

Rev. 1/23/03 (Pink)
Rev. 2/10/03 (Yellow)
Rev. 2/27/03 (Green)
Rev. 3/03/03 (Goldenrod)

THE POLAR EXPRESS

Screenplay

by

Robert Zemeckis & William Broyles, Jr.

Based on the Illustrated Book

by

Chris Van Allsburg

FULL BLUE DRAFT
12/29/02

THE POLAR EXPRESS

FADE IN:

1 INT. BEDROOM - NIGHT 1

CLOSEUP - A BOY'S CLOSED EYE

The BOY (8) is asleep -- at least his eyes are closed.

The CAMERA slowly begins to PULL BACK.

MAN (V.O.)

On Christmas Eve, many years ago,
I lay quietly in my bed. I did
not rustle the sheets. I breathed
slowly and silently. I was
listening for a sound I was afraid
I'd never hear -- the ringing
bells of Santa's sleigh...

We HEAR the very faint JINGLE of a solitary SLEIGH BELL.
The Boy's eyes open. He sits up in bed. The BELL STOPS.
The Boy listens intently: NOTHING... only the TICKING
ALARM CLOCK.

The Boy quietly tiptoes toward the window. He wears
yellow flannel pajamas. His room is furnished in a Roy
Rogers cowboy motif; it's the mid 1950s. The Boy leans
over the steam radiator and looks outside.

2 EXT. NEIGHBORHOOD - NIGHT 2

BOY'S POV

A middle-class, mid-western neighborhood. Grand Rapids,
Michigan, perhaps. Snow falls. The street is completely
quiet, houses are dark. Everything is covered by a fresh
blanket of snow. A snowman stands guard on the front
lawn.

3 INT. BEDROOM - NIGHT 3

The Boy hears a SOUND coming from the hallway: that
SLEIGH BELL again. The Boy silently opens his door and
tiptoes into the hallway. *

3A INT. HALLWAY/LIVING ROOM/DINING ROOM - NIGHT 3A *

From the top of the stairs he surveys the living room. *
Not a creature is stirring... no presents under the tree. *
Stockings hung by the chimney with care... empty. *

(CONTINUED)

3A

CONTINUED:

3A

A plate of cookies and a glass of milk... untouched. *

Suddenly, the SLEIGH BELL SOUND... coming from the kitchen. *

The Boy leans over the railing and looks. *

BOY'S POV *

A SHADOW on the dining room floor, created by the bright kitchen light... the shadow of a portly LITTLE MAN. *

As he waddles toward the Boy, a SLEIGH BELL JINGLES with every step. The shadow seems to be carrying a sack on his back. *

The Boy's eyes widen in amazement. This is it... Santa! *

But then the shadow SEPARATES. It splits into the shape of a thin man and a small girl. The man speaks. *

MAN *

Alright, Sarah, you've had your water... back to bed. *

The Boy's face drops. It's only his FATHER and sister... SARAH (6). *

The Boy sprints up the stairs and back into his room. *

3B

INT. BOY'S BEDROOM - NIGHT

3B *

The Boy swings his door closed and peeks through the keyhole. *

4 INT. SISTER'S BEDROOM - BOY'S POV THROUGH KEYHOLE - NIGHT 4

Sarah is being tucked into bed. The Boy can only see his father's shape, not his face. *

SARAH

... but he said Santa would have to fly faster than the speed of light to make it to every house in one night... and to hold everyone's presents his sled would have to be bigger than an ocean liner... and...

FATHER

Your brother said that? He was just teasing you. I'm sure he believes in Santa? *

The Boy gulps... through the keyhole he sees Sarah nod... a grave expression on her face. *

SARAH

He said he wasn't sure... he wasn't sure Santa was for real.

FATHER

Of course Santa's real...

Right on cue... the SOUND of the SLEIGH BELL.

Tucked in the back pocket of Father's pants is a cheap Santa hat with a single jingle bell sewn on its top. *

FATHER (CONT'D)

... he's as real as Christmas itself.

Now MOTHER arrives... She is very pregnant. *

MOTHER

But he won't come until you're sound asleep. Sweet dreams.

Mother bends down to give Sarah a kiss.

FATHER

Santa will be here before you know it.

5

INT. BEDROOM - NIGHT

5

The Boy is not so sure. The Boy's parents walk off down the hall. The BELL in his Father's pocket JINGLES merrily.

*
*
*
*

The Boy grabs a flashlight. He opens his dresser and finds a small stack of framed black and white photos.

INSERT PHOTOS

A black and white photo of the Boy (three years younger) happily sitting on the lap of a department store Santa, who wears thick, black, "Buddy Holly"-style glasses.

The Boy shakes his head... what's with those horn-rims?

The next photo... the Boy is a year older... he and his little sister each sit on a knee... this Santa has a thick black mustache visible beneath his crooked white beard.

The last photo... Sarah gleefully sits on this Santa's lap... the Boy (another year older) stands self-consciously... Santa has a long skinny neck... And the corner of a pillow can be seen protruding from his tunic.

The Boy frowns.

CLOSEUP - ENCYCLOPEDIA

The Boy pulls the "N" volume of the World Book off his bookshelf. He quickly flips the pages, then begins reading.

INSERT WORLD BOOK

"North Pole... Arctic Ocean... stark... barren... devoid of life."

(CONTINUED)

BOY
(confused whisper)
... devoid of life?

*

CLICK! The hall LIGHT comes on. The Boy douses the flashlight and scrambles into bed.

The DOOR SQUEAKS open. His parents enter and approach the Boy's bed. His back is toward them... but he can see them reflected in an old Ford hubcap leaning against his radiator.

FATHER
(whispers)
He's out like a light.

MOTHER
He used to stay up all night...
waiting for Santa.

FATHER
I have a feeling those days are
over.

MOTHER
It would be sad if they were.

FATHER
Yep... the end of the magic.

The Boy's eye pops open... what?... end of magic? What magic?

Mom gives him a gentle kiss.

MOTHER
(whispers)
Merry Christmas, sweetheart.

In the hubcap the Boy watches his parents walk to the door. His Mother suddenly stops and turns back... the Boy lies perfectly still.

FATHER
He's dead to the world... an
express train couldn't wake him
up.

In the reflection the Boy sees his parents silently close the door.

The Boy rolls over. Thinking. The wind-up ALARM CLOCK on the bedside table TICKS LOUDLY. The Boy checks the time -- 11:52. He looks out the window. Snow is falling.

(CONTINUED)

CONTINUED: (2)

He turns back and stares at the ceiling. A model airplane hangs from the ceiling light fixture -- a P-38 Lightning. The CLOCK continues TICKING. Now the Boy yawns, his eyelids getting heavy. His eyes begin to close...

As the Boy begins to drift off his dad's WORDS ECHO in his head...

FATHER (V.O.) (CONT'D)

... the end of the magic... end...
of... magic.

... the CAMERA MOVES IN ON the Boy's wind-up alarm clock. At exactly 11:55, the CLOCK STOPS. Then...

... a SOUND. A BELL... a SLEIGH BELL. Not the thin tinny sound of the earlier bell, but a full, rich, dynamic JINGLE BELL. The Boy's eyes pop open. He looks.

INSERT CLOCK. Stopped at exactly 11:55.

THE BOY

stares at the frozen clock. That's weird. The BELL continues JINGLING... LOUDER and LOUDER. The HUBCAP RATTLES LOUDLY against the RADIATOR... FASTER and FASTER... LOUDER and LOUDER...

The Boy looks up. The P-38 is VIBRATING wildly on its wire.

The entire ROOM begins to RUMBLE. The RADIATOR begins to HISS, then suddenly the HISSING SEGUES INTO a full-blown, ear-piercing STEAM WHISTLE.

FLASH! FLASH! FLASH! A blinding light strobes in through the window. A deafening ROAR THUNDERS UP from the street.

The Boy jumps up on all fours and looks out the window.

6, 7 OMITTED

6, 7 *

8 EXT. NEIGHBORHOOD - NIGHT

8

BOY'S POV STREET

A huge cloud of steam vapor hangs in the center of the street, boiling and churning. Strange yellow squares of light flicker behind the steam cloud, like windows flashing past. The flickering panels begin to slow. We hear the SOUND of CRUNCHING and GRINDING METAL.

(CONTINUED)

8

CONTINUED:

8

A cloud of steam billows up to the window, obliterating the Boy's view.

9

INT. BEDROOM - NIGHT

9

The Boy dives off the bed, jumps into his slippers and pulls his robe off the bedpost. RIP! He TEARS OPEN the POCKET of his robe. A couple of MARBLES RATTLE to the floor.

10

EXT. FRONT YARD - NIGHT

10

The Boy flings open the front door. He runs up the snow-covered path and skids to a stop. YIKES!!!

The cloud of steam in the middle of the street begins to evaporate to reveal...

A TRAIN

... a full-size passenger train parked a few feet from the front lawn. A glistening black, classic Baldwin steam locomotive is coupled to a huge coal tender and a train of eight passenger cars that stretch the length of a football field. The coaches sparkle, their windows glowing brightly. The ENGINE CREAKS and HISSES.

*

Mesmerized, the Boy approaches the train. The cars look 20 stories tall. Smoke rises from the locomotive's stack. The pilot light casts an eerie yellow glow on the falling snow.

The Boy stares in awe for a long moment, then looks up the street.

TRAIN TRACKS run down the center of the street, the steel rails gleaming in the moonlight. Every house on the street is dark and quiet... not a neighbor is stirring.

Behind the Boy, a CONDUCTOR (40), wearing a uniform complete with pillbox cap and shiny buttons on his vest, steps down from the passenger car. He pulls an oversized pocket watch out of his vest and checks it.

CONDUCTOR

All aboard!

The Boy spins around... me?

The Conductor has a thick, Dudley-Do-Right, Canadian accent.

(CONTINUED)

CONDUCTOR (CONT'D)

All aboard!

The Conductor's face is hidden by a plume of steam rising from the passenger car wheel trucks.

CONDUCTOR (CONT'D)

Well? You coming?

BOY

Where?

The Conductor leans through the steam and we get a good look at him. He's a pleasant-looking man wearing wire rim eyeglasses and a mustache. He also has a strange contradictory quality about him; his wild, sparkling eyes promise either thrills and adventure, or danger and terror. Or both. It's hard to tell. He puts his watch away.

CONDUCTOR

Ah, a young man in need of answers.

*
*

He gives the Boy a knowing look.

CONDUCTOR (CONT'D)

Why the North Pole of course...
this is the Polar Express.

The Boy looks over to the side of the gleaming passenger car; spelled out in large gold letters: "THE POLAR EXPRESS." The Boy, still unsure, looks back to the Conductor.

BOY

North Pole?

The Conductor peers over the top of his spectacles and gives the Boy a look.

CONDUCTOR

I see... Hold this please.

The Conductor hands the Boy his lantern then produces a clipboard... he shows it to the Boy.

CONDUCTOR (CONT'D)

Is this you?

The Boy nods.

(CONTINUED)

CONDUCTOR (CONT'D)

... It says here... no Santa photo from the Department Store this year... no letter to Santa... your sister had to put the milk and cookies out by herself.

(beat)

It seems this is your crucial year. If I were you, I'd think about getting on board.

He gives the Boy a knowing wink and takes back the lantern.

CONDUCTOR (CONT'D)

I'm on a schedule, ya know.

Still not sure the Boy steps back away from the train.

CONDUCTOR (CONT'D)

Suit yourself.

The Conductor signals the engineer. The ENGINE SOUNDS TWO SHORT BLASTS of the WHISTLE. A long jet of STEAM BLOWS out of the cylinder cocks. The Conductor disappears inside the car. The Boy still wavers; he looks up at the coach windows.

BOY'S POV

Kids. THROUGH the windows the Boy can make out the blurry silhouettes of kids. They look like they're having fun. We hear laughter, a few lines of "Rudolph the Red-Nosed Reindeer."

BACK TO SCENE

The TRAIN SHUDDERS and JERKS, then begins to creep forward.

(CONTINUED)

10

CONTINUED: (3)

10

The Boy makes his decision: He climbs aboard. From the platform between the cars, the Boy looks back toward his house.

*

11

EXT. NEIGHBORHOOD - BOY'S POV - NIGHT

11

The Boy's front lawn, his house, his parents, his sister... his whole life... receding into the distance. The draft from the departing train causes the snowman's tree branch arm to shake. Is it the Boy's imagination, or is the snowman waving goodbye to him?

11A

EXT. PASSENGER CAR PLATFORM - NIGHT

11A

THE CONDUCTOR opens the coach door for the Boy with a knowing smile.

*

*

CONDUCTOR

Welcome aboard.

The Boy enters the car and the Conductor closes the door behind him.

12

INT. PASSENGER CAR - NIGHT

12

It's filled with two dozen very happy children, an even mix of boys and girls ranging in age from 5 to 9. They all wear pajamas and nightgowns. A small group in the front are singing "Jingle Bells." The Boy is a bit nervous, but the kids greet him cheerfully.

*

The Boy finds an empty seat and checks out his fellow travelers. They all seem full of jubilant expectation and excitement. The Boy relaxes a bit. Sitting behind him, across the aisle, is a pretty, pleasant-looking GIRL, who...

... smiles at him. YIKES. The Boy immediately averts his eyes. He stares at his slippers and then...

KID (O.S.)

Hey!

A KID leans over the seat in front. The Boy looks up.

KID (CONT'D)

Yeah, you.

The Kid is a little goofy. He wears thick Coke-bottle glasses and has a know-it-all attitude about him. As a matter of fact, that's what we'll call him.

(CONTINUED)

KNOW-IT-ALL leans further over his seat back, pushing his face a bit too close to the Boy, invading his personal space.

KNOW-IT-ALL (KID)

You know what kind of train this is?

BOY

Huh...?

KNOW-IT-ALL

Train... do you know what kind of train this is? Well do ya?

BOY

Uh...

GIRL

It's a magic train! We're going to the North Pole!!

Know-It-All rolls his eyes.

KNOW-IT-ALL

Of course it's a magic train, but what kind...

(he doesn't wait for an answer)

... it's a Baldwin 2-8-4 S3 class
'Berkshire'-type steam locomotive
built in 1931 at the Baldwin
locomotive works at Eddystone
Pennsylvania has a 69-inch driver
wheel diameter with a 26-inch
cylinder bore and a 34-inch stroke
engine weighs 456,100 pounds has a
tractive force of 83,450 pounds at
5,000 drawbar horsepower top speed
is...

*
*

*
*
*
*

LURCH. The TRAIN RUMBLES around a turn. Know-It-All immediately spins around to look out his window.

(CONTINUED)

KNOW-IT-ALL (CONT'D)

(at the top of his
lungs)

We're hanging a left on Monroe!

GIRL

(indicates Know-It-
All)

He's kind of a know it all.

BOY

I guess.

(beat)

Are we really going to the North
Pole?

*
*

The Girl nods enthusiastically.

GIRL

Isn't that wonderful?!?!

Before the Boy can respond...

KNOW-IT-ALL

Herplosheimer's! Herplosheimer's!

A huge cheer erupts from the children. Some of the
children know this store. Others follow their
enthusiasm. They run to the Boy's side of the car and
press their noses against the glass. The Girl hops
across the aisle and shares the Boy's window. The CAMERA
PUSHES IN BETWEEN them to reveal...

*
*
*

This is Herplosheimer Department Store's famous Christmas
window. This year the theme is "The Night Before
Christmas."

The scene depicts a Victorian-era living room. There's a
fireplace with stockings, a Christmas tree with presents
and a life-sized animated Santa "filling the stockings,
then turning with a jerk"... and jerk he does.

*

The kids "ooh" and "ah" at the scene and at the many toys
wrapped in ribbons it is designed to showcase. They fog
the car windows with their breath. Know-It-All quickly
wipes his window and points at the toys.

(CONTINUED)

KNOW-IT-ALL

Look at all those presents. I
want 'em all!

*
*

(CONTINUED)

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14 CONTINUED: (2) 14
The Girl stares at the angel on top of the tree.
GIRL
It's all so... beautiful. *
The Boy looks, but what he sees is...
15 EXT. HERPLOSHEIMER'S - NIGHT 15
... Santa, with a mechanical armature and ball joint protruding through Santa's coat, a stream of hydraulic fluid running down his pant leg, collecting in a puddle on the floor.
16 INT. PASSENGER CAR - NIGHT 16
The Boy shakes his head; it's an obvious fake.
CONDUCTOR (O.S.)
Tickets. Tickets please.
All business, the CONDUCTOR stops at the Boy's seat...
CONDUCTOR (CONT'D)
Ticket?
The Boy sits, frozen. What ticket?
CONDUCTOR (CONT'D)
Let's not dilly-dally. I'm on a schedule ya know.
The Conductor points to the Boy's pocket.
CONDUCTOR (CONT'D)
Pocket?
Reflexively, the Boy reaches into his robe. His hand passes through the huge ripped hole.
CONDUCTOR (CONT'D)
The other one?
The Boy checks his other pocket. To his astonishment, he comes up with a TICKET.
INSERT TICKET
Engraved in gold script it reads: "One Round Trip -- North Pole."

(CONTINUED)

16

CONTINUED:

16

Amazed, the Boy hands it over. The Conductor pulls a gleaming, silver ticket punch out of his vest, and begins punching.

CLICK... CLICK, CLICK... CLICK, CLICK, CLICK, CLICK, CLICK, CLICK, CLICK, CLICK, CLICK, CLICK... The Conductor punches dozens of holes into the ticket, creating a blizzard of chads.

The Conductor holds it up to check his handiwork, then hands the ticket back to the Boy. Suddenly the Conductor notices something wrong. A TOOTHLESS BOY is playing with the Emergency Brake.

CONDUCTOR (CONT'D)

Young man! Climb down from there!
That's not a toy.

The Boy looks at his ventilated voucher.

INSERT TICKET

Letters. The punched-out holes form letters. The first letter is a "B." The last is an "E." In between are spaces. That's weird.

The Boy gives the Girl a confused look. She shrugs. Know-It-All appears, leaning over his seat.

KNOW-IT-ALL

That guy sure likes to show off
with his hole puncher.

He whips out his ticket.

KNOW-IT-ALL (CONT'D)

Look what that wise guy punched on
mine...

INSERT KNOW-IT-ALL'S TICKET

It has an "L" and an "E" punched next to each other, with spaces after the "E."

KNOW-IT-ALL (CONT'D)

'L,' 'E'... what's that supposed
to mean -- ?

The Boy and Girl exchange a look.

(CONTINUED)

THE POLAR EXPRESS - PINK - Rev. 1/23/03 14.
16 CONTINUED: (2) 16

Know-It-All turns to the window, suddenly suspicious. *

KNOW-IT-ALL (CONT'D)

Hey! Wait a minute. Just a *

minute. We're headed to... *

(he pauses for
dramatic effect)

THE OTHER SIDE OF THE TRACKS!!!

All of the kids turn to their windows. So does the Boy.

17 EXT. VIADUCT - BOY'S POV - NIGHT 17

As the train passes a cemetery, it heads toward the entrance of a narrow viaduct. Snow-covered freight cars are parked on the tracks above. The train enters the dreary tunnel. Everything outside the Boy's window goes black. We see his reflection.

18 INT. PASSENGER CAR - NIGHT 18

The kids become quiet. The SOUND of the ENGINE and the SQUEAKING coach WHEELS ECHO off the damp walls.

The train emerges from the dark viaduct. Smaller, worn down houses pass by. Not much Christmas cheer on display here. Two mangy DOGS GROWL at the Polar Express. The BRAKES begin to MOAN. The saddest, loneliest house comes INTO VIEW. *

The Conductor enters and picks up the P.A. MICROPHONE that hangs by the door. *

(CONTINUED)

18

CONTINUED:

18

CONDUCTOR (V.O.)

(into the P.A.)

Edbrooke Avenue. Next stop, 11344
Edbrooke Avenue.

*

The Polar Express shudders to a halt in front of this depressing house. The AIR BRAKES HISS LOUDLY. Know-It-All slides his window down and sticks his head out for a look. The Boy shoves the ticket in his pocket, lowers his window and pokes his head outside.

*

*

19

EXT. LONELY BOY'S HOUSE - NIGHT

19

Standing at the steps of the passenger car, is ANOTHER BOY. Looking very LONELY, he stands with his head hanging down. He lives in the lonely-looking house. The Conductor steps off the train. We see an exact repetition of the scene between the Conductor and the Boy earlier.

CONDUCTOR

(to the Lonely Boy)

Well... you coming?

19A

INT. PASSENGERS CAR - NIGHT

19A

*

KNOW-IT-ALL

(ho-hum)

Just another pick up.

Unimpressed, Know-It-All shuts his window and plops back into his seat... The Boy continues to watch...

19B

EXT. LONELY BOY'S HOUSE - NIGHT

19B

*

CONDUCTOR

... why The North Pole of
course... this is The Polar
Express.

The Lonely Boy doesn't move. The Conductor checks his clipboard.

*

*

CONDUCTOR (CONT'D)

I've got a schedule, ya know.

The Conductor signals the engine with his lantern and climbs on board. The WHISTLE BLOWS two short blasts. The Lonely Boy still doesn't move or even look up. He's not coming. The Conductor looks out at him one last time as the pistons slowly begin to turn the drivers.

(CONTINUED)

19B

CONTINUED:

19B

The cars lurch forward as the slack is pulled from the couplers. The train begins to pick up speed.

The Boy watches the Lonely Boy as he's left behind. Suddenly... the Lonely Boy looks up. He's changed his mind! He starts after the train, but it's moving faster now.

(CONTINUED)

19B CONTINUED: (2)

19B

BOY

Hey! The kid wants to get on the train!

*
*
*

But no one does anything. The Lonely Boy is right by the Boy's window. He looks directly at the Boy. There's a connection established between them. The look on the Lonely Boy's face says: help me.

*

BOY (CONT'D)

*

(shouts)

Come on. Run!

The Lonely Boy runs! Faster and faster, pacing the train -- as close to the edge of the tracks as he can. He reaches for a hand hold. He's almost got it... One more inch! The Lonely Boy slips in the snow, loses ground. The train pulls away. He's not going to make it!

*

20 INT. PASSENGER CAR - NIGHT

20

The Boy pulls his head into the car and shouts.

BOY

We've got to stop the train!!

The kids freeze. They have no idea what's going on. The Boy frantically looks around.

GIRL

There!?

She points at the EMERGENCY BRAKE CORD. He pulls it! SKKRRREEEEEE!!!!!! The air brakes lock up. The kids tumble forward!

21 EXT. LONELY BOY'S HOUSE - NIGHT

21

The POLAR EXPRESS SHUDDERS to a stop.

THE BOY

picks himself up off the floor as outside the Lonely Boy runs up and gets on the car.

22 INT. PASSENGER CAR - NIGHT

22

THE LONELY BOY self-consciously enters the car, which starts to move again.

(CONTINUED)

He walks down the aisle, not looking at anyone, but as he passes the Boy he looks up and for a moment their eyes meet.

BOY

That was close. Want to sit here?

*

(CONTINUED)

He makes room. So does the Girl. The Lonely Boy hesitates, then shakes his head and drops it again. He keeps going, right down the aisle to the rear door. He opens the rear door and quickly exits out onto the platform. The Boy gets up and takes a step after him...

CONDUCTOR (O.S.)

All right, who pulled that cord?

The Boy gulps.

THE CONDUCTOR

stands in the doorway, hands on hips. He wants an answer.

KNOW-IT-ALL

immediately points an accusatory finger at the Boy.

KNOW-IT-ALL

He did.

The Boy can't believe it. What a rat.

CONDUCTOR

In case you didn't know, that cord is for emergency use only... And in case you aren't aware, tonight is Christmas Eve... And if you haven't noticed, this train is on a very tight schedule...

*
*
*
*
*

The Boy begins to shrink... the Conductor is on a roll.

*

CONDUCTOR (CONT'D)

Now, young man, Christmas may not be important to some people...

A significant look to the Boy.

CONDUCTOR (CONT'D)

... but it is very important to most of us.

BOY

But...

The Boy begins to protest, but the Girl cuts him off.

*

GIRL

All he did was stop the train so that kid could get on...

*
*
*

(CONTINUED)

22 CONTINUED: (3)

22

She points to the observation car. The Conductor has a look.

23 INT. OBSERVATION CAR - CONDUCTOR'S POV - NIGHT

23

THROUGH the window he can see the Lonely Boy taking a seat in the observation car. He is the only one in the car.

24 INT. PASSENGER CAR - NIGHT

24

THE CONDUCTOR turns to the Boy.

CONDUCTOR

Is that what happened, young man?

*

The Boy nods. The Conductor softens a bit but keeps his official tone.

CONDUCTOR (CONT'D)

Well. Let me remind you, we are on a schedule... and...

The Conductor pulls out his oversized pocket watch and snaps open the lid. He looks at the watch and gulps.

The Boy sees the worried look on the Conductor's face and he begins to worry.

*

The Conductor snaps his watch shut and tucks it in his vest.

CONDUCTOR (CONT'D)

I've never been late before. I'm certainly not going to be late now... so no more emergency stops.

*

*

*

The WHISTLE SOUNDS. LURCH... The train starts moving.

CONDUCTOR (CONT'D)

Now. Who would like a little refreshment?

Every arm in the car reaches for the stars.

CONDUCTOR (CONT'D)

That's what I thought.

The Conductor exits through the front door.

The Boy sighs, relieved he didn't get into deeper trouble. He looks out his window.

25 EXT. CITY LIMITS - NIGHT

25

A sign flashes by: CITY LIMITS. The landscape becomes rural... barbed-wire fences and snow-covered fields. The lights of the city fade into the distance..

*

GIRL (O.S.)

Chocolate...

26 INT. PASSENGER CAR - NIGHT

26

The Boy turns. The Girl smiles from across the aisle.

BOY

Huh?

GIRL

Chocolate... I hope the
refreshment is hot chocolate.

BLAM! The forward DOOR bursts open!

A dozen singing, dancing, and roller skating WAITERS bound into the car to serve hot chocolate. They wear white uniforms with aprons, bow-ties, and matching mustaches. They might be Swiss or they might be Italian. It's hard to tell. They are jaunty and friendly and sing with great gusto.

The song they sing is about hot chocolate, the Polar Express, and the adventure ahead. As they reach our main characters, the waiters sing a stanza that seems to speak just to them. They sing and serve, they tap dance, skate, slide, flip, and twist. They juggle and toss cups, spoons, and saucers to the thirsty kids.

The Conductor joins in, singing into the P.A. Microphone and dancing along.

*

*

A high-pitched WHISTLE SOUNDS and a shiny STEAM POWERED TROLLEY CHUGS in through the door. The trolley looks like a turn-of-the-century-era fire engine, but instead of a water pump, a huge brass and chrome urn sits on top.

The trolley driver pulls a lever and big white fire hoses begin to unreel. The waiters grab the hoses and spray rich foamy hot chocolate in thick arcs across the length of the car; they fill each cup without spilling a drop.

Marshmallows are fired from slingshots and whipped cream is shot out of huge aerosol cans. Every cup is topped off with exact precision.

(CONTINUED)

The waiters scoop up the dirty cups and saucers and...
ZIP... they're gone, leaving a chocolate mustache on each
kid.

(CONTINUED)

Know-It-All is pontificating, but no one is listening.

KNOW-IT-ALL

Montezuma, king of the Aztecs,
would drink fifty quarts of hot
chocolate every day... it was
thick as mud and red... because he
put chili pepper in it instead of
sugar... get it... HOT chocolate.

The Girl reaches under her seat and comes up with a cup
of hot chocolate, topped with a huge mound of whipped
cream.

GIRL

For him.

She nods toward the Lonely Boy, who has been looking in
the door, wondering about all the commotion.

*
*

GIRL (CONT'D)

I'm going to take it to him.

BOY

Aren't we supposed to stay in our
seats?

*
*

Suddenly the Girl has doubts, but she still gets up.

KNOW-IT-ALL

Yeah. It's a violation of
railroad safety regulations for a
kid to cross moving cars without a
grownup! Everybody knows that.

*
*
*
*
*

GIRL

I think it'll be okay.

She heads toward the door.

BOY

Are you sure?

The Girl freezes. Her conviction has turned to mush at
the first questioning of her decision. She sits back
down, not sure what to do. Mystified by the Girl, the
Boy is about to say something, when...

CONDUCTOR (O.S.)

What about that lad in back...

THE CONDUCTOR

enters the car. Stopping by the Girl and Boy, he looks
through the door window at the Lonely Boy.

(CONTINUED)

CONDUCTOR (CONT'D)

... did he get any refreshment?

He eyes the full cup of chocolate in the Girl's lap. The Conductor seems to see into her soul.

(CONTINUED)

26

CONTINUED: (4)

26

GIRL

No.

CONDUCTOR

Well, let's bring him some. By
all means.

The Girl gets up with the chocolate. The Conductor pulls
the door open and the Girl follows him out onto the
platform.

THE BOY

kind of thinks he should have gone too. He gets up and
looks into the observation car through the rear door
window.

27

INT. OBSERVATION CAR - BOY'S POV - NIGHT

27

As the Girl hands the Lonely Boy his hot chocolate, the
Conductor punches his ticket with a few quick punches, in
dramatic contrast to the bravura punching on the Boy's
ticket.

*
*
*

28

INT. PASSENGER CAR - NIGHT

28

The kids watch the Conductor.

*

KNOW-IT-ALL

Did you see that?! He hardly
punched anything on that kid's
ticket. He's in big trouble.

*
*
*
*

The Boy spots...

A TICKET

sitting on the Girl's seat.

THE BOY

picks up the ticket. It hasn't been punched. The Boy
heads to the coach door.

*

KNOW-IT-ALL (CONT'D)

Hey! What're you doing? You're
going to get us all in trouble!

*
*
*

The Boy keeps going to the door. He pulls it open, and
steps out.

*

29 EXT. PASSENGER CAR PLATFORM - NIGHT

29

The wind blows ferociously. The ROAR of the TRAIN is deafening. The platform is covered in ice and snow and the chasm between the cars seems to be 20 feet wide. The two cars rock violently out of sync with each other.

The Boy looks down at the grinding couplers. The track rushing by in a blur, the WHEELS SCREAMING. The Boy hesitates, he takes a deep breath, closes his eyes...
SLAM!

*

(CONTINUED)

29

CONTINUED:

29

The door behind him hits him in the rear-end, knocking him between the two cars. He grabs hold of a hand iron and breaks his fall...

BUT HE LOSES THE TICKET!!!!

The ticket spirals wildly in the wind. The Boy frantically grabs for it but can't reach it. The ticket sails above the train...

(NOTE: The following is one continuous shot.)

30

EXT. PASSENGER CAR - FLYING TICKET - NIGHT

30

Gusting higher and higher, the ticket soars above the treetops. The Polar Express rolls into the distance, light from the passenger car windows flicker through the trees.

The ticket flies into a cold, dark forest. The Great North Woods. The snow has stopped, the sky is clear and full of stars. The wind dies. Moonlight sparkles off the ticket's gold ink as it floats gently toward the ground.

WHOOSH!! Something flashes PAST the CAMERA... A grey blur. A pack of WOLVES runs PAST the CAMERA, setting the ticket airborne once again. The wolves run through the trees.

The ticket floats down to a river and lands on the river like a leaf. It starts to sink! A trout swims by and, attracted to the bright ticket, nudges it as the ticket sinks.

*
*
*
*

Whump! A big bear paw swoops up the fish! The fish ends up in the bear's mouth. The ticket is splashed onto an ice floe and floats down the river.

*
*
*

The ice floe passes a den of beavers, who gnaw a tree down. The tree crashes into the water, just missing the ice floe with ticket, and sends it spinning into the white water.

*
*
*
*

Then a gust of wind catches the ticket and it sails across the barren snow, leaving the wolves behind. Caught in a powerful updraft, the ticket flies higher and higher when... SNAP... a BEAK clamps onto the ticket. The beak belongs to a BALD EAGLE, who takes it (and the CAMERA) on a breathtaking flight HIGH ABOVE the frozen mountain peaks. We catch a GLIMPSE of the Polar Express, miles away, rounding an alpine turnpike.

(CONTINUED)

The eagle banks sharply and descends toward a rock outcropping where three young EAGLES sit in a nest, SQUAWKING for their dinner. *

The adult eagle lands by the nest and presents the ticket. The strongest young eagle bites the ticket and immediately spits it out.

Once again the ticket is sailing on the breeze, bouncing and skipping from rock to rock. The ticket passes a crevasse in the cliff.

A draft suddenly sucks the ticket (and CAMERA) INTO the crack. The ticket zooms through a tunnel, zipping between icicles and stalagmites, dipping and spiraling through this rock wormhole... into darkness.

(CONTINUED)

The SCREEN is completely BLACK. Only the HOWLING WIND can be HEARD.

Then there is light. An opening in the cave. *

The ticket flutters out into the moonlight. *

The wind stops and the ticket begins to fall, floating slowly toward the ground. It comes to a gentle rest... ON A TRAIN TRACK!!! Gleaming in the moonlight, the tracks stretch toward the horizon. The ticket sits there as we hear...

... a SOFT THUMPING. A cute little BUNNY hops INTO FRAME... white fur, big pink ears, and a little pink nose. He flops over the SCREEN-RIGHT rail and hops to the left rail. The bunny hops next to the ticket, sniffs it. The light beam from the engine pilot breaks the horizon. The WHISTLE BLOWS. It's the POLAR EXPRESS... coming fast!

The bunny tugs at the ticket with his teeth. Trying to get leverage, he slips and straddles the rail, his four little legs peddling helplessly... Dog-paddling to nowhere. The highballing train is bearing down on the helpless bunny... looming behind him like a skyscraper!

The weight of the locomotive pounding down the tracks causes the vibrating rails to ratchet the bunny back toward the still-stuck ticket. He pedals like hell!! The engine's cowcatcher passes overhead!!!!

The bunny slides toward the ticket! His paw makes contact with the ticket!! THE TICKET POPS FREE!!! THE BUNNY FLOPS SAFELY OFF THE TRACK.

The ENGINE THUNDERS overhead, the ticket caught in the resulting tornado. It skips and spirals toward the rear of the train, then... SMACK... the ticket slaps up against a SHOE... the sole of a shoe, to be exact... size 13, with a hole in it larger than a silver dollar.

After a moment, a gust of wind sends the ticket flying, past the reclining body of a VERY LARGE MAN -- soiled trousers, tattered jacket, frayed shirt and grimy red gloves with the fingers worn away.

Lying in a burlap hammock, hanging beneath the carriage, is a HOBBO... literally "riding the rods." The ticket sticks on the Hobo's cheek. The Hobo (35) has a large, gentle-looking face. He's sound asleep, his tweed stalking cap pulled down over his eyes, a red kerchief "bindle" for a pillow. He snores LOUDLY. The ticket tickles.

(CONTINUED)

30

CONTINUED: (3)

30

The Hobo swats the ticket off of his face and the ticket is airborne once again. It flies up between two cars, past the platform, where...

... the CONDUCTOR and the GIRL are crossing back between the cars. The ticket hovers behind the Conductor as the Girl opens the coach door. The draft sucks the ticket past her shoulder and...

... Into our passenger car. It flies up OUT OF FRAME. Nobody notices.

(NOTE: The single shot ends)

31

INT. PASSENGER CAR - NIGHT.

31

We FIND the Boy in the car, the Girl sitting next to him as the Conductor continues down the aisle. The Boy looks up at the Girl, about to confess, but before he can the Conductor stops and returns to the Girl's seat.

The Girl looks up at the Conductor looming above her. He checks his clipboard.

CONDUCTOR

You got on in... Chicago. I don't believe I punched your ticket.

Having no pockets in her nightgown, the Girl checks her seat... No ticket.

GIRL

I left it right here on the seat, but it's gone.

CONDUCTOR

Are you saying... you've LOST YOUR TICKET?

A hush falls over the passenger car. All eyes are focused on the unfolding drama. The Girl nods meekly. The Conductor gives her a "we've got a problem" look.

BOY (O.S.)

She didn't lose her ticket...

All heads turn toward the Boy...

BOY (CONT'D)

I did.

(to the Girl)

(CONTINUED)

BOY (CONT'D)

I went to bring it to you... but
the wind blew it out of my hand...

The Boy looks down at his slippers.

BOY (CONT'D)

... I'm sorry.

GIRL

It sounds like it was an accident.

The Boy looks back up to the Girl... she understands. He
hands his ticket out to her.

BOY

You can have my ticket.

The Conductor stops him.

CONDUCTOR

(deathly serious)

It's not TRANS... FER... ABLE.

The Boy slowly takes back his ticket.

CONDUCTOR (CONT'D)

I'll need you to come with me,
young lady.

He takes the Girl by the arm and leads her solemnly
toward the rear door. It closes. For a moment there is
hushed silence. Know-It-All jumps to his feet.

KNOW-IT-ALL

You know what's gonna happen to
her, don'tcha? He's gonna throw
her off the train.

The kids gasp, the Boy's eyes widen in horror. He runs
to the rear-door window.

The Conductor leads the Girl toward the back of the
observation car like it's the last mile. They pass the
Lonely Boy. He keeps his head down but shoots a sideways
glance toward the condemned Girl.

Know-It-All comes up behind the Boy.

(CONTINUED)

33 CONTINUED:

26.
33

KNOW-IT-ALL
Yep, he'll probably throw her off
the rear platform.

*
*
*

34 INT./EXT. OBSERVATION CAR - NIGHT

34 *

The Conductor escorts the Girl out onto the rear platform. He closes the door behind him.

35 INT. PASSENGER CAR - NIGHT

35

The Boy begins frantically pacing the aisle. What to do?

KNOW-IT-ALL
That's standard procedure. That way she won't get sucked under the wheels. Sometimes they slow the train down, but they never stop it.

*

The Boy stops pacing. He's been given the solution.

BOY
We have to stop the train!!

Know-It-All and the kids gasp. They yell "No!" "You can't!" "Not again!" The Boy jumps up on the nearest seat and reaches for the emergency pull-cord, when he sees...

... THE GIRL'S TICKET, pressed across the grate of an air intake vent. The Boy freezes. He blinks a few times, stunned. Then he reaches out and grabs the ticket off the grate.

36 EXT. PASSENGER CAR PLATFORM - NIGHT

36

The Boy runs out onto the icy platform. He sticks the ticket between his teeth, grabs the railing and leaps across. He lands on the other side... Slips on the ice... and slams into the bulkhead with a cry of pain.

The ticket pops loose. It begins to swirl away -- not again! But the Boy grabs it at the last second.

37 INT. OBSERVATION CAR - NIGHT

37

The Boy dashes through. The Lonely Boy doesn't look up.

38 EXT. OBSERVATION CAR - NIGHT 38

The Boys swings the door open... nothing... no one there.
Only the frozen mountains and the moonlit rails receding
into the distance.

39 INT. OBSERVATION CAR - NIGHT 39

The Boy runs back to the Lonely Boy.

BOY
Where'd they go?

The Lonely Boy shrugs, as he fiddles with his ticket. *

BOY (CONT'D)
What happened to them?

Another shrug. The Boy sees a solitary "O" punched into
the Lonely Boy's ticket. *

BOY (CONT'D)
Look, she's in big trouble. Help
me.

The Lonely Boy looks up. He slowly points his finger up
to the ceiling. The Boy looks up just as the moonlight
casts the shadows of two figures against a cliff-face. *
Ah ha! On the roof... The Boy runs for the door! *

40 EXT. OBSERVATION CAR REAR PLATFORM - NIGHT 40

The Boy runs onto the deck and spots a ladder on the side
of the car, fresh footprints on the snow-covered rungs.
The Boy sticks the ticket between his teeth and begins
climbing. The snow is coming down hard.

41 EXT. TRAIN ROOF - NIGHT 41

The Boy reaches the lip of the roof. He catches a
fleeting glimpse of the Girl and Conductor trudging along
the coach roof. They vanish behind the curtain of thick
falling snow. The lantern's flame is all the Boy can
see... then it disappears.

The Boy cautiously shimmies up onto the roof. He slowly
stands and gains his balance. He grasps the ticket in
his hand. The wind and snow lash the Boy's hair. The
spectacular wilderness rushes by. Smoke from the engine
boils overhead.

(CONTINUED)

The Boy spots two sets of footprints in the snow... One set large, one set small. He follows them. Walking gingerly, the Boy moves forward along the car roof. The snow squall is so thick the Boy can barely see. There's a strange PLUNKING METALLIC MELODY coming from up ahead.

(CONTINUED)

Then the Boy sees an amber glow and walks closer. But it's not the lantern, it's a campfire. A campfire burning in the middle of the observation car roof.

Sitting on an orange crate by the fire is a HOBO... the same Hobo we saw earlier under the train. A pot of coffee brews a pair of socks dangling into it. The Hobo stops strumming his hurdy-gurdy -- the source of the music. *

HOBO

Well lookie what we have here.

The Boy's never seen a hobo before... nor a campfire on top of a train. *

HOBO (CONT'D) *

What can I do for you? *

BOY

Ah. I'm looking for this girl. *

A big smile spreads across the Hobo's face.

HOBO

Ain't we all... ha, ha, ha...
(big belly laughs)
Ain't... we... all.

BOY

I've got her ticket. *

The Hobo takes the ticket and holds it up to the moonlight.

HOBO

Well, whatdaya know? A genuine,
authentic, official ticket to
ride.

He hands the ticket back to the Boy.

HOBO (CONT'D)

I'd put that in a safe place, I
was you. I keep all my valuables
right here, in my size thirteens.

(CONTINUED)

He taps his shoes. The Boy stashes the ticket in his slippers as the Hobo wrings out his socks and begins putting them on.

*

HOBO (CONT'D)

'Course, I don't use 'em myself.
Tickets. I ride for free. I ride
this rattler whenever I feels like
it.

The Hobo begins what can only be called a classic hobo boast.

HOBO (CONT'D)

This here's my train. I'm the
king of this train... King of the
Pol Ex... King of the North Pole.

(beat)

Where's my manners? Sit down.
Take a load off! Have a cup of
joe!

*
*
*

He offers the Boy some foul-looking coffee, but the Boy shakes his head: no thanks.

*

BOY

(sitting)

What about Santa? Isn't he the
King of the North Pole?

*
*

KING

Santa??? Ha! Ha! Ha!!! That's
rich! What about Santa??? Ha!
Ha! Ha... Ho! Ho! Ho!

The King pulls out a cheap Santa hat out of his back pocket (very similar to the one the Boy's father had but worn and tattered), with a single sleigh bell sewn on top.

The King rings the bell, then puts the cap on and starts Ho ho-ing like Santa... then he stops abruptly. He gives the Boy a suspicious look.

*
*
*
*

KING (CONT'D)

And what exactly is your
persuasion? When it comes to the
Big Man... if you don't mind me
asking?

The Boy takes a moment to gather his thoughts.

(CONTINUED)

BOY

Well, they say this train is going
to the North Pole. They say we're
going to see Santa?

KING

Dey? What? Don't you believe
dem?

BOY

Well, I want to believe, but...

KING

(cutting him off)
... But!

The King douses the fire with what's left of the
"coffee," stuffs the pot and the rest of his belongings
miraculously into his bindle, then turns to the Boy.

KING (CONT'D)

You don't want to be bamboozled...
lead down the garden path...
duped... conned... have the wool
pulled over your eyes...
hoodwinked... taken for a ride,

The King pauses, then smiles that sly smile of his.

KING (CONT'D)

... railroaded... so to speak. It
ain't enough if everybody else in
the entire world believes it. No
sir!

(beat, points at his
own eyes)

You want to scope with them
peepers of your own. Seeing is
believing, am I right?

He looks the Boy right in the eye... the Boy nods.

KING (CONT'D)

I thought so. Let's go find that
dame...

The King throws his bindle-sack over his shoulder and
trudges through the heavy snow toward the engine. The
Boy follows.

The blizzard is so severe that the Boy loses sight of the
King for a moment, then he reappears.

(CONTINUED)

KING (CONT'D)

Oh, one thing. Do you believe in
ghosts?

(CONTINUED)

BOY

Ghosts???

The King smiles that sly smile. Then, suddenly, this time he really DISAPPEARS, right into the whiteout!

BOY (CONT'D)

Hello??

The Boy can't see anything... only the raging blizzard. Very afraid now and all alone, the Boy turns and slowly heads back to the rear of the train. The snow is getting deeper, piling up above the Boy's ankles.

The Boy reaches the end of the car. The gap between the cars seems wider now... ridiculously dangerous.

The Boy decides not to try the jump. He turns and heads back toward the front of the train. Now the snow is up to his waist. *

The Boy can barely mush through the heavy snow. He's becoming exhausted.

He falls to his knees. Up ahead he sees something in the falling snow. Is that his house?

His own bed with him lying in it, safe and warm? Are those the faces of his mom and dad? Are they real? Is any of this?

This is scary. He hits himself in the face.

BOY (CONT'D)

Wake up!

He blinks his eyes and shakes his head. He's still on the train. The snow is deeper. If this is a dream he can't wake up from it.

BOY (CONT'D)

Help.

The snow reaches his neck.

BOY (CONT'D)

Help!

But there is no answer. Nothing is there except the falling whiteness and its home-sick images.

BOY (CONT'D)

I never should have gotten on this train. *

(CONTINUED)

What has he got himself into? *

BOY (CONT'D)
(barely audible)
Help...

Then the WHISTLE BLOWS.

THE BOY reacts to the sound. All he sees is snow. The WHISTLE BLOWS again and we HEAR a VOICE mixed in. *

VOICE (O.S.)
Helllloooo...

The Boy reacts. He's not sure what he heard...

VOICE (O.S.) (CONT'D)
Hellooo...

The Boy sees a light beam... like a flashlight beam... waving through the falling snow, moving along the top of the train.

BOY
Over here!!

The light beam moves closer. Then... materializing out of the snow... is the King. A battery-powered headlight is strapped to his forehead. He has a ski pole in each hand and a pair of vintage cross-country skis tied to his boots.

KING
Quick, git' up on my shoulders...
we ain't got much time.

The King crouches as low as he can and begins to pull the Boy out of the snow.

KING (CONT'D)
Hurry up... get on... it's the
only way we'll make it on time.

The urgency in the King's voice gets the Boy's attention. He climbs up on the King's shoulders, straddling the King's neck, holding on to his chin. The King begins mushing toward the front of the train.

KING (CONT'D)
We have to get to the engine fo'
we reach Flat Top Tunnel.

BOY
What's that?

(CONTINUED)

The Polar Express is slowly climbing a slight grade. *

KING *

Cos' they's only a one-inch
clearance between the top of this
here train and Flat Top Tunnel. *

The snow squall suddenly stops and the Boy can see. *

BOY *

(screams) *

LOOOOOK!!!! *

POV - LOCOMOTIVE *

drops down a steep grade. The coal tender follows, then
the cars, diving down the grade like dominos. At the
bottom is Flat Top Tunnel... a mouse hole of a tunnel.

THE KING

bends into a crouch, tucks his poles and pushes off.

KING

Hold on!!!

THE BOY

riding high on the King's shoulders, has a perfect view
of the disaster coming at him.

POV

Flat Top Tunnel is just ahead! The mouth of Flat Top is
a square opening that sags in the middle. A sharp rock
ledge juts out like an eyebrow. Jagged icicles hang down
like a hideous grin. We're closing fast.

THE KING

jumps the gap between cars. SLAP... he lands hard. Two
more cars to go. The Boy is terrified.

KING (CONT'D)

You ever hear that sayin'... when
you get to the end of your rope...
let go?

(CONTINUED)

41

CONTINUED: (9)

41

The engine is two lengths from the tunnel. SLAP. The King jumps another gap... one more to go. The King tucks into a lower crouch.

KING (CONT'D)

Well, I got one of my own... wanna hear it?

SMASH... the LOCOMOTIVE BLASTS into the tunnel's mouth, punching out the icicle teeth.

SLAP... the duo jumps the last gap. The coal tender is one car ahead. The Boy can barely choke out an answer.

BOY

Ah... huh.

The rock face of the tunnel is coming straight at the Boy!

KING

(at the top of his lungs)

When you get to your jumpin'-off point...

SCRAAAAAAPE... sparks fly as the tunnel mouth shears the snow and an inch of METAL from the engine can.

KING (CONT'D)

... JUMP!!!

The Boy jumps!!!

BOY'S POV

as he dives through the thin space between the tunnel entrance and the coal tender into...

TOTAL BLACKNESS. Only the ROAR and RATTLE of the TRAIN can be HEARD. We are in the dark for a long time.

42

INT. ENGINE CAB - NIGHT

42

When the Polar Express exits the tunnel the Boy finds himself lying in a bed of coal. No sign of the King... anywhere. Suddenly... a LOUD, METAL, GRINDING SOUND. The coal beneath the Boy drops away, the Boy tumbles down a chute, and...

The Boy lands on the floor of the locomotive cab. A load of coal spills down behind him. The Boy looks up and takes a look around:

*

(CONTINUED)

A morass of pipes, valves, levers and gauges, a blazing fire in the firebox...

Sitting on the engineer's bench is the Girl. She wears a striped engineer's hat that covers her whole head and huge gloves that reach up to her armpits. She leans casually on the window sill, her hand on the throttle. She gives the Boy a big smile.

The Boy can't believe it.

BOY

But I thought you were thrown --
You're -- driving the train??

GIRL

They put me in charge. They had
to go check the light. Isn't it
great?

The Boy is fascinated by the controls.

BOY

But, how do you... do you know
how??

GIRL

It's easy... here I'll show you.

She begins pointing out levers and gauges.

GIRL (CONT'D)

This big lever here is the
throttle... this little one is the
brake... these are the pressure
gauges... and this rope is the
whistle.

She points to the thick hemp cord hanging above her head.
The Boy's eyes light up.

BOY

Whistle?

GIRL

Wanna try it?

The Boy grabs hold of the cord and gives it a tug. The
WHISTLE SOUNDS a long BLAST. The Boy pulls it again...
glorious.

BOY

I wanted to do that my whole
life!!

(CONTINUED)

Suddenly the controls start to gyrate. Steam starts leaking from the valves. The gauge needles begin inching into the red.

GIRL

Oh dear.

The engine begins vibrating and running very rough.

On either side of the cab is a large valve: one red, one green. The Girl goes to the red one and turns it slowly. Nothing happens. The pipes start to swell. More steam. The needles plunge into the red.

BOY

Shouldn't you do something?

She runs to the green valve and starts to turn it.

GIRL

I am!

STEAM SCREAMS out through a pipe joint like an ear-piercing tea kettle whistle. The Girl runs frantically from red valve to green valve.

GIRL (CONT'D)

This is what they told me to do!

BOY

Are you sure??

An ALARM BELL begins to RING.

GIRL

(very scared)

Huh?

BOY

(panicked)

Are you sure????

The Girl, overcome by indecision, slaps her hands over her eyes and freezes.

All of the gauge needles pin into the red... something is gonna blow!!!

Steam begins to pour into the cab from everywhere. The Boy and the Girl take cover in the far corner. All they can see is a wall of steam, backlit by the orange, pulsing glow of the firebox.

The Girl is frozen stiff, the Boy is panicked, he has no idea what to do... when...

(CONTINUED)

The ear-splitting SCREAM of the STEAM begins to die down. The ALARM BELL STOPS and the gauge needles drop into the green. The locomotive resumes its smooth cadence.

Wind swirls in through the windows and the wall of steam dissipates, revealing...

TWO VERY BIZARRE-LOOKING MEN. The ENGINEER and the FIREMAN. One is turning the red valve. One is turning the green valve.

The Engineer is short and fat. He weighs 444 pounds, stands 4 feet, 4 inches. He is bald, with a jowly, cherubic face and a lazy left eye.

The Fireman stands constantly bent over at 6 feet, 6 inches, 66 pounds. Wild orange hair sticks out from beneath his cap. A long, red beard hangs to the floor, its tip is singed and smoking. His right eye is cockeyed.

Could they be identical twins that look totally different?

They turn toward the kids and talk at the same time... with thick, back-country, hillbilly accents.

ENGINEER	FIREMAN
Lookie what you done to our train!!!	What ya done dood' to our train???

The Girl gulps.

GIRL
I... I... I turned those things!
Just like you said!

ENGINEER/FIREMAN
Together????

GIRL
Huh?

Once again they talk over each other.

ENGINEER	FIREMAN
Together... you have to turn them together!!!	Together... did you turn them together??

The two strange men sing their last word... then they begin wiggling and jiggling, and moving in time with the chugging locomotive.

GIRL (CONT'D)
Together?

(CONTINUED)

ENGINEER/FIREMAN

That's right... together.

Now the Fireman begins to shovel his coal in a rhythmic cadence. And the Engineer starts adjusting VALVES that begin to HISS a melody.

ENGINEER/FIREMAN (CONT'D)

(sing)
Together, together
Put it all together
We guarantee you'll love it when
it's done
Two heads are always better than
one...

*

The rhythm of the rails sets the tempo... And the twins begin to sing and dance.

ENGINEER/FIREMAN (CONT'D)

(sing)
It takes a half a ton of coal
A blast or two of air
A tiny spark to light her heart
With tender loving care

And a little water
And a pinch or two of time
And long before you know it
Steam's a coming through the line

Put it all together
Put it all together
Two heads are always better than
one
Together yes together makes it run

*

*

*

The inbred brothers press their ugly mugs together... and for a brief moment... form a perfectly-chiseled Adonis god.

ENGINEER/FIREMAN (CONT'D)

(sing)
A puzzle starts in pieces
And nothing seems to fit
Gotta put it all together
Or it's just a pile of... grits!!!

*

*

*

*

*

*

The good ole bro's do a goofy patty-cake hand clasp, then SING another verse.

Steamer bangs wrenches and tools on the fire-wall like he's playing a xylophone and Smokey strums his beard like a stand-up bass.

(CONTINUED)

STEAMER/SMOKEY

(sing)

Put it all together
 Put it all together
 Two heads are better than one
 Put it all together
 Put it all together
 I guarantee you'll love it when
 it's done.
 Together yes together makes it
 fun!!

Together
 Put it all together
 Two heads are always better than
 one
 Two heads are always better than
 one

*

*
 *
 *
 *
 *
 *
 *

The song ends and the two brothers go back to their
 duties.

STEAMER/SMOKEY

And that's how we do it!
 Too... geth... errr!!!!

GIRL

But how could I? I was all alone.

STEAMER/SMOKEY

What about him?

STEAMER

He was here!!

SMOKEY

Weren't he here??

They point at the Boy... then Steamer takes the Boy's
 hand and gives it a hardy shake.

STEAMER

(shakes the Boy's
 hand)

I'm Steamer!!

SMOKEY

(points to the
 Engineer)

He's Steamer!!

BOY

Huh?

Now the twins reverse their action.

STEAMER

He's Smokey!!

SMOKEY

I'm Smokey!!

STEAMER/SMOKEY

(together)
 We're twins!!

(CONTINUED)

BOY

Nice to meet you... yours'... you
both.

STEAMER

So... who brung ya up
here??

SMOKEY

So... who took ya up
here???

STEAMER/SMOKEY

The Conductor???

BOY

Uh, no sir... sirs. The King did.

(CONTINUED)

STEAMER/SMOKEY

The King...?!?!?!?

BOY

Yes, sir... of the North Pole.
That's what he calls himself.

Steamer and Smokey back away from the Boy. The color
drains from their faces. The Boy tries to be helpful.

BOY (CONT'D)

He's a hobo.

Smokey wipes his face... his greasy hand smudges a look
of horror across his skinny chin. His knees begin to
knock. Steamer's teeth begin to chatter.

STEAMER

Did you s... s... say a
b:... b... b... bbb 'bo??

SMOKEY

From the ppp... ppp...
pppp... Pole??

The boy nods.

BOY (CONT'D)

Yeah? So?

STEAMER/SMOKEY

... gotta go!!!

Terrified, Steamer and Smokey dive head first into the
coal bin and pull the canvas wind tarp down. Right on
cue the SOUND of the LOCOMOTIVE shifts from its normal
jolly CHUGGING to an ominous foreboding MOAN.

Steamer peers around the tarp... his voice a terrified
whisper.

STEAMER

'Twas the night before Christmas in
the year '33...

Now Smokey pokes his head around. His knees still
knocking.

SMOKEY

When a hobo named King wanted to
ride for free...

STEAMER/SMOKEY

He waited in the woods... snuck on
board from the back

Carried everything he owned in a
red kerchief sack

(CONTINUED)

As Steamer and Smokey speak, the flickering firebox seems to be projecting shadows on the tarp... illustrating their story.

STEAMER/SMOKEY (CONT'D)

He was a loudmouth and a showoff... there was "nothin' he didn't know."

And he called himself King... King of the North Pole

He was riding on the roof... this "King of the Pole"

When it started to fall... the white stuff called snow.

The twins lower their voices even more. The lights in the cab seem to dim and the WIND HOWLS through the windows, adding to the foreboding mood.

STEAMER/SMOKEY (CONT'D)

The snow fell so hard... you couldn't mush through with a sled

And of course you couldn't see... couldn't see nothing... up ahead

The Express started down... down a steep, icy drop

It was headed for a tunnel... a tunnel called Flat Top

The Boy's eyes widen like saucers... Flat Top Tunnel!

STEAMER/SMOKEY (CONT'D)

Now passing through Flat Top is hard... it ain't no cinch

'Cause the clearance of its opening's less than an inch

The train as it aimed for the tunnel went faster

And the King got real nervous... up ahead was disaster

But he had no time to holler... no time to cry

'Cause he got slicked off this train...

(CONTINUED)

Steamer swipes his hand across the wall... leaving a greasy skid mark.

STEAMER/SMOKEY (CONT'D)

Like scumskimmedoffaGeorgiaswamp

... in July.

The Boy and Girl exchange another look. Steamer's voice... now a hushed whisper.

STEAMER

His ghost rides this train...
Some folks still believe...

SMOKEY

Every night before Christmas...

STEAMER/SMOKEY

Every... Christmas... Eve.

There's a long, silent pause, as the kids take this in. Then the Girl speaks up.

GIRL

There's no such thing as ghosts.
(emphatically)
... everybody knows that.

The Boy's not so sure. Steamer points to the Boy.

STEAMER

But he seen the 'bo...

SMOKEY

... on the ruff.

BOY

And he just disappeared... right
at Flat Top Tunnel.

GIRL

Well... maybe he's an angel... a
guardian angel...

The Girl, sheepishly looks over to the Boy.

GIRL (CONT'D)

... right?

The Boy shrugs.

Then Smokey's voice bellows out from the coal bin.

(CONTINUED)

SMOKEY (O.S.)

What about the light...

STEAMER

Great Caesar's ghost... I forgot
about the light!He pulls a big glass lightbulb out of his pocket. The
glass is smoked and the filament rattles around inside.

Steamer takes Smokey's shovel and shoves it at the Boy.

STEAMER/SMOKEY

So you kids can drive her now
The way we showed you how...

BOY/GIRL

Together.

He and Smokey immediately reprise their song and start
singing as they exit the engine cab.

STEAMER/SMOKEY

(sing)

*Sometimes it just takes more than
one
to screw a light bulb in
At times like that you're gonna
find
It helps to have a twin**(identical... too)**Put it all together
I think you're gonna love it when
it's done
Two heads are always better than
one!!!*The Boy shovels a load of coal into the firebox. What
has he gotten into?

The Girl gives the whistle rope a tug.

(CONTINUED)

THE POLAR EXPRESS - GOLDENROD - Rev. 3/3/03
42 CONTINUED: (11)

41.
42

SMOKEY (O.S.)
OOOOOOOOOOOOOOOOWWWWWWWW!!!!!!!

*
*

43, 44 OMITTED

43, 44 *

45 EXT. LOCOMOTIVE - NIGHT

45

CLOSE ON SMOKEY'S MOUTH

He howls like a banshee. WIDEN to REVEAL Steamer pulling on Smokey's beard, using it to hoist his 444 pounds up to the lamp housing.

STEAMER
Hold me there!!!

SMOKEY
Ow... my hair!!!

*

STEAMER

screws the BULB into the socket. It SPARKS to life. A bright white beam flares across the tracks. Steamer lets go of Smokey's beard and drops onto the cowcatcher platform.

SMOKEY

slingshots upward and his head CLANGS into the BELL. The VIBRATING RING-OUT causes him to literally become a blur.

STEAMER

gets up and looks forward down the brightly-lit track. His eyes bug out... horrified!!!

STEAMER
(at the top of his
lungs)
STOP THE TRAIN!!!!!!

46 EXT. TRAIN TRACKS - NIGHT

46

In the bright pilot beam are two small points of light... two small reflections. SOMETHING IS STANDING IN THE MIDDLE OF THE TRACK!!!

47 EXT. LOCOMOTIVE - NIGHT

47

STEAMER waves hysterically at the cab. Smokey pulls his head out of the bell... his eyes pop!!!

STEAMER
(screaming)
Stop... THE... TRAIN!!!!!!

*

(CONTINUED)

47

CONTINUED:

47

SMOKEY

... PULL THE BRAKE!!!!!!

STEAMER

PULL THE BRAAAAAAKE!!!!!!

SMOKEY

STOP THE TRAAAAAIN!!!!!!

*

48

INT. ENGINE CAB - NIGHT

48

The Boy and Girl react. The brake! But a dozen levers and valves stare back at them. The Girl reaches for a polished brass handle attached to a valve post.

GIRL

He told me this one's the brake.

BOY

Who told you?

GIRL

The engineer!

BOY

Steamer?

GIRL

Who??!!

BOY

The engineer!!!

GIRL

YES!!!

The Boy points to a big lever with a bright red handle.

BOY

What about this red one??? This looks like a brake!!!

The Girl grabs the small brass lever.

GIRL

This is the brake.

BOY

Are you sure?

This question causes the Girl to freeze. Again, she loses her confidence.

GIRL

Huh?

(CONTINUED)

BOY

Are you sure???

(CONTINUED)

THE POLAR EXPRESS - GREEN - Rev. 2/27/03 44.
 48 CONTINUED: (2) 48

Paralyzed by indecision... the Girl panics. She slaps her hands to her face covering her eyes!

49 EXT. TRAIN TRACKS - NIGHT 49

The POLAR EXPRESS THUNDERS toward the two small dots of light. They blink... they're EYES!!!

50 EXT. LOCOMOTIVE - NIGHT 50

STEAMER covers his face! Smokey covers his ears! *

STEAMER
 STOOOOOPPPP... THE... TRAINNNNN!!!

51 INT. ENGINE CAB - NIGHT 51

With only seconds to spare, the Boy lets go of the red lever AND PULLS THE BRASS HANDLE!

HISSSS!!!!!! The AIR BRAKES LOCK! All eight DRIVERS GRIND to a halt.

The Boy and Girl are thrown against the fire wall.

52 EXT. LOCOMOTIVE - NIGHT 52

Thrust off the pilot lamp, Smokey falls on top of Steamer. The TRAIN SKIDS down the rails. The cowcatcher stops inches from...

A CARIBOU

A 400-lb. bull caribou stands frozen in the middle of the train tracks... literally caught in the headlight. Behind him are thousands more... A breathtaking, majestic HERD OF ARCTIC CARIBOU stretching for miles, nonchalantly crossing the tracks. The caribou caught in the lights suddenly walks on.

Steamer and Smokey gape at the immense herd.

STEAMER/SMOKEY

Caribou! *

*

53

INT. ENGINE CAB - NIGHT

53

The Conductor rushes in from the tender.

CONDUCTOR

Why are we stop...

The Conductor spots the Boy.

CONDUCTOR (CONT'D)

YOU!! I should have known...
Young man, are you bound and
determined that this train never
gets to the North Pole?

The Girl points out the window.

GIRL

Look.

The Conductor has a look.

CONDUCTOR

I see... caribou crossing...
that's a fine kettle of fish...
this will definitely put me behind
schedule.

As he pulls out his watch, his eyes pop, beads of sweat
form on his brow. He looks back to the Boy.

CONDUCTOR (CONT'D)

Yes indeed... A pretty pickle...

The Boy averts his eyes.

The Conductor snaps his watch shut...

CONDUCTOR (CONT'D)

... This certainly clamps my tail
in a gate.

... and climbs out through the cab window.

GIRL

(motions to the Boy)
Come on!

She follows the Conductor outside.

54
thru
56

OMITTED

54
thru
56

57

EXT. LOCOMOTIVE - NIGHT

57

The Conductor joins Steamer at the cowcatcher. Smokey still sits up on the lamp housing.

STEAMER

I make that herd over a hundr'd
thousand... maybe a million. It's
gonna be hours 'for them 'bou is
done crossin' that track.

*
*
*

SMOKEY

... A tough nut to crack.

*
*

The Conductor stares down at his watch. He runs his finger inside his collar to get some air.

CONDUCTOR

Yep... definitely in some serious
jelly.

*

The Boy and Girl arrive. They look out at the immense herd spread across the tracks.

STEAMER

... A real jam.

SMOKEY

... A tight spot.

STEAMER

... Up a creek.

*

SMOKEY

... Up a tree.

*

STEAMER

... Lost in the grass.

*
*

SMOKEY

... I'll tell you what's grass --
our...

*
*
*

At this moment the Boy accidentally steps on Smokey's dangling beard.

SMOKEY (CONT'D)

...AaaasssiiOOOOOOOWWWUUUUUUUU!!

*

The caribou FREEZE. The entire herd turns toward the train.

The lead BULL TRUMPETS back.

(CONTINUED)

BULL CARIBOU

OOOOOOOOWWWWWUUUUUUUUUUUUUUUU!!!!

The Conductor gets an idea. He grabs Smokey's beard and gives it two strong tugs.

SMOKEY

OOOWWWUUUUU! OOOWWWUUUUU!!

(CONTINUED)

57

CONTINUED: (2)

57

The Bull answers back.

BULL CARIBOU
OOOWWWUUUUU! OOOWWWUUUUU!!

The Conductor gives Smokey's beard three short tugs.

SMOKEY
OWWWUUU... OWWWUUU... OWWWUUU!

And the most amazing thing happens...

The two hundred thousand head of caribou that are facing
the track... Take three steps back... CLEARING THE TRACK!

CONDUCTOR
Now that's more like it.
(he yells to Steamer)
All ahead slow!!!

CUT TO:

58

INT. ENGINE CAB - NIGHT

58

Steamer and Smokey jump through the cab window. Smokey
begins shoveling coal like a madman.

Steamer gives the WHISTLE TWO SHORT BLASTS, then pushes
the throttle open... just an inch.

INSERT

The COTTER PIN on the throttle is SLIPPING LOOSE.

59

EXT. LOCOMOTIVE - NIGHT

59

THE DRIVER WHEELS begin to turn, ever-so-slightly. The
Polar Express begins to move.

ON THE COWCATCHER

The Boy and Girl wave to the Caribou as the engine rolls
by.

Like Jersey cows, the Caribou look blankly at the passing
train.

The Conductor checks his watch once more... he's still
worried.

60

INT. ENGINE CAB - NIGHT

60

STEAMER gives the throttle another nudge. The train doesn't move. Smokey is back stoking the firebox. He gives Steamer a concerned look.

Steamer gives the lever another shove. The drivers just spin.

Steamer shoves the throttle FULL FORWARD with all his might.

INSERT COTTER PIN

It pops out. The throttle lever falls off its post.

Steamer tumbles to the floor.

STEAMER
JUMPIN' JEEPERS!!! THE COTTER PIN
SHEARED OFF!!!

*

SMOKEY
Huh!???

*

*

STEAMER
(points to the broken
throttle)
LOOK!!!!

*

*

*

*

SMOKEY
What?!?

*

*

STEAMER
HERE!!!

*

*

SMOKEY
WHERE?!??

*

*

STEAMER
THERE!!!!

*

*

SMOKEY
WHAT???

*

*

STEAMER
HUH?!???

*

*

SMOKEY
(shouts)
I CAN'T HEAR YOU... THE TRAIN'S
GOIN' TOO FAST!

*

*

*

*

(CONTINUED)

60

CONTINUED:

60

STEAMER

(yells)

THE TRAIN'S GOIN' TOO FAST... I
CAN'T HEAR YOU!!

*
*
*
*

61

EXT. LOCOMOTIVE - NIGHT

61

A giant plume of SMOKE BELCHES from the SMOKESTACK. JETS OF STEAM SHOOT OUT of the CYLINDER COCKS. The Polar Express lurches forward. The Conductor, unaware of the problem in the cab, watches the last of the Caribou pass by.

The train is climbing a grade... and gaining speed.

CONDUCTOR

(to the Girl)

Tell the engineer to watch the
speed.

The Girl shouts to the cab.

GIRL

Watch the speed.

62

INT. ENGINE CAB - NIGHT

62

Steamer and Smokey are crawling on their hands and knees looking for the cotter pin. The ENGINE ROARS!

*

STEAMER

IT'S GOTTA BE HERE SOMEWHERE!

*

SMOKEY

... HUH??!?

*

STEAMER

... WHAT?!?!?

*

*

SMOKEY

... WHAT?!?!?

*

*

(CONTINUED)

62

CONTINUED:

62

The Polar Express continues to accelerate.

*

63

EXT. LOCOMOTIVE - NIGHT

63

The Conductor is becoming concerned about the train's increasing speed.

BOY

We're going pretty fast.

CONDUCTOR

(to the Girl)

Tell the engineer to slow down.

The Girl calls to the cab.

GIRL

SLOW... DOWN!!

POV ENGINE CAB - NIGHT

There's no response from the cab: no movement... nothing.

Only FAINT SHOUTING can be HEARD.

STEAMER/SMOKEY (O.S.)

... huh... what???

... what... huh???

GIRL

(to the Conductor)

They can't hear me.

CONDUCTOR

They can't?

The Girl shakes her head.

CONDUCTOR (CONT'D)

Are you sure?

The Girl freezes.

GIRL

Hmm?

CONDUCTOR

Are you sure??

The Girl stands there... paralyzed.

(CONTINUED)

CONDUCTOR (CONT'D)

Are you sure they can't hear you?

GIRL

Ah... uh... uh...

CONDUCTOR

Why so tight-lipped? Clammed-up?
Buttoned-down? Cat got your
tongue?

The ROAR of the TRAIN is deafening. The speed is really
picking up. It's hard for the trio to keep their
balance.

CONDUCTOR (CONT'D)

I don't like the look of this.
Come on, young man...
(to the Girl)
Let's go, gabby.

The Conductor starts toward the cab, when suddenly...

A SIGN WHIZZES by: GLACIER GULCH -- REDUCE SPEED.

CONDUCTOR (CONT'D)

Too late!!!

The Conductor takes the terry cloth belt from the Boy's
robe and begins tying the Boy and Girl to an iron hand
hold.

BOY

Is everything alright? What
should we do?

CONDUCTOR

Well... given the fact that we
have no communication with the
engineer... We're standing totally
exposed on the front of the
locomotive... The train seems to
be accelerating uncontrollably...
And we are rapidly approaching
Glacier Gulch, which just happens
to be the steepest downhill grade
in the entire world... I suggest
we all hold on... TIGHTLY!!!

The train reaches the crest of the steepest downhill
grade in the world!!!!

66 INT. ENGINE CAB - NIGHT 66

Steamer comes up with the pin!

STEAMER
I FOUND IT!!!

SMOKEY
YOU FOUND IT!!! *

67 EXT. LOCOMOTIVE - NIGHT 67 *

The engine leaves the rails as it arcs over the apex of the rise. *

67A INT. ENGINE CAB - NIGHT 67A *

Steamer and Smokey slam into the ceiling. Steamer drops the pin! *

STEAMER
I LOST IT!!! *

SMOKEY
YOU LOST IT???? *

67B EXT. LOCOMOTIVE - NIGHT 67B

Ahead is the most terrifying vertical drop we have ever seen! *

The Polar Express plunges downward!!!

The Boy and Girl brace themselves! Their stomachs drop to their feet.

68 INT. ENGINE CAB - NIGHT 68

The vertical drop of the train is so severe, Steamer and Smokey find themselves in a zero gravity environment.

(NOTE: All of the action now in the cab is in a 2001: A Space Odyssey-type slow-motion ballet.) *

Steamer and Smokey kick and breaststroke in midair like two crazy astronauts.

Suddenly, out of a pile of floating coal, is the pin... tumbling around in the weightlessness.

(CONTINUED)

68

CONTINUED:

68

Steamer dog-paddles toward the pin and finally gets his hands on it.

Smokey sees this and screams in Steamer's ear.

*

SMOKEY

*

YOU GOT IT!!!

*

Startled... Steamer DROPS THE PIN!!

*

69

EXT. LOCOMOTIVE - NIGHT

69 -

The POLAR EXPRESS hits a dip and ROARS up an insanely steep grade.

*

69A

INT. ENGINE CAB - NIGHT

69A

Steamer and Smokey instantly weigh thousands of pounds... They slam onto the floor like two tons of bricks and flatten like pancakes!!

*

*

69B

EXT. LOCOMOTIVE - NIGHT

69B

The locomotive hits a steep drop. The Boy, Girl and Conductor hold on with all their might.

69C

INT. ENGINE CAB - NIGHT

69C

The duo are airborne again.

Smokey clangs off the cab ceiling... but Steamer gets his head caught between two pipes... he dangles helplessly from the rafters.

69D

EXT. LOCOMOTIVE - NIGHT

69D

The POLAR EXPRESS SCREAMS down the flimsy wooden trestle track. The train shakes and vibrates violently... rotted timbers fall from the roller-coaster type trusses.

The Boy and Girl hold on for dear life. A small smile appears on the Conductor's face... he's enjoying this. He looks over at the Boy, who clamps his eyes closed in terror. Then the Conductor looks over at the Girl, who to her own amazement is wide-eyed, loving and ride.

The TRAIN THUNDERS around a sharp curve... another drop. Below is a huge snow drift covering the tracks!!! We speed toward the wall of snow. It towers thirty stories above us.

The tracks below the locomotive wheels shake and quiver with tremendous force. The quaking causes large cracks and fissures in the snow bank.

The Boy and Girl brace for impact! Then...

AN AVALANCHE!!!

The cornice of snow breaks apart and tumbles downhill. We PACE BEHIND this enormous mass of ice and snow, cascading down the mountain before us!

The snowslide picks up speed, pulling AWAY from us. Then, it splits apart, revealing the track lying ahead. A hair-raising tangle of track... miles of hills, dips, curves and corkscrews.

WE RIDE!!!

As exciting as this ride is, like all roller-coasters, it's over in a flash. The Polar Express jerks around the last curve and plunges down the final drop. Stretching out ahead is...

THE GREAT POLAR ICE CAP

The frozen Arctic Ocean glistens in the moonlight. Tracks descend straight for the ice, then disappear into the glassy, frozen ocean. Even the Conductor braces for this one.

CONDUCTOR

Hold on tight... the ice is frozen
over the tracks!

The engine hits the ice!!! The driver wheels spin uselessly, spitting crushed ice everywhere.

(CONTINUED)

The Polar Express undulates on the ice like a snake, skating and skidding in wide serpentine arcs. With no friction beneath the wheels, the train picks up more speed!!

The Polar Express has developed so much momentum and inertia that the rear observation car slides forward, catching up to the engine! The train is a giant semi-circle sliding down the ice!!!

GIRL

Look!!!

(CONTINUED)

69D

CONTINUED:

69D

The Girl points to the observation car skidding up directly across from her. The Lonely Boy sits, looks blankly at the Girl, in weird contrast to the terrifying slide of the Polar Express across the ice!!!

70

INT. ENGINE CAB - NIGHT

70

Steamer, very dazed and confused, is dog-paddling in midair. The pipes that his head is stuck between are beginning to bend under his weight.

Smokey has his head buried in the coal. On the other side of the coal bin, the coal begins to move very mysteriously.

A HAND emerges... a ghostly transparent hand. The hand wears a tattered red glove with the fingers missing. Holding the COTTER PIN!!! The sharp pointed end aiming straight up... toward Steamer's gigantic buttocks.

Steamer's head pops free... he falls like a ton of bricks and lands right on the...

STEAMER

OOWWWW!!!! Something bit my
caboose!!!

Steamer hops around the cab holding on to his rump. Smokey spots the pin protruding from his posterior.

SMOKEY

THE PIN! I'LL PULL IT LOOSE!

Smokey pulls a pair of red-hot tongs out of the firebox. He grabs for the pin but misses and singes Steamer's butt.

STEAMER

YYYOOOUUWWW!!!

Steamer ricochets around the cab as Smokey continues to brand his hide.

Finally, Smokey clamps the cotter pin. He shoves his foot against Steamer's spine and pulls!

STEAMER (CONT'D)

YYOOOOWWWWWW!! MY HEINIE!!
OOWWW... is it stuck?

SMOKEY

... yeah... where the sun don't
shiny!

(CONTINUED)

POP! Smokey extracts the pin!

INSERT THROTTLE

Steamer shoves the cotter pin into the throttle securing it to the post. He pulls it closed, then hits the brake!!!

71

EXT. POLAR ICE CAP - LOCOMOTIVE - NIGHT

71

THE DRIVER WHEELS lock up. They skate wildly on the ice!!

ON THE COWCATCHER

The inertia of the SKIDDING TRAIN causes the Girl to lose her grip. She flies off the side of the engine. The Conductor grabs her arm, but he slips on the icy platform. He goes over the side!!

The Boy grabs the Conductor's jacket with both hands!! But the Conductor's too heavy! The Boy strains, his slippers slipping on the ice! He's going to be pulled off too!!

Suddenly the Boy jerks to a stop. A red-gloved hand has him by his robe! The hand yanks all three of our heros back onto the cowcatcher with one strong tug, but only the Boy sees the King before he disappears around the side of the boiler. The King winks at the Boy and puts his finger across his lips...

KING

Ssshhhhh...

PPSSSSSSSSSSSSSSSS. A plume of STEAM rises up from the pistons and the King vanishes with the vapor, just as the Conductor and the Girl recover themselves. The Conductor gives the Boy a quick knowing glance.

CONDUCTOR

That was quite... remarkable, young man. Quick thinking on your part. I thought we were goners.

SMASH!!! One after another, the passenger car COUPLERS POUND into each other. The cars pivot on the engine, and...

The POLAR EXPRESS slides backward, then slowly SKIDS to a stop. The ENGINE HISSES and CREAKS.

*

THE CONDUCTOR

unties his safety rope.

CONDUCTOR (CONT'D)

Now that's more like it. I'm going to find out what the Dickens happened here.

(CONTINUED)

71

CONTINUED:

71

The Conductor climbs a ladder up to the top of the locomotive. The Boy and Girl follow.

72

EXT. LOCOMOTIVE ROOF - NIGHT

72

WIDE ANGLE

The Polar Express sits in the middle of the frozen Arctic Ocean. Skid marks carved into the ice mark the train's wild path.

The Conductor walks over the top of the boiler toward the cab, the two kids right behind him.

Standing on the cab roof, the Conductor shouts to the crew below.

CONDUCTOR

What in the name of Mike...

CRRRRRRRRRAAAAAACK!!!!!! ICE begins to CRACK. Back where the train first hit the frozen ocean, huge chunks of ice collapse into the black water. CRACK! CRACK! CRACK! Like falling dominos, crumbling ice flows are following the train's path... racing TOWARD us!!

The Conductor yells down to the cab!

CONDUCTOR (CONT'D)

LET'S GET THE BLAZES OUT OF HERE!!

73

INT. ENGINE CAB - NIGHT

73

CLOSEUP THROTTLE

Steamer jams the lever into FULL REVERSE!!

74

EXT. LOCOMOTIVE ROOF - NIGHT

74

DRIVER WHEELS spin wildly, spraying huge plumes of shaved ice 40 feet high!!!

THE POLAR EXPRESS

highballs into reverse, snaking madly backwards across the ice.

CRACK! CRACK! CRACK! The collapsing ICE is gaining on the train. The Conductor, the Boy, and the Girl watch helplessly from atop the cab.

(CONTINUED)

74

CONTINUED:

74

CONDUCTOR

Faster!!!

The reversing train begins to pull away from the advancing fissure. The rear cars begin fishtailing out of control. The train is about to jackknife!!!

75

INT. ENGINE CAB - NIGHT

75

STEAMER pulls the throttle SHUT. The drivers lock up!!

76

EXT. LOCOMOTIVE ROOF - NIGHT

76

THE POLAR EXPRESS SKIDS 180 degrees in an insane maneuver. The engine whips around in a sideways skid, and the train straightens out.

77

INT. ENGINE CAB - NIGHT

77

THE THROTTLE... is pushed FULL FORWARD!!

78

EXT. LOCOMOTIVE ROOF - NIGHT

78

Miraculously the drivers grab some traction and the LOCOMOTIVE PEELS OUT!!!

The train speeds forward across the frozen ocean, the crumbling ice fracture nipping at the rear wheels of the observation car.

THE BOY

points forward.

BOY

Look!!!

CONDUCTOR

TRACKS!!! Dead ahead!

POV

TRAIN TRACKS... sloping out of the frozen water... connecting to a trestle on shore, just a mile ahead.

79 INT. ENGINE CAB - NIGHT 79

STEAMER furiously manipulating the engine controls, sweat pouring off his bald dome. He keeps the train on course by alternating the brake and throttle, creating a differential steering system.

SMOKEY, shovels coal into the firebox like a madman!!

80 EXT. LOCOMOTIVE - NIGHT 80

THE ICE CRACK catches up to the observation car and darts underneath.

81 INT. ENGINE CAB - NIGHT 81

PRESSURE GAUGE

The steam pressure is dropping.

STEAMER
(hysterical)
I'm losing pressure!!! I need
more steam!! Smokey... MORE
STEAM!!!

Smokey stoking as fast as he can.

SMOKEY
I'm doing the best I can... ALONE!

Steamer gets the message. He hops off his bench, grabs a shovel, and starts shoveling.

STEAMER/SMOKEY
(stoking like madmen)
Together... together... together.

82 EXT. LOCOMOTIVE ROOF - NIGHT 82

The train is halfway to the tracks!!!

THE GIRL... looking back.

GIRL
Oh, no!

(CONTINUED)

THE ICE

is crumbling apart beneath the observation car. The car is dangling by the coupler, its wheel trucks helplessly bouncing on the ice floes.

The ice gash races under the train. The jagged crack jogs ahead of the engine...

(CONTINUED)

in a second it reaches the track!!! The ice surrounding the train ruptures and cracks.

The Conductor drops prone onto the cab roof.

CONDUCTOR

Brace yourselves!!!

THE POLAR EXPRESS CRASHES THROUGH THE ICE!!!

But drops only three feet... onto the tracks below. Ice and water gush into the air. A giant steam cloud engulfs the locomotive as the freezing water hits the red-hot boiler.

The TRAIN BLASTS out of the water and ROARS up the trestle...

It SCREAMS between the narrow walls of an ice canyon...

Then speeds across the vast barren tundra...

It slams through a switch and onto the main line. The RHYTHM of the RAILS becomes a MELLOW CADENCE. The Boy and Girl share a long look. What a ride.

GIRL

I wasn't afraid. Were you?

BOY

Not a bit.

Ha ha.

The Conductor is staring at his watch, shaking his head.

CONDUCTOR

That short cut across the ice may have put us back on schedule...

(he continues shaking his head)

I just don't know... only time will tell.

The Conductor snaps his watch closed.

STEAMER

We won't miss it will we?

SMOKEY

Yeah... it won't be Chrissst...

(CONTINUED)

Smokey and Steamer do a little tap step in unison.

*

STEAMER/SMOKEY

*

... misssssss.

*

*

(CONTINUED)

The Boy and Girl share a worried look.

GIRL

Miss? Miss what... Christmas???

*

All eyes turn to the Boy. He gulps. Are we late because of him?

CONDUCTOR

Now, miss... no more melancholy,
morose, or gruesome utterances...
for Pete's sake it's Christmas
Eve.

*

The Conductor turns to the Boy...

*

CONDUCTOR (CONT'D)

Young man. Time for us to head
back.

*

*

... then to the Girl...

CONDUCTOR (CONT'D)

... and you, miss... you better
get to shoveling coal... I'll come
back for you once we arrive at the
North Pole.

BOY

But why does she have to stay
here?

CONDUCTOR

She has to work for her passage.

GIRL

I don't have a ticket.

BOY

Holy smokes!!! I forgot... I
found your ticket!!!

The Boy pulls the Girl's ticket out of his slipper. The
Girl's face lights up like a Christmas Tree. My hero!

GIRL

Oh my goodness!! Thank you!!

She takes the ticket and plants a sweet kiss right on the
Boy's cheek. He blushes -- so does everyone else.

CONDUCTOR

Ahem... well in that case...

He pulls out his ticket punch.

(CONTINUED)

CONDUCTOR (CONT'D)

Tickets... tickets please.

The Conductor goes to town on the ticket. Chads fly everywhere. Then he hands it back to the Girl.

INSERT TICKET

An "L" and an "E" -- just like Know-It-All's!

THE GIRL AND BOY

stare at it. What could that mean? The Girl tucks it inside the lacy front of her nightdress.

CONDUCTOR (CONT'D)

Alright then, time for the three of us to head back...

GIRL

(to the twins)

Merry Christmas, guys... and thanks.

The twins give their best awe shucks imitation.

BOY

Yeah, thanks for the ride.

STEAMER

... even though our hide was almost fried.

SMOKEY

... and I nearly cried!

BOY

But don't forget, we did it...

The Boy gives the Girl a look... she gets it.

BOY & GIRL

... TO... GETH... ER!

The twins begin laughing and slapping each other. They throw their arms around each other and start dancing.

SMOKEY AND STEAMER

(singing)

Together... together... put it all together

(MORE)

(CONTINUED)

83

CONTINUED: (4)

83

SMOKEY AND STEAMER (CONT'D)

Two heads are always better than
one...

*
*

STEAMER

Ten heads...

*
*

SMOKEY

A hund'rd...

*
*

STEAMER

A thousand...

*
*

And with that the Conductor and the two kids begin
climbing the coal pile.

*
*

The Conductor points his thumb back at the two singing
and dancing brothers.

*
*

CONDUCTOR

Best locomotive crew on the
line... but I still can't tell 'em
apart.

*
*
*
*

STEAMER/SMOKEY

(still singing)
... a million... billion...
trillion... zillion...
gazillion...

*
*
*
*
*

Their singing CARRIES us...

*

84

EXT. TRAIN ROOFTOP - NIGHT

84

Glistening in the moonlight, the train steams across a
barren desert of ice and snow. A POLAR BEAR watches from
high atop an ice floe.

(CONTINUED)

The CAMERA SWOOPS IN to find the Conductor, Boy and Girl climbing across the coal tender. The Conductor lights the way with a lantern.

*
*
*

Suddenly the train jerks around a sharp curve! The Boy slips and tumbles down a mound of coal. He catches a grab iron before he falls off the side.

*
*
*

CONDUCTOR

Whoa there.

(CONTINUED)

The Conductor helps him back onto the tender.

*

CONDUCTOR (CONT'D)

Years ago, on my first Christmas
Eve run, I was making my rounds up
on the roof, and I slipped on the
ice... I grabbed a hand iron and
that broke loose... I slid and I
fell...

*

*

*

*

The Conductor pauses for dramatic effect...

CONDUCTOR (CONT'D)

... but stayed on the train.

*

The Boy's eyes widen. The same thing happened to him!

BOY

... someone caught you?

The Conductor nods. The snow swirls around them.

*

CONDUCTOR

Or some... thing.

*

*

The Girl looks at the Boy. She whispers.

*

GIRL

... the angel.

BOY

Did you see him... what did he
look like?

*

*

The Conductor just smiles and climbs down the short
ladder to the next coach platform. The kids follow.

*

*

CONDUCTOR

Sometimes... seeing is believing.
And sometimes...

*

*

The Conductor leans in close to make his point.

*

CONDUCTOR (CONT'D)

... the most real things in the
world... are the things we can't
see.

*

*

*

The Boy and Girl share a look. That's deep.

*

CUT TO:

*

84A	EXT. BROKEN DOLL CAR PLATFORM - NIGHT	84A	*
	CLOSEUP - DOOR LATCH		*
	The Conductor pulls the latch and slowly opens a door.		*
	WIDEN TO REVEAL...		*
85-87	OMITTED	85-87	*
88	INT. DIMLY-LIT BROKEN DOLLS CAR - NIGHT	88	*
	DIMLY-LIT PASSENGER CAR filled with BROKEN DOLLS..		*
	As the trio enters the car, the two kids' jaws drop... stunned.		*
	Dolls of all types: bride dolls, baby dolls, paper cutout dolls, Teddy Bears, and all kinds of un-stuffed animals... All disheveled and disfigured. Thousands of them crammed in the coach seats... orphans.		*
	CONDUCTOR		*
	The forsaken and the abandoned.		*

(CONTINUED)

88

CONTINUED:

88

THE TRIO walks down the aisle. The Boy and Girl are
totally dismayed.

*
*

Three bare light bulbs hang from the ceiling, swaying
with the motion of the train, creating oscillating, eerie
shadows.

CLOSE - TEDDY BEAR

A tattered and dirty teddy bear... one arm missing...
button eyes gone. The Girl gently lifts him.

*
*

GIRL

It makes me want to cry... seeing
toys treated this way.

*
*

CONDUCTOR

And these are the lucky ones.

*
*

BOY

Why are they here?

*

CONDUCTOR

It's a new concept Santa came up
with. Instead of throwing them
away... he has them collected and
the elves refurbish them... he
calls it re-bicycling, something
like that.

*

The Girl sets the bear down next to the half-burnt bride
doll.

*
*

A small tear falls from her eye.

*

CUT TO:

*

88A

INT. BROKEN TOYS CAR - NIGHT

88A

*

ANOTHER DOOR

*

SKREEEK! SKREEEK! SKREEEEEEKK!!!

*

The Conductor shoves open another door TO REVEAL:

*

Piled to the ceiling with a mountain of broken, bent,
rotting OUTDOOR TOYS. Bikes, sleds, tricycles, scooters,
Kiddie-Kars, wheelless wagons, rusted slides and swing
sets.

*
*
*
*

(CONT'D)

*

(CONTINUED)

CONDUCTOR

The broken and disabled.

The Conductor plays his lamp over the tangled mess of toys.

CONDUCTOR (CONT'D)

... Left to rust and decay in the
alleys and vacant lots of the
world.

The Boy and Girl shake their heads. The Conductor begins climbing the mountain of junk.

The two kids follow. They can barely squeeze between the top of the pile and the ceiling.

CONDUCTOR (CONT'D)

Be careful of these rusty edges.
We wouldn't want anyone to get cut
and come down with a case of
lockjaw... now would we?

The Conductor suddenly whips around.

CONDUCTOR (CONT'D)

(to the kids)
You've had your booster shots...
haven't you?

The Boy and Girl nod. They know all about booster shots.

CONDUCTOR (CONT'D)

Good.

The Conductor continues toward the back of the coach.

BOY

Is the whole train filled with...
like this?

CONDUCTOR

I'm afraid so... except for our
car, of course... and the rear
observation car. Where that sad-
looking fellow chooses to sit...
by himself.

The Boy and Girl exchange a look. Wonder how he's doing?

CUT TO:

88B EXT. PUPPET CAR PLATFORM - NIGHT 88B *

HUGE KEY RING *

WIDEN to find the Conductor and the two kids outside of another passenger car. The Girl holds the lantern as the Conductor begins to unlock a series of very serious looking LOCKS. CLICK. The last lock is unlatched. The Conductor slowly opens the door. *

88C INT. PUPPET CAR - NIGHT 88C *

This car is a tangled rat's nest of MARIONETTES -- *

Their strings a knotted, snarled mess, hundreds of marionettes hang from the ceiling by their enmeshed control rods. *

CONDUCTOR *

The hopelessly tangled puppets... *

The elves are the only ones who *

can untangle them. So we bring *

them back to Santa every Christmas *

Eve. *

As our heros enter the car, the CAMERA PULLS BACK, GLIDING BETWEEN THE TANGLED STRINGS (Lord of the Rings has nothing on us). *

String puppets of all shapes and sizes -- clowns, pirates, fairies, kings, cowboys, Indians, witches, reptiles, and every type of animal. *

The swaying of the car causes their deformed limbs to dangle in a surreal, grotesque way. *

CONDUCTOR (CONT'D) *

Come along quickly. We don't want *

to dilly-dally in this car. *

The Conductor takes the Girl by the hand and they disappear behind the maze of strings. *

The Boy follows, but he's lost sight of them... he continues past the creepy-looking puppets. Pushing past their strings like they were cob webs. Most of the marionettes wear smiles, but they seem forced, like they're in pain. *

He passes a Knight in Armor tangled with a ballerina, and a curvaceous cabaret singer (Staar) whose feather boa is wrapped erotically around her spiked heels. Ogling her is Pinocchio, who's contorted in such a way, that his long, wooden nose extends out between his legs. *

(CONTINUED)

Finally, the Boy finally spots the Conductor and Girl at the rear door. The Conductor is rattling through his keys.

CONDUCTOR (CONT'D)

I can never find this one.

The Conductor and the Girl don't notice the Boy. Their backs are to him.

The Boy takes one more step when...

A HAND lands on the Boy's shoulder! A ratty, fur hand, with long sharp fingernails.

The Boy spins around and finds himself face to face with a very sinister-looking marionette... A JACKAL.

The Boy jumps back and instantly becomes tangled in the cabaret singer's strings... he's caught!!

The Jackal has a patch over one eye and his head hangs to one side like his neck is broken. He stares at the Boy with one bloodshot eye.

JACKAL

(raspy, oily voice)

You. You have a look about you.

You wouldn't be a... doubter.

Would you?

The Boy is terrified. He instinctively looks up to see who's pulling the Jackal's strings.

BOY'S POV

Two hands (wearing tattered red gloves with the fingertips missing) can barely be seen through the dark trap door in the ceiling.

THE JACKAL

swings in closer. His wood mouth CLACKS open.

JACKAL (CONT'D)

I know a doubter when I see one...

Completely unnerved, the Boy flails around helplessly...

CONDUCTOR (O.S.)

Ah, there we are.

{CONTINUED}

88C

CONTINUED: (2)

88C

THE CONDUCTOR

finds the right key, unlocks the door and pushes it open.
A large gust of WIND BLASTS in. The marionettes swirl
and bounce around.

Finally the Boy gets free. He dashes to the Conductor
and the Girl. They quickly exit and the car door slams
shut.

THE JACKAL

slowly twists TOWARDS the CAMERA. His one sinister eye
glaring at us.

CUT TO:

89

OMITTED

89

90

INT. PASSENGER CAR - NIGHT

90

BLACK

Then the blackness parts, like a curtain.

It is a curtain, a black curtain. The Conductor pushes
his lantern through the opening in the drape.

CONDUCTOR

I think we're okay... they haven't
started yet.

WIDEN to find the trio in an empty passenger car. Three
rows of empty seats behind them. The Conductor steps up
onto a wooden platform. The kids follow.

BOY

This looks like our car... isn't
this our car?

The lantern lights the narrow space. Opposite the black
drape is a red velvet drape. In the center is a red and
white striped box the size of a refrigerator.

CONDUCTOR

I believe this is the way
around...

The Conductor bustles to the far end of the platform.
The Girl follows.

(CONTINUED)

The Boy is transfixed by the striped box, which seems to vibrate in the diminishing lantern light.

*
*

Suddenly the red drape draws open... it's a theater curtain! A blinding SPOTLIGHT hits the Boy. CHEERING and APPLAUSE. The Boy freezes, then shades his eyes. In the audience he can make out silhouette shapes of SMALL HEADS.

*
*
*
*
*

The Boy turns to the box... actually a Victorian-era puppet theater. Inside the miniature proscenium is...

*
*

(CONTINUED)

MR. PUNCH

*

A classic MR. PUNCH HAND PUPPET with a huge red-hooked nose and big leering grin. He wears a Dickensonian top hat and a striped muffler. Mr. Punch speaks with a thick London street accent. He rocks a puppet BABY.

*
*
*
*

MR. PUNCH

*

(begins singing)

*

*'Rock-a-by-baby... on the
treetop...'*

*
*

Confused, the Boy decides to exit stage right... he stops short. Standing in the wings are the Girl and the Conductor. The Conductor urgently motions to him to go back.

*
*
*
*

CONDUCTOR

(loud whisper)

You're too late! The... show...
must... go... on!

The life and death expression on the Conductor's face stops the Boy. He slowly returns to the puppet box.

MR. PUNCH

*'... when the wind blows the
cradle will rock...'*

The Boy looks behind the box: legs protrude... mismatched argyle socks... scuffed-up brown shoes... a silver-dollar size hole in one sole... the puppeteer?

*

MR. PUNCH (CONT'D)

*'... when the bough breaks... the
cradle will fall... and down will
come BABY...'*

(CONTINUED)

Mr. Punch throws the baby off the stage and into the audience. The audience GASPS!

MR. PUNCH (CONT'D) *
'... and no Santy will call!!!'
(cackles)
That'll teach yea to believe in
jolly Old St. Nickers!

RAT-ATAT-TAT: A DRUM ROLL *

The Boy looks to the wings. The Conductor has a tin *
snare drum slung across his shoulder. He drums *
enthusiastically. (The snare drum is the traditional *
musical accompaniment to a "Punch and Judy" show.) *

Mr. Punch spots the Boy.

MR. PUNCH (CONT'D) *
Ah, Cratchit!

BOY
(looks around)
Who? Me?

SLAM!!!

A LARGER PUPPET THEATER BOX drops from above. It covers the Boy and smaller box. The curtain whips open. The Boy is now INSIDE the puppet stage with Mr. Punch. The painted backdrop depicts a dingy counting-house. A sign reads: "Scrooge and Marley."

HANDS appear from below and instantly wrap a muffler around the Boy's neck and thrust a quill pen into his hand.

MR. PUNCH
You'll want all day to-morrow... I
suppose?

BOY
Huh?

MR. PUNCH
I said... you'll want all day to-
morrow... I suppose??

BOY
(lost and confused)
Pardon me?

(CONTINUED)

MR. PUNCH

(screams)

YOU WILL WANT ALL DAY TO-MORROW I
SUPPOOOOOOOOOOOOOOOOOOSE??????????

The audience titters and snickers. Panicked, the Boy looks off to the wings.

BOY'S POV

The Conductor is urgently whispering to the Girl. She grabs a broom and sweeps her way on stage.

GIRL

(nervous too)

My, my, what a dusty office you have. So much... dust.

She leans into the puppet stage and whispers in the Boy's ear, then quickly exits.

BOY

(now has his line)

If... quite convenient... sir?

MR. PUNCH

(yells and files
around the stage in
a rage)

IT'S NOT CONVENIENT... if I was to
doc you half-a-crown for it, you'd
think yourself ill-used... a poor
excuse for picking a man's
pocket...

Mr. Punch ducks below and comes up with a SLAP-STICK.

MR. PUNCH (CONT'D)

... every twenty...

(WHACK! He hits the
Boy on the ear)

... fifth

(WHACK!)

... of...

(WHACK!)

... December.

(WHACK! WHACK!
WHACK!)

BOY

Ow... quit it!

JOEY (O.S.)

A Merry Christmas, Uncle!

(CONTINUED)

CONTINUED: (3)

JOEY THE CLOWN pops up on stage... a traditional, white-faced, clown puppet in a top-hat.

MR. PUNCH

Bah! Humbug!

WHACK! He hits Joey with his stick.

JOEY

Christmas a humbug? Uncle!
Surely you don't mean it?

MR. PUNCH

Don't call me Uncle Shirley!

(WHACK! WHACK!

WHACK!)

Bah!

(WHACK!)

Humbug!

WHACK! WHACK!

Mr. Punch continues to pummel Joey. The audience laughs and applauds uproariously! In the wings the Girl is confused and looks over to the Conductor, but he stares at the stage, giving nothing away.

Mr. Punch continues smacking Joey on the head!

JOEY

Ooowwww, my poor head!

MR. PUNCH

POOR!!! Are there no prisons?

(WHACK!)

... Workhouses?

(WHACK!)

... The treadmill??

WHACK! WHACK! WHACK!

BOY

Stop it!! What's your problem?

MR. PUNCH

(spins on the Boy)

Let me hear another word out of
you, Cratchit, and you'll keep
Christmas by losing your
situation!

Mr. Punch raises his stick, but the Boy puts up his dukes. Punch has second thoughts... WHACK!... he hits Joey instead... WHACK! WHACK! WHACK!... he continues to beat him off stage!... WHACK! WHACK!

(CONTINUED)

JUDY pops up!! She's a grotesque female puppet... with a big red nose.

JUDY
(man's voice, high
falsetto)
Where's the child?

MR. PUNCH
(whirls on Judy)
The child?!?!?!?

JUDY
What have you done with it?

MR. PUNCH
Gone.

JUDY
Gone? Gone where??

MR. PUNCH
Gone... gone to SLEEP!!

JUDY
To sleep?

MR. PUNCH
Are yea deaf??? TO SLEEP!!

BOY
Wait a minute... the baby's not...

WHACK! Punch hits the Boy!

MR. PUNCH
Mind your fibbing hole, Cratchit.
The child's asleep, I say.

JUDY
Very well then... it's safe for
Santy to visit.

MR. PUNCH
Santy to visit? SANTY TO
VISIT?!?! Judy, my pretty, dear,
darling...

SWIPE! Punch swings his stick at Judy, but she's too fast. He misses!

(CONTINUED)

MR. PUNCH (CONT'D)

Can't you get it through your
sweet, lovely, thick skull...

(SWIPE!; he misses
again)

... THERE AIN'T NO SANTY, I SAY!!!

Punch chases his wife all over the stage swinging his
stick, but ne never hits her (after all, it's no longer
the 18th century).

MR. PUNCH (CONT'D)

(insane rage)

There ain't no Santy, my lovely...

(SWIPE)

... THERE AIN'T NO SANTY!!!

SWIPE! SWIPE! SWIPE!

The Boy grabs the slap-stick away from Mr. Punch!

BOY

How do you know there ain't...
isn't a Santa?

The audience GASPS!... the Girl gulps... the Conductor
looks on knowingly. He's aware of the Boy's journey.

MR. PUNCH

(very deliberate,
very maniacal)

And how, pray tell, do yooouu...
know... there... is?

We can hear a pin drop. The Boy's heart begins to pound.

MR. PUNCH (CONT'D)

... Ehh, smarty-pants...
Welllllllll???

BOY

Well... actually... I... I... I'm
not sure.

SOMEONE in the audience SCREAMS! Mr. Punch is
speechless. He backs away from the Boy in horror.

MR. PUNCH

My, my, my, you... don't...

(whispers this last
word)

... believe?

(CONTINUED)

As Punch says this last key word -- believe -- his painted-on lips articulate in a very human way. It's very creepy.

BOY

Wait. I didn't say I don't.

MR. PUNCH

Yes, you did.

BOY

No, I didn't.

MR. PUNCH

Did.

BOY

Didn't.

MR. PUNCH

Did.

BOY

Look... we're on this train to the North Pole, right?... we're all on the Polar Express, aren't we?

MR. PUNCH

Are we?

BOY

Wh... what do you mean?

Now Mr. Punch starts to act in SLOW MOTION. His voice has a creepy chill to it. His painted-on lips move again.

MR. PUNCH

This train could easily be nothing more than... an undigested bit of beef, a blot of mustard, a fragment of an underdone potato... in other words... this could all be in your head... nothing but a dreeeeeeaaamm.

The Boy is stunned. A dream: it's what he's been thinking all along. Could this puppet be right? But before he can say anything, we HEAR -- OF ALL THINGS -- SLEIGH BELLS. The Boy, Judy and Punch all look up to the rafters.

*
*

MR. PUNCH (CONT'D)

*

Hullo!!!

(CONTINUED)

CRASH! A gigantic CHRISTMAS GIFT drops on top of Mr. Punch like an anvil. The ribbon slides off and the four sides of the present fall open to reveal...

A FATHER CHRISTMAS PUPPET. He holds the BABY, which with a flourish he hands to Judy. The audience cheers!

FATHER CHRISTMAS

Ho, ho, ho. Merry Christmas to
all... and to all...

Mr. Punch pops up from under the present and knocks Father Christmas off the stage.

MR. PUNCH

... a Good Fight!

The audience goes wild!! The curtain falls and the puppet theater flies up into the dark abyss of the ceiling, leaving only the Boy on stage. The Girl doesn't know what to think. She just stepped into the Twilight Zone.

CONDUCTOR

That was a good one... a dandy
punch line.

He grabs the Girl by the hand. The Boy is still staring into the blackness of the ceiling. The Conductor takes his hand. The curtain rises once again and the spotlight hits the trio. The audience continues to applaud. What else can the trio do? They take their bows.

The house lights come up. The Boy and Girl blink.

POV

ALL OF THE CHILDREN are applauding... a standing ovation. To our surprise we are in the passenger car. The trio steps off the stage. The children gather around the Boy, congratulating him. A BOY MISSING HIS FRONT TOOTH comes up to him and shakes his hand. We've seen him before.

TOOTHLESS

I really liked the part where you
pretended not to know your lines.

BOY

(very unsure)
Ah... Thanks.

*

(CONTINUED)

90

CONTINUED: (10)

90

The Boy nods, not sure what to think, when...

*

CRACK! BANG!! SLAM!!!

The Boy turns. Behind him the entire puppet stage has been struck. A man is backing out through the door holding the bundle of drapes in front of his face. Equipment cases and trunks are tucked under his arms. He wears red gloves without fingers... just like the Hobo???? But before the Boy can say anything, he's gone.

The kids are still very wound up -- running up the aisle and jumping on the seats.

CONDUCTOR

All right. Settle down. Show's over.

Know-It-All steps in front of the Boy... right in his face.

KNOW-IT-ALL

You need acting lessons. 'I don't believe in Santa.' I didn't believe YOU for one second.

*

*

*

A very excited RED-HAIRED GIRL chimes in:

*

RED-HAIRED GIRL

No. That was the scariest part. You made it so real.

*

*

*

Nervous, the Boy looks around, spots something.

*

91

INT. OBSERVATION CAR - BOY'S POV - NIGHT

91

THROUGH the rear door the observation car is empty. The Lonely Boy is gone. The rear door of the observation car hangs open, swinging in the breeze.

92

INT. PASSENGER CAR - NIGHT

92

The Girl sees the empty observation car, too. She and the Boy exchange a glance, then the two of them immediately head toward the rear door.

*

*

KNOW-IT-ALL

Hey! Where are you going?

*

*

93 EXT. PASSENGER CAR PLATFORM - NIGHT 93

The Boy and Girl are on the icy platform. The Boy prepares to jump across the gap.

BOY
Careful... this can be tricky.

GIRL
Wait.

The Girl reaches down and flips a little hinged gangplank over the gap. She easily walks across. The Boy follows.

94 INT. OBSERVATION CAR - NIGHT 94

As they enter, the Girl puts her finger to her lips.

GIRL
(whispers)
Listen.

Now the Boy hears it... SINGING. It's the Lonely Boy, quietly singing to himself.. And quite beautifully. The Girl and the Boy walk silently down the length of the car. The song the Lonely Boy sings is a melancholy Christmas ballad: "When Christmas Comes to Town."

LONELY BOY
(sings)
*I'm wishing on a star
And trying to believe
That even though it's far
He'll find me Christmas Eve

I guess that Santa's busy
'Cause he's never come around
I think of him
When Christmas comes to town.*

*
*
*
*

*
*
*

95 EXT. OBSERVATION CAR REAR PLATFORM - NIGHT 95

The Boy and Girl find the Lonely Boy standing at the railing of the rear platform, looking out to the clear night sky. How amazing the stars look from this point on the earth.

As the Lonely Boy sings, the swirling snow and sparkling cinders passing overhead seem to magically illustrate what he is singing.

The Girl joins the song. The Lonely Boy is not startled or self-conscious... his song becomes a duet.

(CONTINUED)

GIRL

(sings)
*The best time of the year
When everyone comes home
With all this Christmas cheer
It's hard to be alone.*

*
*
*

*Putting up the Christmas Tree
With friends who come around
It's so much fun
When Christmas comes to town*

*
*
*
*

Both sides of the Christmas coin -- the Lonely Boy sad
and melancholy, the Girl warm and joyous. The Boy stands
in the middle... listening.

GIRL (CONT'D)

(sings)
*Presents for the children
Wrapped in red and green*

*
*
*
*

LONELY BOY

(sings)
*All the things I've heard about
But never really seen*

*
*
*
*

GIRL AND LONELY BOY

(sing)
*No one will be sleeping on the
night of Christmas Eve
Hoping Santa's on his way*

*
*
*
*
*

GIRL

(sings)
When Santa's sleigh bells ring

*
*
*

LONELY BOY

(sings)
I listen all around

*
*
*

GIRL

(sings)
The Herald Angels sing

*
*
*

LONELY BOY

(sings)
I never hear a sound

*
*
*

GIRL

(sings)
And all the dreams of Children

*
*
*

LONELY BOY

(sings)
Once lost will all be found

*
*
*

(CONTINUED)

GIRL AND LONELY BOY

(sing)
That's all I want
When Christmas comes to town...
That's all I want
When Christmas comes to town

*
*

*
*

The song ends. The three kids share a warm moment.

The Lonely Boy looks down at his slippers and speaks softly.

LONELY BOY

Thanks for stopping the train for
me.

*

The Boy nods. Sure.

CONDUCTOR (O.S.)

Hey, you three...

Leaning over the edge of the observation car roof is the
Conductor.

(CONTINUED)

CONDUCTOR (CONT'D)
 We just crossed it... latitude 66
 degrees 33 minutes... The Arctic
 Circle. Come on up.

The Girl immediately hops on the ladder and begins to
 climb to the roof. The Boy follows.

96 EXT. TRAIN ROOF - NIGHT

96

The kids from the passenger car are sitting on the roof.
 The Girl helps the Boy off the ladder, then runs to join
 the group. The Boy turns to help the Lonely Boy, but the
 Lonely Boy isn't there. The Boy looks down.

97 EXT. OBSERVATION CAR REAR PLATFORM - BOY'S POV - NIGHT 97

The Lonely Boy's shadow plays across the platform floor.
 His silhouette moves slowly into the car... alone again.

98 EXT. TRAIN ROOF - NIGHT

98

THE BOY is sad and concerned about the Lonely Boy's
 behavior.

CONDUCTOR
 Ladies and gentlemen, your
 attention please.

The Boy turns back to the roof as the Conductor presents
 the night sky like a circus ringmaster introducing a
 trapeze act.

CONDUCTOR (CONT'D)
 ... Behold... The Northern Lights!

*

IN THE SKY... THE NORTHERN LIGHTS

Right on cue, a giant curtain of colored light begins to
 wave in the sky. The bottom of the aurora becomes deep
 red as it begins to ripple faster, then blue and purple
 waves begin to appear! The kids are awestruck!

Suddenly bright points of light appear, blinking so
 rapidly they seem to sizzle. Then they begin to swirl...
 faster and faster... like a pinwheel the size of
 Wyoming... faster and brighter... brighter and faster.
 Then everything dissolves to green... and fades out.

The kids burst into applause. Know-It-All leans in
 between the Boy and Girl.

(CONTINUED)

KNOW-IT-ALL

It's actually called the Aurora Borealis. It's caused by charged particles from the sun interacting with air molecules from Earth's magnetic field... I got straight 'A's' in science class.

The Boy and Girl roll their eyes, the Polar Express crosses a barren desert of ice.

CONDUCTOR

And now, if you will be so kind as to direct your attention to the front of the train... to about 11 to 12 o'clock... 11:55 to be exact...

The kids crane their necks to look in that direction. The Conductor's voice fills with reverence.

*

CONDUCTOR (CONT'D)

Those lights in the distance?
Like the lights of a strange ocean liner sailing on a frozen sea?

The kids point and nod with excitement.

CONDUCTOR (CONT'D)

Ladies and gentlemen... THERE...
is the North Pole!!!

The kids let out raucous cheer! The Boy stares in wide-eyed wonder... so does the Girl.

The Conductor pulls a lever and a hatch opens in the coach roof, revealing a spiral slide.

CONDUCTOR (CONT'D)

Time to head back down.

The kids squeal as they take turns sliding down the chute.

The CAMERA PULLS AWAY to reveal...

THE POLAR EXPRESS as it THUNDERS across a red brick trestle that grows right out of the ice. In the distance is a huge CITY, standing alone at the top of the world.

DISSOLVE TO:

99 EXT. NORTH POLE CITY - NIGHT

99

NORTH POLE CITY. It's large and imposing, but also warm and inviting.

(CONTINUED)

99

CONTINUED:

99

Hundreds of red brick factory buildings tower above frozen Venice-type canals. Every building's eaves and garbles are adorned with decorative Christmas lights.

The city seems completely deserted... not an elf in sight.

The POLAR EXPRESS RUMBLES past the gigantic clock tower entrance. The clock above the entry arch reads: 11:55.

THE CAMERA gracefully FLOATS DOWN TOWARD the train and we FOLLOW the Conductor into...

100

INT. PASSENGER CAR - NIGHT

100

As the Conductor enters he checks his watch against the clock tower.

CONDUCTOR

Five minutes till Christmas. We just made it.

The Conductor plops on one of the seats and wipes his brow.

CONDUCTOR (CONT'D)

Whew... that was what I call a close shave... this calls for a short one... A libation if you will.

BLAM!!! The COACH DOOR BURSTS OPEN and a half-dozen Waiters come dancing in and pour hot chocolate for the Conductor... then... ZIP... they're gone.

The Girl, who has been peering out the window, turns to the Conductor very concerned.

GIRL

The Elves! Where are the elves?

CONDUCTOR

Gathering at the center of the city. Where one of you lucky children will receive the first gift of Christmas.

*
*
*

The Red-Haired Girl sees something out her window...

RED-HAIRED GIRL

Look... the Northern Lights!!!

*

101 EXT. NORTH POLE CITY - NIGHT 101

The tall factory smokestacks flare like oil refineries, but instead of spewing toxic waste into the air, they blast huge plumes of color vapor into the sky -- exactly like the Aurora Borealis.

102 INT. PASSENGER CAR - NIGHT 102

The Girl stares pointedly at Know-It-All.

GIRL
Straight 'A's', huh?

KNOW-IT-ALL
It's not possible, it's...

The Children are glued to the windows... eyes wide... amazed.

TOOTHLESS
Look!!! Elves!!!

103 EXT. NORTH POLE CITY - NIGHT 103

POV THE ELVES

Elves indeed -- thousands of tiny hobbits marching through the streets. They stand about 18 inches tall with pointed ears and pointed toes. Each wears the same uniform... red tunic, green leotards, stocking cap trimmed in white fur.

The elves parade merrily to the Teutonic cadence of "O TANNENBAUM" PLAYING OVER the city's P.A. SYSTEM. The streets are so crowded with Santa's helpers, the train can move no farther.

SSSSSSsssssss... the POLAR EXPRESS STOPS!!

104 EXT. NORTH POLE TOWN SQUARE - TRAIN - NIGHT 104

THE CONDUCTOR begins escorting the Children off the train.

Up ahead, elves back brightly colored circus wagons up to the forward passenger cars. The wagons are towed by miniature steam-powered Snowcats. Other elves begin unloading the broken toys.

Out of their minds with excitement, the Children gather in a group behind the Conductor. He checks the tower clock: 11:55.

(CONTINUED)

CONDUCTOR

Five minutes to midnight... Let's
not dilly-dally.

Know-It-All pushes to the front.

KNOW-IT-ALL

Hey! What gives? It was five
till midnight four minutes ago.

CONDUCTOR

Exactly!!

That puts a cork into Know-It-All. The Conductor
continues herding the kids.

CONDUCTOR (CONT'D)

Line up by twos... shortest in
front... Tallest in the rear. All
those whose birth dates fall on an
even number on the right... Odd
numbers on the left...

The giddy kids fall in behind the last of the marching
elves. The Boy and Girl are at the end of the line. The
Girl spots the Lonely Boy sitting in the observation car
and tugs on the Conductor's coat.

GIRL

Excuse me... What about him?

CONDUCTOR

He's decided to stay on the train.
(peers over his
glasses)

No one is required to see Santa...

The Conductor continues leading the kids. The Boy and
Girl look back at the Lonely Boy, then back to each
other.

GIRL

Come on!

BOY

Are you -- ?

He's about to ask if she's sure, but she cuts him off.

GIRL

Don't ask!

The Boy and Girl run to the observation car. Know-It-All
glances back and spots them sneaking off.

105 EXT. OBSERVATION CAR FRONT PLATFORM - NIGHT

105

AT THE CAR

The Boy gives the Girl a boost up the snow-caked stairs. She reaches down to help the Boy. HE SLIPS... His foot swings wide and catches a lever.

CLOSEUP - COUPLER FOOT LEVER... CA-LACKK!!!

The Boy's weight on the lever lifts the pin. The frozen slush causes the pin to stick... retracted! Oblivious, the Boy and Girl scramble up the stairs.

106 INT. OBSERVATION CAR - NIGHT

106

The Girl marches purposefully up to the Lonely Boy.

GIRL

(full of resolve)

Look. You have to come with us.

The Boy steps forward.

BOY

She's right.

The Lonely Boy slowly lifts his head. He speaks softly.

LONELY BOY

Christmas just doesn't work out for me... never has.

GIRL

But Christmas is such a wonderful, beautiful, special time... it's a time for giving, and being thankful, and for friends and family... and everyone puts up decorations and lights... And Santa comes and leaves presents under our Christmas trees!!

LONELY BOY

I've never had a Christmas tree.

The Boy and Girl exchange a look... that is sad.

LONELY BOY (CONT'D)

(sad whisper)

Christmas isn't for me.

*

(CONTINUED)

106

CONTINUED:

106

BOY

Look. I don't know if Christmas
is gonna work out for you... Or if
you'll ever have a Christmas
tree... or presents... but I do
know... you can't stay here by
yourself.

*
*
*

GIRL

Yes! Come with us! We'll go
together.

*
*
*
*
*

The Lonely Boy looks up... at his two new friends and
SMILES for the first time in the movie. The Boy and Girl
smile back. Suddenly... The CAR begins to SHUDDER and
RUMBLE!!!

PPSSSSSSsss... an AIR HOSE BREAKS OPEN. The ceiling
lights blink off!!! The car's moving!

The kids run to the forward door and fling it open.

107

EXT. NORTH POLE TOWN SQUARE - POV - NIGHT

107

The observation car is rolling backwards. The rest of
the Polar Express, the Conductor, the elves, and the kids
are receding into the distance. No one sees the car
leaving... and it's picking up speed!

108

EXT. OBSERVATION CAR REAR PLATFORM - NIGHT

108

The three kids dash out onto the rear platform!! (now the
direction we're traveling) The runaway car is rolling
down the center of the street. TRACKS are in the middle
of the cobblestone... like streetcar tracks.

Moving even faster, the runaway CAR RUMBLES around a
turn. Ahead is a fork in the street... to the right, a
gentle incline... to the left a steep drop. The tracks
run to the right... up the incline. The Boy is relieved.

BOY

We're gonna be okay.

At that moment, a GUST OF WIND HOWLS through the street.
It blows the snow off the cobblestones, revealing a
SWITCH TRACK and a set of tracks heading to the left...
DOWNHILL!!!!

*

BOY (CONT'D)

Hold on!!

(CONTINUED)

The three kids grab on to the railing. The observation car hits the switch track and lurches violently to the left... down the drop!!!

Santa's Village becomes The Streets of San Francisco. The runaway CAR SCREAMS through the empty streets, speeding down the steep hills!!!

The car hits the bottom of a hill and rockets down a long, narrow street. Ahead is a TUNNEL... built into the wall of a factory building!!

GIRL

Uh, oh.

BOY

Wait... the emergency brake!!!

CLOSEUP - EMERGENCY BRAKE CORD

The Boy pulls it... hard! Nothing happens!!!

BOY

It's no good!!!

At that instant, the car flies into the tunnel. The tunnel ceiling lights strobe through the coach window like a crazy zoetrope. In the strobing light the Boy sees...

THE KING hanging upside-down on the outside of the car. He's pointing toward the front platform and mouthing a word. Looks like... Brake? But wait, he's gone.

The Boy runs out onto the front platform. Mounted on the side of the car is the MANUAL BRAKE WHEEL. The Boy pulls with all he's got, but it doesn't budge. Panicked now, the Boy lets go of the wheel, and at that moment...

The brake wheel BEGINS TO TURN and the Boy sees...

The hand of the King on the wheel, or is it? It's like a phantom in the strobing tunnel lights. And so is the King's face, here, gone, here, gone. He seems to smile his big smile at the Boy... laughing now, enjoying all of this...

(CONTINUED)

111 CONTINUED:

111

SKREEEEEEEEEEEEEEEEEEEE! The BRAKE SHOES begin to grab. The car begins to slow... but not enough. LIGHTS... bright lights outside the car. The King is gone, really gone -- if he was ever there. The Boy stares at the lights...

POV - HUGE RED CAR BUMPER

with a huge, flashing, red light on top... CLOSING IN ON US. The Boy dives inside the car...

112 INT. OBSERVATION CAR - NIGHT

112

CRASH!!!

The car jolts to a violent stop. The three kids are thrown to the floor. Outside EVERYTHING IS SPINNING!!

The Boy tries to stand but immediately loses his balance and falls against a seat. IT'S THE CAR THAT'S SPINNING!!!

113 INT. ROUND HOUSE - NIGHT

113

WIDE ANGLE

We are in a large, enclosed, round space covered by a huge glass-paneled dome, like something built for the 1892 Colombian Exposition. Garlands of twinkling Christmas lights hang everywhere.

In the center of this round room is a turntable used to reverse train cars. The observation car sits in the middle of the spinning turntable, its rear coupler wedged firmly against a bumper.

The three kids stumble out of the car. The turntable slowly comes to a stop.

Seven track spurs radiate out from the hub of the platform like wheel spokes. Each track spur enters a tunnel mouth. All seven tunnel entrances look exactly the same.

BOY

Now what?

The Girl shakes her head.

LONELY BOY

It's my fault.

(CONTINUED)

113 CONTINUED:

113

BOY

No it isn't.

LONELY BOY

Because of me we're lost.

GIRL

Listen! Hear that?

The two boys strain to hear... nothing.

GIRL (CONT'D)

That bell!

BOY

Bell? What bell?

GIRL

A sleigh bell... can't you hear it?

No, they can't. The Girl points to a tunnel.

GIRL (CONT'D)

It's coming from that tunnel...
that's the way we should go.

(beat)

Come on!

*
*

The Girl runs toward the tunnel. The two boys follow.

114 INT. TUNNEL - NIGHT

114

The three kids run through the tunnel, hopping from track tie to track tie. The tunnel curves ahead of them in sweeping S-curves. Finally an opening appears.

115 EXT. SMALL SQUARE - NIGHT

115

The kids exit the tunnel on to a small square.
Everything is suddenly elf-size.*
*

They follow the tracks to the center of the square where the tracks abruptly end. Three narrow streets intersect with the square. What now?

The Girl stands in the middle of the square. She listens for a moment, then she closes her eyes.

GIRL

(whispers)

Yes. Yes.

(CONTINUED)

Eyes still closed, the Girl listens intently...

GIRL (CONT'D)

There it is! I hear it!!!

*

She points down one of the streets.

BOY

I don't hear anything!

GIRL

This way!

The Girl starts running toward it.

BOY

Are you sure?

The Girl stops dead in her tracks. She turns around slowly. Her eyes narrow with conviction. She speaks very deliberately.

GIRL

Yes.

She walks down the narrow street without looking back. The Lonely Boy follows.

BOY

Wait up!

The Boy runs to catch up. What else can he do?

The kids run down this strange, snow-covered street. It snakes, turns and zigzags in all directions. There are no doors or interesting lanes, only second-story windows too high up to see in. Then, at the end of the street...

A STAIRCASE... a cobblestone, narrow, walled staircase... going down. The kids stop at the top of the stairs. The Girl starts down... the boys follow.

At the bottom of the steep, stone staircase is a...

At the far end of the alley... A DEAD END.

As dead as a dead end can be... nothing... no openings, no doors... only high walls... Open to the sky four stories tall. Snow flutters down.

(CONTINUED)

The Girl can't believe it.

GIRL

I was so sure...

BOY

We'll have to go back the way we came... but we'll never make it in time.

LONELY BOY

I knew it.

The Girl stops him, looks right into his face.

GIRL

I heard it. I did. You just have to listen.

The Lonely Boy stares at her. The Boy turns, waiting for them to come. The Girl, dejected, starts to walk on, but the Lonely Boy doesn't move. He wants to believe his new friend was right, really wants to. Then, his face changes!

LONELY BOY

I... I hear... a bell.

GIRL

A sleigh bell?

The Lonely Boy nods... He points to the dead end.

LONELY BOY

It's coming from down there.

The Girl comes back, listens hard, then starts to smile.

GIRL

I hear it, too!

The Boy is all but overcome with frustration.

BOY

I don't.

*

GIRL

Shhhhh.

BOY

There's nothing to hear, that's why. There's nothing back there. Come on, this is the only way out.

But the Lonely Boy walks slowly down the narrow gangway... The girl follows.

(CONTINUED)

117 CONTINUED: (2)

117

Again the Boy is left behind, frustrated, left out, having to follow on faith alone. And again he runs to catch up.

As the Lonely boy moves toward the dead end, something amazing happens. The CAMERA'S PERSPECTIVE SHIFTS and a LOW WALL IS REVEALED.

Looking down the gangway from the bottom of the staircase, the walls looked perfectly lined up. When the angle changed the low wall appeared... a perfect FORCED PERSPECTIVE! The Lonely Boy and Girl exchange a look: They were right! As the Boy comes up he sees...

118 EXT. STONE STAIRWAY - NIGHT

118

Another stone stairway sits behind the wall, leading down to a subterranean hallway. A bright light shines at the bottom.

LONELY BOY

The bell's down there!

BOY

(exasperated)

How come I can't hear it?!?!?

GIRL

Let's go!

The kids quietly tip-toe/run down the stairs.

119 INT. TUNNEL - NIGHT

119

The trio moves through a wide stadium-type tunnel which leads to a viewing balcony. We LOOK DOWN ON...

120 INT. SURVEILLANCE CENTRAL - BEHAVIOR SURVEILLANCE
CENTRAL CONTROL - NIGHT

120

A massive octagonal-shaped control room. In the center hangs a four-story octagon bank of surveillance monitors with thousands of round 1950's-era TV screens, each emitting that classic B&W blue glow -- most showing kids asleep in bed.

In front of the monitors are long, switching boards. FIVE ELVES man the entire operation. They wear telephone operator headsets as they pace up and down, keeping a close watch on the monitors.

The outside walls are lined with vintage teletype machines. Reams of rolled paper have spilled out of each one, but now they all stand quiet.

(CONTINUED)

Overhead, huge clocks display the time from cities all over the world. They all read: 11:55. A phone RINGS. *

THE THREE KIDS

careful not to make a sound, peek over the balcony.

ELF (O.S.)

That was the wrapping hall,
chief... *

KIDS' POV

The ELF who answered the phone turns to an elf who wears gold epaulets on his shoulders... an ELF GENERAL. *

ELF GENERAL *

... they just finished the last
one. *

(he checks his clip-
board) *

... It's wrapped in Candy-Striped
Red with a number seven Holly
Green bow. *

The elves speak in very high pitched, thick New Jersey accents. *

ELF GENERAL (CONT'D) *

What's the routing? *

The elf checks his clip-board once again. *

ELF *

Goin' to the States... Grand
Rapids, Michigan. *

THE BOY *

Turns to the Girl and points to his chest. *

BOY *

(an excited whisper)
That's my town!! *

ELF GENERAL (O.S.) *

Look at the time... Five till. *

KIDS' POV *

The Elf General is pointing to the clocks. *

(CONTINUED)

ELF GENERAL (CONT'D)

Why does it always have to come
down to the wire?

An elf wearing smaller epaulets, a LIEUTENANT ELF, speaks
up. *

ELF LIEUTENANT

Sir... I understand we had quite a
few last-minute wishes this year.

ELF GENERAL

Yeah... and you know the Big
Man... he hasta' grant every one.

A KLAXON SOUNDS. Red indicators on the control board
light up. They read: NAUGHTY ALERT. A Teletype
chatters to life. The Lieutenant runs over and begins
reading the message. *

ELF LIEUTENANT

Apparently, a kid from Maplewood,
New Jersey just stuck some gum in
his sister's hair. *

ELF GENERAL

New Jersey? Is that the same kid
who put the tack on his teacher's
chair. *

ELF LIEUTENANT

(checks the printout)
No, sir, this kid's name is...
Steven. *

The three kids are mesmerized. So THAT'S how Santa
knows. *

ELF LIEUTENANT (CONT'D)

So what do we do, Chief? Alert
the Big Man? We talking nuttin'
for Christmas here? *

The General picks up the Hot Line... a big phone painted
in red and white candy-cane stripes. The General pauses,
then looks up at the clocks. *

ELF GENERAL

Nah... it's almost Christmas...
we'll cut him a break. But put
him on the Check-Twice List for
next year. *

(CONTINUED)

The Lieutenant picks up a clipboard... makes a note. The General puts the phone down.

ELF GENERAL (CONT'D)

Alright, boys... that's all for this year. Let's shut her down.

The elves begin to throw switches. Indicator lights go off... all the monitors go dark.

The General walks toward a strange torpedo-shaped CANISTER which sits in a transparent pipe about four feet in diameter. The pipe passes through the far wall of the room.

The General opens a hatch in the torpedo and climbs in.

The rest of the elves finish shutting down the surveillance equipment and pile in behind the General.

The elves close a hatch and... SSHUUUUUPT!!!

The canister is sucked through the tube. It's just like a department store pneumatic message delivery tube... only elf size.

The three kids exchange a look... amazing!

(CONTINUED)

120 CONTINUED: (4)

120

The kids are all alone in the empty room.

SSHUUUUPT... an empty canister arrives. The three kids look at one another. They know what they have to do.

CUT TO:

121 INT. PNEUMATIC CANISTER - NIGHT

121

PSSSSSSSSSSSS... They open the canister hatch. The canister is configured like a bobsled with red leather upholstery and shiny brass trim. The Girl climbs in the front... the Lonely Boy behind her... the Boy in the rear.

The sled nose is bullet-shaped and all glass. A small Jules Vern-ish instrument panel is mounted in front with three green buttons on it. Nothing is labeled.

The Girl has no idea which button to press. She closes her eyes... passes her hand over the buttons like she's divining them... whispers to herself.

GIRL

Yes... yes...

The Boy becomes annoyed with all of this hocus-pocus.

BOY

YES... WHAT?!?

The Girl turns and looks the Boy right in the eye.

GIRL

... Yes... I believe.

She turns back and continues passing her hands over the buttons...

LONELY BOY

There!

The Girl's finger stops over the middle button...

BOY

What?

She hears it too now.

GIRL

The bell.

(CONT'D)

(CONTINUED)

BOY
(incredulous)
WHAT BELL???

*

(CONTINUED)

Without hesitation, the Girl pushes the middle button. The hatch slams down. SSHHUUUUUPT... we're off!!!

POV

Through the miracle of Suction-Power we FLY THROUGH the brass tube at speeds reaching over 100 m.p.h. It's like flying through a celestial wormhole. It bends, dips, curves and corkscrews. Rings of recessed light bulbs strobe PAST us, enhancing the feeling of speed.

The kids vibrate violently, G-forces compressing their faces... like a rocket sled! Every few seconds we ZIP PAST a glass section of tubing and catch a glimpse of the inner workings of North Pole City.

ZIP... an elf dining hall... ZIP... a confection kitchen...

ZIP... an elf gym (basketball hoops 5 ft. Off the floor)... ZIP... an elf barracks (bunk beds made up width-wise... four elves to a bed)... then...

SSHHUUUUPT. We stop in the...

INT. GREAT GIFT WRAP HALL - NIGHT

A huge glass atrium-type structure... At least a dozen football fields long, reminiscent of New York's breathtaking Penn Station (before it was tragically torn down in 1962). The tube hatch pops up. The Girl presses the buttons... nothing happens.

BOY

Maybe there's another way out.

The Boy hops out of the canister. The entire place is decorated with Christmas lights, wreaths and garlands. A giant conveyor belt runs past wrapping stations. Huge rolls of ribbon and wrapping paper hang above each workbench.

The Girl and Lonely Boy climb out. The conveyor belts sit still and empty. The floor is covered waist deep in wrapping trims... Not a creature is stirring.

GIRL

You hear it?

They both listen for the bell to guide them.

LONELY BOY

No.

(CONTINUED)

122

CONTINUED:

122

BOY

I say we follow the wrapping
paper.

The Lonely Boy and the Girl look at each other. There's
no bell, so that's what they do. This time the Boy leads
the way. They run along the conveyor belt to... *

123

INT. SORTING HALL - NIGHT

123

A maze of chutes, slides, and conveyor belts... No
doors... No windows... Only the sorting machinery. The
Lonely Boy and the Girl look at each other expectantly.
Bell? You hear a bell?

Neither one does. They look over at the Boy. He's out
of ideas too.

GIRL

We're going to miss everything. *

It's the saddest, lowest moment. And then... BIZZZZZZZZZ.
A CONVEYOR in the center of the room STARTS... then a
SECOND ONE... then a THIRD.

BOY

Look!

A solitary GIFT appears -- DISTINCTIVELY-WRAPPED in candy-
striped red. It rides merrily along on the conveyor. As
it passes the Boy, he glances at the parchment routing
slip. *

BOY (CONT'D)

Hey... it's going to my town.

The Boy reads the attached gift tag...

BOY (CONT'D)

... to somebody named Billy.

LONELY BOY

My... my name is Billy.

The gift drops from the first belt to an intersecting
belt and rolls past the Girl. She reads the routing
slip.

GIRL

11344 Edbrooke Ave.

BILLY

THAT'S MY ADDRESS!!!!

(CONTINUED)

123

CONTINUED:

123

The Boy and Girl are as surprised as he is, but the present is heading toward a hole in the wall at the far end of the belt. In a few seconds it will disappear! BILLY (the Lonely Boy) takes off for the present!

The present is a foot from the hole! Going... going... Billy dives onto the conveyor belt and grabs the box just as it slips past the leather flap. He holds on for dear life! The Christmas gift disappears through the hole. SO DOES BILLY.

The Boy and Girl exchange one quick look, then jump on the conveyor belt and run on the belt toward the hole. They dive through it! And we're swept onto a...

124

INT. CHUTE - NIGHT

124

Whoa! We're sliding down a huge, polished, stainless steel chute... the boy on his belly... the Girl on her butt.

The chute is inside a large airplane hangar-type structure. It weaves in and out of dozens of similar chutes like a tower of spaghetti, all converging together. They drop hundreds of feet! Sliding down, the Boy can catch glimpses of Billy... weaving and bobbing several yards ahead.

The Boy and Girl are dumped into a huge, polished FUNNEL. Just ahead of them Billy slides and swoops along the gleaming walls, still holding the Christmas present.

The three kids spiral faster and faster! Down into the vortex! Then they sweep into the hole in the center and drop straight down! Onto...

125

INT. GIFT ROOM - NIGHT

125

THE LARGEST PILE OF CHRISTMAS PRESENTS anyone has ever seen: literally a mountain of gifts of every shape and size -- each beautifully wrapped and ribboned.

The kids bob up to the surface of this ocean of gifts. Billy still has a vice grip on his present, a grin from ear to ear.

BILLY

Look!!!

Billy shows the boy and Girl the gift tag.

(CONTINUED)

GIRL

(reading)

Merry Christmas, Billy... From Mr.
C.

The Girl's eyes go moist. Billy shakes the present. It
RATTLES.

BILLY

(out of his mind with
excitement)

I think I know what it is. I
wanted one of these my whole
life!!!!

Billy reaches for the corner of the wrapping paper, about
to rip it open...

GIRL

Wait!!!

She points to a tag taped to the box...

INSERT TAG

It reads: DO NOT OPEN UNTIL CHRISTMAS.

*

Billy looks over to the Boy: is this some kind of cruel
joke?

BOY

Those are the rules.

WHIRRRRRR. A loud MOTOR SOUND coming from above. A
shadow moves over the kids. They hunker down...
watching.

POV

The huge funnel is being retracted, revealing a skylight
in the center of the ceiling open to the night sky and
edged with twinkling Christmas lights. The MOTOR SOUND
stops... A long silence, then...

CRACK! CRACK! CRACK! CRACK!

Fffssiszzzz... SKYROCKETS!!!

Four rockets launch from the outer corners of the gift
mountain. They sizzle toward the skylight, each trailing
a long rope, and disappear through the skylight. The
ropes are pulled tight, then...

*

(CONTINUED)

We HEAR ENGINES... aircraft engines... ROARING LOUDLY... approaching overhead. The ropes begin lifting large sections of burlap material around the mountain of gifts, enclosing the gifts and the three kids in a GIGANTIC BROWN SACK!!!

The kids watch helplessly as the ropes tighten, closing the sack in around them. THE ENTIRE SACK IS BEING LIFTED! The gifts rumble and shift as the kids clamber up the presents toward the opening at the mouth of the sack.

A seam appears in the center of the skylight. The entire ceiling begins the retract. Snow swirls in. The Kids stare in amazement. The gigantic sack is attached to an...

ENORMOUS ZEPPELIN

A zeppelin larger than the Titanic, a twin-envelope model painted with colorful stripes and bedecked with blinking Christmas lights.

The zeppelin PROPELLORS ROAR loudly. Its outboard engines maneuver the airship as it AIR-LIFTS the giant sack into the night sky. Attached to the airship's keel is a vast aluminum rigging. Riding on this rigging... out in the open... are hundreds of elves.

GIRL

Come on!

She starts to pile up presents. They get it. She's making a ladder!

The kids pile gifts against the side of the sack wall and cautiously scale the shaky stack of gifts, the Lonely Boy still clinging to his special present. The three kids peer over the lip of the sack.

POV

We are FLOATING LOW ABOVE North Pole City, barely clearing the rooftops and chimneys. The view is spectacular!

Suddenly Billy loses his footing. He starts to sink into the gift pile. He panics but still clings to his gift. He sinks further like he's in quicksand! Or like he's being pulled under by some subterranean gift monster!

(CONTINUED)

BILLY

Something's got me!!!!

He's terrified! The Boy and Girl reach for Billy's free arm. They try to tug him up by the wrist but he's still pulled under!

BILLY (CONT'D)

It's got my leg!!!

GIRL

I can't hold him!

BOY

Give us your other hand!

That means letting go of the present! No!

BILLY

I can't!

The Boy and Girl strain, but holding only one of Billy's hands they can't get leverage. He's going under! With their last strength, they give one last pull. Billy slowly emerges from the sea of gifts. Breathing hard, he struggles to the top of the pile...

Attached to Billy's ankle is a HAND -- a KID'S HAND!

The Boy and Girl give Billy one last heave up and...

KNOW-IT-ALL appears, his hand clamped on Billy's foot.

KNOW-IT-ALL

I knew it!

GIRL

What are you doing here???

KNOW-IT-ALL

Same as you! Checking on my Christmas presents. I wanna make sure I'm gettin' everything on my list.

BOY

Look!!!

The Boy points below. The kids scramble to see...

POV - THE SQUARE

1,500 ft. below is the city's square. Thousands of elves stand shoulder to shoulder... wall to wall. We can make out the Polar Express... mired in a sea of elves.

(CONTINUED)

In the exact center of the square is a large clear area marked by an inlaid marble compass rose. All four directions indicate: SOUTH. This is the L.Z.

Now we HEAR a calm, neutral, almost HAL-like Elf voice over a PA system.

ELF P.A. VOICE

You may start your descent any time now. At your convenience of course.

PPFFFFFFFffffffttt!!!! The zeppelin crew begins releasing helium from the airship envelopes. It SOUNDS like a giant whoopee cushion. The zeppelin begins a controlled descent.

The Girl points to the clock tower.

GIRL

Look, it's still five to. We're gonna make it.

KNOW-IT-ALL

Of course we will... we got plenty of time. Nothing but time... we got time to kill.

The zeppelin continues to descend dropping lower and lower, maybe too low.

BOY

You know what? I don't think we're gonna make it.

BOY'S POV

The sack is indeed too low. The three kids are headed straight at the clock face.

ELF P.A. VOICE

Altitude please, a bit more altitude, please.

BACK TO SCENE

Now thousands of elves begin SCREAMING...

ELVES

LOOK OUT! LOOK OUT!!!!

(CONTINUED)

126 CONTINUED: (3)

126

The maneuvering engines immediately reverse thrust, but
the sack may be too close!

*
*

ELF P.A. VOICE

*
*
*

Up, please.

(CONTINUED)

The PA Voice never changes tone or becomes panicked. *
Four dozen elves swan-dive off the zeppelin rigging. As
they fall, they yell in their tiny voices...

ELVES

GERONIMO!!!!!!

The zeppelin begins to gain altitude. The elf skydivers
free-fall downward, giving the kids a curious look as
they drop past. *

ELF P.A. VOICE *

Two cubits more, if you please! *

Six more elves jump. *

THE THREE KIDS *

crane their necks to see over the lip of the sack...

THE JUMPERS are about 100 ft. from the ground. POP! *
POP! POP! Tiny, brightly-colored PARACHUTES DEPLOY.
The falling elves float safely to the ground... each
making a perfect ground-roll landing.

(CONTINUED)

126 CONTINUED: (5)

126

THE THREE KIDS sigh with relief.

*

But the sack is still not going to clear the tower!!!

*

127 EXT. NORTH POLE TOWN SQUARE - NIGHT

127

THE CONDUCTOR is in the square with the remaining children. They watch the unfolding drama.

CONDUCTOR

(yells)

More altitude!

(CONTINUED)

127

CONTINUED:

127

CHILDREN

(in unison)

More altitude!!

MULTITUDE OF ELVES

(scream)

MORE ALTITUDE!!!

ELF P.A. VOICE

At your convenience...

AT THE ZEPPELIN

A dozen more elves jump from the rigging...

SKYDIVING ELVES

Geronimo!!!!

The airship begins to rise, but not enough.

ELF P.A. VOICE

Another cubit more, please.

Another dozen elves leap. This group joins hands on their way down, forming a flying daisy chain. The SPECTATORS "ooh!" and "ahh!" Chutes pop open.

The bottom of the sack is inches from the tower spire.

128

EXT. GIFT SACK - NIGHT

128

KNOW-IT-ALL

(complete confidence)

We'll make it... It's a cinch.

SCRAAAAPE!!! The bottom of the sack gets hooked on the tip of the steeple.

KNOW-IT-ALL (CONT'D)

I knew that would happen!!

The zeppelin swings wildly... out of control... pivoting violently on the tip of the spire. The crowd below GASPS!

The bottom of the SACK RIPS OPEN and Christmas gifts begin to BULGE OUT!!!

*
*

THREE ELVES dive off the rigging. But these elves are harnessed to a BUNGEE CORD!

*
*

(CONTINUED)

As they bungee down toward the tear in the sack, they
pull out huge sewing needles and some heavy-duty
thread... but...

*
*
*

A SINGLE GIFT

*

Pops through the tear and tumbles toward the ground!!!

*

THE CROWD BELOW

*

GASPS as they scatter away from the falling gift.

*

ONE HEROIC BUNGEE ELF

*

Dives toward the descending present, dropping thousands
of feet per minute.

*
*

THE GIFT

*

Now two inches from the pavement... And...

*

TWO CHUBBY ELF HANDS

*

Grab on to the gift. Then the bungee harnessed elf and
the gift sling-shot back up to the sack.

*
*

The heroic elf stuffs the present up into the sack and
the other elves finish sewing up the tear.

*
*

The crowd CHEERS!

*

ELF P.A. VOICE

*

If it's not too inconvenient...
one eighth cubic more altitude...
if you please.

*
*
*

Then an elf on the airship rigging tosses his cap down.
The zeppelin lifts... two inches.

*

BOINK... the sack pops free. The crowd CHEERS!

ELF P.A. VOICE (CONT'D)

*

Thank you. Continue descent,
please.

(CONTINUED)

Clear of the tower, the zeppelin continues to release helium. The sack descends, maneuvering perfectly toward the L.Z. Elves on the ground climb on top of each other's shoulders, creating hobbit pyramids five elves high. Other elves jump on mini-trampolines and pogo sticks to bounce up and latch onto the sack. As the zeppelin descends the elves on top of the pyramids grab onto the sack and pull it down...

The sack touches town. Elves repel down from the airship and disconnect the sack. Then...

ELF P.A. VOICE (CONT'D)

Good-bye.

*

All of the elves left on the zeppelin rigging... JUMP!!!
The zeppelin does a high speed climb-out!!

The free-falling elves put on a spectacular show: somersaults, twists, jackknives, tucks, and full gainers. The spectators burst into wild applause!

THREE ELVES appear at the mouth of the sack, four nervous kids looking back up at them.

ELF #1

A'right yous' stowaways... party's over.

Know-It-All immediately points to the other three kids.

KNOW-IT-ALL

I... I... I just followed them.

BOY

We fell in here by mistake.

ELF #2

Aaa, figgida' bout it... we noose yas' was inder' da whole time.

The elves help the kids out on top on to the lip of the bag. They gulp. The sack stands 30 ft. off the ground...

ELF #1

So's dat nobody gets hoit'...
here's how we're gonna git yous'
down...

(CONTINUED)

Know-It-All butts to the front of the line and interrupts the elf with his cocky air.

KNOW-IT-ALL

It's simple! I know...

ELF #1

Whadda you know? Are you some kinda emergency evacuation procedure, exit da bag kinda expert?? Last we heard your job was to 'ooh' and 'ah' with all da other kids, down in da square when the big man shows up. You're not supposed to be here in da first place. But I tell you what. Since it's Christmas I'm gonna cut you some slack. I'm gonna let you... slide...

(beat)

Going down!

*
*
*
*
*
*
*
*
*
*
*
*

The Elf kicks the slack out of the burlap. Whoosh! Know-It-All drops onto his butt.

KNOW-IT-ALL

Ahhhhhhhhhh!!!!!!

*

Know-It-All screams all the way as he slides down the side of the sack! Two elves catch him at the bottom. The Conductor and the other kids from the train are there waiting.

It's Billy's turn. He still clings to his present. Elf #1 reaches for it.

ELF #1

We'll hold onta' dis for ya.

Billy doesn't want to let go.

ELF #1 (CONT'D)

It's in safe hands... trust me.

The Elf gives Billy an assuring wink. Billy loosens his grip on the box. The Elf gently takes it. Billy slides down.

(CONTINUED)

129 CONTINUED: (2)

ON THE SQUARE

The Conductor and Know-It-All catch Billy, who stands up with a half-smile. Whoosh! Down comes the girl! Whoosh! And then the Boy!

The Conductor takes out his watch and stares pointedly at the Boy.

CONDUCTOR

Cutting it a little tight, aren't we?

He nods to the center of the square, where on a raised stone platform sits... Santa's gleaming sleigh. HUNDREDS OF ELVES lift the giant sack over their heads and carry it to Santa's sleigh. They look like ants walking off with a picnic.

A TRUMPET FANFARES SOUNDS... and...

EIGHT TINY REINDEER are led into the square, each wearing a shiny leather harness. ELF TEAMSTERS struggle to keep the excited reindeer from floating too high off the ground.

The crowd cheers as the reindeer are led to their traces. Vapor puffs from their muzzles as they prance and tug at their bridles. Their hooves spark on the cobblestones.

A SECOND FANFARE SOUNDS.

Two lines of TWENTY ELVES carry in two GOLD HARNESSSES, each bedecked with sterling silver JINGLE BELLS. As the proud elves march through the square, they raise the harnesses above their heads and SHAKE them.

The crowd goes wild, the Children SQUEAL with delight...

... but the Boy hears NO BELL SOUND!! AND NEITHER DO WE!!

The elves give the bells another hardy shake. The crowd CHEERS. The Girl turns to the Boy giddy with excitement.

GIRL

Isn't that the most beautiful sound?

The Boy can't respond. He starts to turn very pale, almost sick to his stomach. WHY can't he hear the bell?

THE LOUDEST TRUMPET FANFARE.

(CONTINUED)

All the elves turn toward the clock tower and begin to SING!

ELVES

You better watch out...

You better not cry...

Thousands of elves... singing in unison. This SOUND is like nothing ever heard before. It can only be described as a combination of Emerald City Munchkins and a choir of Vatican Castrati. It's weird, beautiful, haunting.

ELVES (CONT'D)

You better not pout...

I'm telling you why...

SANTA CLAUS IS COMING TO

TOWWWWWNNNN!!!!

This last verse is followed by CHEERING and wild applause. The sea of elves parts, clearing a path from the clock tower to the reindeer.

The Boy, still shaken and pale, looks toward the clock tower.

BOY'S POV

In the tower archway we see a FLASH OF RED, then it's obliterated by elves excitedly waving their arms. Then a glimpse of the VERY TOP OF HIS HAT -- instantly it's blocked by the Children jumping up and down.

GIRL

(out of her mind)

HE'S HERE!!! HE'S HERE!!!

BILLY

I see him!

Try as he might the Boy can't SEE Santa. This is the cruelest twist of fate, like Moses brought to the edge of the Promised Land, never to get there. He's in absolute despair when...

A LOUD CLATTER erupts from the REINDEER. The Boy looks over. The reindeer are out of their minds with excitement. They must see Santa too! They prance and hover frantically, pulling and SNAPPING at their BRIDLES! THEN...

A SOLITARY JINGLE BELL pops off the gold harness. It arcs high in the air... in SLOW MOTION... and flies straight at the Boy.

(CONTINUED)

It makes NO SOUND as it SLOWLY bounces on the cobblestones... and rolls right up to the Boy's foot.

The Boy blinks a few times. No one else seems to have seen. All eyes are elsewhere. He bends down and picks up the bell.

CLOSE ON BELL

The most beautiful bell we have ever seen... sterling silver... polished like a mirror.

The Boy shakes the bell... nothing... no sound at all. The Boy looks at the bell for a long moment, then... He closes his eyes.

BOY

(whisper)

Yes... yes...

With his eyes still closed, the Boy gives the bell a small, pensive shake.

BOY (CONT'D)

(even quieter)

I believe...

TING... A-LING!

We hear the most... wonderful... amazing... glorious... RING!

The Boy opens his eyes.

EXTREME CLOSEUP - THE BELL

Reflected in its perfectly polished finish.. is SANTA!!!

The Boy's jaw drops to the cobblestones. He slowly turns... to see...

SANTA CLAUS... in all his yuletide glory. He stands above the Boy... a warm smile on his face. His eyes how they twinkle... his dimples how merry.

The Boy is open-mouthed in wonder. Santa bends down to him, a twinkle in his eye.

SANTA

What was that you said?

The Boy slowly holds up the bell.

(CONTINUED)

BOY

I... I believe... believe this is
yours.

Santa takes the jingle bell in his spotless fur mitten...

SANTA

Why... thank you... ho, ho, ho...

His round little belly shakes like a bowl full of jelly.

Know-It-All tugs at Santa's sleeve...

KNOW-IT-ALL

Me! Me! Pick me!!!

The Girl pulls his arm away.

GIRL

(incredulous whisper)

What are you doing?!? Stop it!!

Know-It-All puts his hand back.

KNOW-IT-ALL

Pick me! Pick me for the first
gift!

Santa turns. His twinkling eyes find Know-It-All.

SANTA

Patience, young man. You don't
get it by asking.

Know-It-All is struck dumb. Santa looks into his eyes in
a commanding but gentle way...

SANTA (CONT'D)

... and a smidgen of humility
might also serve you well.

Know-It-All lowers his arm. He seems to shrink.

KNOW-IT-ALL

Yes, sir.

Santa turns to the Girl.

SANTA

And you, young lady...

The Girl stares at him in utter awe.

(CONTINUED)

SANTA (CONT'D)

... a girl of decision, full of
confidence and spirit -- Christmas
Spirit that is... ho, ho, ho!
Keep up the good work...

*

The Girl smiles at Santa and nods. She will, of course
she will. Now Santa rests his calming hand on Billy's
shoulder...

SANTA (CONT'D)

And, Billy... it is Billy?

Billy nods.

SANTA (CONT'D)

I see you've made some new
friends...

Billy looks over toward the Boy and Girl.

BILLY

(full of pride)

Yes, sir... I sure have.

SANTA

Well done, lad. There is no
greater gift than friendship...

Now Santa raises his arms and in his booming voice
addresses the multitudes...

SANTA (CONT'D)

... and speaking of gifts...

Santa points his mittens right at the Boy.

SANTA (CONT'D)

Let's have this fellow right here!

The Boy gulps... stunned.

The crowd cheers! The Conductor gives the Boy a knowing
wink. He knew all along!

Santa hops up onto his sleigh. The Conductor helps the
Boy on to Santa's knee.

SANTA (CONT'D)

Now... what would you like for
Christmas?

BOY

Me?

(CONTINUED)

SANTA

You.

The Boy ponders this question for a long moment. He looks over at the Girl and Billy, then the Conductor. Everyone in the square falls silent. Then the Boy leans over and whispers in Santa's ear. Santa smiles a big warm smile.

SANTA (CONT'D)

Yes indeed... yes INDEED.

Santa stands in his sleigh -- and with great dramatic flair -- HE HOLDS THE SINGLE SILVER BELL HIGH ABOVE HIS HEAD.

SANTA (CONT'D)

The First Gift of Christmas!!!

The Elves ROAR their approval! *

Santa leans and speaks quietly to the Boy.

SANTA (CONT'D)

This bell... is a wonderful symbol
of the Spirit of Christmas... as
am I... But always remember, the
true Spirit of Christmas lies
right here. *

Santa pats his chest -- where his heart is. Then he
hands the Boy the bell. *

CLOSEUP - BELL

The instant the bell touches the Boy's fingers...

BONG!!! The CLOCK STRIKES MIDNIGHT. Everyone cheers.
Merry Christmas!!

CONDUCTOR

(points to the bell)

Better keep that in a safe place.

The Boy immediately puts the bell in his robe pocket.

The Conductor helps the Boy down from the sleigh. The
Elf Teamsters let go of the reindeer. Santa CRACKS his
WHIP over the team, the reindeer charge forward... and
LIFT OFF!!!

(CONTINUED)

As Santa circles above the square, the Elves start SINGING once again. This time it's OUR NEW CHRISTMAS STANDARD... very upbeat, very emotional.

The miniature sleigh and eight tiny reindeer soar high above the square. Santa whistles and shouts...

SANTA

Now, Dasher! Now, Dancer! Now,
Prancer and Vixen! On, Comet!
On, Cupid! On, Donner and
Blitzen!

The Boy, Girl, Billy and the rest of the Children watch Santa's aerobatics and magic maneuvers in wide-eyed wonder.

GIRL

This is exactly how I dreamed it
would be!!

Suddenly concerned, Billy leans in close to the Boy.

BILLY

Could all... all of this be
nothing but a dream?

The Boy looks Billy straight in the eye with unwavering conviction.

BOY

No.

Santa's sleigh zooms overhead.

SANTA

To the top of the roof... to the
top of the wall... now dash
away... dash away... dash away
all!!!

Santa gives his WHIP a final CRACK!! The sleigh VANISHES!!! Leaving behind a rainbow-colored contrail of fairy dust.

The Elves stop singing and stare at the sky in silent reverie, reacting as if they had just witnessed a miracle, which of course they have. And no less miraculous for happening every year. Then...

MULTITUDE OF ELVES

YIPPEEEEEEE!!!!!!

(CONTINUED)

129 CONTINUED: (9)

129

The Elves shout and toss their caps in the air. And for the first time, as the hats fall with the gentle snow, we notice... half the Elves are bald... and the other half have pony tails... and alluring FEMALE SHAPES!

The stone platform that held Santa's sleigh begins to elevate. Beneath it... a stage rises out of the ground. And on the stage is an ELF ROCK AND ROLL BAND, playing a kick-ass version of "Jingle Bell Rock."

Our heroes stare in wonder. All the Elves begin jitterbugging with each other as the place goes wild, like something out of "Hells-a-Poppin'." Our kids are lost in the vast North Pole Party.

130 EXT. NORTH POLE TOWN SQUARE - TRAIN - NIGHT

130

TWO ELVES are pumping a handcar up a length of track. The CAMERA WIDENS to reveal the handcar pushing the OBSERVATION CAR. KA-LACK! The observation car is coupled to the Polar Express. The train is parked on the same wide boulevard where we last saw it. The two elves collapse... exhausted.

Our Heroes are in line with the other Children waiting to board the train. The Conductor is standing at the passenger car stairs checking tickets.

Know-It-All hands over his ticket. The Conductor punches more letters and hands it back. Know-It-All glances at it, surprised. Now the letters spell something!

*
*
*

KNOW-IT-ALL

Lean... whatever that's supposed to mean?

CONDUCTOR

(looks over the ticket)

I believe lean is spelled with only four letters. I'd say there were five there.

*
*

Know-It-All snatches the ticket back...

KNOW-IT-ALL

Are you saying I don't know how to...

He catches himself and looks at the ticket... closely.

KNOW-IT-ALL (CONT'D)

Oh, it says learn. I'm sorry... my mistake.

*

(CONTINUED)

At last! That smidgen of humility! The Conductor smiles
and waves him on board.

(CONTINUED)

CONDUCTOR

Well done... lesson learned.

Billy is next in line.

CONDUCTOR (CONT'D)

Ticket?

Billy hands his over with gusto.

CLOSEUP - BILLY'S TICKET

The Conductor punches another letter. An "N." It now
spells "ON."

CONDUCTOR (CONT'D)

Hmmm. Needs a bit more.

He punches some more letters, then hands it to Billy. As
Billy looks at it...

CLOSEUP - TICKET

It changes! First it reads "Depend on" then "Lean on"
then "Count on."

Billy is very proud of his magic ticket...

BILLY

That's some special ticket.

CONDUCTOR

So... can you count on us to get
you home... safe and sound?

BILLY

Absolutely...

Billy turns and smiles at the Girl and the Boy...

BILLY (CONT'D)

... me... and my friends.

CONDUCTOR

(smiles)

Next!

The Lonely Boy boards as the Girl hands the Conductor her
ticket, looking expectant. What will hers say? The
Conductor punches it and hands it back. She reads it, a
confused look on her face.

(CONTINUED)

THE POLAR EXPRESS - PINK - Rev. 1/23/03
130 CONTINUED: (3)

112A.
130

GIRL
It spells LEAD? Like lead
balloon?

*
*
*

(CONTINUED)

CONDUCTOR

Are you sure?

He smiles at the Girl. Her magic question. She looks at it again.

CONDUCTOR (CONT'D)

I believe that could also spell
lead... as in LEADER... and
leadership... and lead the way!
If you want it to.

The Girl too has learned who she is. And her answer is clear and strong.

GIRL

I do. Yes. Lead.

The Conductor snaps to attention and gives the Girl a crisp salute.

CONDUCTOR

Follow you anywhere, ma'am.

The Girl breaks into a big smile and proudly climbs the stairs.

The Boy is the last in line. He steps forward.

*

CONDUCTOR (CONT'D)

Ah, yes. The boy with all the
questions.

*

*

*

The Conductor punches the boy's ticket behind his back,
then hands it to the boy without looking at it.

*

*

CLOSEUP - BOY'S TICKET

The writing on his ticket clearly spells... BELIEVE.

BOY

*

It says --

The Conductor lifts his hand and stops him...

CONDUCTOR

It's nothing I need to know...

He leans in close to the Boy, his eyes beacons of truth.

CONDUCTOR (CONT'D)

Only you do.

(CONTINUED)

The Boy nods. He understands now. The Conductor gets a
twinkle in his eye.

The Boy nods. He believes.

(CONTINUED)

130 CONTINUED: (6)

130

CONDUCTOR (CONT'D)

All aboard!

The Boy steps on. The Conductor signals the Engineer,
bends down and picks up the step. *

A WHISTLE BLOWS.

131 INT. PASSENGER CAR - NIGHT

131

The Boy takes a seat. All the kids gather around him.

TOOTHLESS

Let's see it!!

RED-HAIRED GIRL

Let's see the bell!!!

The Boy smiles and reaches into his robe.

CLOSEUP - POCKET

The Boy's fingers slip through the hole... the bell is
GONE!

The Boy's face fills with horror.

BOY

It's gone!

The other kids react with grave concern. Tears begin to
well up in the Boy's eyes. Know-It-All, Billy and the
Girl gather around the Boy...

BOY (CONT'D)

I lost it... I lost the bell from
Santa's sleigh.

BILLY

(very confidently)
Don't worry... we'll find it.

(CONTINUED)

131 CONTINUED:

131

KNOW-IT-ALL
(very sincere)
We'll help you... all of us.

The Girl jumps up.

GIRL
Let's hurry outside and look for
it...

The others agree. They jump up, ready to go. BUT...

LURCH... the POLAR EXPRESS STARTS MOVING! We're on our
way home.

*
*
*
*

KNOW-IT-ALL
That's really too bad.

He says it sincerely and simply. He means it. The Boy
sits... heartbroken. The other children are quiet... sad
for the Boy. They drift back to their own seats.

Even the steady CLICK-CLACK of the TRAIN WHEELS SOUNDS
sad.

131A EXT. NORTH POLE TOWN SQUARE - NIGHT

131A

The Polar Express like a toy train as it circles beneath
the giant Christmas tree in the square. The elves still
dance but our mood is sad.

131B INT. PASSENGER CAR

131B

The Girl puts her arm around the Boy.

GIRL
I'm sorry.

But the Boy is inconsolable. He sadly lowers his head.
The kids quietly sit with him, bearing witness to his
grief.

It's going to be a long ride home.

132 EXT. LONELY BOY'S HOUSE - NIGHT 132

The bright-yellow beam from the Polar Express pilot cuts through the softly falling snow. The LOCOMOTIVE appears and RUMBLES to a STOP.

CONDUCTOR

11344 Edbrooke...

133 INT. PASSENGER CAR - NIGHT 133

The Boy sits in the exact same spot, head bowed, heartbroken. The children have been asleep. Now they begin to stir.

CONDUCTOR (V.O.)

(over the P.A.)

... Next stop... 11344 Edbrooke.

Billy stops by the Boy and offers his hand.

BILLY

Thank you. For everything.

The Boy nods and shakes Billy's hand. The Girl takes Billy's hand.

GIRL

You have a wonderful Christmas.

BILLY

You too.

Billy smiles at his two new friends.

BILLY (CONT'D)

Well... gotta go.

As Billy steps off the train, the Girl wipes a patch of frost off her window.

GIRL

Look!

She nudges the Boy... he looks.

134 EXT. LONELY BOY'S HOUSE - NIGHT 134

In the front window of Billy's house is a small, happy CHRISTMAS TREE. It's modest lights twinkle brightly. Billy leaps with glee and runs full blast into the house.

The Polar Express BLOWS its WHISTLE and begins to pull out. Billy's not so sad as the house starts to disappear behind the falling snow, when suddenly...

(CONTINUED)

134 CONTINUED:

134

Billy runs back out onto his front porch, holding the DISTINCTIVE PRESENT. He proudly holds it high above his head... it arrived! Then he waves farewell to the train and the children.

135 INT. PASSENGER CAR - SAME TIME - NIGHT

135

GIRL

Santa already made it to Billy's house. Amazing!!

The Boy nods in agreement. He's happy for Billy -- as happy as he can be right now.

136 EXT. TRAIN/BOY'S HOUSE - NIGHT

136

The locomotive's head lamp dances on the snowman... still guarding the Boy's front lawn. The snowman's coal mouth seems to grin and laugh in the flickering light. The POLAR EXPRESS RUMBLES up the street and HISSES to a STOP. Snow falls gently.

The Conductor exits the passenger car and puts down the step stool. The Boy walks out onto the car platform with the Girl.

GIRL

I'm sorry about the bell.

(beat)

It was a really special present.

The Boy nods.

BOY

(unconvinced)

I guess it's the thought that counts.

GIRL

Yes. It is.

The Girl gives him a sweet look.

BOY

Well. See ya.

She gives him a warm hug. They look at each other for a long moment. So much has happened. They're so close now.

(CONTINUED)

136

CONTINUED:

136

CONDUCTOR

Watch your step.

All business. The Conductor helps the Boy down the steps. The Boy extends his hand.

BOY

Thank you.

The Conductor gives the Boy's hand a hardy shake.

CONDUCTOR

You know...

The Boy turns back. Know what??

CONDUCTOR (CONT'D)

... it doesn't matter where the train is going... what matters is deciding to get on the train.

The Conductor gives the Boy a wink.

The Boy turns and trudges up the path to his house. He looks back at the train. The other children are in the windows. Know-It-All and the Girl are still on the platform. They all wave. The Boy is sad to leave. The Girl waves last, with that special smile of hers. The Boy waves back.

The Conductor signals the engine with his lantern. The WHISTLE BLOWS.

137

INT. BOY'S LIVING ROOM - NIGHT

137

The house is dark. The Christmas tree stands in the corner. Through the living room windows the lights of the passenger car shine brightly.

The front door opens and the Boy enters. He pauses in the doorway and looks back at the train. PISTONS HISS. The train begins to move. As the Conductor rolls past he SAYS something, but we can't hear.

BOY

(yells)
What?!!

The Conductor cups his hands around his mouth and shouts.

CONDUCTOR

Merry Christmas!!!

(CONTINUED)

137 CONTINUED:

137

The Conductor waves so-long. The Boy waves back.
Then...

138 EXT. TRAIN ROOF - BOY'S POV - NIGHT

138

On top of the observation car -- could it be? The King?
Yes? Sitting at his campfire? Waving his Santa Claus
hat? That smile?? Then he vanishes, swirling away with
smoke and steam.

(CONTINUED)

138 CONTINUED:

138

The Polar Express lets out a long BLAST from the WHISTLE... and is gone.

139 INT. BOY'S LIVING ROOM - NIGHT

139

THE BOY slowly closes the front door. He checks his pocket one last time, hoping for a miracle. But no bell... only the hole.

He looks around the living room. It's just as he left it: no gifts under the tree... empty stockings hanging on the mantle... Santa's cookies and milk -- untouched.

The Boy slowly climbs the hall stairs.

FADE TO BLACK.

But not all at once...

First the walls fade... then the furniture... the Christmas tree... Santa's cookies and milk... and finally...

The fireplace SLOWLY FADES TO BLACK...

Wait a second... did some fairy dust just sprinkle down the flue??? Or was it our imagination?

The SCREEN IS BLACK for a long beat. Then...

SMASH CUT TO:

140 INT. BOY'S BEDROOM - DAY

140

SARAH (O.S.)

(shouting)

Wake up!!! Wake up!!!!

CLOSE ON the boy in his bed. His sleepy eyes flutter open. Daylight fills his room. Wild with excitement, Sarah is at his bedside, shaking him.

SARAH (CONT'D)

(shouting)

Wake up... Santa's been here!
Santa's been here!!!

Sarah runs out of the room. The Boy jumps out of bed and heads straight to the window.

141 EXT. NEIGHBORHOOD - BOY'S POV - DAY 141

The Boy's street. The sky is clear. A fresh blanket of snow covers everything. There are no tracks... no ruts... not a hint of the Polar Express... only the snowman standing guard.

142 INT. BOY'S BEDROOM - DAY 142

SARAH (O.S.)
(from downstairs)
Hurry up!!

The Boy scrambles to put on his slippers when he notices his clock. It's still stopped... at 11:55... strange?

He pulls his robe off the bedpost. RRRRIIP... the POCKET RIPS. A couple of MARBLES RATTLE to the floor, just as they had before. Also strange.

The Boy puts his hand in the pocket. His fingers slip through. The hole is exactly how we saw it earlier. The Boy gives the pocket a long look...

143 INT. LIVING ROOM - DAY 143

The CAMERA FLOATS ACROSS the living room floor: torn wrapping paper... discarded ribbon... boxes and bows... a typical Christmas morning mess. And of course, toys -- toys for a girl... and for a boy.

The CAMERA FINDS the Boy sitting on the floor with a new Mr. Punch puppet. However this Mr. Punch is less grotesque than the one we saw earlier... a much more user friendly face. The Boy pretends to be Punch. *

BOY
(softly)
You'll want all day tomorrow... I suppose?

There's a wistful look on his face. Sarah is rummaging around under the Christmas tree. She finds a small BOX. It's wrapped in the same DISTINCTIVE PAPER as Billy's gift.

SARAH
This one has your name on it...

She hands the gift to the Boy. He quickly unwraps it.

(CONTINUED)

CLOSE - BOX

The Boy lifts the top of the box. Inside, is THE SILVER BELL! The Boy is astonished. He shakes the BELL. It makes THE MOST BEAUTIFUL SOUND!!

Sarah shakes it. IT SOUNDS WONDERFUL!!

The Boy finds a parchment note inside the bell box... INSERT NOTE, which reads, in whimsical gold writing, as we hear Santa's voice.

SANTA (V.O.)
Found this on the seat of my
sleigh. Better fix that hole in
your pocket, Mr. C.

The Boy smiles the biggest smile. He RINGS the BELL once again... BEAUTIFUL!!

Now Mom ENTERS FRAME.

MOM
What a beautiful bell... who's it
from?

BOY
Santa.

MOM
Really...

The Boy hands her the bell proudly. She lifts it to her ear and shakes it... NOT A SOUND. She tries it again... NOTHING!

MOM (CONT'D)
Oh... that's too bad.

The Boy and Sarah exchange a look... they HEAR it!

Mom hands the bell to Dad. He holds the bell close to his ear and gives it a rattle. NO SOUND IS HEARD...

DAD
Yes... it's broken.
(beat, to the Boy)
Don't worry. We'll get you
another one.

He hands the bell back to the Boy and leaves with Mom.

The Boy RINGS the BELL once again... GLORIOUS!!! He shares a knowing look with Sarah.

(CONTINUED)

MOM (O.S.)

Come on, kids. We'll be late for church!

Sarah jumps up and runs off. The Boy cradles his treasure in his hands. He walks over to the coffee table and carefully sets the bell down next to Santa's now-empty milk glass.

The CAMERA MOVES IN CLOSE ON the bell. In the polished table top we SEE THE BOY'S REFLECTION. He gives the bell one more look, then he's gone.

The CAMERA CONTINUES PUSHING IN past Santa's empty cookie plate... CLOSER ON THE BELL...

BOY (V.O.)

At one time most of my friends could hear the bell too, but as the years passed...

The Boy's VOICE CHANGES to a MAN'S VOICE -- the Boy as an adult.

MAN (V.O.)

... it fell silent for all of them. Even Sarah found one Christmas she could no longer hear its sweet sound. Though I've grown old, the bell still rings for me -- as it does for all who truly believe.

The BELL FILLS THE FRAME. We hear a GENTLE JINGLING, the sound of a DISTANT TRAIN WHISTLE. And we --

FADE OUT.

THE END