truck and slightly ahead.

INT. SALVATION ARMY TRUCK

The driver's minding his own business. He sees something strange on the truck in the next lane. He squints his eyes to get a better look.

SALVATION ARMY DRIVER
What is that?

JAGG - HIS POV

Jagg stands on the edge of the pile of pipes with one hand around the chain. He sees the driver staring at him and grins maliciously. His free hand draws back and he throws something at the windshield.

INT. SALVATION ARMY TRUCK - CAB

CRACK! A rock hits the center of the windshield. It shatters. The driver ducks. The truck swerves wildly.

INT. SALVATION ARMY TRUCK

The Oddkins have been thrown into awkward, ungainly positions all over the interior of the truck.

TYLER

(to the driver)

Learn to drive!

CODY

I'm sure that cop saw us on top of the bridge.

Cuddlefuzz' hand flies to her mouth.

CUDDLEFUZZ

Ummmm. We're never, never supposed to let real people know we're alive!

TYLER

Yeah, but if the cop hadn't come along, we'd be shredded wheat by now.

CUDDLEFUZZ

Still...we broke Uncle Isaac's rule!

CODY

It's all right, Cuddlefuzz.

QUEEG
(self-important)
We're on a mission!

CUDDLEFUZZ
(frightened)
Do you think we got away from those Bad
Toys?

QUEEG
I doubt it. They're far better adapted for
long distance travel...not to mention combat.

This gives them pause. Cuddlefuzz starts to sob quietly.

CAITLIN
Will you cut that out?

This only makes Cuddlefuzz sob louder. Caitlin rolls her eyes.

EXT. FREEWAY

The Salvation Army truck has pulled up close behind the Pipe Truck so the
Salvation Army driver can get a closer look at Jagg.

INT. SALVATION ARMY CAB

SALVATION ARMY DRIVER
What *is* that thing?

JAGG

Jagg crooks a finger, beckoning him closer.

THE TRUCKS

The Salvation Army truck all but climbs up the pipe truck's ass. The Pipe
truck driver honks angrily. But the Salvation Army truck sticks.

JAGG

He throws his head back and laughs with malicious delight.

DISSOLVE TO:

EXT. THE CITY

It's still the wee hours. The streets are deserted except for the sleeping street people.

THE TWO TRUCKS

The Salvation Army truck tailgates the flat-bed off the freeway and down a side street. The flat-bed screeches to a halt suddenly. The Salvation Army truck slams on its brakes. The pipe truck driver leaps out in a rage and storms back toward the other truck

DRIVER

If you don't get off my butt...I'm gonna
rip your ears off and feed 'em to my
pit bull!

THE FLAT-BED

Jagg and the others use this opportunity to jump off the truck. They disappear into the shadows.

THE DRIVERS

SALVATION ARMY DRIVER

(shaken)

I...I saw this...thing on the back of your
truck. It threw a rock...broke my windshield!

DRIVER

I don't care what you saw! Just back off!

He storms back to his truck and slams the door. The Pipe truck hauls out.

THE EVIL TOYS

They're hiding under a bus bench. Jagg motions them toward the Salvation Army truck.

THE SALVATION ARMY TRUCK

The driver shakes his head and climbs back into the cab. He takes off just as the Evil Toys are about to climb into the back.

They're left standing in the gutter. Jagg stomps his feet angrily splattering gutter water all over Ember.

EMBER

Hey!

JAGG

(to Stingo)

Follow them and come back for us.

(he looks around)

We'll be there...in that alley.

Stingo buzzes around in angry circles on the ground.

STINGO

Why doesssss it alwaysssss have to be
me? Make sssssomebody elssssse go!

JAGG

Do you want me to let Jack pull off your
little plastic wings?

Jack Weasel claps his hands and giggles madly.

JACK WEASEL

Can I? Please? Can I?

Stingo wings whirr. He whips over Jack Weasel's head...missing it by a hair and soars after the departing Salvation army truck. Jack pouts.

EXT. SALVATION ARMY BUILDING

The truck pulls up at the loading dock at the back of the building. A couple of workers are waiting for the truck as the dazed driver climbs out.

WORKER

What happened to the windshield?

SALVATION ARMY DRIVER

Weirdest thing I ever saw. This toy...kinda like a puppet without strings...threw a rock and broke it!

WORKER

Nice story, but that windshield's still coming out of your paycheck.

SALVATION ARMY DRIVER

(dazed)

And he laughed! I'll never forget the way he laughed.

The workers exchange dubious glances and go to the back of the truck to unload.

INT. SALVATION ARMY TRUCK

They unload the boxes one at a time. We see Caitlin, laying "lifelessly" on top of a pile of household goods. There's Cody looking like he's been shoved into a basket. Stuffing falls out of his shoulder as they workers unload the box and dump it down onto the loading dock.

THE LOADING DOCK

Cody and Caitlin are lying "lifelessly". Cody waits until the workers have gone back for more boxes.

CODY

(a whisper)

Go...go!

They jump off the boxes and dash down some steps leading from the loading dock to the ground. The workers dump a ragged couch down next to the boxes. Tyler's lying casually on the pillows...arms behind his head.

Caitlin and Cody peer over the edge of the dock.

CODY

Tyler...over here!

Tyler jumps off the couch and runs over to join them. The workers come back with another box...both Cuddlefuzz and Queeg are lying "lifelessly" on top. A worker dumps the box down and picks Queeg up curiously.

WORKER #1

What's this supposed to be.

WORKER #2

I think it's an elephant.

WORKER #1

Stupidest looking elephant I ever saw!

He flings Queeg onto another box. Queeg leaps off and runs to join the others. The worker picks up Cuddlefuzz.

WORKER #1 (cont.)

This one's kinda cute though.

Cuddlefuzz is utterly petrified. She squeaks with terror.

WORKER #1 (cont.)

It's the kind that squeaks when you squeeze it.

He squeezes Cuddlefuzz again. She squeaks.

The other Oddkins watching anxiously. Caitlin's getting a kick out of this.

WORKER #2

Lemme see.

The worker tosses Cuddlefuzz to him. He catches her and squeezes. She squeaks. He laughs. They toss her back and forth between them, squeezing

and squeaking...squeezing and squeaking. One of the workers catches her by her ears, but doesn't squeeze. She squeaks anyway.

WORKER #1

Hey...I didn't squeeze it that time!

There's a beat...everyone holds their breath. Cuddlefuzz is frozen with terror.

WORKER #2

It's broken, fool. Why do you think they gave it away?

The worker tosses Cuddlefuzz into the box and they go back to the truck. Cody dashes over quickly, picks her up and carries her to their hiding place. Catastrophe over...Cuddlefuzz bursts into tears.

CODY

Shhh, it's all right. Shhh.

CAITLIN

That wouldn't have happened if you'd kept your mouth shut in the first place.

QUEEG

Caitlin!

CAITLIN

I'm sick of everyone babying her all the time.

CODY

She's scared.

CAITLIN

We're all scared. You don't see us blubbering about it!

Cody puts Cuddlefuzz down.

CODY

We can't stay here, come on.

They run down the steps of the loading dock, emerge onto the city street and gaze upward in awe.

THE CITY - THE ODDKINS POV

The buildings, tall by human standards, create a steep, towering canyon made of steel and glass.

ON THE ODDKINS - DOWNSHOT

They're antsize.

THE ODDKINS

Tyler shoves up the sleeves of his jacket. He reaches into his pocket and puts on a pair of toy-sized sunglasses.

TYLER

(in way of explanation)

Gotta look good in the big city.

As if on cue, the city comes alive around them. A mass of people emerge from the subway. A bus rolls up, spewing smoke. It disgorges a stream of people. The Oddkins are knocked and kicked by the thundering hordes of feet. They're go entirely unnoticed in the overwhelming mass of humanity.

Cody is swept along with the crowd. He spots a telephone booth up ahead and makes leap for it. From there, he reaches out and grabs Cuddlefuzz as she's swept past.

CAITLIN

Cody!

She pushes her way upstream toward the booth and barely manages to reach it. Queeg has found cover under a discarded cereal box. Wearing it like armour, he makes his way through the crowd.

CODY

Queeg! Over here!

The cereal box turns quizzically.

CODY (cont.)

Here!

The cereal box "nods" and continues confidently toward the phone booth. Caitlin helps him in.

Tyler's clinging to a lamp-post. He looks around desperately for the others.

TYLER

Cody? Caitlin...?

CODY

(calling to him)

Let go Tyler! Just let go!

Tyler takes a deep breath, like he's about to be submerged, and releases his hold on the lamp-post. The crowd sucks him up and sweeps him along. He gets close to the phone booth and reaches out his hand...

Cody reaches for him, gets a firm grip and pulls him inside.

THE SALVATION ARMY LOADING DOCK

Stingo buzzes around the corner and spots the truck. The workers are carting boxes into the building. Stingo checks the interior of the truck. Not there. He buzzes on....searching for the Oddkins.

INT. PHONE BOOTH

They're all a lot worse for wear. Cuddlefuzz's white fur has turned a dingy grey color. Caitlin's lost her hat and her boot is all twisted around backward. Tyler has a big shoe print on his back. Queeg is still in the cereal box. But Cody is the worst. He's lost most of the stuffing in his arm. It hangs limp.

QUEEG

(muffled)

Someone please help out of this thing!

Caitlin helps Queeg take the box off. Yellow sugar pops are stuck all over his fur. Cuddlefuzz giggles. Tyler tosses an arm over Queeg's shoulder.

TYLER

Should have had that vaccination, pal.
You've broken out in sugar pops.

Tyler laughs at his own joke. Queeg pushes him away and brushes the stuff off him.

QUEEG

You think you're so funny.

Cuddlefuzz notices Cody's limp arm.

CUDDLEFUZZ

Cody...your arm.

He lifts it up...and releases it. It flops uselessly.

CODY

(looking on the bright side)
It'll be okay once we find the toymaker...
(waving)
...won't it?

They look doubtful.

QUEEG

The tourniquet's not holding. You'll
continue to leak unless we re-stuff
your arm.

Caitlin looks at the cereal scattered all over the floor of the phone booth.
She picks up a handful.

CAITLIN

Can we stuff it with this?

Queeg taps Caitlin's head.

QUEEG

Now that's using your noggin!

She rolls her eyes.

They stuff Cody's arm with the cereal. He moves it around. The cereal inside crackles.

CODY

At least I can move it now.

CAITLIN

Just don't try to sneak up on anybody.

CUDDLEFUZZ

(whining)

I want to go home!

CODY

Me too, Cuddlefuzz. But we have to find the Toymaker first.

TYLER

How are we going to do that? Just wander around and hope we bump into him?

Cody notices the phone book hanging down on its cord.

CODY

We'll let our fingers do the walking.

Queeg holds up his hand and studies them curiously.

QUEEG

What fingers?

CODY

Just lift me up.

The other Oddkins hold Cody up while he looks up Toys in the enormous phone book.

CODY

T....toys....here we are...

THE PHONE BOOK - HIS POV

Gigantic ads for Toyland and Fun Toys and Toy O' Rama. His stuffed paw trails down the list of toyshops.

CODY (o.s.)

There's nothing here for toymakers...
only places to buy toys.

THE ODDKINS

They're getting tired of holding him up.

CAITLIN

Just rip the page out, Cody.

QUEEG

(appalled)

He can't do that! It's public property!

EXT. THE PHONE BOOTH

A lady tries to open the door to get in. But it's blocked by something inside.

LADY

What's the matter with this...

She pushes at it more forcefully.

INT. PHONE BOOTH

The Oddkins are getting shoved by the door.

CAITLIN

(urgently)

Rip it, Cody!

Cody shrugs and rips the page out of the book.

EXT. PHONE BOOTH

The lady's still struggling with the door when Stingo cruises by on the others side of the booth. He spots the Oddkins inside....

STINGO

I sssseeeee you!

He flies around to the door and buzzes the lady. She screams, flailing at her hair and runs off. But she's managed to get the door open enough for Stingo to slip through.

INT. PHONE BOOTH

The Oddkins are horrified at the sight of him. Stingo attacks from above Caitlin whacks at him with her rubber sword. Stingo stabs Tyler in the back with his razor sharp stinger.

TYLER

Aaaah!

Wielding her sword like a bat, Caitlin thwacks Stingo off Tyler... slamming him into the glass.

CODY

Get out! Get out!

The Oddkins run out the door as Stingo prepares for another attack. He flies at them....

...they shove the door closed.

WHAM! He hits the glass. Stingo goes mad with rage. He WHAMS! into the glass like a crazed Kamikaze.

THE ODDKINS

They back away from the booth toward the street. A car whizzes past...almost hitting Cuddlefuzz. Cody grabs her.

CODY

Careful!

They duck under a bus bench. Cody unfolds the torn-out phone book page to look at the advertisements.

CODY
How about...Toy O' Rama?

CAITLIN
Sounds like a good place to start.

CODY
(reading)
On the corner of Main Street and
Second Avenue

Queeg checks out the street sign.

QUEEG
This is Fourth.

CAITLIN
That's only two blocks away.

TYLER
Yeah, but it's broad daylight.

QUEEG
Maybe nobody will notice us if we hunker
down and run in the gutter.

Cuddlefuzz makes a face.

CUDDLEFUZZ
EEEEUUU!

QUEEG
No time to be squeamish.

CODY
The gutter it is.

They jump down into the gutter and run along out of the main foot traffic.

EXT. THE PHONE BOOTH

A hapless businessman opens the phone booth. An enraged Stingo explodes out...whamming into his stomach.

BUSINESSMAN

OOOF!

The man falls backwards and Stingo zooms furiously after the Oddkins.

EXT. ALLEY

Jagg, Ember, Jack Weasel and Hammer Head are hiding in the alley.

EMBER

Don't you think we better start lookin'
for this toymaker guy?

JAGG

(patronizing)

Now why should we go to all that trouble
when the Oddkins will do it for us? We let
them find him...then we step in...

JACK WEASEL

...and I get to rip his heart out! Right Jagg?
You're not going to let me down like you
did before? Right? Right?

Jagg reaches up with lightning speed, grabs Jack's face in his hand and pulls it close.

JAGG

(a patient sigh)

Dear Jack...do shut up.

He releases his hand and Jack's head bobs violently back and forth. Ember smirks. They hear a scratching sound behind them. They whirl around to see...

...an enormous, grey, battle-scarred rat studying them with beady blood-red eyes. Ember squeals and hides behind Jagg. He laughs at her.

JAGG

You're not afraid of little rodent, are you?

Jagg steps forward and thwacks the rat on the nose.

JAGG (cont.)

GET OUT!

It bares its long yellow teeth at him.

JAGG (cont.)

Fine. Be that way.

(stepping back)

Hammer Head!

Hammer Head steps out. The rat turns toward him and sniffs suspiciously. Hammer Head advances. They circle each other and Hammer Head attacks! They fight.....thrashing and battling....the battle of the giants...King Kong versus Godzilla.

EXT. THE CITY - WITH THE ODDKINS

They're running down the gutter dodging trash...thundering feet and vehicles as the city roars heedlessly around them. Cars screech past. The marching hordes cross in front of them. A baglady pushes a cart right over them. But no one stops long enough to notice that there five living toys in their midst....except one little kid. He's walking down the street, spots the toys running in the gutter and tugs on his mother's skirt.

LITTLE KID

Wow! Look at that! Are those toys alive
...huh, Mom, huh?

The Oddkins freeze in their tracks.

MOTHER

(distracted)

Yes, dear.

WE PAN over to see Stingo hovering in a nearby tree.

LITTLE KID

(impressed)

Wowww!

(a mile minute)

Can I have one..will you buy me one...
please...Mom...please?

MOTHER

If you're a good boy at the dentist.
Now come on.

And she drags him away. The Oddkins breath a sigh of relief.

EXT. TOY O' RAMA

It's a giant factory-like toy store. The Oddkins stand in the shadows near the entrance watching the people stream out the door carrying toys.

CUDDLEFUZZ

Is this the toymaker's house?

QUEEG

We hope so, Cuddlefuzz.

They sneak in behind a group of people and slip inside.

STINGO

He's hiding in the shadows watching all this. He buzzes in a circle and whizzes off.

INT. TOY O' RAMA

A toy supermarket. Florescent lights shine down on row after row of assembly-line identical dolls, trains, robots, model cars, airplanes and games. People are lined up behind the check-out counters. Screaming kids run up and down. Wind-up toys run in circles on the floor. The Oddkins huddle under a display counter.

TYLER

This guy's been busy!

CAITLIN

But all his toys are exactly the same.

CODY

Okay, split up and look for the Toymaker.
We'll meet up back here.

They take off in different directions.

TYLER

He jumps up onto the shelf of an aisle filled with toy cars. He runs past antiques, jalopies, chevys, trucks, futuristic cars....

TOY CAR KID

Hey look at that!

Tyler look around quickly for a place to hide...

TYLER - THE KIDS' POV

There's a stuffed dog in a blazer and shades sitting behind the wheel of a miniature Porsche convertible. He sits in a casual, yuppie pose...and except for the fact that he's a dog...he looks like he belongs there.

TYLER AND THE KID

Ignoring Tyler, the kid picks up a Transam. Tyler smiles...smug about his successful ruse.

QUEEG AND CUDDLEFUZZ

Queeg and Cuddlefuzz make their way down long row of stuffed animals past bears, ducks, dogs, rabbits....

QUEEG

If we don't find the Toymaker here
we'll have to search every...

He glances back. She's no longer behind him.

THE TOY BUNNIES - HIS POV

She blends right in with a pile of stuffed bunnies.

QUEEG AND THE BUNNIES

QUEEG

Cuddlefuzz?

CUDDLEFUZZ

I don't want to play with you guys anymore.

QUEEG

(looking for her in the pile)

It's not a game, Cuddlefuzz. We have a responsibility to Uncle Isaac.

CUDDLEFUZZ

Don't care.

QUEEG

Now don't be that way.

LITTLE GIRL (o.s.)

Mommy, I want this one!

A pink little hand suddenly reaches in and grabs Cuddlefuzz out of the pile.

LITTLE GIRL, CUDDLEFUZZ, THE MOM

MOMMY

All right, honey.

The little girl hugs Cuddlefuzz tightly. Cuddlefuzz looks at Queeg who's hidden in the pile of stuffed animals. She knows he can't do a thing. The little girl starts to carry Cuddlefuzz away, but Mom snatches Cuddlefuzz by the ears.

MOM (cont.)

This toy is filthy! It looks like its been dragged through the gutter!

She flings Cuddlefuzz back into the pile. The little girl bursts into tears.

MOM (cont.)

Don't cry, honey.

(taking another bunny)

Here....isn't this one better? It's clean
and pretty.

The little girl takes the new bunny and smiles through her tears. Mom leads her away.

CUDDLEFUZZ AND CODY

Cuddlefuzz lays in the pile of white fluffy rabbits...filthy and unwanted.

QUEEG

Now you know how I feel.

WIPE TO:

EXT. THE ALLEY - WITH JAGG AND THE OTHERS

The battle between Hammer Head and the rat wages on. But the rat doesn't have a chance. It squeals horribly...and falls. Its tail giving one last dying thump. Hammer Head walks away from the battle...barely scratched. Jack looks at the dead rat and licks his lips eagerly.

JACK WEASEL

(to Hammer Head)

Excuse me but uh...are you finished
with that?

Hammer Head shrugs. Jack Weasel giggles and rolls himself toward the carcass.

EMBER AND JAGG

We can hear the gruesome slurping sounds. This is too much even for Ember. She shudders with revulsion and turns away. But Jagg watches without a flinch.

THE ALLEY

Stingo suddenly buzzes around the corner.

STINGO

Found them! Thissssss way!

Jagg pulls Jack away from the dead rat and they follow Stingo down the alley.

ANOTHER PART OF THE ALLEY

The Evil Toys make no attempt to conceal themselves. They march down the middle of the alley lead by Stingo.....past two warring street gangs mid-rumble...past a thief stealing a car...past a drunk...past two cats fighting over garbage. Everyone's too involved in their sleazy activities to notice.

INT. THE TOY STORE

Caitlin and Cody gaze down a long line of identical Barbie-type dolls.

CAITLIN

Tell me something, Cody. What's so great about these stupid dolls?

CODY

(a shrug)

Don't ask me.

CAITLIN

Jennifer got one last week.

(mimicking her)

"Mitzy." She takes it everywhere.

CODY

All the places she used to take you, right?

CAITLIN

(bitterly)

She even took it to school for "Show 'n Tell"!

CODY

That happened with Michael too. He traded me in for a baseball mitt.

CAITLIN

It's not fair!

CODY

And it only gets worse. Pretty soon, all
all Jennifer will care about is boys.

CAITLIN

And I get banished to the junk closet.

CODY

Yeah, but so does Mitzy.

They start to move away...but Caitlin flicks one of the teen dolls with her sword...it falls...knocking the rest down in succession, domino-like. They land in big awkward pile.

CODY

Feel better?

CAITLIN

Much.

UNDER THE DISPLAY CASE

They're all back. No toymaker to be had.

CODY

I don't think there's a toymaker here
at all.

CODY

Guess I picked the wrong place.

EXT. TOY O' RAMA

The Oddkins slip out the door behind a mass of shuffling feet and hide under a parked car.

CUDDLEFUZZ

What do we do now, Cody?

CODY

Keep looking.

Caitlin sees something she doesn't like o.s.

CAITLIN

Uh oh.

JAGG AND THE OTHERS

They're huddled in the shadows....looking at the store.

CODY (o.s)

What are they doing here?

THE ODDKINS

QUEEG

Obviously...they're waiting for us to
lead them to the Toymaker.

CODY

Then we'll ditch 'em! Come on!

EXT. THE BROWNSTONE

They run into a hedge at the edge of the toy store and drop down onto a small sidewalk between the tall buildings. They run along the sidewalk and slip into an open window leading into a basement.

INT. GUNTHER'S BASEMENT

They find themselves in a dark basement piled with laundry, trash and....

CAITLIN

Hey, look.

She points to a big pile of stuffing and toy-sized clothes, shoes, little hats.
The Oddkins peer at the pile.

QUEEG

Hmmmm...Toymaker's supplies.

CODY

(excited)

I think we just got lucky.

Cody leads them up a set of wooden stairs to an open door. They slip out.

WHOOMPH!

A toy comes flying down the chute and lands in the pile. It's been gutted with a knife and all the stuffing pulled out.

INT. GUNTHER'S BROWNSTONE

It's a well-appointed home, over-full with furniture and antiques. Heavy velvet draperies across the windows make it dark and dreary and there's a musty stillness in the air. The Oddkins pad quietly across the floor and peer into the rooms.

TYLER

(a whisper)

It's deserted.

But then, they hear something moving around upstairs and the *clickety-click* of dog toenails across on the wood floors.

CODY

Shhh.

The sound of laughter filters down the stairs. The Oddkins perk up.

CAITLIN

The Toymaker?

Cody motions them up the carpet-covered stairs.

INT. UPSTAIRS

They emerge on the second floor. The laughter comes from behind a closed door.

GUNTHER (o.s.)

Get it, Sweetums. Get it!

The Oddkins pad over to the door. Cody pushes it open just a little. They crowd around to look inside....and horror fills their eyes.

INT. GUNTHER'S PLAYROOM

It's a torture chamber for toys. Toys are locked in cages...hung up by their thumbs...strapped to tables with electrical probes in their heads...chained to the walls....tied up....strapped to whipping posts. There's even a toy guillotine. Even though these toys are not alive, they have the starved, hollow-eyed look of prisoners.

GUNTHER stands at one end of the room playing catch with his pit bull, SWEETUMS. Gunther is a fat boy of indeterminate age. He's dressed in shorts, knee socks and suspenders. His rotund belly peeks out from behind a lost button on his food-stained shirt. Snot drips out of his nose and he's constantly snuffling. Gunther will probably grow up to be a serial killer. Until then, he's practicing on his toys.

Gunther tosses something looks like a ball across the room. Sweetums barks and runs after it....

...the something rolls to a stop near the open door. It's a plastic doll's head torn off at the neck. Sweetums slips on the floor...and slides right out the door...colliding with the Oddkins.

EXT. THE HALLWAY

The Oddkins get knocked across the floor. Sweetums jumps up and barks at them.

CODY

(whispering to the others)

Don't move.

The dog barks and snuffles at Cody's arm stuffed with sugar pops. Cody bites his lip and doesn't budge. The others stay stock still.

GUNTHER

(calling)

Sweeeeeeetums...where arrrrrrre you?

The door creaks open and Gunther peeks out.

GUNTHER (cont.)

Gunther's gonna get yooooou....

He sees the Oddkins and squeals.

GUNTHER (cont.)

Presents! Mummy and Daddy bought me presents!

(a frown)

...no...Constanza said they're not coming back 'til summer...maybe it's...

(a new thought)

...Santa Claus!

Gunther happily gathers the Oddkins up in his arms and carries them back into the dreaded room.

INT. GUNTHER'S PLAYROOM

He throws them down in a pile on the floor and sits down cross-legged to play. The Oddkins pretend not to be alive. Gunther picks Queeg up by the nose.

GUNTHER

What's this ugly thing?

He twists Queeg's nose around and around...tighter and tighter...and tighter.

Queeg's eyes shift over to the others. They look back helplessly.

Gunther releases Queeg's body...still holding him by the nose. Queeg spins around sickeningly. Gunther laughs. Sweetums barks.

Gunther throws Queeg down and picks up Caitlin. He takes her rubber sword out and whips it around through the air. He jabs her in the stomach with it.

GUNTHER

Have at you, blackguard!

Caitlin bites back a yelp. Gunther laughs and throws her down.

He picks Tyler up by the tail and swings him around and around over his head. He lets go...Tyler flies across the room. Sweetums barks and gives chase.

Tyler hits the wall and falls to the ground. He lays there...gasping quietly. Sweetums snuffles him...starts to pick him up in his teeth. Tyler growls. Sweetums backs up...surprised. He bares his teeth and growls back. Tyler growls...Sweetums growls. He grabs Tyler in his teeth and shakes his head viciously.

GUNTHER

Sweetums...bring it here...bring it to
Gunther.

Sweetums trots back to his master with Tyler in his teeth. He drops him at Gunther's feet. Gunther pats Sweetums on the head.

GUNTHER (cont.)

(cooing)

You're my sweet-sweet-sweetums,
aren't you? Aren't you?

Gunther picks up Cuddlefuzz and makes a face.

GUNTHER

Yccccch! Too cute!

He grabs her floppy ears, ties them into a knot...and cinches it tight. Cuddlefuzz' eyes convey her terror...

...Cody gazes at her silently. His eyes plead. *Don't make a sound!*

Cuddlefuzz struggles not to squeak as Gunther pulls the white fuzz out of her tail. She almost breaks but manages not to cry out. Gunther eventually gets bored with this and throws her down.

Cuddlefuzz looks over at Cody. He gives her a "thumbs-up". She smiles weakly.

Gunther picks Cody up by the wounded arm. It crunches. A few sugar pops tumble out.

GUNTHER (cont.)

What's this stuff?

He turns Cody over and dumps all of the cereal out of his arm. He picks up a sugar pop and tastes it.

GUNTHER (cont.)

Sugar Pops!

He tosses one to Sweetums...who gobbles it down. Gunther digs around in the open seam on Cody's arm.

GUNTHER (cont.)

Maybe there's a prize inside!

He pulls out nothing but stuffing and more stuffing. As he continues to pull out Cody's insides we...

WIPE TO:

INT. GUNTHER'S ROOM - LATER THAT EVENING - ON CODY

A much much thinner Cody has been locked in a cage. He holds onto the bars looking miserably down at the others below.

CODY

Some leader I turned out to be.

Caitlin is standing upright chained by her wrists to the wall...next to a stuffed monkey.

CAITLIN

It's not your fault, Cody.

CODY

I should have let Queeg take over.

Queeg's arms have been tied behind his back and he's hanging from his nose by a rope suspended from the ceiling. His squished nose makes him sound like he has a cold.

QUEEG

(stuffed up)

I'b not sure I could hab done much bedder.

CODY

But Uncle Isaac trusted us.

QUEEG

(stuffed up)

Now there's nobody to warn the Toybaker.

Tyler has got a thick metal collar around his neck. His paws and feet are tied together and he's been hung upside down over a rod.

TYLER

I can't help wondering how my movie turned out.

Cuddlefuzz has been strapped to a table.

CUDDLEFUZZ

What will those awful toys do to the Toymaker when they find him?

CODY

I don't know...but it won't be pretty.

Caitlin attempts to pull her paw through the wrist shackles.

CAITLIN

I think I can get out of this.

She keeps pulling.. Her paw squeezes thinner and thinner, but she manages to pull it out.

CAITLIN (cont.)

Did it!

Outside, they hear the *clickety-click* of toenails coming down the hall toward them.

CODY

Shhhhhh!

The door is nosed open and Sweetums trots in. The Toys watch him silently as he sniffs his way over to pile of Sugar Pops and starts to lick them up.

Caitlin quietly pulls her other paw free of the shackle. She holds it up for the others to see. She starts to move away...but Sweetum's head whips

around. Caitlin freezes. Sweetums studies her for a moment then goes back to the Sugar Pops. While he's occupied, Caitlin slips silently over to the door.

CAITLIN

(a whisper)
I'm going for help.

Cody's is so surprised by this that he forgets to whisper.

CODY

(out loud)
Help! From who?

Sweetums goes into a frenzy of barking...leaping up and snapping at Cody's cage. Caitlin slips away.

EXT. GUNTHER'S BROWNSTONE BASEMENT

Caitlin pulls herself up out of the basement window and runs back the way they came down the sidewalk between the buildings.

EXT. TOY O' RAMA

She sneaks along the edge of the hedge next to the parking lot and looks around for Jagg and the others. She spots them under a mass of shopping carts.

THE BAD TOYS

They're watching the entrance to the toy store.

JAGG

(to Stingo)
You're positive they went there.

He spins in a circle on the ground.

STINGO

Yessssssssss. Sssssssssaw them
myssssssself.

A little boy shoves an empty shopping cart into the pile. He looks down and notices a bunch of toys that some kid has left behind.

SHOPPING CART KID

Hey, somebody left their...

He trails off, realizing this could be his lucky day. He looks around, reaches down, grabs the marionette and picks it up. It grins at him.

JAGG

Look, kid! No assembly required!

SHOPPING CART KID

Cool! It talks!

He looks on the back of Jagg's neck for a pull-string.

JAGG

Do you mind? I'm not some pull-string
chatty doll!

Quick as lightning, Jagg's snaps the blade out of his cane and holds it to the kid's throat.

JAGG (cont.)

Now put me down before I slit your throat.

The kid gasps! He flings Jagg away from him and flees. Jagg stands up and brushes himself off. Jack Weasel sees something o.s. He points.

JACK

(excited)

It's a Soft-Bellied One!

The others turn to see Caitlin "sneaking" along the hedgerow in plain sight pretending she doesn't know they're there.

JAGG

Stingo!

Stingo takes to the air after her. She runs...but not very fast. He zooms over her head and buzzes down in front of her. She back up...and a long mechanical

arm shoots out. It grabs her in a crescent-wrench hand and pulls her into the bushes.

IN THE BUSHES

Hammer Head holds Caitlin by her throat. The Bad Toys surround her.

JAGG

Well...well...what have we here?

She struggles uselessly.

CAITLIN

Let me go! Let go!

Ember reaches up with her long fingernails and scratches her under the shin.

EMBER

Can I have this one for my pet?

CAITLIN

Get away from me...you plastic bimbo!

JAGG

Now, now...let's not be catty, dear.

JACK

Did you find the Toymaker? Tellustellus tellustellus... 'cause I get to rip his heart out...Jagg said.

CAITLIN

What's the Toymaker ever done to you?
He's really a nice...

She catches herself...pretending that she's let something slip. Jagg's eyes narrow. He studies her.

JAGG

So...you've found him.

CAITLIN

I didn't say that.

JAGG

You have two choices, my dear.

He flicks out his knife and begins to peck at the threads in the seam of her stomach.

JAGG (cont.)

You can tell us where he is....or watch
your stuffing spill out all over Ember's
shoes.

Ember frowns and steps back. Caitlin pretends to be frightened.

CAITLIN

You...you wouldn't.

He flicks three more threads. A small hole opens in her middle.

CAITLIN (cont.)

(pretending to beg)

If I take you to him...will you let me go?
You can keep the others...just let me go.

JAGG

(with renewed admiration)

So...you're not such a softie after all.
Perhaps you'd like to join us when this
is all over.

Caitlin smiles at him coquettishly.

CAITLIN

(coy)

Maybe.

Ember frowns. She doesn't like the way these two are getting along. Jagg nods to Hammer Head. He releases his crescent wrench hand. She drops to the ground.

CAITLIN (cont.)

Follow me.

INT. GUNTHER'S ROOM

Gunther has blind-folded himself. He uses his bat to swing at poor Queeg like a pinata. He swings...WHOOSH...misses...swings...WHOOSH...misses. Sweetums barks.

GUNTHER

Stay back, Sweetums.

He lifts up the blindfold to see where Queeg is...and swings again. WHOOSH! Missed! Queeg squeezes his eyes shut. The others look on helplessly.

The door creaks open slightly....Caitlin peers around. In the cage, Cody spots her. Caitlin turns to whisper to someone behind her and points toward Gunther. She disappears. The door is pushed open wider...

...and Jagg steps into view. Cody gasps. Ember, Hammer Head, Jack and Stingo appear. Caitlin seems to have departed. Jagg waves to Cody like an old friend. The Oddkins stare at him in shock. Caitlin has betrayed them.

WHOOSH! WHOOSH!

Sweetums turns around...sees the Bad Toys...and runs at them, barking frantically.

GUNTHER

Hush...I'm trying to concentrate!

Stingo buzzes Sweetums. He snaps at him viciously. Jagg saunters over to Gunther and tugs on his socks.

GUNTHER (cont.)

(whining)

Quit that....Sweetums!

Jagg tugs again. Gunther kicks out...Jagg grabs his ankle and twists it painfully. Gunther bellows and drops to the floor. He rocks back and forth holding his throbbing ankle.

GUNTHER

Ohhhhhhhh!

JAGG
(to the Oddkins)
Good work! We'll take over from here.

Cody and Queeg exchange a knowing look. Jagg thinks Gunther's the Toymaker.

Gunther rips off his blindfold. Jagg tips his hat. Gunther makes a grunting sound as he gapes open-mouthed.

GUNTHER
Uuuuuuhhh?

Jagg points to himself with his cane.

JAGG
Hi there. I'm Jagg.

He flicks out the knife at the end of the cane and points it at Gunther's throat.

JAGG (cont.)
...and you're dead.

But Jack Weasel sees this. He rolls toward him...

JACK
Nooooo!

...and knocks the cane away

JACK (cont.)
Indian giver! Indian giver! He's mine!
Mine!

Gunther uses this opportunity to roll over and climb to his feet. He slams his foot down onto Jack's head...trapping him in the box. Jack bellows and hammers on the lid.

Gunther grins. Snot runs out of his nose. He grabs the baseball bat.

GUNTHER
I'm Gunther. Wanna play?

He laughs. It's a sickening, almost sensual sound. Gunther swings the bat at Jagg who steps deftly out of the way.

GUNTHER (cont.)

Missed again!

He angrily slams the bat into Jack Weasel's box knocking it across the room.

The Oddkins watch all this with stunned expressions: half-horror, half delight. Caitlin slips back in the door. She jumps up onto the table where Cuddlefuzz is strapped.

CUDDLEFUZZ

(surprised)

Caitlin! We thought you...

CAITLIN

Shhhh.

(releasing her)

Go...go!

Cuddlefuzz hops of the table and sneaks toward the door.

Sweetums has Ember in his jaws. She screams, kicking her feet. But Stingo dive-bombs him from above. Sweetums drops Ember to snap at the buzzing insect. Ember grabs Sweetums tail and gives it a vicious yank. He whines and spins around, snapping at her, but she won't let go.

GUNTHER

(a scream)

Let go of my Sweetums....you stupid,
ugly...

(the biggest insult he can think of)

...girl!

He slams the bat at Ember...WHAM! WHAM! ...but only manages to pound the floor. Sweetums thinks he's after him and he yelps even louder. He skitters around in circles with Ember hanging onto his tail.

Caitlin jumps up onto the side of Cody's cage and fumbles with the door.

CODY

I knew you wouldn't betray us.

CAITLIN

Don't get mushy.

The door swings open.

CODY

You get Tyler! I'll get Queeg!

They jump down to the table and split up.

Hammer Head raises his staple gun arm and fires at Gunther. THUNK! Gunther grunts. He looks down to find a staple stuck into his kneecap...and goes white.

GUNTHER

AAAAHHHH! Get it out! Get it out!

Caitlin releases the trussed-up Tyler. They make for the door.

Gunther pulls the staple out of his knee. His face twists with pain. He grabs the bat and slams it down at Hammer Head. Hammer Head runs in to hit him on the shin with his head. Gunther drops the bat and howls!

Cody unties the rope that suspends Queeg from the ceiling and lowers him to the ground. They sneak to the door and look back.

Sweetums is still running in circles with Ember holding onto his tail.

Gunther is on the ground wrestling with Jagg. Hammer Head opens his crescent wrench hand, encircles one of Gunther's chubby ankles and pulls in one direction. Jack Weasel grabs a fistful of his hair and pulls in the other. Stingo buzzes around his face. Gunther screams and floils.

CODY

(a word of advice)

Watch yourself with these guys, Gunther.
They bite back.

And the Oddkins disappear.

INT. BASEMENT

The Oddkins tumble down the stairs...laughing.

CODY

Great going, Caitlin!

CAITLIN

Did you see that kid's face?

TYLER

What a sick-o!

QUEEG

That child is seriously in need of
psychiatric care.

CODY

Let's get out of here!

EXT. THE BROWNSTONE - EARLY EVENING

The day is slipping into evening. The Oddkins sneak out of the basement and run down the sidewalk between the buildings. Cody stumbles and almost falls. Caitlin notices a few bits of stuffing that he's left behind.

CAITLIN

Are you all right?

CODY

(weakly)

We should find some place to rest for
awhile.

Thunder cracks. It begins to rain.

EXT. THE 'I FEEL PRETTY!' BEAUTY SCHOOL

The soaked Oddkins are huddled miserably under a mailbox near a two-story brick building that houses the 'I Feel Pretty!' Beauty School. A lady dressed in a pink smock comes out the door. She reaches into her pocket for a set of

keys. The lady turns to lock the door when she hears someone calling behind her.

CAITLIN (o.s.)

(calling)

Hey lady...can I get a manicure?

BEAUTICIAN

I'm sorry, we're just closing..

She turns...but there's no one there. She looks around...

...as the Oddkins sneak into the door behind her.

She shrugs and locks it up.

INT. THE 'I FEEL PRETTY!' BEAUTY SCHOOL

It's enormous. Long rows of sinks line one wall. Hundreds of bottles of shampoo, conditioner, and hair dye fill the shelves. Hair dryers line two other walls. Stacks and stacks of old tattered magazines are piled up on coffee tables. Four lines of beauty "stations" extend across the room with mirrors, swivel chairs, blow dryers and clear plastic boxes filled with pink and purple rollers. One long table is cluttered with Styrofoam human heads...some bald...some with wigs. A sign points upstairs to: "Manicure and Pedicure Training Area."

The Oddkins stumble in and collapse. They're all in pretty bad shape. Cody leans weakly against a chair. Caitlin unties the knot out of Cuddlefuzz's ears.

CAITLIN

You were really brave back there.

CUDDLEFUZZ

Thanks.

Tyler struggles unsuccessfully to get the metal dog collar off. Queeg's trunk is still all twisted like a towel.

QUEEG

(to Caitlin)

Could you helb be wid by trunk?

Caitlin untwists his trunk for him.

QUEEG (cont.)

(normal again)

Aaaaaah.

Tyler stands up. He's arrived at a decision.

TYLER

Listen, it's been swell. But I'm going home.

CAITLIN

(a groan)

Not this again.

TYLER

I'm not like you guys. What do I care about some toymaker?

CODY

What do you mean you're not like us?

TYLER

Well, you know...I'm real.

They stare at him speechlessly.

CAITLIN

(stunned)

You think you're real?

TYLER

I am! I've got a house and a pool and....
and...rich parents!

CODY

If you're real, then what are you?

CAITLIN

(catching on)

Yeah, Tyler. A boy or a dog?

TYLER

I'm a...
(thinking about it)
...well, I'm no dog!

CODY

So that means you're a boy, right?

TYLER

(wavering)
I guess.

CODY

How many boys you ever see with one
of these?

Cody picks up Tyler's tail and waves it in front of his eyes. Tyler frowns and jerks his tail away. He thinks for a minute...and reality hits him hard. He sinks down to sit on a pile of magazines.

TYLER

(crushed)
But I always thought...I mean...Jonathan
never said I wasn't. He always treated me
like a brother...

As they watch him sympathetically we:

CUT TO:

EXT. GUNTHER'S BROWNSTONE

The Bad Toys emerge...battered and mad as hell.

JACK WEASEL

(pouty again)
That was no Toymaker!

EMBER

She lied to us...that catty little...

JAGG

(murder in his eye)
They'll pay for that.

He glances down and spots a bit of Cody's stuffing. He picks it up.

JAGG (cont.)

Oh, how they'll pay.

INT. GUNTHER'S ROOM

They've left Gunther shackled, bound, gagged and strung upside down in his own torture device. He struggles uselessly as Sweetums looks up and whines.

WIPE TO:

EXT. 'I FEEL PRETTY!' BEAUTY SCHOOL - LATER

INT. THE BEAUTY SCHOOL

Caitlin and Queeg have re-stuffed Cody with shredded newspaper and magazines. He looks more like himself but sort of bloated and lumpy.

CAITLIN

Feel better?

CODY

A little.

There's a faint tinkle of glass from the back of the store. Caitlin's ears twitch.

CAITLIN

Did you hear something.

They fall silent and listen intently. But all is quiet. Caitlin shrugs.

CAITLIN (cont.)

I must be jumpy.

Tyler stands up...resigned to his fate.

TYLER

(with difficulty)

Okay, I've thought about it and I...

I guess...I'm...I'm.....a....

(forcing it out)

...toy!

QUEEG

See, that wasn't so hard.

CAITLIN

Just think Tyler...if you were real
you'd have to get flu shots...

CUDDLEFUZZ

...and go to school...

CODY

...and have a boring job...

QUEEG

...and get married...

CAITLIN

... and be some kid's parent!

TYLER

(perking up)

I never thought about it like that.

CAITLIN

(to Cody)

So now what do we do know?

And Jagg steps out from behind a swivel chair.

JAGG

Say your prayers.

Jack Weasel wheels into the aisle. He grabs Tyler's tail and spins him in a circle, laughing hysterically like a game of Crack-the-Whip.

TYLER

WHOOOAAAAAA!

Cody and Caitlin take a step toward Tyler intending to help. But Jagg slashes out with his stiletto-tipped cane and lops Queeg's right ear off. Queeg gasps! He reaches up to the empty place on his head.

QUEEG

(dismayed)

My ear!

JAGG

Sorry, did you want me to even things out for you?

He brandishes the cane again. But Caitlin draws her rubber sword and runs at Jagg.

CAITLIN

(outraged)

NOOOOOOOOOO!

WHOOOSH! WHOOOSH! WHOOOSH! Jagg slashes the rubber sword to pieces. Caitlin stares helplessly at the rubber haft. Ember appears at Jagg's side.

EMBER

Beat it, Jagg. This is between us girls.

She advances toward Caitlin with clawed fingers. Caitlin throws the haft aside. She aches her back and hisses. They circle each other.

A heavy hand lands on Tyler's shoulder. He glances down to see a crescent wrench on his shoulder.

TYLER

Don't wrinkle the jacket.

Tyler suddenly throws himself backward against the robot. He drops to his knees and heaves straight up into the air. Hammer Head flops up over his shoulder and crashes to the ground behind him. Astonished, Tyler gapes at the downed robot.

TYLER (cont.)

(astounded)

It worked!

But Hammer Head climbs to his feet uninjured. Jack Weasel picks up Queeg's ear and waves it in the air.

JACK WEASEL

(a giggle)

Let's dismantle 'em...piece by piece!

Cody runs up behind Jack Weasel and grabs the bottom of his box. He tilts it off its wheels and gives it a shove. Jack slides along the aisle on his side, wheels spinning in the air, arms waving, screeching furiously.

JACK WEASEL (cont.)

AAAAAAHHHHHHH!

He crashes into Hammer Head who's just got to his feet and both of them crash into Jagg knocking him flat.

CODY

(to the others)

Run!

The Oddkins split up...fleeing through the different parts of the beauty school.

CODY AND CUDDLEFUZZ

Cody looks back. But the fallen Hammer Head has reached out and seized Cuddlefuzz by the ankle. Cody starts back for her but Cuddlefuzz waves him away.

CUDDLEFUZZ

No! Go on!

She turns and hammers at the robot with her soft fluffy fists.

CODY

We'll come back for you!

And he disappears into the shadows. Hammer Head climbs to his feet, dangling Cuddlefuzz by her ears. Jagg approaches.

JAGG

Ahh...it's the cute defenseless one.

CUDDLEFUZZ

I'm not afraid of you!

JAGG

Then you won't mind if I...

Jagg's blade goes *snick*. He dangles her perfect powder-puff tail in front of her eyes. She gasps.

JAGG (cont.)

...borrow this.

And he saunters off nonchalantly tossing her tail up and down in his hand. Cuddlefuzz bites her lip. But she doesn't cry.

CAITLIN AND EMBER

They're fighting like Gypsies. They roll on the floor...biting and scratching. Ember grabs Caitlin around the neck as if to choke the life out of her.

CAITLIN

(struggling)

You can't choke me...you stupid twit!

Her fingernails glow like red-hot coals as she claws at Caitlin. Caitlin tries to hold her hands back, but Ember manages to get a good grip on her shoulder and dig her burning nails in. Caitlin yowls and desperately tries to pull her hand off, but her fur begins to smoke. Ember steps away laughing.

Caitlin bats at her burning fur. She looks around desperately and takes off toward the row of sinks near the wall. Caitlin leaps into a sink, flips on the water and douses her shoulder out.

Ember peers around the corner eager to see the conflagration. Caitlin flicks the water on full and hits her in the face full-blast. The force knocks Ember backward...shoots her across the floor and...crashes her into the wall.

Caitlin glances up at the squirt bottles filled with peroxide and hair dye. An idea is in the making.

CODY AND QUEEG

Cody and Queeg run past a box filled with pink plastic rollers.

CODY

Wait.

He picks up up a large, non-elastic hair-net and hands it to Queeg.

CODY (cont.)

Hold this open.

Cody begins to fill the hair net with the pink rollers.

TYLER AND STINGO

As Tyler runs down the aisles, he hears a familiar, unpleasant buzzing overhead. He looks up...Stingo's circling him above. Tyler jumps up onto a swivel chair and grabs a large hand mirror. He brandishes it.

TYLER

(daring Stingo)

Come on...you little buzzard.

Stingo dive-bombs from above....BUZZZZZZZZZZZZZZZZZZZZZZ! Looking down, Stingo sees himself reflected in the hand mirror growing larger and larger....

THAWACK! Tyler bat him with mirror. It shatters as Stingo soars up...up to the ceiling. Tyler watches him like a home-run batter.

TYLER (cont.)

Outta the park!

WHAM! Stingo hits the ceiling and plummets back down like a downed fighter. SPLASH! Stingo lands in a sink and buzzes around in circles like a helpless insect in a swimming pool.

QUEEG, CODY, HAMMER HEAD, CUDDLEFUZZ

Queeg and Cody stand on top of a beauty station peering down at Hammer Head and Cuddlefuzz below. They hold the net between them.

CODY

(whispering)

Now.

They release the net. It falls down and lands perfectly on top of Hammer Head. He releases Cuddlefuzz to battle with the net as Queeg and Cody pummel him with plastic rollers. PONK! PONK! PONK! Hammer Head aims his staple gun hand at them.

CODY

Duck!

Hammer Head fires...CRASH! Staples hit the mirror. It shatters.

QUEEG

Run!

They run across the beauty stations with the mirrors shattering in their wake.

Queeg and Cody leap onto the table filled with Styrofoam heads. They throw them at Hammer Head who swivels his arm to shoot. THUNK! THUNK! Murderous staples slam into the human-shaped heads as Queeg and Cody duck and run for cover.

JACK WEASEL AND CUDDLEFUZZ

Jack Weasel rolls steadily after Cuddlefuzz as she flees down an aisle.

JACK WEASEL

I'll pull you into my box....little soft one....
...and have you all to myself!

He smacks his lips and laughs hideously.

Suddenly, a hand reaches out and grabs Cuddlefuzz pulling her behind a pile of boxes. It's Tyler. He hands her one end of a rubber band that's been cut to form one long piece.

TYLER

Hold this.

Tyler peeks out to see Jack Weasel still coming. He dashes quickly to other side of the aisle...stretching the rubber band across.

TYLER (cont.)

(whispering to Cuddlefuzz)

Hang on tight!

Pushing himself along the floor with his hands, Jack Weasel runs into the stretched rubber band. He keeps going...stretching the rubber band...pushes a few more times...frowns...realizes he's not moving and...THAWANGGGGGGG!

He flies backwards...rolling and careening down the aisle bouncing off chairs and trash cans. He hits a Styrofoam head...flips up and over...bounces a few more time and circles to a slow stop upside down.

Tyler and Cuddlefuzz come running, each armed with a pile of large-sized rubber bands. Cuddlefuzz helps Tyler wrap the rubber bands around Jack's Weasel's box.

JACK WEASEL

(muffled)

Hey! What're you doing out there?

He pounds against the side of the box....Tyler and Cuddlefuzz keep putting on more rubber bands.

TYLER

That should do it.

They stand back. The box is completely covered... like a rubber-band ball. Jack Weasel pounds and pounds and pounds.

JACK WEASEL

Let me out! Let me out!

CAITLIN AND EMBER

Ember wakes up to find herself tied into a swivel chair at a beauty station.
She looks up and screams.

EMBER

(horrificed)

AAAAAAAHH!

Caitlin's stands on the arm of the chair.

CAITLIN

(a la a hairdresser)

I'm glad you like it.

ON EMBER'S REFLECTION

Her hair stands straight up...dyed with purple and orange streaks...and
chopped off in a bizarre shape.

CAITLIN (cont.)

'Cause frankly, darling...you were way too
into that Sixties thing.

EMBER

(raging)

I'll eviscerate you for this! I'll rip...

Caitlin jams a wad of cotton into her mouth...

EMBER (cont.)

(muffled threats)

...mppphhhhmphhhhh.

CAITLIN

Tah, love.

And she leaps off the chair.

QUEEG AND CODY

Hammer Head is still firing staples at them. Mirrors, glassware shatter, plastic bottles explode. Cody looks up the stairs and motions for Queeg to follow. They run up...ducking flying staples. Hammer Head turns and begins a slow but steady ascent after them.

MANICURE AND PEDICURE TRAINING AREA

Cody jumps onto a counter piled with nail polish bottles and starts throwing them down onto Hammer Head.

HAMMER HEAD

He doesn't flinch as the nail polish missiles smash onto him, splashing him with bright garish colors.

UPSTAIRS

Queeg gets into the act. He jumps onto a tray...picks up a cuticle instrument, aims it like a spear and heaves it down at Hammer Head.

Cody empties a squirt tube of instant nail glue onto a step near the top of the stairs.

QUEEG

What's that?

CODY

(reading)

Perma-Bond.

HAMMER HEAD

Projectiles shower down on him: little nail dryers, magazines, scissors, somebody's half-eaten sandwich, heat lights, a portable radio. The radio knocks him off his feet...but Hammer Head keeps coming...climbing through the increasing debris...step by slow step.

THE TOP OF THE STAIRS

Hammer Head has almost made it to the top when he plants his staple gun hand into the glue puddle. Cody and Queeg shower him with more stuff: bottles of hand cream, soaking dishes, a pedicure foot bowl, etc. Hammer Head fends the stuff off easily and tries to keep going, but his arm has been sitting in the instant glue too long. He's stuck. He pulls at it. The glue holds!

UPSTAIRS

Cody runs to a glass display cabinet and tries to tilt it over the stairs.

HAMMER HEAD

He's pounding at the stuck arm with his hammer head...trying to release it...like a trapped animal chewing off his leg to escape.

THE STAIRS

Queeg's watching Hammer Head's relentless efforts with fascination.

CODY (cont.)

(to Queeg)

Help me with this!

Queeg runs to help and they manage to topple the glass cabinet.

Hammer Head looks up in time to see the glass cabinet tumbling down the stairs toward him. It slams into the robot...pushing him in front of it...*bumpety...bumpety...* all the way down the stairs.

At the bottom, the cabinet lands square on top of Hammer Head's body. It explodes. One leg flies to the right, the other flies to the left. His wrench arm spins high into the air and crashes into a mirror. But his hammer head remains pinned under the cabinet. The yellow light in his eyes flickers and goes out.

THE TOP OF THE STAIRS

Queeg and Cody step down to get a closer look at the disintegrated Hammer Head. Cody raises a victory fist into the air.

CODY
(victoriously)
Yeah!

Queeg copies him awkwardly.

QUEEG
Yeah!

But neither of them notice the staple gun arm which Hammer Head has left behind, still glued to the top step. It aims upward toward Queeg and fires one last shot.

The staple slams into Queeg's remaining ear. WHOMP! The force of the blow sends him flying back and nails him to the wall.

QUEEG
AAWWWWW!

He hangs there by his ear.

QUEEG (cont.)
Help...

But the threads in the seam can't hold his weight. *Fap, Fap...Fap!*

QUEEG (cont.)
(to Cody)
My ear's ripping! Do something!

Cody grabs him around the waist and tries to hold him up so the seam won't rip.

CODY
I can't hold you...

Tyler appears at the top of the stairs, climbing up over the sea of debris.

TYLER
(taking in Queeg's predicament)
Whoa...you got nailed, pal!

QUEEG
That's not funny, Tyler!

CODY
(struggling)
Help me...hold him up.

Tyler tries to help Cody...but the threads keep popping.

QUEEG
It's ripping!

TYLER
You're too heavy!

The last thread finally goes...and Queeg falls...KATHUMP...on top of Cody and Tyler. His ear is left hanging on the wall. Queeg puts his hands up to his head.

QUEEG
(a wail)
My ears!

CODY
Get off!

But he's earless and can't ear.

QUEEG
What?

TYLER
Get off, Queeg!

QUEEG
What?

TYLER/CODY
(pushing him off)
GET OFF!

Caitlin arrives at the top of the stairs.

CAITLIN

(to Queeg)
What happened to you?

QUEEG

What?

Queeg and Tyler climb to their feet, but Cody doesn't seem to any strength left.

CAITLIN

(helping him up)
Are you all right?

CODY

(weakly)
I don't feel so good.

He leans on Caitlin and they start toward the stairs.

CODY

Where's Cuddlefuzz?

CAITLIN

Cuddlefuzz? She's....

JAGG (o.s.)

Right here.

Cuddlefuzz's perfect powder puff tail rolls out of the shadows and stops at their feet. Jagg steps out of the shadows.

JAGG (cont.)

Or what's left of her anyway.

They gape with horror at her little white tail. Jagg flicks out the blade of his switchblade cane.

JAGG (cont.)

Now take me to the real Toymaker before
I get downright unpleasant.

QUEEG

(trying to hear)

I'm sorry. You'll have to speak up.

Cuddlefuzz climbs up over the debris at the top of the stairs.

CUDDLEFUZZ

There you are! I've been looking all over
for...

(spotting her tail)

My tail!

Jagg jerks around....as surprised as the rest of them by her sudden
appearance.

Cody takes advantage of the momentary distraction. He ducks behind a
rolling stool and pushes it toward Jagg.

CODY

YAAAAAAHH!

The stool hits Jagg knocking him backwards. He clings to the wheel of the
stool as it rolls across the floor and crashes through the floor-to-ceiling
window.

JAGG

AAAAAAHHHHHHHH!

The Oddkins runs to the window to look down and see that Jagg has fallen
into an open manhole in the alley below.

CAITLIN

You got him, Cody! You got him!

They pound him on the back. He grins weakly...

CODY

Guess I did.

...and passes out.

WIPE TO:

EXT. "I FEEL PRETTY!" BEAUTY SCHOOL - ALLEY

They emerge out the back door like wounded soldiers. Queeg's lost both his ears; Caitlin's fur has been burned off from her shoulder all the way down one arm; Cuddlefuzz is filthy and carries her tail in her hand; Tyler's lost his shades and he's still got Gunther's metal collar around his neck. Cody is still unconscious. He's lost the tourniquet and most of his stuffing is gone. Caitlin and Tyler carry him between them. His legs drag lifelessly behind.

CAITLIN

(worried)

We have to get Cody to a toymaker.

TYLER

But we don't even know where to look!

QUEEG

(earless)

What?

THE MANHOLE

They pass the manhole where Jagg was last seen. As they pass by, we see his spiderlike fingers grasp the edge of the manhole.

CITY WORKER (o.s.)

Okay, back it up over here!

WHAM! He slams the manhole cover into place on Jagg's fingers. We can hear him falling down the sewer drain.

JAGG (o.s.)

AAAAAAAAAAHHHHHH!

But the Oddkins have disappeared into the shadows and they miss this last-minute drama.

ANOTHER PART OF THE ALLEY

The Oddkins drag themselves down the alley. But as they turn a corner, they see something that makes them stop dead in their tracks. It's a Doll, a living Doll just like them. She's crouching down, picking up a shiny penny in the alley. She stands up...and turns to find the Oddkins gaping at her.

The doll gasps! She drops the penny and flees.

CAITLIN

Wait....!

She runs without a backwards glance. The Oddkins follow calling after her.

TYLER

Come back! We won't hurt you!

They chase the doll down the alley to an empty junk lot.

THE JUNK LOT

The doll hides behind crates, filthy couches and broken refrigerators as the Oddkins search for her.

QUEEG

Where'd she go?

CUDDLEFUZZ

(spotting her)

There she is!

They see the doll duck in through a small toy-sized opening in the crumbling wall of an abandoned warehouse.

CAITLIN

She went in there!

They follow...like Alice down the rabbit hole.

INT. MOLLY'S WAREHOUSE

The Oddkins climb through the hole and emerge to find themselves in abandoned warehouse that has been transformed into a bustling ragtag toy village. Living toys go about their business of their daily lives: walking, talking, strolling, running, playing, skipping through the tiny winding streets. The whole town has been constructed out of trash pickings: cardboard, plastic, glass bottles, refrigerator boxes, construction paper, milk and egg cartons, bubble packing, gift boxes, plastic bags, quilts,

blankets and straw hats. For us...it's an astounding magical sight. For the Oddkins...it's like coming home.

The little doll we saw earlier runs over to a teenage girl who sits in broken over-stuffed chair. By her clothes, we can see that MOLLY is a homeless runaway. The doll tugs on her pants leg and points toward the Oddkins who are still standing frozen with awe-struck wonder.

Molly puts down a rag doll she's been sewing and cautiously approaches the Oddkins. She frowns at the sight of Cody's dire condition and bends down for a closer look.

MOLLY

(softly)

That bear doesn't look too good.

She tries to take Cody, but Caitlin pulls him away protectively.

MOLLY (cont.)

It's all right.

Caitlin relaxes and allows her to pick Cody up in her arms. The Oddkins follow, still speechless, as she carries Cody through the village. The other living Toys follow them like curious natives.

Molly places Cody on a small toy-sized bed. The Oddkins watch with worried expressions as she begins the job of mending him.

WIPE TO:

INT. MOLLY'S WAREHOUSE - LATER

Cody's been re-stuffed and mended but he's still unconscious. Molly is just finishing the last few stitches on his wounded arm.

CUDDLEFUZZ

Are you the Toymaker?

MOLLY

Who?

CAITLIN

The Toymaker.

MOLLY

No...I'm Molly.

TYLER

But you made all these toys, right?

MOLLY

Hmmhmmmm.

CAITLIN

(to the others)

She's the one we've been looking for.
It's wasn't a "him" at all!

QUEEG

(still earless)

What?

Molly pats Cody on the head gently.

MOLLY

That's all I can do for him.

CUDDLEFUZZ

Will he be all right?

MOLLY

(a shrug)

We'll have to wait and see.

Cuddlefuzz still has her tail clutched in her paws.

MOLLY (cont.)

(re: the tail)

Want me to sew that back on before
you lose it?

Cuddlefuzz grins and hands her the tail.

WIPE TO:

INT. MOLLY'S WAREHOUSE

Molly's Toys look on with avid interest as she mends the other Oddkins. Queeg gets two new ears...made of bandana material. Caitlin gets a patch running down her arm to replace the singed fur. Cuddlefuzz gets her tail sewn back on. Tyler gets the dog collar removed and presented with a new pair of sunglasses.

But still, Cody hasn't moved. Molly checks on him again as the Oddkins look on. She sighs and shakes her head.

MOLLY

(breaking it to the them)

I'm sorry bu I don't think your friend's
going to make it.

There's a long silence as this information sinks in.

CUDDLEFUZZ

(softly)

What's wrong with him?

MOLLY

He barely has any life left.

CAITLIN

Can't you do something?

MOLLY

I could if he was one of mine. But he was
made by somebody else.

QUEEG

Uncle Bodkins. He's no longer with us.

MOLLY

I think he needs the same stuffing that
he was made from.

CAITLIN

Why?

MOLLY

(a shrug)
It's just a guess.

TYLER

But you're the Toymaker, you're supposed
to know about these things!

MOLLY

Look...I was born with this strange "talent".
Some kids can sing...some can dance...I can
make toys come to life.
(a shrug)
I don't know where I got it. And believe
me...it didn't come with a rule book.

CAITLIN

But we can't just let him die! He's been
through so much to come here...to warn you!

MOLLY

Warn me? About what?

JAGG (o.s.)

THEM!

They turn to find Jagg pointing at them with a long accusing fingers. Ember, Jack Weasel and Stingo stand next to him at the same opening the Oddkins came through. But they don't look anything like the old Jagg, Ember, Jack and Stingo. They've dressed themselves up to look cute and very benign. Jagg is wearing an all-white "ice cream" suit with a straw hat. Ember has turned herself into a ballerina in a pink tutu and toe-shoes. Her hair has been twisted up into a ballerina bun on top of her head. Jack Weasel's box has been painted with pink polka-dots. His clown smile has been turned into a painted frown and he's got pink painted "tears" running down his cheeks. Stingo is been transformed from a bumble bee into a blue-bird. He's been painted blue with blue fake wings and a fake beak.

The Oddkins are horrified by their "resurrection."

EMBER
(a high-pitched voice)
Watch out! They're Evil!

JACK
They came to hurt you!

CAITLIN
That's a lie!

Molly studies these new intruders curiously.

STINGO
(being a bird)
Don't...chirp...trust them...chirp chirp.

JAGG
(to Molly)
Our dear departed Uncle Isaac sent us to
warn you about the Evil Toys.

EMBER
But they tried to destroy us before
we could get here.

QUEEG
(to Molly)
No! They're the evil ones! Not us!

Molly frowns and studies the Oddkins. They look like hell compared to the new improved Bad Toys.

JAGG
You see how they lie?

Molly turns to her own Toys who are watching this back-and-forth like spectators at a tennis match. She shrugs helplessly.

MOLLY
Who am I supposed to believe?

CAITLIN

Believe what you want! But I'm not
going to stand around and let Cody die!

She reaches up to her shoulder, rips the patch away.

CAITLIN (cont.)

We were all made from the same stuffing.

She plucks out a bit of her own stuffing.

CAITLIN (cont.)

So maybe this is what he needs.

She bends down and stuffs it into the opening in Cody's shoulder where the stitching had yet to be sewn up.

Jagg looks suddenly alarmed. He motions to his Four.

Without another word, the other Oddkins move close to Cody. They each pick open their stitching and pluck out a bit of stuffing. Then, one at a time, they solemnly insert it into Cody's shoulder opening....giving up a part of themselves so he can live.

CAITLIN

Cody? Can you hear me?

TYLER

It's us.

None of this is lost on Molly. As she watches, her confusion vanishes.

QUEEG

Come on, Cody. Wake up.

CUDDLEFUZZ

(struggling not to cry)

Please...Cody. Please.

Cody gasps! He blinks his eyes and looks up to see his friends gazing down at him.

CODY

(alarmed)

What are you looking at?

(lifting his head)

What's wrong?

The others laugh...overwhelmed with joy and relief.

CAITLIN

Nothing's wrong! Nothing at all!

She flings her arms around his neck and gives him a huge hug. Cody pushes her away.

CODY

Don't get mushy.

While Molly's distracted, Jagg and the others approach her from behind. Jagg flicks out his knife and prepares to strike.

MOLLY

I wouldn't do that if I were you.

And suddenly, the Evil Toys find themselves surrounded by a battalion of huge, high-tech Robot Guards. Jagg strikes at one with his knife..but it slides right off. Stingo flicks out his stiletto stinger and attempts to stab one of the Robots. It snaps in two. Ember scratches at them with her burning fingernails. But nothing affects them. The Guards lift the Evil Toys up in their enormous robot arms.

MOLLY (cont.)

Put them in the Trunk!

The Bad Toys gaze with horror upon an enormous black trunk. They wail and plead as the Robot Guards carry them toward it.

EMBER

(pointing at Jagg)

He made me do it! He said he'd kill me if
I didn't do what he said.

JACK WEASEL

NOOOOOO! I'll be good...really I will! I
promise! I promise!

STINGO

(buzzing angrily)
Releassssssssss me!

Jagg is the only one who goes to his doom in utter silence. The Robot Guards throw them into the truck. They desperately try to escape but the Guards push them back in as they lower the lid. Jagg's burning eyes are the last thing we see as the lid closes with a resounding THUNK!

Molly locks it with a huge metal lock and strings the key around her neck.

MOLLY

You want to tell me why this Uncle Isaac
of yours would make toys like that?

CODY

He said they were mistakes.

MOLLY

(a laugh)
Yeah, well...I've made a few "mistakes"
of my own.

She motions toward a long line of identical huge black trunks. The Oddkins' eyes go wide as they imagine all those trunks filled with Bad toys.

MOLLY (cont.)

(sincerely)
Thank you for coming all this way to
warn me. I don't know what would have
happened if those five were allowed to
run around loose.

(a beat)
You know, it's too bad I didn't get to meet
your Uncle Isaac. There's some things I
would've liked to ask him. I guess now the
only problem is...how do we get you back
home?

The Oddkins glance at each other uneasily.

CODY

Would you excuse us for a minute?

MOLLY

Sure.

They go into a huddle.

QUEEG

(uncomfortable)

I don't have a home now that Uncle Isaac's gone.

They look at Caitlin.

CAITLIN

You know...Jennifer doesn't really need me anymore. She's got Mitzyl!

They look at Tyler.

TYLER

I can't go back there and pretend I'm something I'm not.

They look at Cuddlefuzz. She's brown with dirt. Her fur is matted.

CUDDLEFUZZ

Susie won't like me anymore if I'm not perfect. Besides, she's such a baby. She cries about everything.

They all look at Cody.

CODY

(on the spot)

Well you guys can do what you want, but I'm going home where it's safe and cozy and I don't have to make decisions and nobody's trying to kill me and...

A door opens in one of the cardboard houses and the cutest little girl bear steps out. She glances at Cody and smiles coquettishly. He swallows...with difficulty.

CODY (cont.)

(changing his tune)

On second thought...who wants to
spend the rest of their life in a junk
closet?

They step forward to speak to Molly.

CODY (cont.)

We've talked about it...and we don't have
a lot to go back for. So...would it be okay
if we stayed with you?

MOLLY

Well, it can get kind of dangerous around
here. We have to move around a lot. But if
that's okay with you then...welcome home!

A cheer rises up from the toy village and suddenly, the Oddkins are surrounded by new well-wishing friends. The Toys shake their hands and pat them on the back, welcoming them to their new life.

But Cody is oblivious. He floats through the crowd toward the girl bear. And as they share a shy smile we:

FADE OUT.

THE END.