

1ST REVISED SCRIPT
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UNDER THE RAINBOW

Story by
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and
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Screenplay by
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2ND DRAFT SHOOTING SCRIPT

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UNDER THE RAINBOW

FADE IN:

1 EXT. THE WHITE HOUSE - STOCK FOOTAGE

SUPERIMPOSE: "WASHINGTON, D.C. 1938."

CUT TO:

* 1-A INT. OVAL OFFICE - THE WHITE HOUSE - FIRESIDE - NIGHT *

BRUCE THORPE, a handsome, young Secret Service Agent, is positioning FRANKLIN D. ROOSEVELT'S wheelchair in front of his desk on which is a LARGE MICROPHONE. *

F.D.R.

Nice to have you with us,
Agent Thorpe.

BRUCE

Thank you, sir. It's an
honor to have this as my
first assignment.

VOICE (O.S.)

Thirty seconds, Mister
President.

F.D.R.

(to Bruce)

Not too close to the fire-
place, son.

Bruce pushes the wheelchair forward, bumping the microphone,
but Bruce quickly catches it.

BRUCE

Excuse me, sir.

F.D.R.

Bruce, would you pour me a
glass of water please?

Bruce pours him a glass of water.

VOICE (O.S.)

In the first of a series of
fireside chats, President
Franklin Delano Roosevelt.

(CONTINUED)

-A CONTINUED:

F.D.R.
(into microphone)
America's darkest hour is at
an end. We are on our way
back to prosperity. The
future is ours. America can
dream again.

2 EXT. SOUTH PACIFIC - THE JAPANESE FLEET - DAY - STOCK FOOTAGE

CUT TO:

2-A INT. FLAG SHIP - RADIO ROOM - DAY

FDR's VOICE continues over the radio.

F.D.R. (V.O.)
(from the radio)
Let no nation misunderstand.
America is a peace loving
country. We stand willing
and able to defend our freedom
at any price.

CAMERA PULLS BACK to reveal HIRIKIRI NAKAMURI standing
next to the radio. He is a suave looking, middle aged
man in a white suit, with a small CAMERA hanging from
his neck...HIRIKIRI NAKAMURI.

He turns and WE FOLLOW HIM TO:

3 INT. FLAG SHIP BRIDGE - DAY

* OFFICERS and SEAMEN are piloting the ship. GENERAL HIDEKI
TOJO is standing gazing out the window absentmindedly
dropping whole, plucked CHICKENS in an AQUARIUM containing
a PIRANHA. *

Tojo grabs a cracker and gives it to a multi-colored PARROT
perched above the aquarium; affectionately, he strokes the
bird.

Standing at a large, military naval MAP is the ADMIRAL,
positioning symbols on the map...arrows directed at the
West Coast of the United States.

(CONTINUED)

CONTINUED:

They bow and exchange greetings.

TOJO

The General extends fond
greeting to Number One Spy.

NAKAMURI

Hirikiri Nakamuri reporting
as ordered. It is pleasure
to meet you, General Tojo.

TOJO

Our invasion of America is
nearly completed except for
vital information about
Pearl Harbor.

NAKAMURI

How may I serve you?

TOJO

Mission takes you to Hotel
Culver in Hollywood, California.
You will rendezvous with famous
German spy. He will give you a
map of Pearl Harbor defenses.

In the background, FDR drones on.

NAKAMURI

How will I know him?

TOJO

German spy is size of thumb.

NAKAMURI

And how will he know me?

TOJO

(handing him a slip
of paper)

Here is password. Memorize
and destroy.

CUT TO:

3-A INSERT: NOTE - CLOSEUP

It reads: "THE PEARL IS IN THE RIVER."

CUT TO:

-B INT. FLAG SHIP BRIDGE - DAY

Tojo opens an ornate case containing a myriad of sinister looking weapons.

TOJO

Map is key to invasion
plan. For this mission
we have developed new
miniature arsenal.

NAKAMURI

I need only one weapon,
old reliable brownie.

He pulls camera to his eye, aims and clicks the shutter.
With a cry, the parrot drops into the aquarium.

CUT TO:

4 INT. HITLER'S OFFICE - DAY

From Behind Hitler's Chair.

We see a 1938 cabinet RADIO. The VOICE of the President of the United States is speaking to us. The CAMERA PULLS BACK, revealing a large red flag on the wall with the "Hakenkruez" (Nazi insignia) in the center. To one side is a large table with overhanging low lights.

The table is strewn with maps. We see that there are publications from all over the world.

A one-armed (the right arm is missing) high ranking AIDE to Hitler, wearing the usual Nazi uniform, is standing at the table trying desperately to fold a MAP.

The VOICE OF ROOSEVELT is growing in fervor. Pencil in hand, Hitler is circling the headlines of the Los Angeles Times which reads: "PRESIDENT ROOSEVELT TO LEAD ARMISTICE DAY PARADE."

F.D.R. (V.O.)

(over the radio)

When you see a rattlesnake
poised to strike, you crush
him. America would rather
die on its feet than live
on its knees.

Hitler can take no more and stabs the pencil into the center of Roosevelt's face.

(CONTINUED)

CONTINUED:

HITLER
(over Roosevelt's
rousing broadcast)
That man must die! I have
chosen our very best spy to
carry out the mission. The
most cunning and ruthless
agent in the world...

The Aide moves to Hitler's desk carrying a crumpled,
badly folded map.

AIDE
Otto Kriegling.

HITLER
(proudly)
His code name is 'the
invisible man.' Send him
in.

LEFTY (AIDE)
(calling)
Enter. Herr Kriegling.

ANGLE - THE DOOR OF HITLER'S OFFICE

From Above and Behind Hitler's Chair.

We see a SHOT OF THE DOOR AT MEDIUM HEIGHT. The door
opens. We see no one, but we HEAR an ECHOING SOUND OF
FOOTSTEPS. Is Otto "invisible"?

OTTO'S VOICE
(unseen)
Heil Hitler!

We HEAR A CLICK OF HEELS and see a SMALL ARM SHOOT UP
INTO FRAME.

HITLER
Heil!

ANGLE WIDENS and we see OTTO. He is a 42-inch midget,
in full Nazi regalia including a fur collared coat and
a monocle.

(CONTINUED)

CONTINUED: (2)

HITLER

(continuing)

Otto, your assignment is very important to the future of the Reich.

(pointing to FDR's
photograph in the
L.A. Times)

Roosevelt must be destroyed.

OTTO

Ich verstehen das, Mein
Führer. Der Amerikaner
Prasidente sterben unkommen.
(I understand, Mein Führer.
The American President will
die.)

HITLER

Did Lefty explain the rest
of your mission?

Lefty hands the crumpled map to Otto who looks up with
questioning disgust. Lefty shrugs.

OTTO

The map of the American
defenses at Pearl Harbor
will be passed to a
Japanese secret agent.
One question, Mein Führer.

HITLER

Ya?

OTTO

How will I know him?

HITLER

He will greet you with this
password... 'The Pearl Is In
The River.'

OTTO

How will he know me?

HITLER

(snickering)

He will look for a man your
size.

(CONTINUED)

CONTINUED: (3)

OTTO
I will not fail, Mein Fuhrer.

Hitler gets up from the desk. Otto tries to refold the map, and is looking down trying to fit it into his small pocket. Hitler stops directly in front of him.

HITLER
(his voice rising)
With the American President
dead, and our Japanese allies
preparing to attack, the world
will soon be ours.

LEFTY
(shouting)
Sieg Heil!

In a reflex action, Otto shoots his arm upward, punching Hitler directly in the crotch. Hitler doubles over with a groan as we:

CUT TO:

5 EXT. HOBO CAMP - NIGHT

* A CLAP OF THUNDER. A hobo camp, a symbol of post Depression America. It is raining. Gathered in a ravine under a makeshift shelter is a group of six HOBOS. The President's fireside chat continues.

F.D.R. (V.O.)
We can no longer sit around
and wait for things to get
better. We have to get up to
our feet and make things
better.

Several Hobos SHOUT words of derision at FDR's speech. In the distance, we HEAR the far off WHISTLE of a TRAIN. In the midst of these down-and-outers is a midget, ROLLO SWEET, hiding from the rain in a packing crate, trying to tune the crystal RADIO.

ROLLO
Quiet. I wanna listen.

F.D.R. (V.O.)
America must stand tall.
America will stand tall.

(CONTINUED)

CONTINUED:

Over the radio, we HEAR a LOUD CRASH and faintly:

BRUCE (V.O.)
Excuse me, sir.

There is a CLAP OF THUNDER.

FADE TO BLACK:

FADE UP:

6 EXT. HOBO CAMP - MORNING

The rain has stopped. Rollo is tying his few belongings into his bindle stick. He throws it over his shoulder and makes his way out of the camp. Several Hobos yell at him.

HOBO #1
Where ya going, half pint?

HOBO #2
Hey, half pint, start
the coffee. You ain't
got nowhere to go.

Hobos laugh.

Rollo starts up the hill as the SUN STARTS TO BREAK through the clouds.

ROLLO
You're wrong. I do have
somewhere to go. Didn't you
listen to the President last
night? Don't you know that
the President can't walk?
He's a cripple--if he can be
President, then I can be
somebody.

Rollo at the crest of the hill looks ahead as the SUN BREAKS THROUGH and a RAINBOW APPEARS in the sky. Rollo starts to whistle. In the distance, we HEAR a TRAIN.

We follow the Rainbow to:

CUT TO:

EXT. CULVER CITY STUDIOS - DAY

CLOSE ANGLE - STONE LION

The stone lion in front of the Entrance.

ANGLE WIDENS to reveal an intense bustle of activity. It is 1938, the biggest year yet in the short history of the film industry. There is a very large banner over the Main Gate:

(Culver City Studios)

*

*

As the CAMERA EXPLORES THE ACTIVITY we see:

A STAGEHAND pushing a load of yellow bricks. He's taking them over to a SET WORKMAN who is laying the bricks in a path. Two other STAGEHANDS bring in a flat that has a YELLOW BRICK ROAD PAINTED IN FORCED PERSPECTIVE...EXTRAS in various costumes from all the MGM movies...WARDROBE RACKS, containing every conceivable costume...COWBOYS AND INDIANS walking along arm in arm...A PAINTER, applying lavender paint to a horse.

Our attention is drawn to, and WE FOLLOW, a young, vivacious girl, ANNIE CLARK, as she passes a SWIMMING POOL SET where ESTHER WILLIAMS is rehearsing. Standing amidst a bevy of BATHING BEAUTIES is THE TIN MAN.

8

EXT. "GONE WITH THE WIND" SET - DAY

THE "TWELVE OAKS" SET.

A scene from GONE WITH THE WIND is being blocked. Annie turns and is startled to see HOMER, her tall, oafish-looking assistant, wearing the head and mane of "The Cowardly Lion."

ANNIE

(startled)

Homer, take that off!

Homer takes off the lion's head and Annie takes it from him as she hands him a bundle of papers.

(CONTINUED)

CONTINUED:

ANNIE

(continuing)

Get these reports over to
Mr. Selznick's office right
away.

Homer nods and lumbers away. Annie continues on, the
lion head under her arm.

NEW ANGLE

CLARK GABLE spots Annie and waves hello. The DIRECTOR
turns around to her.

DIRECTOR

Hi, Annie. The boss wants
to see you right away.

ANNIE

Thanks, Mr. Fleming.

Annie blows Clark Gable a kiss and continues through the
studio. It is obvious Annie knows her way around, greeting
and being recognized by TECHNICIANS and ACTORS. She passes
LAUREL AND HARDY, who smile and wave.

* As Annie walks along, she encounters a COSTUME DESIGNER
standing with "Ming The Merciless " and with BURT LAHR. *

ANNIE

(handing the lion's
head to Burt Lahr)

Here, I think this belongs
to you.

Burt Lahr takes the head. The Costume Designer points
to "Ming".

COSTUME DESIGNER

Annie, what do you think
of this?

ANNIE

I think he needs a helmet.

She approaches the door to a Sound Stage. We can see that
BABES IN ARMS is being rehearsed within.

CUT TO:

INT. SOUND STAGE

Annie cuts through the stage. There are ten CHORUS GIRLS in rehearsal shorts. The CHOREOGRAPHER calls out.

CHOREOGRAPHER

Annie, we could use another set of beautiful legs.

ANNIE

Thanks, Busby, but mine are in a hurry.

She goes out the sound stage door.

CUT TO:

10 EXT. SOUND STAGE - DAY

Annie bursts from the stage door, and walks past five INDIANS who are shooting baskets.

11 EXT. MGM LOT - OFFICE BUILDING - DAY

As Annie starts up the steps of the MGM offices, she pauses, looks skyward and sticks out her tongue. That done, she enters the office building.

CUT TO:

12 INT. L.B. MAYER'S OUTER OFFICES - DAY

Annie, brassy and confident, moves past three SECRETARIES who try to stop her.

As she enters L.B.'s outer office, a nice looking YOUNG MAN blocks her path.

YOUNG MAN

Miss Clark, I'm sorry. Mr. Mayer said absolutely no one can disturb him.

Annie points to the man's fly.

ANNIE

Is that yours?

The Young Man looks down in embarrassment as Annie breezes past.

CUT TO:

3

INT. LOUIS B. MAYER'S OFFICE - DAY

L.B. is at the window looking down at the studio through a large telescope mounted on a tripod. He stops as Annie enters.

ANNIE

Caught ya in the act. Gotta be more careful, Louie. What if I were your wife?

L.B.

If I were married to you, I'd never get out of bed. Besides, I saw you coming.
(he sticks out his tongue)

Annie moves over to the window and looks through the telescope.

ANNIE

Wow, you can see everything. Hey, look, Esther Williams lost her swimsuit.

L.B. lurches for the telescope as Annie laughs, and covers the lens.

ANNIE

(continuing)

Nope, no peep show until I find out why I'm off 'GONE WITH THE WIND.' That's a hell of a thing to find out first thing on a Monday morning. Am I fired?

L.B. relaxes and sits on the windowsill next to Annie.

L.B.

Fired? Annie, that's nonsense. Promoted might be a better word.

Annie relaxes. L.B. moves toward the telescope; she pulls it away.

ANNIE

Promoted? A raise? Louie, thank you. A raise.

(CONTINUED)

3

CONTINUED:

L.B.

Hold on, slow down. All that
will come, in time. I'm making
you Special Talent Coordinator
on 'THE WIZARD OF OZ.'

ANNIE

What did you do about the
child labor laws?

L.B.

Don't worry about it.
(putting his arm
around her)

You know Annie, you're very
special, I've been watching
you a long time.

ANNIE

(pats the telescope)

I know.

L.B.

(chuckles)

Annie, you've come a long
way in three years and there
are great things for you in
the future.

ANNIE

The near future? Like tomorrow?

L.B. takes Annie's hand, which covers the telescope. He
tries to move it away gently as he speaks.

L.B.

Listen, Annie...this is the
greatest movie project of all
time and you're perfect for it.

Both hands grip the telescope harder.

L.B.

(continuing)

This weekend, I'm bringing in
a hundred-and-fifty special
extras from all over the world.
The biggest group will arrive by
train on Sunday. Meet them at
the station and stay with them
until every single extra has been
through makeup, hair and wardrobe.

(CONTINUED)

3

CONTINUED: (2)

ANNIE

Why the big fuss about the
extras?

L.B.

I want them in front of the
studio to wave at the President
on Monday. It'll be great
press.

ANNIE

You mean we're working on a
holiday?

L.B.

Just do this one little thing
for me and you can have that
raise.

He bends down, removing his hand from Annie's, and kisses
her on the hand. The kiss becomes a bite. Annie pulls
her hand away as L.B. looks through the scope.

ANNIE

(laughing)

Louie, Louie, Louie...

CUT TO:

14 EXT. NEW YORK DOCKSIDE - DAY

Where the S.S. Queen Mary has arrived at the end of her
maiden voyage from England.

PASSENGERS of every conceivable description are disembark-
ing amid frenetic dockside activity.

* Fighting his way up the gangplank is Bruce Thorpe. He
passes SIX LITTLE HATS coming down the gangplank. He is
stopped by a STEWARD. Standing next to the Steward is
INSPECTOR ROY COLLINS, a distinguished, classily dressed man
in his mid-fifties carrying a small DOG with a LOCKET around
its neck. *

STEWARD

(to Bruce)

I'm sorry, sir. You'll
have to meet your party
on the dock.

(CONTINUED)

CONTINUED:

BRUCE

I'm looking for Inspector
Roy Collins. He's with the
Duke and Duchess of Luchow.

INSPECTOR COLLINS

(steps out)

I'm Inspector Roy Collins.
Scotland Yard. Are you Bill
Thorpe's boy?

BRUCE

Yes, I am. Pleased to meet
you, Inspector Collins.

Bruce puts out his hand.

INSPECTOR COLLINS

Bruce, I knew your father.
He was a fine man.

BRUCE

Thank you, sir.

INSPECTOR COLLINS

Come along. The Duke and
Duchess are expecting you.

As they exit, LUIGI DI JELLO appears. He is a swarthy,
middle-aged Sicilian with a mad gleam in his eye. He
always carries a BLACK BAG containing a machine gun.

Luigi is stopped by the Steward and does not get past.

STEWARD

(to Luigi)

I'm sorry, sir. You'll
have to wait at dockside.

CUT TO:

15

EXT. QUEEN MARY - DECK - DAY

Bruce and Inspector Collins are making their way to The
Royal Suite.

INSPECTOR COLLINS

How did you get stuck with
this assignment? It must be
your first.

(CONTINUED)

5

CONTINUED:

BRUCE

Actually, it's my second...
but my first outside of
Washington.

INSPECTOR COLLINS

The Duke and Duchess have
driven me bloody mad. I
thought this would be like a
vacation. Well, I was wrong.

BRUCE

What's the matter with them?

INSPECTOR COLLINS

The Duke thinks everyone is
an assassin. He won't even
go out without wearing some
ridiculous disguise.

CUT TO:

16

EXT. QUEEN MARY - DECK - DAY

Outside the Royal Suite. Bruce and Inspector Collins
approach.

INSPECTOR COLLINS

Without her glasses, the
Duchess is as blind as a bat.
And to top it all off, they
have Streudel.

He holds out the dog.

BRUCE

Personally, I like pastry.

INSPECTOR COLLINS

No, Streudel, this spoiled
little dog that the Duchess
pampers. Confidentially, I
got so mad at this dog one
night, I pulled out three of
his teeth.

Bruce takes the dog, as they arrive at the door to The
Royal Suite. Collins knocks in code on the door. From
inside, there is an ANSWERING KNOCK. Collins knocks again
in a different code, and the door opens. As the door opens:

CUT TO:

7

INT. THE ROYAL SUITE - QUEEN MARY - DAY

Revealing The DUKE and DUCHESS. The Duke is around 60 years old, dressed in fancy European garb: starched collar, spats, knickers, a cape and a false beard. The Duchess is also in fancy dress: jewelry, fur coat, a feathered hat, and she is holding a muff.

*

Inspector Collins ushers Bruce through the door and then quickly closes it, with himself outside.

The Duchess can't see very well, but the Duke looks at Bruce suspiciously.

ANOTHER ANGLE

BRUCE

Duke Ferdinand, Duchess...
I'm Special Agent Bruce
Thorpe of the United States
Secret Service. I'll be
accompanying you across this
great land of ours.

The Duke is pulling his beard away from his face.

In the b.g., TWO HANDS and a FACE appear in the porthole.
It is Luigi diJello. In his mouth is the handle of his
black bag.

DUKE

Good to meet you, Mr. Thorpe.

Streudel barks and starts chewing Bruce's thumb.

DUCHESS

Is that your dog?

BRUCE

No, ma'am. I believe it's
your dog.

The Duchess looks down at the muff she is holding.

DUCHESS

How silly of me.

DUKE

Mr. Thorpe, are you well
armed?

(CONTINUED)

7 CONTINUED:

BRUCE

Yes, sir.

DUKE

Experienced in security?

BRUCE

(evasive)

I have been well trained,
sir, President Roosevelt
said our Secret Service
School is the best in the
world.

A look of utter amazement crosses Bruce's face and he reacts, jerking Streudel away from his body, revealing the spreading wet spot on his suit. Streudel squirms and barks.

DUCHESS

Streudel is barking. You
must have raw meat on you.

BRUCE

No, ma'am.

Bruce opens the door and calls to a Steward.

BRUCE

Steward, could you take
these bags to Grand Central
Station. They go on the
Twentieth Century Limited,
bedrooms D, E and F.

In the porthole, we can see Luigi letting go with one hand to take the gun out of his black bag, as the Duke, Duchess and Bruce start out of the door.

There is a BLAST from the Queen Mary's ship horn, and the Duke hits the floor.

18

NEW ANGLE - INCLUDING LUIGI'S FACE IN THE PORTHOLE

Bruce bends over to help the Duke up.

*

*

(CONTINUED)

9/24/80

18

CONTINUED:

BRUCE

Relax, sir. This is America.
Who in the world would want
to assassinate you?

They disappear through the doorway as the Steward reaches over, slams the porthole on Luigi's hand. He TURNS OUT THE LIGHT and we HEAR a SPLASH.

CUT TO:

19 * INT. GRAND CENTRAL STATION - TRAIN PLATFORM - DAY *

Luigi diJello is stealthily following Bruce, the Duke and Duchess as they board the Twentieth Century Limited.

Luigi stops at a good vantage point and opens his black bag.

19-A INSERT - CONTENTS OF BLACK BAG

We see a machine gun, several revolvers, a long knife, and a wiggling fish.

* 19-B INT. GRAND CENTRAL STATION - TRAIN PLATFORM - DAY *

Luigi pulls out the fish, looks at it disgustedly and is suddenly confronted by a family of ITALIANS hurrying toward the train. The Italian MAMA sees Luigi and smiles with joy as she clutches to him.

MAMA

Gino? Is it you, Gino?

She kisses his chest. The whole family swarms around Luigi.

LUIGI

There's some mistake. My name is Luigi.

The family cluthces at him in happiness.

PAPA

You have finally come back from Italy...after all these years.

(CONTINUED)

9

CONTINUED:

Twentieth Century Limited is pulling out. Luigi is panicked: he's missing his train. He tries to break away but can't. The Italian Family advances toward him. Amidst the struggle, we hear:

FAT ITALIAN GIRL
You look different from when
you were a boy, Gino.

Luigi breaks away and is tackled by the Fat Italian Girl.

FAT ITALIAN GIRL
(continuing)
Gino, all these years I saved
myself for you. Kiss a me.

WIDEN ANGLE

To include the departing TRAIN, Luigi looking after it.
He pounds his fist in disgust.

CUT TO:

20

INT. HOTEL CULVER - MAIN DESK - DAY (CULVER CITY, CALIF.)

An elegantly furnished hotel that has seen better days.

The Desk Clerk, HENRY HUDSON--a likable young man in his mid-twenties, nephew of the owner and very inexperienced in the hotel business--is standing behind the empty desk, sorting a few pieces of mail.

He is talking with TINY TIMMY TAM-O-SHANTER--a six-foot, seven-inch hulk of an Irish drunk who is the House Detective.

HENRY
Wait till you see it, Tiny.
I just got a new Packard.

Tiny whistles.

TINY
Wow, that must be expensive.

(CONTINUED)

0 CONTINUED:

HENRY

Not to worry, not to worry.
Between this job and the
Encyclopedia sales, I can
hold my own. And, who knows,
someday I may even get to be
the manager.

TINY

That'll be the day.

CUT TO:

21 INT. HOTEL CULVER - SWITCHBOARD - DAY

SHIRLEY, a bleached blonde floozie, is at the hotel
switchboard. She is popping her gum like nobody's
business.

SHIRLEY

(with ear phones)

Yes, thank you. Goodbye.

The PHONE RINGS AGAIN.

SHIRLEY

(continuing; into
phone)

Hello, Hotel Culver. Yes,
sir. One-hundred-and-fifty
rooms? Of course we can
take care of it. Yes.

(while writing the
reservations)

That's 150 rooms confirmed.

Shirley hops up as LESTER HUDSON, the owner/manager--a
well dressed man in his mid-fifties--emerges from his
office. He smiles at Shirley and winks.

LESTER

(confidentially)

This place is a morgue, and
I'm missing the hotel managers'
convention. I'll tell you what...
If there's nothing going on the
rest of this week, I'll take you
with me. Meet me out front.
We'll use your car.

(CONTINUED)

1 CONTINUED:

Shirley looks at the room reservations she's just made, takes her gum out, crumples it up in the note and throws it away.

CUT TO:

22 INT. HOTEL CULVER - MAIN DESK - DAY

Lester approaches to speak with Henry and Tiny.

LESTER

Oh good, I want to talk to you two.

Tiny and Henry walk over to Lester.

LESTER

(continuing)

How's it going?

TINY

I think I've got a line on the stolen towels.

LESTER

Good, I knew you'd crack the case. Go see if the fire escapes are rusted through.

TINY

(happily)

Yes sir, yes sir.

Tiny leaves. Lester turns to Henry, puts his arm on Henry's shoulder, in a fatherly fashion, and they head for the front door.

LESTER

Henry, my boy, how's it going?

HENRY

Well, we only have six rooms booked. Someone named Thorpe booked the entire top floor starting Sunday.

(CONTINUED)

2

CONTINUED:

LESTER

In that case, my boy, I have a big surprise for you. I'm going to the convention and have decided to leave you in charge for the rest of this week. I'll be back Sunday night, Monday at the latest.

Henry's eyes brighten with excitement.

HENRY

You mean, I'll be the Manager?

LESTER

Just for a few days, but between now and Monday, it's your responsibility to make sure this hotel is in apple pie order for the Armistice Day Parade.

HENRY

Oh thank you, Uncle Lester, you'll never be sorry. I'll be a great manager. You'll see.

CUT TO:

22-A EXT. HOTEL FRONT - DAY

As Henry and Lester come out of the front door of the hotel, Shirley pulls up in her ROADSTER.

LESTER

Miss Enright will be accompanying me on my business trip, if you know what I mean.

HENRY

I understand.

LESTER

There's one more thing for you to understand, Henry.

(CONTINUED)

2-A CONTINUED:

Lester squeezes him a little tighter and looks menacingly.

LESTER

(continuing)

If anything happens--
anything--you'll lose
your job and be disin-
herited.

Henry answers, stammering.

HENRY

Yes sir, yes sir, I under-
stand completely.

Tiny appears, clothes disheveled; he has dirt smudges
all over and he's rubbing a sore elbow.

TINY

You were right, Mr. Hudson.
That fire escape was unsafe.

LESTER

Listen, Tiny. This goes for
you, too: I'm going away
for the rest of this week.
If there's any trouble, you're
fired, too. And no drinking,
do you understand?

Lester socks Tiny in the chest for emphasis. We HEAR GLASS
SHATTER.

TINY

(sheepishly)

Yes, sir.

Lester opens Tiny's jacket, and pulls out a broken whiskey
bottle.

CUT TO:

23

EXT. ESTABLISHING SHOT - DAY

-- STOCK --

The TWENTIETH CENTURY LIMITED, pinnacle of 1938 travel,
comes steaming into a tunnel.

CUT TO:

4 * INT. CLUB CAR - LATE AFTERNOON

The scene is dimly illuminated by the running lights and, as the train comes out of the tunnel, it is once again brightly lit.

Cocktail hour is in full swing, and the PORTERS are serving drinks and hors d'oeuvres from the bar.

At the doorway to the kitchen, the Duchess is haranguing the CHEF, distinguishable by his bakers cap.

DUCHESS

Now remember, the hollandaise sauce for my eggs must be exactly eighty-nine degrees. And since you don't have the goose liver, I guess Streudel will have to settle for chicken. And the Duke likes twelve-minute eggs and wet toast.

The Chef smiles and nods, as Bruce walks INTO FRAME.

BRUCE

(to the Duchess)

We really must go now. The Duke will be nervous.

As they turn to leave, an exasperated PORTER comes rushing in talking to anyone who will listen.

PORTER

(in a frenzy)

Do we have any more booster seats? I'm twenty short.

The Duchess and Bruce make their way through the dining car. They pass a PORTER carrying hors d'oeuvres.

DUCHESS

(to Bruce)

What are those?

BRUCE

Shrimp.

At that moment, A LITTLE FOOT comes from behind a table and kicks him in the shins.

CUT TO:

5

INT. PULLMAN CAR - LATE AFTERNOON

In the foreground, a PORTER is making up an upper berth. The Duchess and Bruce squeeze by the Porter, Bruce limping slightly.

DUCHESS

Once the Duke was a brave
and dashing man.

BRUCE

What happened? He seems so
frightened.

DUCHESS

Our wedding night.

Bruce is afraid to pursue the subject.

DUCHESS

(continuing)

We were married in Sarajevo,
such a lovely place for a
honeymoon, but the Duke's
father was assassinated that
very day.

The Duchess leans forward, whispering:

DUCHESS

(continuing)

It started World War One
you know.

BRUCE

I read about it. It was in
all the papers.

DUCHESS

Yes, it was. But now we
will tell the true story.

BRUCE

In Hollywood?

DUCHESS

Yes. It's so exciting, MGM
is going to make the movie of
our loss of Papa Ferdie.

In the b.g., the Porter opens the next upper berth and
reacts.

(CONTINUED)

5

CONTINUED:

PORTER

What are you two doing in there?

CUT TO:

26

INT. DUKE'S COMPARTMENT

There is a KNOCK at the door.

BRUCE (O.S.)

Don't be alarmed. It's us.

Bruce and the Duchess enter and find the compartment empty. The door to the bathroom opens a crack.

DUKE (O.S.)

Is it safe?

BRUCE

Yes, sir. Why don't you join us and enjoy the beauty of this great country of ours.

There is no reply, just an eyeball in the crack in the door.

BRUCE

(continuing)

It's safe to come out now.

The Duke cautiously enters the compartment from the bathroom. He is carrying a newspaper. As he takes the seat next to the Duchess, she places her muff on the floor between them.

DUKE

(reading)

Mister Hitler is doing everything in his power to preserve peace.

DUCHESS

We met Mister Hitler when he came to Austria. Sometimes when he throws a tantrum, he splashes his soup.

(CONTINUED)

.6

CONTINUED:

BRUCE

That's interesting.

DUCHESS

I had to cut his meat for him.

Bruce turns to the Duke.

BRUCE

The Duchess tells me you are
the son of the Archduke
Ferdinand. You have my sincere
sympathy in your great loss.

DUKE

Thank you.
(looks out the window)
I've read some things about
your country and something
worries me.

BRUCE

Yes, sir.

DUKE

Is Jesse James dead?

BRUCE

Duke, please don't be so
frightened. You're going
under the name Smith.

Bruce suddenly jumps up, revealing a puddle on his pants.
His sudden movement startles the Duke, who almost jumps
out the window.

DUCHESS

Streudel, you naughty dog,
you. Now make nice to Uncle
Bruce. Let me get you a towel.

She goes into the bathroom and turns on the water. Bruce,
squirming uncomfortably in his wet pants, places the dog
on the floor.

DUKE

These people on this train,
any one of them may be out
to kill me! But I'm ready
for them.

(CONTINUED)

26

CONTINUED:

Smiling confidently, the Duke removes a DERRINGER from his vest pocket and shows it to Bruce. The Duke waves the gun around, pointing at imagined assassins.

BRUCE

Please be careful, maybe I
should hold that for you.

Bruce reaches for the gun. The train goes into a tunnel.
The SCENE GOES TO BLACK. In the dark, we HEAR a SHOT.

BRUCE (V.O.)

My God! You shot the dog!

CUT TO:

27

INT. MAIL CAR - NIGHT

It is a combination mail and baggage car. In the other end of the car, a MAIL CLERK is sorting mail, highly uneasy about this whole thing.

The Duke hands the Mail Clerk a \$100 bill.

MAIL CLERK

This could cost me my job.

The Duke hands him another \$100 bill.

MAIL CLERK

I'll get a cup of coffee.

The Clerk nods and pockets the money. We HEAR a TRAIN WHISTLE BLOW. The Clerk looks at his pocket watch.

MAIL CLERK

(to Bruce)

Next stop, Chicago.

He exits.

The Duke--carrying the muff with Streudel's locket around it--and Bruce, begin rummaging through a long lineup of pet carriers. The cages are filled with: dogs, cats, a racoon, a piglet, and--on a tether--is a goat. There are also things like wooden Indians, oblique statues, and furniture.

(CONTINUED)

7

CONTINUED:

Bruce looks disconsolate. The Duke is showing Bruce Streudel's locket, now hanging from the muff.

27-A INSERT: CLOSEUP - LOCKET

DUKE (V.O.)

This locket has been passed
down for many generations.

27-B INT. MAIL CAR - NIGHT

BRUCE

You sure fooled her. How long
do you think you can get away
with it?

DUKE

Well...I walked this muff a
whole winter between Streudel
the Sixth and Streudel the
Seventh. We were snowed in.

BRUCE

Wait, I thought...

The Duke leans over and whispers.

DUKE

Do you know how I met the
Duchess?

BRUCE

No.

DUKE

I was a very young man, much
like you. One day I was
standing proudly at the steps
of the King's Castle...when up
the path rode the most beautiful
woman I'd ever seen. As she
approached our eyes met.

The Duke smiles fondly at the memory of her.

DUKE

(continuing)

She stopped her horse in front
of me...our eyes never straying,

(MORE)

(CONTINUED)

7

CONTINUED:

DUKE (CONT'D)
and as she passed me, she tied
the reins around my neck.

Bruce laughs as the Duke stops in front of a cage. Inside
is a dog resembling Streudel.

BRUCE
Why doesn't she wear glasses?

DUKE
Her vanity. Besides she breaks
every pair I buy her.

He takes the dog out of the cage. He triumphantly puts
the locket around its neck.

DUKE
(continuing)
So don't feel bad about
Streudel the Twelfth,
because here is Streudel
the Thirteenth.

The Duke pulls the dog out of the cage and feeds him a
dog biscuit from his pocket.

BRUCE
How did they all die?

DUKE
The first Streudel died by
assassination. My father
fell on him. I've lived in
constant fear ever since.

BRUCE
What about the rest of the
Streudels?

DUKE
A few drownings, shootings,
tramplings and a suicide.

BRUCE
Suicide?

(CONTINUED)

27 CONTINUED: (2)

DUKE

Most important of all, is that the Duchess never finds out. For twenty-four years she's been a Duchess without a Court. This I owe to her. Our Streudel is a Royal Blue-blood. He must live on.

BRUCE

(opening the door)

I understand.

* The train is passing through a small town and, with a LOUD CLANG, the HANGING MAIL BAG slams into the car on the catcher hook.

The Duke panics and runs out of the mail car followed by Bruce.

The mail bag stops swinging, wiggles a few times, and out comes Rollo Sweet.

CUT TO:

28 EXT. CHICAGO TRAIN YARD - DAY

CLOSE ANGLE - A CATTLE CAR AND RAMP

Unloading by the stockyard. We see a long line of COWS running down the ramp. In their midst is Luigi diJello, black bag in hand, scurrying to keep up as though he were one of them. We hear a LOUD MOO, as Luigi vaults out of the shoot.

LUIGI

I'm gonna miss you too.

Luigi runs toward the Main Terminal.

* 29 EXT. CHICAGO TRAIN STATION - LOADING PLATFORM - DAY

There are two trains at the platform. Bruce and his party board one of the trains. Disheveled, Luigi runs in just missing them, and stops a REDCAP.

LUIGI

Which train is the Duke on?

(CONTINUED)

29. CONTINUED:

REDCAP

That one right there, sir.
Fourth car from the rear.

Luigi runs to the car the Redcap was pointing to, just as the train starts to move.

30. INT. COACH CAR - DAY

FOUR STARTLED BLACK MEN playing poker while another MAN is practicing the trumpet turn and raise their hands as Luigi bursts into the car with his gun drawn.

LUIGI

Is this Duke Ferdinand's car?

BLACK MAN

No, man, this is Duke Ellington's car. This train is taking the band to a concert in Detroit.

LUIGI

Detroit?!?

Almost in tears, Luigi kicks the wall.

CUT TO:

31. EXT. LOS ANGELES TRAIN STATION - DAY

* People are milling about everywhere...everyone jostling for cabs. Annie and Homer pull up in a cab. Annie gets out and turns to Homer. *

ANNIE

Go to the bus station
and meet the busses.
I'll meet you at the
hotel.

The cab drives off and Annie turns to the CAB DISPATCHER.

ANNIE

(to Cab Dispatcher)
I'm Annie Clark. I'm the
Talent Coordinator from MGM.
Has anyone been asking for me?

CAB DISPATCHER

(gesturing)
Yeah, these people right
hear are looking for you.

31-A NEW ANGLE - REVEALING A DOZEN MIDGETS *

A midget, FITZGERALD, a sharp, eager little guy, carrying a Base Ukulele, speaks up.

FITZGERALD
(to Annie)
Hi, my name is Fitzgerald,
Princeton, New Jersey, and
this is Wedgie Kerbeck, Duluth.

ANNIE
(to herself)
Louie, Louie, Louie....

WEDGIE
No, that's Wedgie. But you
can call me Wedge.

ANNIE
Right. I'm Annie Clark. The
Talent Coordinator with MGM.
Are you with us?

Annie, a little flustered, takes out a list and hastily reads it.

ANNIE
(continuing: checking
her list)
Oh, yes. Fitzgerald and
Kerbeck.

ROSIE ROSENBERG, a pint-sized Mae West, approaches. With her is a beautiful, shy, lady midget, LANA LILLY and her sister IRIS ROSENBERG.

ROSIE
Rosie Rosenberg and my older
sister, Iris.

IRIS
Younger sister.

ANNIE
(checking her list)
Great. Glad to have you
with us.

Rosie puts her arm around the shy Lana, and pushes her out.

ROSIE
This is our little niece,
Lana Lilly.

IRIS
She's a little shy.

(CONTINUED)

* 31-A CONTINUED

Lana blushes as Annie reaches down and shakes her hand.

ANNIE

No reason to be shy. We're
all friendly here.

Annie turnsto the Cab Dispatcher, holding out a \$5 bill.

ANNIE

Hold these four cabs please,
and I'll be right back.

Annie rushes into the train station.

32. INT. L.A. TRAIN STATION - DAY

Annie looks hurried and quickly pushes into the crowd.
She is weaving in and out of the people. She cuts to
her right and runs head on into Bruce.

Annie is knocked off balance, but Bruce quickly grabs
her and keeps her from falling.

BRUCE

Oh, I'm sorry. Are you okay?

ANNIE

Yes, I'm fine.

Annie's voice trails off as her eyes meet Bruce's. For
a moment, no one else exists. Then Bruce, realizing he's
still holding Annie, lets her go with a smile,

BRUCE

Sorry again.

Bruce tips his hat and moves on. At the same moment, each
looks back and smiles.

33. INT. L.A. TRAIN STATION - FROM ABOVE

* From above, we watch as Annie and Bruce move off in opposite
directions. We can see Annie point THE ZAMBINI'S toward the
front door. *

People are hugging, kissing, waving and shouting to the
Passengers.

NEW ANGLE - ROLLO

* Suddenly, Rollo Sweet, carrying his Bindle Stick, darts from
out of the train platform being pursued by a CONDUCTOR. Annie
notices that Rollo is another little person and calls out to
him. *

(CONTINUED)

33

CONTINUED:

ANNIE
(calling to Rollo)
I'm Miss Clark! Are you
looking for me?

Rollo pays little attention and runs on by. Annie turns to follow him. At the same instant, Bruce, realizing he had gone in the wrong direction, wheels around and runs smack into Annie. Her bag falls and spills. She quickly picks it up. Bruce's hat falls down over his eyes.

BRUCE
Excuse me, I...

Lifting his hat..

BRUCE
(continuing)
Oh, you again. Did I hurt
you?

ANNIE
Nope, you're 0 for 2.

Annie moves off briskly. Bruce's eyes follow her. He smiles, then sees a COMPACT case. He picks it up and calls after her.

BRUCE
Miss, you dropped...

No luck. She's out of sight. Bruce puts the compact in his pocket.

CUT TO:

34. EXT. L.A. TRAIN STATION - DAY

* The Zambini's are stacking their equipment near the cab stand. HAROLD CHAMBERLAIN, a Cockney midget, is standing next to LARS LINQUIST. He is a Swiss mountain climber who is carrying full gear--ropes and pitons. *

HAROLD
Hey mate, ain't this somethin'?
Where'd you come from?

LARS
I'm from Switzerland.

(CONTINUED)

4

CONTINUED:

HAROLD

Are you here to be in the
movie, too?

LARS

I came to this country to
climb John Wayne.

Rollo Sweet, desperately looking for a place to hide,
rushes up and is surprised to see other midgets.

Rosie, seeing his predicament, runs out, embraces Rollo
and plants a big kiss on him. At that point, the
Conductor runs by and TEX--a midget cowboy--screams:

TEX

He went thatta way...

* The Conductor runs off. Rosie releases Rollo, who stands
gaping. Fitzgerald steps up and sticks out his hand. *

FITZGERALD

Howdy friend.

Rollo shakes hands absentmindedly as he looks at the other
midgets.

FITZGERALD

(continuing)

Hey, don't look so shocked.
Ain't ya ever seen 'little
people' before?

ROLLO

Not all in one place. Are
you all together?

WEDGIE

Hell, this ain't a third of
us. We've been rehearsing
for a month in New York.

* Rosie turns to Fitzgerald. *

ROSIE

Fitz, our handsome, young
friend looks hungry.

(to Rollo)

How 'bout it, honey...you
need a meal?

(CONTINUED)

4 CONTINUED: (2)

ROLLO

Well, I could. I'm a little short right now.

*

FITZGERALD

(interrupts, excitedly)
We can see that, but my friend your luck has changed. I'm a close personal friend of the Talent Coordinator. You're coming with us.

*

ROLLO

Where are we going?

*

FITZGERALD

(excitedly)
We're off to see the WIZARD!

*

CUT TO:

ANOTHER ANGLE - DUKE, DUCHESS AND BRUCE (CARRYING STREUDEL)

The Duke, in disguise, and the Duchess are behind Bruce. They get into the first cab.

CAB DISPATCHER

Hold it, you can't have that cab. These cabs are reserved.

But the Duke is nervous, anxious to get away from the crowd. Bruce, sensing a potential problem, steps up to the Cab Dispatcher, quickly shows him his BADGE.

BRUCE

Special priority. I'll take the first two cabs.

Bruce looks down and is surprised to see Rollo staring at his badge. Rollo looks up. Bruce puts his finger to his lips ("quiet") and winks. Rollo nods and smiles. Bruce turns to a REDCAP.

BRUCE

(continuing)

We'll go in the first cab.
Put the luggage in the second.
Tell them the Hotel Culver.

(CONTINUED)

34 CONTINUED: (3)

They jump in and drive off, as Annie returns to the head of the crowd with even more MIDGETS in tow, just in time to see Bruce drive off in her cabs.

CLOSEUP - ANNIE

She is fuming.

ANNIE

Strike Three.

CUT TO:

35 EXT. HOTEL CULVER - DAY

We get a good look at the hotel. It is the Waldorf-Astoria of Hollywood. A masterpiece of 1920's California architecture.

Henry is a new man. He's drunk with power. He is THE MANAGER. He is barking orders at POPS--a 70-year-old bellboy--and Tiny. They are replacing a banner over the old name "Culver Hotel." The banner reads: "The Hotel Rainbow."

HENRY

Perfect. It's perfect. The Hotel Rainbow. It's gonna make a fortune!

TINY

I don't know if your Uncle is going to like this...

HENRY

He'll love it! I'm telling you he'll love it! I can see it all now...It will add piz-zaz, life, to this place! Tiny, don't be so glum. I know what I'm doing. I'm the Manager.

ANOTHER ANGLE

Around the corner, a CHARTER BUS appears. On the side is a large banner proudly proclaiming: "Japanese Amateur Photographic Society." As the bus turns the corner in

(MORE)

(CONTINUED)

5 CONTINUED:

front of the hotel, one of the front wheels breaks off, sending the bus crashing down on its axle. It slides to a crunching halt directly in front of the hotel.

36 ANGLE - TINY AND HENRY - FROM BEHIND

We see a stream of well-dressed JAPANESE TOURISTS get off the disabled bus, twenty in all. They are all dressed alike and each has a camera hung around his neck. They all immediately start taking pictures.

37/40 SERIES OF SHOTS - CLOSEUP

(37) THE TOURISTS take pictures of each other.

(38) ONE MAN holds his foot up and three take pictures of the bottom of his shoes.

(39) ONE MAN opens up the side compartment where the luggage is and takes pictures of the baggage.

(40) ANOTHER leans down and takes a closeup picture of a tire.

41 ANGLE - TOURIST

MR. AKIDO, a distinguished looking Japanese gentleman, starts to walk briskly toward the hotel.

MR. AKIDO

(to Henry)

Excuse me, young man, could you direct me to manager?

Henry puffs himself up.

HENRY

I'm the manager, sir. Henry Hudson at your service.

MR. AKIDO

It appears my group will require rooms.

(CONTINUED)

1 CONTINUED:

HENRY

Step right this way. There's
always room under the rainbow.
See Tiny, it's working already.

Henry takes Mr. Akido into the hotel.

CUT TO:

42 INT. HOTEL LOBBY

Henry runs back behind the registration desk and takes charge of reservations. Tiny runs to a spot a couple of feet in front of the desk awaiting the rush.

The Japanese Tourists swarm in around Tiny as they move to the registration desk. Tiny is in the midst of all of them, trying to keep up with their bowing. Henry holds up his hands.

HENRY

Gentlemen. We will take care
of you the best we can.

43 ANGLE - HENRY

Frantically signing the men in. On the opposite side of the U-shaped registration counter to Henry's back, we see a HAND COME UP OVER THE COUNTER and bang the service bell. The HAND GOES BACK DOWN OUT OF SIGHT.

Henry turns. He doesn't see anybody. He takes a few steps forward, looks around again, but still doesn't see anybody.

HENRY

Is someone there?

MIDGET

(out of sight;
below counter)

I want a room.

Henry looks up--all around. He thinks he's hearing things. He shakes his head, and goes back to registering the horde of Businessmen.

4 ANGLE - JAPANESE TOURIST

Taking a straight-ahead picture of Tiny's fly.

CUT TO:

45 EXT. HOTEL - MEDIUM SHOT - DAY

A taxi pulls up in front of the hotel. Inside the cab is Otto Kriegling, the midget German spy. Pops, the bellboy, approaches the cab. Otto gets out, pays the CAB DRIVER.

OTTO

(to Pops)

Boy, take my bag. Und
schnell, bitte!

* Pops takes the bag and follows Otto as he walks toward the hotel door. In the b.g., two large busses pull up. Otto doesn't notice them as he enters the hotel. Homer gets off the bus followed by a stream of midgets. *

16 INT. HOTEL RAINBOW LOBBY - OTTO'S P.O.V.

Seeing the lobby full of Japanese men.

47 ANGLE - OTTO

His mouth falls open. He's flabbergasted. He is supposed to be looking for a Japanese man and there before him are twenty Japanese men, all dressed alike.

OTTO

Ach! Nicht glauben!

Otto is still standing, looking straight ahead as a horde of MIDGETS swarm into the lobby, running and skipping, engulfing Otto into their group.

48 CLOSEUP - TINY

TINY

Saints preserve us.
Leprechauns. Leprechauns!!

(CONTINUED)

18 CONTINUED:

*

*

Tiny rolls up his pant leg, removes a flask from his garter and drinks.

49 INT. HOTEL LOBBY - TINY'S P.O.V.

The midgets are like tiny Marx Brothers. A couple of them start climbing the drapes.

50 ANGLE - TINY AND THE MIDGETS

A couple leap up on Tiny like he's a carnival ride. One midget has a camera and goes up to a Japanese Man. They each start taking pictures of each other. The bulk of the midgets go around to the side of the registration desk to register. The rest are delirious at seeing so many little people in one place, staring at each other, comparing height, women comparing clothes, etc.

51 ANGLE - OTTO

Moving stealthily around the lobby, making a reconnaissance of everybody. VIC, the midget Ventriloquist, carrying his Dummy, approaches Otto.

VIC THE VENTRILOQUIST
Hey, where are you from, pal?

Otto makes an obscene gesture.

OTTO
Away, swinehund!

DUMMY (TO VIC)
Oh, I get it...Dusseldwarf!

CUT TO:

52 EXT. HOTEL RAINBOW - DAY

We see Nakamuri paying off a CAB DRIVER. In the b.g., we see another cab pull up. Nakamuri settles up with the Cabby, grabs his bag, and heads for the hotel door.

(CONTINUED)

2

CONTINUED:

We see Bruce and his charges get out of the rear cab and they, with the CAB DRIVER, start unloading all the baggage. Pops hurries out to help Nakamuri.

NAKAMURI

(to Pops)

Can you tell me if midget
arrive here yet?

POPS

Did you ask me if a midget
has arrived here?

NAKAMURI

That is right.

POPS

I think I can quite definitely
say that the answer is yes.

NAKAMURI

Good. Can you take me to him?

53

INT. HOTEL RAINBOW - LOBBY ENTRANCE - DAY

Pops and Nakamuri enter. A BELLHOP takes the bags from Pops. Pops motions toward the lobby with his head.

POPS

(to Nakamuri)

There he is over there.

Nakamuri looks. He also has a look of utter amazement as he spots the midgets.

54

NAKAMURI'S P.O.V. - MIDGETS & REGISTRATION DESK

With the crowd of people around it.

CUT TO:

55

INT. HOTEL LOBBY - FRONT DOOR

Bruce (carrying Streudel) and the Duke enter, loaded down with bags. The Duchess is alongside. The Cab Driver also comes in and sets down bags, then exits.

(CONTINUED)

5

CONTINUED:

DUKE

I thought you said this was
a quiet, out-of-the-way hotel.

BRUCE

I thought so, too. But don't
worry. I've reserved the
whole top floor.

DUCHESS

(surveying lobby)

Look at all the children. It
must be recess.

Pops loads himself down with luggage until he topples
over backward from the weight of it.

* Through the window we see two cabs pull up. Annie gets
out, followed by Lana, Wedgie, Fitzgerald, two other midgets and
all the luggage. The door of the second cab opens, Rollo
jumps out to open the door for everyone and, just like
* in a circus, out pops a steady stream of midgets...twenty
in all. Including the Flying Zambini's and their circus equipment. *

56

INT. HOTEL - DAY

We see Otto in the b.g. being given his room key. We
hear SMOKEY JONES at the desk, a middle-aged cigar-chomping
midget. He is angry.

SMOKEY

So you don't have enough
rooms...

He turns to address the midgets behind him.

SMOKEY

(continuing)

They could regret that, right,
gang?

MIDGETS

(ad lib)

Yeah. Screw them. Take a
leak on his shoes.

*

Smokey turns to Homer.

SMOKEY

Where's Miss Clark? We were
told she'd meet us here.

*

57. ANGLE - ANNIE

Standing just inside the hotel door, looking over the scene in the lobby. She is incredulous. She slowly shakes her head in disbelief.

ANNIE
(shaking her head)
Louie, Louie, Louie...

58. ANNIE'S P.O.V. - HOTEL LOBBY

There is a long line of midgets waiting to register.

TINY
Looks like an aerial view
of the unemployment line...

* Rosie, Iris and their gang of lascivious lady midgets
sidle up to Tiny and look him over lewdly. *

ROSIE
Hey girls, get a load of
this guy, King Dong.

59. ANGLE - HENRY

He's running around like a chicken with his head cut off. People are ringing the desk bells. He's running back and forth. He goes to the side of the desk where Bruce is standing. Rollo is also standing next to the desk. He looks up at Bruce, winks and salutes.

HENRY
(to Bruce)
Welcome to the Hotel Rainbow,
formerly the Hotel Culver.
How may I help you? Henry
Hudson at your service.

Henry hits the bell. The Duke dives for cover.

HENRY
(continuing)
FRONT!

A BELLHOP appears.

HENRY
(continuing)
Take Mr. Thorpe's bags.

The bellhop picks up the bags. Bruce looks around.

60 ANGLE - LARGE POTTED PLANT IN LOBBY

We see through the foliage that the Duke is cowering behind it. The Duchess is standing in front of it. A MIDGET walks by. The Duchess looks down at him.

DUCHESS

Such a cute little boy.

The midget walks up and tweaks her breast.

DUCHESS

(continuing)

Now, now, don't be naughty.

CUT TO:

61 * FRONT DESK - ANNIE, HENRY, MR. AKIDO AND HOMER *

ANNIE

What do you mean you don't have our reservations?

HENRY

Take it easy. Probably just a little mix-up.

ANNIE

A little mix-up! My office confirmed a hundred-and-fifty reservations on Tuesday. This is Sunday.

Henry takes the offensive.

HENRY

I see, that explains it. The previous management obviously didn't post your reservations. But there is no problem, no problem. If you need rooms, we got 'em. We'll just have to double up.

HOMER

If that's not enough we'll quarter them.

ANNIE

Homer, please, no short jokes.

(CONTINUED)

1

CONTINUED:

HENRY

There is one possibility.
That young man by the
elevator has the entire top
floor reserved, but there
are only three people in
his party.

ANNIE

Oh, thank God.

62

ANGLE - ANNIE - NEAR ELEVATOR DOORS

Rushing toward Bruce, who has his back turned to her.
The CAMERA CLOSSES IN as Annie approaches Bruce and
Streudel, and as she taps him on the shoulder, there
is a big smile on her face.

ANNIE

Pardon me, sir.

Bruce turns around. Annie's smile evaporates.

ANNIE

(continuing)

Oh, no. Not you again.

Annie realizes that she must be sweet. She has a favor
to ask.

BRUCE

Oh, the girl from the train
station. Nice to see you
again.

She puts her head against his chest.

BRUCE

(continuing)

What are you doing?

ANNIE

I'm checking to see how big
your heart is.

She tickles him under the chin with her hand, playfully.

(CONTINUED)

2

CONTINUED:

ANNIE

(continuing)

Do you think that we could
use some of those rooms you
have on the top floor?

BRUCE

I'm really terribly sorry,
but this is a special
circumstance and I just
can't do it.

The hand under his chin now grabs for his neck. Then
she catches herself and withdraws it.

ANNIE

Any rooms you could spare
would be greatly appreciated.
I'll pay for them.

BRUCE

I can't. I just can't.

ANNIE

Three people need the entire
top floor? I can't understand
it, I just can't understand it.

BRUCE

I can understand that.

The elevator arrives and the door opens.

DUCHESS

Come, Bruce. Let's not dilly
dally. They've opened the gate.

DUKE

It's an elevator, dear.

ANNIE

(sarcastically)

Yes, Bruce. Don't dilly dally.

Duke, Duchess, Bruce and Streudel, and a Bellhop get
into the elevator.

Annie by now is totally exasperated, yells through the
elevator window at the disappearing elevator.

(CONTINUED)

2 CONTINUED: (2)

ANNIE
(yelling)
That's it! You're out of
the ball game!

Hanging under the elevator as it rises is a smiling
Wedgie Kerbeck.

CUT TO:

62-A BELL CAPTAIN'S STATION

Lana is picking up her suitcase from the mounting pile
of luggage. Rollo seizes his chance and steps up.

ROLLO
Let me carry that for you.

They exit past Annie who is storming back into the lobby,
where even more midgets are arriving. Their excitement
is growing as their numbers increase.

She comes up near a chair, slams her briefcase next to
it in anger and plops down, disgustedly. Mr. Akido
walks over. He smiles at Annie.

ANNIE
(under her breath)
Louie, Louie, Louie...

MR. AKIDO
Excuse me, Miss Louie. I
could not help but overhear.
Maybe I can help. They gave
us twenty rooms and we can
share.

ANNIE
(laughs)
Oh thanks. You know, all
these little people are here
to make a movie.

Akido gestures at the mayhem around him.

MR. AKIDO
Must be very funny from look
of this. What's it called?

(CONTINUED)

2-A CONTINUED:

ANNIE
'THE WIZARD OF OZ.'

MR. AKIDO
What's it about?

ANNIE
It starts with a tornado
that blows a little girl
and her dog up into the
sky...to Munchkinland.
(indicating little
people)
And these people are going
to play the munchkins.
It's a little hard to
follow. I have a script
here, maybe you'd like to
read it?

MR. AKIDO
I would be honored.

ANNIE
I'll have to have it back.

MR. AKIDO
Absolutely. In fact, to show
my gratitude, I would be
extremely honored if you
would dine with me this
evening.

Annie stands. Akido stands.

ANNIE
I think that would be just
nifty. Say nine o'clock?

She shakes his hand.

ANNIE
(continuing)
I'm Annie Clark.

MR. AKIDO
Rimi Akido.
(he bows)
Sayonara.

* They depart in opposite directions, leaving a lobby
packed with midgets who are still arriving. *

DISSOLVE TO:

63. EXT. HOTEL RAINBOW - NIGHT

- * A cab pulls up and Smokey greets it. The door opens THE PROSTITUTE steps out and takes Smokey's arm. As they walk toward the hotel a ROLL OF TOILET PAPER hits the awning and rolls off.

A truck pulls up. The DRIVER comes around, and pulls down the gate on the back of the truck.

64. ANGLE - BACK OF TRUCK

TRUCK DRIVER

Okay, fella. We're here.

We see that the truck is loaded with pigs. Out from the pigs emerges Luigi. He has his big black bag. He jumps off the truck. A hog SQUEALS.

LUIGI

Honest, I still respect you.

Luigi starts for the hotel door, passing several people who recoil from the smell. Some fan the air, others hold their noses.

- * Suddenly one, two, then three rolls of Toilet Paper fall. From high above WE HEAR tiny giggles.

CUT TO:

65. INT. HOTEL DINING ROOM - EVENING

The dining room has a 1938 pseudo-fancy look.

On the bandstand, a five-piece BAND is playing dinner music.

Midgets appear to be everywhere, running over and under tables, stealing drinks, pinching women and generally acting like "Shriners."

- * Tiny has an apron on and is waiting tables. He takes a drink, then serves a drink. Henry is taking orders for drinks.

66 MEDIUM SHOT - THE DUKE, THE DUCHESS, BRUCE AND THE
NEW DOG - ESTABLISHING

Are seated at one table. The dog is seated with a bib
on.

67 MEDIUM SHOT - MR. AKIDO - ESTABLISHING

He is seated at a table, looking over the script that
Annie loaned to him.

68 MEDIUM SHOT - OTTO - ESTABLISHING

He is dining alone, reading the obituaries, and laughing.

69 TABLES OF JAPANESE TOURISTS

With their ever present cameras taking pictures of
artistic works like shrimp cocktails, napkins...

70 MEDIUM SHOT - THREE MIDGETS

Are seated at a table that is obviously too high for
them. A WAITRESS is putting an ice cream sundae in
front of one of them. With her is a tray loaded with
ice cream toppings.

WAITRESS

Do you want your nuts crushed?

*

TEX

*

Do you want your tits shot off?

71 MEDIUM SHOT - LUIGI DI JELLO - ESTABLISHING

Luigi enters and sits at a table near the service exit.
He is clutching his black bag and staring at the Duke's
table. A WAITER goes by and recoils from Luigi's
pungent odor.

72 DUKE'S TABLE

In the b.g., we can see Otto. The new dog is seated
between the Duchess and Bruce. The Duchess is spoon-
feeding the dog.

(CONTINUED)

2

CONTINUED:

The Duke is holding a piece of steak on a fork in front of his face to hide behind. With his other hand, he is eating food from both his and the Duchess' plate, and alternately drinking from a glass of red wine.

Bruce looks embarrassed. Bruce starts to take a bite. The dog barks. Bruce puts the fork back on his plate. The Duchess continues feeding the dog.

DUCHESS

You like this pate de foie gras, don't you, my Streudel?

BRUCE

What's in that stuff? Are you sure that it's okay for the dog to eat?

DUCHESS

(slightly indignant)
It's good pure goose liver.
All great dogs love it.

BRUCE

Yes, of course.

Bruce tries again to take a bite of food. The dog barks. Bruce puts the fork back on his plate, and points across the room.

BRUCE

(continuing)

Look, Streudel! Look over there!

The dog looks away. Bruce, in a lightning move, shoves a big piece of food into his mouth, bolts it down and replaces his fork on the plate before the dog turns back to see him. The bite is a little too big, however, and Bruce starts to choke on it. He picks up his wine glass, thinking he can wash down the food, only the dog barks at him. Bruce puts the glass down.

73

MR. AKIDO

Is sitting at his table, waiting for Annie. In the b.g., we can see part of the Duke's table. Henry walks over to his table.

(CONTINUED)

3

CONTINUED:

MR. AKIDO

(to Henry)

A glass of white wine please.

HENRY

Yes, sir.

Henry enters Akido's order, the Duke calls from behind his shield of steak.

DUKE

Waiter, I'll have another glass of red wine.

Henry turns and acknowledges the Duke's order.

HENRY

Another glass of red wine
Yes, sir.

74

LUIGI'S TABLE

We see that Luigi overhears the Duke order the glass of red wine. Luigi pulls out his black bag and opens it, removing a pill bottle.

CUT TO:

75

HENRY

He's carrying a tray with Akido's glass of white wine and the Duke's glass of red wine. As we DOLLY ALONG WITH HIM, we pass Luigi, who is now standing.

Luigi bumps Henry, and attempts to drop a poison pill into the glass of red wine that the Duke has ordered. Henry shifts the tray while trying to retain his balance, and the poison pill misses the glass with the red wine and, instead, falls into the glass with the white wine, ordered by Mr. Akido.

76

INSERT - CLOSEUP - POISON PILL

The pill drops into the wrong glass of wine.

77 HENRY AND LUIGI

Luigi coldly apologizes with a last-minute ad lib explanation.

LUIGI
I couldn't help bumping
into you; I don't speak
English.

Henry pauses to think about that, shakes his head and continues toward the dining room tables to deliver the drinks.

CUT TO:

78 AKIDO'S TABLE

Henry is serving the white wine. Akido is reading the script that he has borrowed from Annie. When he sees Henry, he puts the script down.

79 ANGLE - HENRY

As he turns to serve the glass of red wine to the Duke. Suddenly, the Duchess lets out a loud combination gasp and shriek while clutching her necklace.

DUCHESS
My God! I've lost my pearl,
my priceless pearl from
Central Russia is missing!

Bruce and the Duke immediately begin searching all around the table for the pearl.

BRUCE
It's got to be here. We'll
find it.

80 AKIDO'S P.O.V. - CLOSEUP

The pearl sitting on top of the goose liver.

81 ANGLE - AKIDO

Akido has witnessed the commotion and lights up when he spots the pearl in the goose liver. He excitedly points to the pearl.

(CONTINUED)

1 CONTINUED:

MR. AKIDO
(speaking loudly)
The pearl is in the river.

CUT TO:

82 OTTO

Who is seated nearby. He hears Akido shouting and rushes over to him.

CUT TO:

83 THE DUCHESS

Who, hearing Akido, responds, sees the pearl in the pate, and picks it out of its resting place. She nods her thanks to Akido who bows back.

CUT TO:

83-A AKIDO'S TABLE

Otto is at Akido's side.

OTTO
Did you say, 'Zee pearl is
in zee river?'

MR. AKIDO
No. I say, pearl in r-r-river.

OTTO
Perfect.

Otto pulls up a chair uninvited and sits down.

OTTO
(continuing; smiling)
Excellent. So zee pearl is
in zee river.

CUT TO:

84

NAKAMURI

Who has overheard Otto saying the password sentence.

CUT TO:

85

OTTO AND AKIDO

Sitting at the table.

OTTO

Well, at last the plot can proceed.

Akido, not understanding Otto's intentions, puts one hand on the script.

MR. AKIDO

The plot is excellent. With help of your people, it should be very successful.

OTTO

The American dog will be blown into the sky.

Otto takes the script and flips through the pages.

MR. AKIDO

Ah, yes. Very ingenious. Follow yellow road and you a winner.

OTTO

You are so right, my yellow friend.

Otto slips the map into the script. Mr. Akido does not see him, as he is looking around the room for Annie.

OTTO

(continuing)

Be sure and check page eighty. That's where the plot sinks.

Otto winks at Akido and smiles.

MR. AKIDO

What role will you play after this?

(CONTINUED)

5

CONTINUED:

OTTO

I have many roles to play.

MR. AKIDO

You must have good agent.

OTTO

I am a good agent.

Otto starts back for his table. Mr. Akido turns and notices Annie striding briskly into the dining room.

ANNIE

(to Mr. Akido)

I'm terribly sorry, but I won't have time for dinner tonight. This is all getting out of hand. Sorry to have kept you waiting.

MR. AKIDO

Perhaps another time, dear lady. Thank you. Here is your script. I enjoyed it very much.

He hands her the script, and raises his wine glass in a toast.

MR. AKIDO

(continuing)

To lovely American lady.

And he drinks the wine. Annie gets up to leave.

CUT TO:

86

NAKAMURI AND OTTO

On the way back to his table, Otto passes by Nakamuri's table.

NAKAMURI

The pearl is in the river.

The Duchess overhears this exchange, and leans over from the next table.

DUCHESS

It's all right. I found it.

(CONTINUED)

6 CONTINUED:

Otto looks at Nakamuri, confused.

OTTO
'The pearl is in the river?'
You?

* In the b.g., Akido gasps and slumps over, dead, on the table. His face falls into the guacamole dip. Otto stares at him very puzzled, then looks up at Nakamuri, who is also amazed. *

NAKAMURI
Look, she has killed him.

Otto sees Annie leaving the dining room, script in hand.

OTTO
JaWohl, und she has the map!
It's in that script she is
carrying. We mustn't let
her out of our sight.

They race off to keep up with her.

CUT TO:

87 ANGLE - AKIDO

As Bruce in the b.g. jumps up from his chair. Several Japanese Tourists are standing around clicking their cameras at Akido.

BRUCE
Someone send for the manager.

Tiny runs two steps over to Henry.

TINY
(to Henry)
That man needs you.

Henry runs up to Bruce.

HENRY
Don't panic. What seems to
be the problem?

* Bruce goes over to the next table, and lifts dead Mr. Akido's head up. Akido's face is covered with the guacamole dip. *

(CONTINUED)

CONTINUED:

BRUCE
(continuing)
Looks like a possible
coronary.

Bruce lowers Akido's head back into the dip.

* Tiny hurries to Mr. Akido, turns him over, and starts giving him mouth-to-mouth resuscitation--guacamole dip on the face and all. Tiny, in administering the live-saving technique, has positioned himself on top of Akido. Henry takes Akido's pulse. He taps Tiny on the shoulder. *

HENRY
Tiny, he's dead.

Tiny springs to his feet, appalled. In his scramble, he knocks the glass of poisoned wine to the floor.

TINY
Dead!

BRUCE
If he wasn't dead, you'd
have crushed him.

88 ANGLE - STREUDEL

Leaps down from the Duchess' table, unseen by anyone in the room.

89 ANGLE - LUIGI

Seated at his table. He is livid. He picks up his fork and slams it into the table with disgust...stabbing himself in the hand.

90 ANGLE - HENRY

Holding up his hands. The Band STOPS PLAYING. He addresses the dining room crowd.

(CONTINUED)

CONTINUED:

HENRY
(to everyone)
Just a little mishap here,
folks.

Tiny joins in, the dip still on his face.

TINY
No problem, folks. Just a
death.

91 STREUDEL

Has found the spot where the wine glass hit the floor,
and is lapping up the poison wine. Bruce leans down
and attaches the leash to Streudel, as the Duke and
Duchess get up to leave.

92 HENRY

HENRY
Please clear the dining area
everyone and we'll straighten
everything out.

The crowd of midgets and Japanese begins to drift toward
the exits.

BRUCE
(to Henry)
If I can be of help, call me.

CUT TO:

93 STREUDEL

Rolling over dead. Tiny sees it.

TINY
My God. The dog had a heart
attack.

CUT TO:

94 INT. HOTEL LOBBY

The midgets have taken over: The Flying Zambinis have
(MORE)

(CONTINUED)

CONTINUED:

set up shop on the mezzanine. Japanese Tourists are milling around taking more pictures. Lying on their backs, all the way down the staircase, are Acrobats, passing cases of beer up to the top, with their feet.

At the foot of the stairs is SMOKEY JONES, with his big cigar. He is hustling the PROSTITUTE.

SMOKEY

It will be a great party. I promise.

His arms are moving in rhythm as he passes the cases of beer along.

SMOKEY

(continuing)

You'll thank me the longest day you live.

* He loads the last case of beer, grabs the prostitute in perfect rhythm, and moves her onto the "midget conveyor belt" and up she goes. The midgets follow one by one until they are all up the steps. We FOLLOW HER up the stairs to where Rollo and Fitzgerald and Wedgie have been working out with The Flying Zambinis. *

ROLLO

I never imagined it would be like this.

*

FITZGERALD

This is Hollywood. The Dream Factory. Anything can happen here. *

* Fitzgerald spies Annie coming down the corridor, followed by Otto and Nakamuri. *

*

FITZGERALD

(continuing)

Miss Clark, come here. I want to introduce you to some friends *

*

(indicating)

Here are The Flying Zambinis.

Otto and Nakamuri melt into the shadows.

*

FITZGERALD

(continuing)

And this is Rollo Sweet, the new guy I was telling you about. *

(CONTINUED)

CONTINUED: (2)

ANNIE

(to Rollo)

Nice to meet you, Rollo.
Where are you from?

ROLLO

Topeka, Kansas.

ANNIE

Glad to have you on board.
I guess you don't have a
place to sleep either.

ROLLO

That's okay. I'm used to
that.

FITZGERALD

He can bunk with me. By the
way, Miss Clark, if you need
any stunt men, here we are.
Watch this new trick we just
learned.

Annie sits down, setting the script at her side.

95 ANGLE - OTTO

He sees the script.

96 NEW ANGLE

Rollo and Wedgie do a Teeter Board trick for her, after
which she stands and applauds politely.

ANNIE

Bravo, bravo!

(back to business)

Okay, everybody, the fun's
over. I want everyone to go
across the street to wardrobe
and get fitted in your costumes
tonight. And then Makeup and
Hair. Big day tomorrow.

At that moment, Homer calls to her from the lobby.

(CONTINUED)

5 CONTINUED:

HOMER (O.S.)
Miss Clark. Miss Clark.

Annie points to Rollo.

ANNIE
You know, Rollo could be one
of the Lollipop Twins. Now,
see if you can't clear this
hallway out.

She turns and runs down the staircase, leaving her script
behind her.

97 CLOSE ON OTTO - TOP OF STAIRS

In a flash, he heads for the unprotected script.

98 ANGLE - ROLLO

Just in the nick of time, Rollo innocently retrieves the
script from Otto's grasp, leaps on the bannister and slides
down swashbuckler-style just in time to greet Annie at
the foot of the stairs. Rollo lands, bows gracefully
and, with a flourish:

ROLLO
At your service, Madam. I
believe you forgot this.

ANNIE
(with a curtsy; laughing)
Thank you, kind sir.

She turns to Homer.

HOMER
Is this where you want the
dog auditions?

ANNIE
(surprised)
Oh, that's right! They
haven't found Toto yet.
I'll look at the dogs
tomorrow.

(CONTINUED)

8

CONTINUED:

HOMER

Okay, boss.

ANNIE

Now get these people to
Wardrobe. They all have to
be munchkins by morning.

CUT TO:

99

TOP OF THE STAIRS

Nakamuri emerges from the shadows and joins Otto. The
Zambinis are still carrying on in the background.

OTTO

We must get that script
without delay.

NAKAMURI

To make up for ineptness of
microscopic one.

OTTO

You'd better shut your Jap
yap.

NAKAMURI

Nazi nit better learn to keep
civil tongue in tiny mouth.

And he strokes his deadly camera. Otto and Nakamuri follow
Annie toward the elevators. Behind them, we see Homer and
several other ASSISTANTS rounding up the reluctant midgets
and herding them out the front door.

HOMER

Miss Clark says everybody
goes to Wardrobe tonight,
so everybody goes to
Wardrobe tonight.

He turns and points to Otto.

HOMER

(continuing; to Otto)
And that goes for you too.

(CONTINUED)

9

CONTINUED:

OTTO

Don't touch me, you swine.
I'm not one of your cattle.

With that, Homer swoops up Otto and takes him under his arm.

HOMER

Save it for the cameras.

He heads down the stairs with Otto under one arm. Otto is screaming and kicking.

OTTO

You'll regret this. I will
dive bomb your family.

CUT TO:

100

INT. DINING ROOM

Tiny and Henry are standing over Akido's body.

HENRY

I can see the headlines
now... 'Japanese National
Dies at Hotel Rainbow.'
How am I going to explain
this to the police?

Tiny crosses to a floor-standing ashtray. He lifts the top out of it, reaches in, and fishes out a half full bottle of liquor.

TINY

We'd better not tell anyone
until your Uncle gets back
in the morning. He'll know
what to do.

Tiny takes a swig of the bottle.

HENRY

Shouldn't we at least call
a doctor?

TINY

Unless it's Doctor Jesus,
this guy is going to remain
dead.

(CONTINUED)

100 CONTINUED:

HENRY
But what about the body?

TINY
Just leave that to me.

Tiny finishes off the bottle, belches, and sets it down.
He then bends over to pick up the body.

CUT TO:

101 HOTEL CORRIDOR - OUTSIDE ROOM #529

* A long line of male midgets stretches the length of the
hall and down the stairs. *

The door opens and Smokey Jones emerges with a gigantic
grin on his tiny face. He is tightening his belt.

SMOKEY
(over his shoulder)
Sorry babe, hate to screw
and bolt.
(to his pals)
Hot damn, first time I ever
went up on a woman.

The midgets cheer.

SMOKEY
(continuing)
NEXT!

The elevator door opens and Smokey gets in.

102 INT. ELEVATOR - BRUCE, DUKE AND SMOKEY

ANGLE - BRUCE AND THE DUKE

Smokey is not visible. The Duke is in disguise, carrying
the muff with the locket around it. No one speaks until
the elevator stops at the next floor as Smokey gets off.

OTIS (O.S.)
Fourth floor.

The doors close.

(CONTINUED)

102 CONTINUED:

BRUCE

It's quite a coincidence
having two heart attacks
at the same time, even if
one of them was a dog.

Bruce stops as the elevator arrives at the next floor.

OTIS (O.S.)

Third floor.

The doors open and, unseen to the camera, but obviously felt
by Bruce and the Duke, the elevator is filled with midgets.
Again, the Duke and Bruce say nothing until the elevator
stops and the midgets get off.

OTIS (O.S.)

Second floor.

No one gets on and, when the doors close and the elevator
starts down, the Duke replies:

DUKE

You're right. It's all a
plot. One of those heart
attacks must have been
meant for me.

CUT TO:

103 EXT. STREET IN FRONT OF HOTEL - NIGHT

In the middle of the street a manhole cover slowly arises,
and Luigi sticks his head up. He pulls out a switchblade
knife and uses it to prop up the cover. Behind the manhole,
we can see a steady stream of little people going into the
Studio Gate as an equal number come out of the studio dressed
as Munchkins.

104 ANGLE - LUIGI'S P.O.V.

* The Duke and Bruce are coming out of the hotel door with
Tiny. Midgets and Munchkins are going in and out of the
hotel. Nakamuri is leaning against the front of the
building, waiting for Otto.

*

05 ANGLE - LUIGI

The assassin spots the Duke and quickly pulls out a long revolver with a silencer.

106 ANGLE - THE DUKE, BRUCE AND TINY

Tiny is pointing down the street.

TINY

Just four blocks north.
The owner lives above the
pet shop. He'll open up
any time. I got a sheep
there once.

As the Duke and Bruce begin to walk away, a midget runs up to them.

MIDGET

Always glad to meet a fellow
muff diver.

He tries to shake the Duke's hand, causing the Duke to drop the muff.

107 ANGLE - OVER LUIGI'S SHOULDER

From the manhole, Luigi is taking careful aim at the Duke. Behind the Duke, we can see a Japanese Tourist coming out through the inside doors. The Duke bends over to pick up the muff at the instant Luigi fires and the bullet strikes the Japanese Tourist as he is starting through the outer door. The bullet causes him to stop, and the doors swing shut as he falls against them.

108 BRUCE AND THE DUKE

The Duke picks up the muff. Bruce and the Duke get into a cab and drive off.

109 TINY

Tiny, seeing the Tourist standing in the door, quickly opens it.

TINY

Allow me, sir.

(CONTINUED)

09 CONTINUED:

As the door opens, the Japanese Tourist falls into Tiny's arms.

TINY

Oh, no. Not another one.

Tiny puts his arm around the dead Japanese and starts to the doors into the lobby, trying to look inconspicuous.

110 CLOSEUP - NAKAMURI

Who has witnessed the murder of the fellow Japanese.

111 ANGLE - LUIGI

Luigi is angered. Before he can react, a LITTLE FOOT kicks the switchblade, causing the manhole to crash down on Luigi's head. We FOLLOW THE LITTLE FEET ACROSS THE STREET AND UP ONTO THE CURB, ACROSS THE SIDEWALK TO THE

112 FRONT OF THE HOTEL

Where they stop and kick a PERSON IN A WHITE SUIT. We PULL BACK to REVEAL NAKAMURI.

NAKAMURI

It is you. Troubles have multiplied since departure of sour Kraut.

OTTO

(quietly)

I need to kill someone.

NAKAMURI

Two of my countrymen dead already. Maybe American counter spy in search of map.

OTTO

Come, we need a plan.

*

CUT TO:

113

HOTEL BAR

Tiny plops the dead man near a stool, and props him up on it, leaning the man against the wall at the end of the bar where a buxom CIGARETTE GIRL is cracking her gum. A BARTENDER leans across the bar.

BARTENDER

Hello, Tiny. What'll it be?

TINY

I think I need a pick-me-up.
Two Irish Coffees. And make
them doubles.

The Bartender pours the drinks, slides them to Tiny.
Tiny drains his cup.

113-A * The Midgets, half of them in munchkin costumes, have discovered the bar. Vic the Ventriloquist and his dummy, both in munchkin wigs are seated at the bar. Vic is sipping from a full glass. Three empty glasses are in front of the dummy. Vic seems disinterested in Tiny but the dummy watches and listens intently. The MUNCHKIN CORONER sits down next to Tiny on a bar stool.

TINY

Let's have another round

MUNCHKIN CORONER

I think that there's something
wrong with your friend.

TINY

Maybe he doesn't know I'm buying.

* Vic and The Dummy leave as LITTLE PAT, standing two feet, ten inches, walks down the bar to Tiny. Tiny drains the second cup. Little Pat peers across the counter at the dead man, looking for some clue to his behavior.

LITTLE PAT

Is that a hole in his shirt?

TINY

Where?

LITTLE PAT

Right there, under his tie.

Tiny moves closer to examine the front of the Japanese man's shirt.

(CONTINUED)

113-A CONTINUED:

TINY

You're right.

(to Cigarette Girl)

Do you have any more gum?

CIGARETTE GIRL

Yes. It's a nickle a pack.

The Cigarette Girl starts to blow a bubble with the gum in her mouth. Little Pat reaches out and grabs the bubble, taking the gum out of the Cigarette Girl's mouth.

LITTLE PAT

He just needs one piece.

He takes the piece of gum and plugs the hole in the dead man's shirt.

MUNCHKIN CORONER

That gum can't help him.

TINY

Well, it certainly can't hurt him.

Tiny stands up and throws the body over his shoulder.

TINY

(continuing; to the dead body)

C'mon, I want you to meet a friend of yours.

CUT TO:

114 INT. MEN'S ROOM

* Otto and Nakamuri enter as Vic and his Dummy exit. Otto is still in costume as a Lollipop Twin. They glance at the stalls for the telltale legs of possible eavesdroppers, then, confident that they are alone, they step up to the urinals and begin to pee. *

NAKAMURI

You look ridiculous.

OTTO

Open your eyes. This disguise is perfect. Where is the woman with the script?

(CONTINUED)

114 CONTINUED:

NAKAMURI

In room five-eleven. And my
eyes are open.

OTTO

We must get the script
immediately.

NAKAMURI

Legendary Eastern patience
wearing paper-thin. German
efficiency about size of
pgymy agent's teeny weenie.

OTTO

Watch it, dummkauf, you're
splashing! This mission has
already taken too long. I
must attend to a more important
matter.

NAKAMURI

Hopefully, a new tailor.

They exit. The CAMERA SLOWLY DOLLIES toward the commodes.
TWO VOICES are heard.

*

FITZGERALD

You hear that?

*

ROLLO (O.S.)

Yeah. Be out in a jiffy.

*

We hear two toilets FLUSHING, followed by two pair of
legs dropping to the floor. Rollo Sweet and Fitzgerald
come out of their respective stalls. We see
Rollo in costume as the other Lollipop Twin.

*

ROLLO

(continuing)

Looks like somebody's after
the script.

*

FITZGERALD

Maybe another movie company.
We'd better tell Miss Clark.

*

ROLLO

Wait a minute, I think my fly
is stuck.

(CONTINUED)

114 CONTINUED: (2)

*

FITZGERALD

Who's going to notice? Come on.

ROLLO

I got a date with Lana.

*

FITZGERALD

Leave it that way; maybe you'll get lucky.

*

The two midgets hurry out of the restroom. Fitzgerald has toilet paper streaming from the back of his pants. Rollo steps on the paper, pulling it free, as they exit.

DISSOLVE TO:

115 INT. HOTEL CORRIDOR - OUTSIDE ROOM #511 (ANNIE'S ROOM)

Annie is unlocking the door and about to enter the room. She turns as she hears Tiny call from behind.

TINY (O.S.)

Miss Clark! Miss Clark!
Miss Clark!

Annie turns to greet Tiny, as he comes running INTO FRAME.

ANNIE

There's only one of me, Tiny.
What's the problem now?

TINY

(excitedly)

The manager needs you down stairs. The midgets are multiplying.

ANNIE

I'll take care of it; there's no need to exaggerate.

TINY

Oh, excuse me, it's the beer.

They go off toward the elevator as Rosie comes up to them.

ROSIE

Psst. Are you the house dick?

(CONTINUED)

115

CONTINUED

TINY

Yes, ma'am. Tim Tam
O'Shanter at your service.
Call me Tiny.

ANNIE

I'll go on ahead.

Rosie starts to lead Tiny down the hallway. We GO WITH
THEM.

ROSIE

We need your help. He'll
listen to you.

TINY

Who will listen to Me?

115-A * INT. ROSIE'S ROOM - NIGHT

Rosie stops in front of a room. The door is open, We
FOLLOW THEM INTO THE ROOM.

ROSIE

My friend. He says he's
going to jump.

TINY

Jump? Where?

Rosie steps back slightly, and indicates over her shoulder
that the jumper is in the room "over there." Tiny bolts
to the window.

TINY

(continuing)

Don't jump.

* Tiny looks around helplessly at the occupants of the
room...several FEMALE MIDGETS and Vic the Ventriloquist.
On the window ledge is Vic's Dummy, still wearing his
wig, but Tiny, with his clouded eyesight, doesn't realize
this. The midgets giggle.

CUT TO:

116. INT. HOTEL CORRIDOR - OUTSIDE ROOM #611 (DUKE'S PENTHOUSE)

Bruce and the Duke are entering the penthouse with the
new Streudel.

(CONTINUED)

16 CONTINUED:

DUKE
Oh good, the Duchess is
still napping.

CUT TO:

117 INT. HOTEL CORRIDOR - OUTSIDE ROOM #511

Otto, still in Lollipop costume, and Nakamuri are at Annie's door. Otto knocks. No answer. Nakamuri pushes him aside and jimmies the lock. They enter stealthily, leaving the door ajar.

CUT TO:

118 INT. DUKE'S PENTHOUSE - DUKE AND BRUCE

Bruce is playing "fetch" with the new Streudel. The Duke holds the open locket for Bruce to see.

DUKE
(proudly)
Our first Streudel's blood
lines were only a little
better than mine. Here are
his parents.

118-A INSERT - CLOSEUP - TWO DOGS (PHOTOGRAPHS)

We see the photographs of the two dogs which are in the locket.

(CONTINUED)

18-A CONTINUED:

DUKE (V.O.)

(continuing)

The one on the left is his
mother.

CUT TO:

118-B INT. ANNIE'S ROOM

Otto and Nakamuri are ransacking the room in search of the map. Suddenly, Nakamuri knocks over a lamp, creating a
LOUD CRASH.

FLIP TO:

119 INT. DUKE'S PENTHOUSE - ANGLE - DUKE

We hear THE LOUD CRASH from below. The Duke jumps.

DUKE

They're downstairs, they're
downstairs. I hear them
downstairs. Bruce, you've
got to do something.

Bruce has heard the crash also. He attempts to ameliorate
the situation.

BRUCE

I'll go have a look. Lock
the door behind me.

Bruce starts to leave but turns and throws the ball for
Streudel to fetch. Streudel dashes after it. With one
bounce, the ball and Streudel sail out the open window.

CUT TO:

120 INT. ANNIE'S ROOM

Her room is directly beneath the Duke's. Streudel, ball
in mouth, falls past the window. Otto and Nakamuri are
turning the place upside down, in search of the map.

There is a KNOCK at the door.

(CONTINUED)

120

CONTINUED:

BRUCE (O.S.)
Hello, is anyone in there?
I could hear you upstairs.

The two agents stop their searching and look around the room for a hiding place. Simultaneously, they decide on the ledge outside the window of the room.

They both try to get out first, and finally scramble out of sight around the corner. We hear ANOTHER KNOCK. The door, which is slightly ajar, swings open an inch, and Bruce pushes in.

He surveys the ransacked room, as Annie's silhouette appears at the door behind him. In the dark, Annie takes Bruce for a burglar. She picks up a lamp and swings at him. Bruce, sensing an attacker behind him, reacts with a jujitsu move, grabbing her arm, flipping her over his shoulder and onto the bed.

She begins to scream bloody murder.

ANNIE
Help! Police! Murder!
Rape!

Bruce, sensing a problem, dives on top of her, puts one hand over her mouth and begins to fumble for his identification.

BRUCE
It's okay. It'll be okay.
I'm with the Secret Service.

She stops squirming around. Bruce pulls his wallet from his pocket, and holds it in front of her face. She sees the badge and nods her head.

BRUCE
(continuing)
Promise you won't scream?

She nods her head again. He puts his wallet back and removes his hand from her mouth.

ANNIE
Secret Service, huh?

(CONTINUED)

120 CONTINUED: (2)

BRUCE
Yes, ma'am. Bruce Thorpe,
U.S. Secret Service.

ANNIE
And I suppose that's your
gun.

BRUCE
No, I wear a shoulder holster.

A pregnant pause.

ANNIE
Then I hope that thing
doesn't go off.

The PHONE RINGS. Annie answers it, as Bruce gets up.

ANNIE
(into phone)
Hello. Yes Homer, what is
it now?

CUT TO:

121 EXT. LEDGE - OTTO AND NAKAMURI - NIGHT

A CLAP OF THUNDER and it begins to drizzle:

ANNIE (V.O.)
(continuing)
Tell them not to worry about
the bald caps. We just need
them to wave to the President.
It'll be great publicity for
the picture.

Nakamuri jumps back from the window as Bruce comes over
and locks it.

NAKAMURI
Thorpe!

CUT TO:

122 INT. ANNIE'S ROOM

Bruce has just finished locking the second window and is
in his best Secret Service deportment.

(CONTINUED)

122

CONTINUED:

Annie hangs up the phone.

ANNIE

Secret Service...Well, Mr. Bruce Thorpe, I suppose you think I'm a spy.

BRUCE

No, I heard a commotion down here. Do you know what they were after?

ANNIE

Haven't a clue...get it?

BRUCE

Has anything unusual happened to you today?

ANNIE

Unusual? Unusual! I've got a hundred-and-fifty people under my knee, I haven't slept, I haven't eaten, Rollo tells me someone wants to steal my script, I get into a wrestling match with the government, and I can't even get out of this dress.

BRUCE

I'll help.

ANNIE

I felt that coming. Are you with the Sexual Secret Service section?

BRUCE

Alliteration goes a long way. Listen, I can help. Did you say Rollo told you that someone was after your script?

ANNIE

He thought a German film company was trying to steal it. That doesn't make any sense.

(CONTINUED)

122 CONTINUED: (2)

BRUCE

It might. Mind if I take a
look at it?

ANNIE

(shrugs)

Go ahead.

Annie hands Bruce her script as there is a KNOCK at the
door. The door opens. It is Henry.

HENRY

Miss Clark, I've got a
hundred-and-fifty headaches
destroying my hotel. I
haven't eaten...

BRUCE

(interrupting)

This is where I came in.

ANNIE

(to Bruce)

Nice bumping into you.
Come again.

BRUCE

(with a smile)

I didn't think you'd notice.

Then, taking the joke its full turn, he grins, lights a
cigarette and leaves.

CUT TO:

123 EXT. LEDGE - NIGHT

It is drizzling. Otto and Nakamuri are inching along the
ledge. Nakamuri is trying windows as they go.

CUT TO:

123-A *OTTO'S P.O.V. - THE WET STREET BELOW - NIGHT

CUT TO:

*

23-B EXT. LEDGE - OTTO & NAKAMURI

Otto is slowly sighting an imaginary gun. He has a definite thought in his mind.

NAKAMURI

Thorpe, the girl with the script and the old couple are all spies.

OTTO

Then they all must die.
Time is running out.

The SOUND of TINY'S VOICE is coming from the last window. We FOLLOW WITH OTTO AND NAKAMURI as they approach silently.

On the ledge sits the Dummy, blocking their path to the fire escape. Tiny is pleading.

TINY (O.S.)

You can't fool me. I know
you're just a wooden puppet.

VIC THE VENTRILOQUIST (DUMMY)

I am not.

TINY (O.S.)

Then don't just sit there
like a block of wood...Do
Something!

At this point, Otto, in a fit of pique, kicks the Dummy off the ledge.

TINY (O.S.)

(continuing)
The dummy jumped.

CUT TO:

123-C INT. HOTEL CORRIDOR - OUTSIDE ELEVATOR DOORS

A large group of midgets is waiting at the elevator doors excitedly. When the doors open, they all pile in like sardines. As the elevator fills, they begin to pile up by two's as others shout encouragement.

VOICES

That's it, pile three high,
we can all get in. There's
a party to go to.

(CONTINUED)

123-C Rollo and Lana are in the back of the crowd, being jostled. Rollo pulls Lana aside and takes her hand. They go around the corner to a DUMBWAITER. Rollo pushes the button.

ROLLO
C'mon, we'll use my private car.

CUT TO:

124 INT. HOTEL KITCHEN

The bacchanal has begun and a full fledged food orgy is
* in progress--with twenty midgets. *

Munchkins/Midgets are everywhere. They've broken into the wine cellar and are using the empties as bowling pins, bowling with cantaloupes.

Smokey, dressed as the Mayor of Munchkinland, is pitching eggs to Wedgie, who is using a turkey leg for a bat.

Others are running around spraying whipped cream.

Off in the corner, hidden in the dumbwaiter, Rollo is lying with his head in Lana's lap while she peels grapes and drops them into his mouth. Rollo is still in his Lollipop Twin costume and Lana is a member of the Lullaby League.

Annie and Henry arrive through the swinging doors from the dining room.

ANNIE
(angry)
All right everyone. If you're not out of here and up in your rooms in five minutes, you're all fired!

The munchkins take immediate action to get out of there. Henry swirls around as they all dash past him, heading for the doors.

ANNIE
(to Henry)
I'm sorry about this. I really am. I'll take one last look around.

(CONTINUED)

24 CONTINUED:

Henry turns and leaves. Annie is alone. A SOUND from the back draws her attention. Annie sees a figure outside the fire escape.

ANNIE

(continuing)

Oh, I see...hide and seek.

She goes to the window, yanks it open and grabs a Lollipop Twin.

ANNIE

(continuing)

Rollo, I thought at least
you had the sense to come
in out of the rain.

The midget whirls away and we see it is Otto, who smiles menacingly as he pulls a SWORD from his cane.

OTTO

Give me the map. I know you
killed a man for it.

ANNIE

Killed a man? Map? What are
you talking about? Look, fun's
fun, but this has gone far
enough.

Annie turns to move away, but the point of Otto's sword at her throat stops her. He cuts one strap of her dress.

OTTO

My fun will be cutting you in
pieces unless you give me the
map.

With another flick of his blade, Otto cuts the other strap, and her dress falls to the floor, leaving Annie wearing only her chemise.

CUT TO:

125 CLOSEUP - DUMBWAITER

Rollo and Lana slide the door open and look out toward Annie and Otto.

(CONTINUED)

25 CONTINUED:

ROLLO

I recognize that voice from the bathroom. Miss Clark's in trouble. Lana, go up to the penthouse and get that guy Thorpe.

LANA

But what will he...

ROLLO

Just tell him Miss Clark's in trouble. Now hurry!

Rollo climbs out of the dumbwaiter and pushes the button, sending Lana up.

126 WIDER ANGLE - KITCHEN

Rollo grabs a long knife sharpener and jumps down between Otto and Annie, brandishing the rod like a sword.

ROLLO

Stay back, Miss Clark, I'll handle this.

Otto smiles, draws to attention, clicks his heels, and rips off the bald cap.

OTTO

Fool, I am Otto Kriegling, and I am The Master with this.

Otto brandishes his sword.

ROLLO

Well, you'll have to go through Rollo Sweet, buster.

Rollo rips off his wig.

ROLLO

(continuing)

And I warn you, pal, I know how to use this.

Otto slashes out at a hanging salami. The dullness of his blade causes him to only cut half through. He pulls it free and attacks. Rollo counters and the two Lollipop Twins masterfully fence, all the while sharpening Otto's blade.

(CONTINUED)

127 INT. PANTRY

Annie is running. She hears Otto and Nakamuri close behind and decides to hide. She opens the meat locker door and slips in. It clicks shut just as Otto and Nakamuri enter the pantry.

NAKAMURI

Once again you have failed.
Now you will follow me.

Otto and Nakamuri exit in search of Annie.

CUT TO:

128 INT. MEAT LOCKER

Annie tries the door. It is locked. She begins to shiver.

CUT TO:

129 INT. HOTEL CORRIDOR - OUTSIDE PENTHOUSE DOOR

Bruce is at the door of the penthouse with the new Streudel, who looks like Toto. Behind him, Luigi is lurking in the shadows, watching.

Bruce gives the SECRET KNOCK and the Duke opens the door. Bruce enters.

CUT TO:

129-A INT. PENTHOUSE

Bruce enters and puts the dog down. He then places the locket around the dog's neck.

BRUCE

I hope this little guy
lasts out the night. The
only thing left at the pet
shop are sheep.

There is a KNOCK at the door. Bruce walks over and opens it. Lana is there. They have a brief conversation. The Duke is feeding Streudel from his pocket, and does not hear the conversation.

(CONTINUED)

129-A CONTINUED:

BRUCE

(to Lana)

...Of course I'll come with you.

(turns to the Duke)

I'll be back in a few minutes.
A friend needs me. You'll be perfectly safe.

Bruce leaves. There is another CODE KNOCK at the door.

DUKE

Bruce, did you forget something?

The Duke opens the door, and there stands Luigi in a Waiter's Uniform, pushing a cart. Luigi stares into the Duke's eyes as he withdraws a dagger from his jacket. The Duke reacts with horror.

He tries to slam the door on Luigi, who overpowers the Duke, and forces his way into the room.

LUIGI

For twenty-five years I've waited for this day. I'm here to finish the job that my father started. You are the last Ferdinand and I am the last diJello. You must die.

DUKE

(to Streudel)

Kill! Kill!

Streudel attacks Luigi's leg. The Duke throws pillows at Luigi, trying vainly to slow him down.

DUKE

(continuing)

Assassins! Bruce! Somebody!
Help me!

Luigi and the Duke circle the room, the Duke throwing everything he can at Luigi, Streudel still hanging on Luigi's leg.

The Duchess sleepily enters wearing a penoir trimmed with ostrich feathers.

(CONTINUED)

129-A CONTINUED: (2)

DUCHESS

What is all the commotion?
Leopold, introduce me to
your friend.

DUKE

Murderers! Assassins!

The Duke runs out of the room, and down the hall. Luigi, shaking free of Streudel, stops at his cart and grabs his black bag.

130 HALLWAY OF THE DUKE'S FLOOR

The Duke runs down the hallway, with Luigi in hot pursuit and Streudel bringing up the rear. The Duchess is standing at the open doorway of the room.

DUCHESS

My Leopold! My Streudel!
Wait! Wait!

The Duchess gives chase, running off in the opposite direction.

131 ELEVATOR BANK ON THE FLOOR BELOW

* Eighteen Japanese Tourists are entering the elevator.
One of the Tourists stops short.

TOURIST

I forgot my camera. I meet
you in lobby.

OTIS

(elevator operator)
Going down.

132 ANGLE - STAIRWELL

The Duke appears at the top of the stairs, followed closely by Luigi, who is pulling a submachine-gun from his black bag.

DUKE

Hold that elevator!

* But when the Duke sees the elevator full, he runs on past.

(CONTINUED)

32 CONTINUED:

The doors CLANG SHUT just as Luigi arrives. Luigi assumes that the Duke is inside, levels his machine gun and blasts away.

There is a pause.

The doors slowly open. We see a pile of Japanese stiff.

After a moment, Otis peeks out from around the edge of the door.

OTIS
Sir, I would have held the
elevator.

CUT TO:

133 INT. KITCHEN

Bruce and Lana enter and see Rollo lying unconscious.

LANA
Oh, Rollo...

BRUCE
You stay here with him. I'll
go look for Annie.

Bruce draws his gun and goes into the pantry.

CUT TO:

134 INT. MEAT LOCKER

Annie is at the door. She hears a noise and pulls back into the darkness. The meat locker door opens.

135 ANNIE'S P.O.V.

The silhouette of a tall man with a gun. Annie screams.

136 BRUCE'S P.O.V.

Annie, standing in her chemise, cold and terrified.

137

WIDER ANGLE

BRUCE

Annie, it's me, Bruce.
It's okay.

ANNIE

Bruce?

BRUCE

Yes, it's okay now.

Bruce moves toward Annie. She is calm for an instant
then realizes the door is closing behind Bruce.

ANNIE

No! No!

BRUCE

It's okay, it's me.

Annie reaches out and runs toward Bruce.

ANNIE

No! No!

Bruce grabs Annie into his arms.

ANNIE

(continuing)

No! No! The door!

With that, the door slams shut, locking them both inside.
Bruce tries the door.

ANNIE

(continuing)

Don't bother. It locks
tight. I guess they don't
want the meat to run away.

BRUCE

If I had some light I could
pick the lock.

Bruce turns and reaches for a light. It's dark, and
he has to grope around.

ANNIE

(breathy)

Hello...

(CONTINUED)

37 CONTINUED:

BRUCE

Sorry. I guess that won't
turn on the light.

ANNIE

You're right about the light.

BRUCE

Here it is.

Bruce pulls a string. A bare, overhead bulb goes on. They both look around. Hanging on meat hooks are several slabs of beef and pork, along with Mr. Akido, the dead Japanese from the lobby, and Vic the Ventri-loquist's Dummy. Annie screams and buries her face in Bruce's chest.

BRUCE

(continuing)

Easy. It's okay. I'm here.
They can't hurt you.

Annie pulls back slowly, still staying in Bruce's reach.

ANNIE

I'm all right. Just one hell
of a shock. Poor Mister Akido.

BRUCE

Akido...and the other man is
also with the tourist group.

ANNIE

Was with the tourist group.

Bruce begins to examine the bodies. He pulls at the man's tie which breaks off in his hand. He takes off the man's thick glasses, reverses them and peers into the chest wound.

ANNIE

What are you doing?

BRUCE

A trick I learned from my
father.

He pulls a wad of gum from the wound, and looks at it critically.

(CONTINUED)

37 CONTINUED: (2)

ANNIE

Is he in the Secret Service too?

BRUCE

He was. He was killed not too long ago, while on assignment in the Orient.

ANNIE

Oh, Bruce, I'm sorry.

BRUCE

He was our best agent about to capture their best. It was in the line of duty.

Bruce pulls back from the bodies. Annie moves closer; she is shivering. Bruce takes off his coat and puts it around Annie's shoulder.

BRUCE

(continuing)

How's that?

ANNIE

Thanks.

They turn back to the dead bodies.

ANNIE

(continuing)

Boy these guys are well hung.

BRUCE

Annie!

ANNIE

Sorry, when I'm nervous I make jokes. A trick I learned from my father.

BRUCE

What does he do?

ANNIE

Vaudeville. My mother and he were a team. I wish I were with them now.

(CONTINUED)

37 CONTINUED: (3)

BRUCE
Where's that?

ANNIE
Florida. On the beach where
it's warm.

Annie holds the coat open.

ANNIE
(continuing)
It'll be warmer if we share.

Bruce snuggles in.

BRUCE
Annie, who was chasing you?

ANNIE
A Japanese man and a munchkin
with a German accent, but I
don't think he's part of my
group.

BRUCE
Had you seen him before?

ANNIE
It's hard to tell. It's been
a helluva night. He demanded
a map but I don't know anything
about a map.

BRUCE
I do. This was in your
script.

From the coat pocket, Bruce produces the map.

ANNIE
What is it?

BRUCE
It's a map of the American
defenses at Pearl Harbor.

ANNIE
(sobering)
This is the real thing,
isn't it?

(CONTINUED)

37 CONTINUED: (4)

Bruce smiles and pulls her closer.

ANNIE
You must lead an exciting life.

BRUCE
Not until now.

He kisses her on the nose, then reaches up and clicks off the light. A few moments of bliss and the door suddenly flies open.

138 BRUCE AND ANNIE'S P.O.V.

The blackened SILHOUETTE of a SMALL MAN, with a sword in his hand.

139 INT. MEAT LOCKER

Bruce turns on the light as he quickly draws his gun.

BRUCE
Freeze.

* At the door is Rollo, Lana is at his side. *

ANNIE
Oh, Rollo, I was afraid
you were dead.

CUT TO:

140 INT. HOTEL CORRIDOR

Bedlam. The midgets are running from room to room spreading the party to every corner of the hotel.

The Duchess, still in her penoir, is searching frantically through the hall. She runs past Tex who is riding the Prostitute on all fours and smacking her ass.

TEX
(yelling)
Giddyup, giddyup.

(CONTINUED)

40

CONTINUED:

DUCHESS

Pony rides for the children.
What an interesting hotel...
(running off down
the hall)
Leopold! Leopold!

CUT TO:

141 ANOTHER ANGLE - HOTEL CORRIDOR

Two midgets standing on each other's shoulders, barefoot, dressed only in a trenchcoat. From behind they look like one tall man. The top midget is drawing a moustache on his reflection in the mirror.

AN ARM protrudes from the middle of the trenchcoat and draws another moustache on the mirror.

Over his shoulder he sees the Duchess coming down the hall. They turn and, in unison, open the trenchcoat and double flash her.

DUCHESS

Leopold...a new disguise.

CUT TO:

142 INT. ELEVATOR

Bruce, Annie, Rollo and Lana are headed toward the Duke's floor.

BRUCE

Annie, I think for your own safety you should stay with me tonight.

ANNIE

And I thought I'd heard all the lines.

The elevator stops at Lana's floor. Lana steps halfway out and turns to say goodbye.

ANNIE

Rollo, are you going to be all right?

(CONTINUED)

12

CONTINUED:

ROLLO

Well, I could have a relapse.
I feel weak.

Rollo pretends to be faint.

ANNIE

(to Rollo)

It's getting waist deep in
here.

(to Lana)

Lana, I think our friend
needs someone to look after
him.

LANA

(laughing)

Okay, handsome, I'll take
care of you.

ROLLO

Now you're talking. My
energy is rising already.

(to Bruce)

Bruce, you know where to
find me if there's any more
trouble.

BRUCE

I'll count on it.

ANNIE

Rollo, thanks again. You
saved my life. I owe you
one.

ROLLO

Not anymore.

The elevator doors close.

BRUCE (O.S.)

It already was waist deep
in here.

CUT TO:

143

INT. HOTEL CORRIDOR

The Duchess running down another hallway. This floor
has even more midgets than the last one.

(CONTINUED)

143

CONTINUED:

DUCHESS

Leopold! Streudel! Where
are you, Leopold?!

The Duchess hears a DOG BARKING and goes to a door, and
opens it.

*

DUCHESS

Streudel, is that you?

*

There stands a six-foot SHOWGIRL holding a midget upside
down by his ankles. All we can see is her head and his
legs.

SHOWGIRL

(to the Duchess)

Scram! This is a private
party.

The Duchess shuts the door.

SHOWGIRL (O.S.)

See, I told you I could hold
my liquor.

*

The Duchess HEARS the bark again and opens the next door.
We can see Pops inside, on all fours, barking, dressed
only in boxer shorts, black socks and garters. Standing
over him is a FEMALE MIDGET, dressed only in bra, panties
and boots. She has Pops on a dog leash and is leading him
around the room.

*

POPS

Whoof! Whoof!

LITTLE WOMAN

Heel! Heel!

CUT TO:

144.

INT. ANNIE'S RANSACKED ROOM

Outside we can HEAR the SOUND of FALLING RAIN. Bruce
is on the phone trying to get a line.

BRUCE

(on the phone)

Operator...operator...

Annie is searching through piles of clothing. Bruce
holds up a lace negligee.

(CONTINUED)

44 CONTINUED:

BRUCE
(whimsically)
I like this.

ANNIE
You don't have the legs for
it.

Bruce puts down the phone.

BRUCE
I can't get a line. We'll
try from my room. I have
to get in touch with my
superiors. This looks like
something big.

Annie finds a dress.

ANNIE
Here it is.

She takes off Bruce's jacket and bends over, wiggling into
her dress. She looks up and notices Bruce staring down
at her, grinning. She turns her back to him.

145 ANGLE - BRUCE'S P.O.V.

From a mirror on the open closet door, Bruce has a full
view of Annie as she finishes dressing.

BRUCE
I'm only thinking of your
safety. If you'd rather
stay here...

ANNIE
(interrupting)
No thanks. I'm sticking
with you...

146 INT. ANNIE'S RANSACKED ROOM

Annie finishes dressing and looks up to see Bruce watch-
ing her. She reaches over and shuts the closet door.

(CONTINUED)

16 CONTINUED:

ANNIE
(continuing)
And your gun. Now, a little
powder for my nose and I'm
ready.

We faintly hear the Duchess calling "Leopold."

Bruce remembers the compact and reaches into his pocket.

BRUCE
Oh, that reminds me...I have
something of yours...

Before he can finish, Bruce hears the Duchess screaming.

146-A INT. CORRIDOR

Bruce opens the hall door as the Duchess comes running
up the hallway. He steps out into the hall, followed by Annie.

DUCHESS
Leopold! Where are you,
Leopold?

Bruce grabs the Duchess.

BRUCE
Duchess, it's me, Bruce.

DUCHESS
(relieved)
Oh, Bruce, the Duke was
right. A real assassin was
trying to kill him.

BRUCE
Where? What happened?

DUCHESS
The assassin chased him down
the stairs and Streudel went
after them.

Bruce stops to push the "UP" button on the elevator.

BRUCE
Annie, take the Duchess to
my room and don't let anyone
in. I'll find Rollo and get
help. Don't worry, I'll find
the Duke.

(CONTINUED)

46-A CONTINUED:

Bruce runs off down the stairs.

ANNIE

Bruce...

But Bruce is gone.

ANNIE

(to herself)

Take care of yourself...

The elevator doors open, and there is Otis with a World War I Army helmet on. The interior of the elevator is bullet ridden.

OTIS

Going up?

DUCHESS

Without Leopold, my life
would be empty. I must
find him.

Excitedly, the Duchess enters the elevator.

DUCHESS

(continuing)

Down, please.

ANNIE

Not without me.

Annie jumps into the elevator.

CUT TO:

147 INT. HOTEL - ELEVATOR DOORS

Tiny is standing in front of the elevator doors. Just then, Rosie and her gang of lady midgets come racing around the corner of the hall. A few of them are carrying curtain sashes. Another is carrying the mountain climber's gear: ropes and pitons.

ROSIE

Hey, here he is!

Tiny turns and looks at the little people with suspicion.

(CONTINUED)

7 CONTINUED:

TINY

You again? What are you ladies up to this time?

ROSIE

We're having a big party and we're inviting only our SPECIAL friends. Do you want to come?

TINY

A party? No. I never party on duty.

ROSIE

But it's your duty to be at this party.

Iris waves a full whiskey bottle at Tiny.

IRIS

There's gonna be booze and women and lots to do--if you know what I mean.

She winks at Tiny.

TINY

Well, if there's booze and women, I better do my duty and check this party out--if you know what I mean.

Tiny winks back at Iris. The lady midgets hoorah and cluster around Tiny as the other elevator doors open. The Duchess and Annie are inside. Everyone piles in.

TINY

Where is this party?

ROSIE

We thought you'd know a place.

OTIS

What floor?

ANNIE

Tiny, have you seen the Duke and his dog?

(CONTINUED)

47 CONTINUED: (2)

TINY

No, but once in Tijuana, I
saw Mona and her pony.

The elevator doors close.

TINY (O.S.)

Ballroom, please.

ANNIE (O.S.)

I'm sorry, I didn't know I
was crowding you.

CUT TO:

147-A INT. LANA'S ROOM

The large double bed is divided down the middle by a curtain sash hung with towels. Lana is on one side of the "fence" and Rollo is on the other side, ala IT HAPPENED ONE NIGHT. Rollo tries to look over the top but is playfully knocked back when Lana throws a towel and hits him in the head.

ROLLO

Hey, I thought you were
gonna take care of me.

LANA

I gave you an aspirin and
a warm bed to sleep on...
what more do you want, Mister
Sweet?

Rollo pops his head over the top again.

ROLLO

I want to make you giggle
with delight.

Lana hits him with a towel. Rollo falls back on the bed, disgusted. A moment passes, then Lana pops her head through the towels.

LANA

You wanna see where I'm
ticklish?

Rollo embraces Lana, and they kiss, but are interrupted by a KNOCK AT THE DOOR.

(CONTINUED)

17-A CONTINUED:

ROLLO

I hear knocks.

LANA

Isn't that 'I hear bells'?

ROLLO

A knock is a hobo's bell.

Rollo jumps down from the bed, goes to the door and opens it. There is Bruce.

BRUCE

Rollo, I'm taking you up on your offer. The Duke is missing and so is his dog. This is a matter of National Security. Round up as much help as you can; we may have to turn this hotel upside down.

ROLLO

I thought they already did. Don't worry, boss, you can depend on me.

CUT TO:

148 INT. HOTEL - BARBER SHOP - CORRIDOR

A CLEANING WOMAN is mopping the floor. Her large rolling bucket is standing in the doorway. Her back is toward Wedgie and a band of midgets who are heading her way, carousing and carrying bottles of booze. Wedgie spots the Cleaning Woman and quiets the others.

Wedgie gathers the group around in a huddle and tells them his plan. They break out of the huddle and stealthily approach the barber shop. When they reach the door, the midgets grab the bucket and roll it away down the corridor.

CLEANING WOMAN

Hey you! Come back with that bucket. That's my favorite bucket!

(CONTINUED)

148 CONTINUED:

The midgets jeer her and run off. The Cleaning Woman waves the mop over her head and runs off in pursuit.

The Duke and Streudel run out of the stairwell, across the corridor and into the open door of the barber shop.

149 INT. BARBER SHOP

The Duke searches for a place to hide, finds the closet door unlocked and slips inside.

CUT TO:

150 INT. CLOSET OF BARBER SHOP

* The Duke is cowering in the foreground. From outside, we can hear revelry. Suddenly, the door flies open and it is Luigi.

LUIGI

Now you die.

He raises his gun and points it at the Duke. He is about to fire when he is knocked cold from behind, falling forward into the closet. Nakamuri and Otto have found the Duke. The Duke faints.

OTTO

Perhaps your comrades will trade the map for your life.

* The Duke faints. Otto picks up Streudel by the neck.

OTTO

(continuing)

And this will be the bait.

CUT TO:

151 INT. CORRIDOR OUTSIDE BARBER SHOP DOOR

Streudel is scratching at the door.

CUT TO:

52 INT. LOBBY

Annie and the Duchess spot Streudel scratching at the barber shop door.

ANNIE

Look, isn't that Streudel?

DUCHESS

Streudel! Streudel! Come to mommy.

I've got some wads of horse meat.

152-A ANGLE - ANNIE AND THE DUCHESS

Annie and the Duchess run over to Streudel. Annie looks in the barber shop door and sees the Duke.

ANNIE

Look in there. It's the Duke!

Neither Annie nor the Duchess notices Nakamuri and Otto, in their haste to get to the Duke. They run into the barber shop, approach the Duke who is still unconscious. Otto steps out with his sword.

OTTO

How fortunate we meet again.

NAKAMURI

Thorpe should be along momentarily.

Otto picks up Streudel and roughly throws him out the door.

CUT TO:

153 INT. LOBBY

The bacchanal has reached its crescendo. High above the lobby, The Flying Zambinis are practicing their aerial act. One of them is swinging in a chandelier.

Henry is on the mezzanine level. He is on the outside of the railing hanging on with one arm while trying to reach the midget swinging on the chandelier with the other.

HENRY

Get down, those chandeliers are expensive!

(CONTINUED)

53

CONTINUED:

Bruce enters the lobby, looks up, sees Henry, and calls out.

BRUCE

Henry, have you seen the Duke?

HENRY

All I see is my future going down the drain.

Now we see two midgets are swinging in the chandelier. Henry makes a grab for them, but just misses.

BRUCE

Find that worthless lout of a house detective. I need help.

Bruce spots Streudel.

BRUCE

(continuing)

Streudel!

Bruce runs off toward Streudel.

Now we see three midgets are swinging toward Henry, from the chandelier. Henry is ready for them.

HENRY

Now I've got you.

The midgets reach the back of the arc. Henry reaches out, grabs one leg and loses his balance. He reaches out with his other hand, and grabs the other leg, causing him to be pulled off into the air.

He flies across the lobby screaming, and is deposited on a chandelier.

CUT TO:

154

INT. CORRIDOR OUTSIDE BARBER SHOP DOOR

Bruce runs up to Streudel and kneels down next to him. Bruce bends down to the dog.

(CONTINUED)

54 CONTINUED:

BRUCE
What is it, boy? Where's the
Duke?

Streudel whines and scratches at the barber shop door.
Bruce stands up and draws his gun.

CUT TO:

155/ OMITTED
156

157 INT. BARBER SHOP

Inside the barber shop, the unconscious Duke is sitting
in a barber's chair. Annie and the Duchess are seated
facing the door.

Otto steps out from behind the door, brandishing his
sword.

OTTO
Ah, Mr. Thorpe. You're in
luck. Our special today
is a close shave.

ANNIE
(yelling)
Bruce, look out behind you!

Bruce whirls to face Nakamuri, who steps out from a hiding
place, aiming his camera at Bruce.

NAKAMURI
Drop your gun. This camera
shoots more than film.

ANNIE
Do as they say. They're the
spies who are after the map.

Otto reaches up and takes Bruce's gun.

CUT TO:

158 INT. BALLROOM

Rosie and her gang are clustered around something on the
floor. They are laughing and shouting and carrying on.
We can hear Tiny's voice, but we can't see him.

(CONTINUED)

58

CONTINUED:

ROSIE (O.S.)

Don't put that thing in your mouth. You don't know where it's been.

TINY (O.S.)

Come on, you peckerheads, fun is fun. Let me go. Hey! That hurts.

The CAMERA DOLLIES IN to show that Tiny is the focal point of all the midgets' attention. He is staked to the carpet much as Gulliver was tied by the Lilliputians.

TINY

(continuing)

I thought you said this was going to be a party. Hey! What are you doing down there? Don't tie that down.

159

INT. BARBER SHOP

Bruce is seated next to the Duke, with Streudel on his lap. Otto is lingering, as he searches Annie, looking for the map.

ANNIE

Watch it, buster.

Nakamuri's attention is diverted, as he strides over to Otto and Annie.

NAKAMURI

No time for pygmy perversions.

Bruce seizes the opportunity to put the map in Streudel's locket.

159-A INSERT -

We see Bruce's hands put the map into Streudel's locket which still hangs from Streudel's neck.

159

INT. BARBER SHOP (BACK TO SCENE)

Bruce quietly tries to persuade Streudel to leave.

(CONTINUED)

59

CONTINUED:

BRUCE
(under his breath;
to Streudel)
Come on, Streudel, get outta
here...beat it...

NAKAMURI
(to Bruce)
Now for you...Empty your
pockets.

Streudel snarls at Otto, who grabs him and, once again,
throws him out the door--while Nakamuri is searching Bruce.

NAKAMURI
(continuing)
Mr. Thorpe. I want you to
know...I was last to see your
father. He was good agent,
but I am better. You and
your friends will meet same
end...unless I get the map.

Nakamuri pats his camera, and points it at Bruce.

BRUCE
Never.

ANNIE
(yelling)
I don't want you to die over
some stupid map! Tell them
where it is!

BRUCE
You can pull out my finger-
nails, you can poke out my
eyes, you can tear out my
guts...but I'll never tell
you.

OTTO
We'll see about that.

Otto turns and places his blade at Annie's throat, drawing
a trickle of blood. Suddenly, Bruce blurts out:

BRUCE.
(revealing his true
feelings for Annie)
Oh, that map. I hid it in
Streudel's locket.

(CONTINUED)

59 CONTINUED: (2)

OTTO

Don't play games. We want
the map.

BRUCE

No games. Streudel is the
dog. He has a locket on his
collar. I put the map in
the locket.

OTTO

(to Nakamuri)

Keep your eye on our friends.
I will return with the map,
or they will die.

Otto opens the door and sees Streudel. Streudel turns
and runs across the corridor and up the back stairs.
Otto dashes after him.

CUT TO:

60 INT. LOBBY

The midgets are milling around the desk. Rollo and Lana
make their way through the crowd and Rollo climbs up
on the desk. Fitzgerald and Wedgie are at their side.

ROLLO

All right you guys...That
guy Thorpe is a G Man, and
he's asked for our help.

SMOKEY

(sarcastically)

And we'll all be junior G-men,
right? You lamebrain, don't
you know when someone's playing
a short joke on you?

ROLLO

No, this guy is the real McCoy.
There's a bad apple in the
barrel, and we've got to find
him. One of us is a Nazi spy
who tried to kill me, and he is
trying to assassinate the Duke.
Thorpe needs our help.

(CONTINUED)

160

CONTINUED:

SMOKEY

Hey everybody, the party's
moving to my floor!

WEDGIE

Over my dead body.

LANA

(pointing)
Look up there.

CUT TO:

161

MEZZANINE CORRIDOR - ABOVE BARBER SHOP - LANA'S P.O.V.

Otto has cornered Streudel and is trying to cajole him.

OTTO

Nice Swinehund. Come to
Uncle Otto.

Otto makes a grab for Streudel. Streudel bites his hand
and runs away between Otto's legs, out onto the mezzanine
balcony.

162

INT. LOBBY - TO INCLUDE MEZZANINE BALCONY

Rollo is pointing up at Streudel on the balcony being
chased by Otto.

ROLLO

That's the dog, and the guy
that tried to kill me!
Let's get 'em!

Rollo jumps down and leads the midget posse up the main
stairway across the mezzanine and down the back corridor
after Otto and the dog.

HENRY

(from the chandelier)
Perfect. A midget posse.
That's what was missing.

CUT TO:

63 INT. BARBER SHOP CLOSET

Luigi is regaining consciousness. He sits up and shakes his head, trying to figure out where he is.

CUT TO:

164 INT. BARBER SHOP

Nakamuri has his gun trained on his four captives. The Duke is now fully conscious.

BRUCE

There's no way you can get away with this.

NAKAMURI

We can, and we will.

165 INT. BARBER SHOP CLOSET

Luigi is now fully conscious. He is listening at the door, and is taking another gun from his bag.

DUKE (O.S.)

What do you want with me?
I've never even been to the Orient before. I know nothing about this map. I am the Duke of Luchow.

When Luigi hears the Duke identify himself, he becomes enraged, and throws open the door, bursting into the room.

166 INT. BARBER SHOP

Luigi locates the Duke as his eyes adjust to the light. Nakamuri, confused at first by Luigi's entrance, swings his gun to bear on Luigi. Luigi trains his gun on the Duke.

LUIGI

Vengeance lands upon your father's house!

BRUCE

(to Annie and the Duchess)
Get down on the floor!

(CONTINUED)

56

CONTINUED:

Bruce kicks the pedal on the side of the Duke's barber chair, causing it to recline. Simultaneously, Luigi and Nakamuri fire their weapons. When the smoke clears, both are dead.

The Duchess runs to the Duke, who has fainted. Annie goes to Bruce's side and puts her arms around him. Bruce looks down at Luigi.

BRUCE

Do you know him?

ANNIE

Never saw him before.

BRUCE

Well, whoever he is, the Duke owes him his life.

CUT TO:

167

INT. LOBBY - EARLY MORNING

Henry is perched precariously on the chandelier looking down as the last of the posse disappears down the hallway after Otto. Henry looks down at the empty lobby which is a shambles. The last Japanese Tourist is looking for his compatriots.

Homer enters the lobby.

HOMER

Hello, is anyone here?

Henry answers from above.

HENRY

Can I help you?

HOMER

Is this where Miss Clark wants the Toto tryouts?

HENRY

(sarcastically)
Sure. Why not?

Homer turns and shouts out the door as the ceiling begins to tremble.

(CONTINUED)

57

CONTINUED:

HOMER
(yelling out the door)
I was right. Bring them in
here.

HENRY
Tiny! Tiny!

CUT TO:

168 INT. BALLROOM

The lady midgets are gone. Tiny is alone, still staked
to the carpet.

HENRY (O.S.)
(calling)
Tiny! Where the hell are
you? I need you.

TINY
I can't. I'm tied up right
now.

HENRY (O.S.)
See if you can shake yourself
loose, and bring a ladder!

Faintly, we begin to hear the THUNDER of LITTLE FEET.

TINY
Wait, Henry. I think someone's
coming now.

The doors to the ballroom fly open and Streudel, followed
by Otto and the midget horde, dash across the room and
leap over Tiny, scurrying out of the room.

CUT TO:

168-A BALLROOM TO MEZZANINE

We FOLLOW THE HORDE as the chase takes us on a complete
360-degree tour of the MEZZANINE LEVEL, around to the
top of the main staircase.

CUT TO:

59/
172 OMITTED

173 INT. LOBBY

By now, Homer has brought in TEN DOGS for the auditions. Otto, Streudel and the first wave of midgets--led by Rollo--all hit the lobby at the same time.

The excitement of the chase sets the 10 waiting dogs to barking, and they pull free to join in with the general muddle on the lobby floor.

Still more midgets join in the chase, but many don't know which dog is the one to go after. Homer throws his hands up in frustration.

HOMER

That's it. Go ahead, run
away, ruin all the costumes,
wreck the wigs...hell, eat
one another, I don't care...
Showbiz is not my life...
I Quit!

The lobby becomes packed with people. Henry, from above:

HENRY

(to himself)

What have I done to deserve
this?

(screaming)

Get me down!

MIDGET

(to Henry)

Hey, you! Hold down the noise.

174 * OMIT

*

CUT TO:

74-A OMIT

*

175 EXT. HOTEL RAINBOW - DAY

It has just stopped raining; the streets are still wet. There is very little traffic on the street. Culver City POLICEMEN are putting sawhorses and "No Parking" signs on the street.

176 CLOSER ANGLE

A car pulls up to the front of the hotel. Its occupants are Shirley, the switchboard operator (who is at the wheel), and Lester Hudson, returning from their "business trip." Lester leans over and kisses Shirley.

LESTER

Well, nothing's changed.
This place is still a morgue.

Lester squeezes Shirley's tit.

LESTER

(continuing)

Take the rest of the day off,
you could probably use a little
rest.

Lester winks sleazily. He opens the passenger door and steps out of the car. A POLICEMAN approaches.

POLICEMAN

Sorry, Mr. Hudson, you can't
park on this street today.
There's a parade.

Lester becomes very business-like.

LESTER

That's quite all right. Miss
Enright was just dropping me
off.

CUT TO:

7 CLOSEUP - LESTER

Lester is looking up at the new "Hotel Rainbow" sign.
He explodes.

LESTER
Hotel Rainbow! What the
Hell?!

CUT TO:

178 EXT. HOTEL - NEW ANGLE - DAY

As Lester starts to enter the hotel, Streudel and the dogs, followed by Otto, Rollo, Wedgie and the Midget Posse, run out of the hotel and trample Lester.

179 EXT. STREET - IN FRONT OF HOTEL - DAY

The whole group crosses the street, and enters the Culver City Studios lot.

180 EXT. STUDIO ENTRANCE - DAY

There is a GUARD at the gate. The gate's arm is across the entrance. Otto and Streudel maneuver by.

GUARD
You're a little early for
work, aren't you?

Otto doesn't even look back. Rollo approaches, followed by the posse.

ROLLO
(to Guard)
That guy was a spy. Don't
let him out.
(to the posse)
We've got him trapped.
Wedgie, go find Thorpe.

CUT TO:

181 EXT. STUDIO LOT - DAY

There is a large table filled with coffee urns and donuts. A group of EXTRAS, dressed in various costumes, is having coffee.

(CONTINUED)

81 CONTINUED:

Streudel, followed by Otto, then Rollo and the posse, pass by, creating havoc.

182 INT. DRESSING ROOM - DAY

A long, narrow dressing room lined with a row of make-up tables and lighted mirrors. The room is filled with aspiring STARLETS in various stages of undress. One GIRL opens the door to leave, and Streudel bursts through the door, followed by Otto, then Rollo and the Posse. They run through the room *
* creating bedlam. At the end of the posse is Little Pat. He stops, shuts the door and smiles at the Starlets.

183 * EXT. HOTEL FRONT - DAY *

* Bruce, the Duke and Duchess, and Annie are coming out of the Hotel. *
Bruce is starting once again to look for the map, Otto and Streudel. The Duchess is concerned about Streudel.

 DUCHESS
We must find Streudel.

 BRUCE
We certainly must, the map
is in his locket.

Wedgie runs up to Bruce.

 WEDGIE
We got the spy cornered.
Come quick!

* The Duke gallantly puts his smoking jacket around the Duchess. *

 DUKE
Fear not. I'll look after
things here. You can count
on me.

 BRUCE
I never doubted it.

* Bruce heads off, as three midgets approach. *

 ANNIE
Bruce...?

Again, Bruce doesn't stop.

 ANNIE
(yelling; continuing)
Bruce! TAKE CARE OF YOURSELF!!!

(CONTINUED)

3

CONTINUED:

A LADY MIDGET speaks up.

MIDGET

Miss Clark, where do we go for the parade?

ANNIE (surprised)

The Parade!

CUT TO:

184

EXT. "GONE WITH THE WIND" SET - DAY

SCARLETT (VIVIEN LEIGH) is standing in an open doorway.
PRISSY (BUTTERFLY MC QUEEN) is standing on the veranda.
They are rehearsing. RHETT BUTLER (CLARK GABLE) is
sitting near the camera, watching. The scene is started.

VOICE

Quiet on the set. Gone With The
Wind, Scene 388, Take One.
Marker.

DIRECTOR

ACTION!

PRISSY

Miss Scarlett! Miss Scarlett!
I think I see the Union Army
comin'!

From behind the set, Streudel, Otto, Rollo and the posse,
explode through the door and onto the set.

185

WIDE ANGLE - THE TWELVE OAKS SET

Streudel is running back and forth, dodging the grasping
hands of Otto, Rollo and the rest of the midgets, who
are running under horses and carriages, chasing the dog.

186

ANGLE - THE CARRIAGES

The horses are getting excited; one rears up.

187

ANGLE - THE DIRECTOR

Has lost control and is flailing his arms and screaming.

DIRECTOR

Cut! Cut! Cut! Cut!

8 ANGLE - RHETT BUTLER

With the inimitable Clark Gable smirk.

RHETT
I think you should leave
this scene in the picture.

189 ANGLE - OTTO

Is intent upon catching Streudel, which he is close to doing. He doesn't see Rollo coming up behind him. Rollo flattens Otto in the dirt and grabs him in a wrestling hold. Streudel slips away.

ROLLO
You're not so hotsy-totsy,
you rotten little Nazi!

Otto recovers from the surprise of the attack, and throws off Rollo, then pitches him head-first into some bushes.

190 ANGLE - STREUDEL

Has temporarily escaped and runs up on the veranda, taking refuge under the hoop skirt worn by a FEMALE EXTRA.

191 ANGLE - OTTO

Searching frantically for the dog.

192 ANGLE - OTTO'S P.O.V.

Streudel peeks out from beneath the hoop skirt.

193 ANGLE - OTTO

Runs up on the veranda and lifts the hoop skirt of the Female Extra.

194 ANGLE - OTTO'S P.O.V. - STREUDEL

Hiding behind her bare legs.

95 ANGLE - FEMALE EXTRA

Does a remarkable jig as Otto chases Streudel around and around, under her skirt. Finally, Otto emerges holding the locket triumphantly.

OTTO

Victory!

CUT TO:

196- EXT. STUDIO LOT - DAY
197

Bruce is coming up the street. He looks across a park at the confusion on the set of GONE WITH THE WIND. He starts to run toward the mayhem, when he spots Otto running away from the set, the locket in his hand.

Bruce changes course, in hopes of heading off Otto, who now has a good lead on Rollo and the midget posse.

198- WESTERN SET
200

* A Western movie is being shot. A CRIMINAL, with a noose around his neck, is standing on the GALLOWS, as the hearse (being drawn by two horses) waits for the body. Otto runs into the gallows and trips the lever, hanging the man. Otto jumps on top of the hearse, whips the horses. Bruce runs after the hearse.

*

*

*

CUT TO:

201 BRUCE

He cuts through between two sets, pursuing Otto. He commandeers the WICKED WITCH'S bicycle and chases Otto's hearse to:

202- EXT. "EMERALD CITY" - "THE WIZARD OF OZ" SET
206

The WRANGLERS are getting ready to attach THE HORSE OF A DIFFERENT COLOR to a carriage.

(CONTINUED)

02- CONTINUED:
206

Otto, driving the hearse, passes too close to the set and clips the supports, knocking the flat on top of Bruce, who is on the bike. The dust clears, Bruce jumps up, runs over and--cowboy style--jumps on The Horse of a Different Color. He rides off after Otto.

CUT TO:

207 EXT. STUDIO - STREET JUST INSIDE FRONT ENTRANCE - DAY

The last of the coffee and donuts are being picked up and put on the table, when Otto, driving the hearse, followed by Bruce, on The Horse of a Different Color, run past and upset everything again.

208- EXT. STUDIO ENTRANCE - DAY
210

Bruce pulls abreast of the hearse, as Otto whips at him. Bruce jumps from The Horse of a Different Color onto the team of horses and pulls the pin which separates the horses from the hearse.

CUT TO:

211- INT. HOTEL - HENRY
213

Through the window, we can see the hearse, headed right for the hotel. In the sky overhead is a RAINBOW.

Henry is still hanging from the chandelier. He sees what is about to happen and tries to warn them away, shouting ineffectually from within the hotel.

HENRY

Whoa! Whoa! Go the other
way! Noooo!

Henry covers his eyes with his hands.

214 * INT. HOTEL - THE HEARSE - DAY

The hearse crashes through the hotel window at full speed.

CUT TO:

*

15 INT. HOTEL

The dust starts to settle when we see Otto scurry off through the debris and head toward the barber shop. Otto checks to see if Bruce is behind him, then he crosses the lobby, and arrives at the open door of the barber shop, and sticks his head in.

CUT TO:

216 INT. BARBER SHOP

Nakamuri is propped up in a barber's chair. Otto looks back for pursuers. He then turns and tosses the locket into the lap of Nakamuri, unaware that Nakamuri is dead.

OTTO
Mission accomplished. While
nip naps, I will fulfill my
Fuhrer's command. Sayonara.

Without waiting for a reply, Otto runs off down the hallway.

CUT TO:

217 INT. HOTEL LOBBY - HENRY

Henry is clutching the chandelier as it sways back and forth, back and forth.

HENRY
My dream...my dream...my
beautiful dream...

Henry looks up, as the chandelier breaks free from the ceiling. It crashes down onto the top of the hearse.

218 NEW ANGLE - HEARSE

Henry starts to climb off the hearse, causing it to tilt backward. The coffin slides out, and crashes onto the floor.

219 NEW ANGLE - COFFIN

* The coffin lid pops open, and Little Pat gets out with a
SHOWGIRL from the dressing room.

*

CUT TO:

0 EXT. HOTEL - DAY

Bruce pulls up on the team of horses, and dismounts.
Annie runs up to him.

ANNIE
Bruce, Bruce...Are you all
right?

BRUCE
Yeah...but I lost the locket.

Bruce starts for the hotel, when he bumps into Tiny. Tiny
is carrying Nakamuri's camera, Luigi's black bag, and The
Locket. Bruce points to The Locket.

BRUCE
(continuing)
Where did you get that?

TINY
Same place I got these.

Tiny holds out the black bag and Nakamuri's camera.

21 ANGLE - BRUCE, TO INCLUDE TINY

Bruce takes the locket from Tiny. He removes the map
and places it in his pocket.

BRUCE
(to himself)
I should have never let
this out of my sight.

CUT TO:

222 ANGLE - THE DUKE AND DUCHESS

Streudel jumps up into the Duke's arms. The Duke reaches
into his pocket and hands him a biscuit. The Duke is a
new man.

DUKE
Free at last...

The Duke takes the Duchess' arm and proudly leads her
toward the hotel.

(CONTINUED)

22 CONTINUED:

DUCHESS

Oh, Leopold...I'm so proud
of you...One thing, though...
Dear, after this one...
(she pets Streudel)
please, no more Streudels.

Bruce and Annie walk up to the Duke and Duchess. Bruce hands the Duchess the locket. She smiles and puts it on the dog.

ANNIE

Don't go far with that dog.
I think I've got a part for
him.

CUT TO:

223- ANGLE - STREET
226

* Down the street, just coming around the corner, is the
PRESIDENTIAL MOTORCADE being led by THE BUTLER BAND. CROWDS
are gathering, and people are buzzing with excitement. There is a
RAINBOW overhead. *

CROWD (AD LIB)

It's the President! President
Roosevelt! Here he comes!
His eyebrows look singed to
me...

Bruce, Annie, the Duke and the Duchess wave to the
President. The Duchess puts the leash on Streudel,
setting him down on the ground.

227 ANGLE - BRUCE

Bruce looks around anxiously for Otto.

228 EXT. HOTEL - THIRD STORY LEDGE - DAY

Otto, with Bruce's gun, is pointing at the President.

229 EXT. HOTEL STREET - BRUCE'S P.O.V. - DAY

Bruce spots Otto on the ledge, and follows the direction
of the pointed gun, and discovers that Otto is aiming at
the President. Bruce checks for his gun and comes up empty.

(CONTINUED)

9

CONTINUED:

Bruce looks around as Annie calls out to him.

230-

NEW ANGLE

231

ANNIE

Bruce! Here comes the
President! Someone get
a picture!

TINY

I've got the Jap's camera!

BRUCE

The Camera...Tiny, give it
to me!

Bruce takes the camera from Tiny. He keeps one eye on
Otto, and the other on the President as he steps out into
the street.

BRUCE

(continuing)

Step back, folks. I need
a clear shot.

The crowd parts and Bruce steps out, points the camera
at President Roosevelt, then wheels around, sights Otto
and fires.

CUT TO:

232-

EXT. HOTEL - THIRD STORY LEDGE - DAY

234

We FOLLOW THE BULLET to the ledge where Otto is poised
with Bruce's gun. The bullet hits Otto.

He falls off the ledge, bounces onto the awning, and
slides off into Tiny's arms. The munchkin coroner looks
at the body.

MUNCHKIN CORONER

He's really, really, really
dead...

CUT TO:

35 ANGLE - LESTER AND HENRY

Henry, dusty and disheveled, comes out of the lobby through the broken window. He is hesitant to bring his presence to Lester's attention.

HENRY
I'm sorry, Uncle Lester.

Lester turns and sees Henry. He puts on a big smile.

LESTER
(snidely)
No need to be sorry, my boy.
After what they've done to my
hotel, we're going to get all
of MGM's business for years to
come. I'll say one thing,
Henry, I do like the name...
The Hotel Rainbow...that's great.

Lester beams at Henry. Henry can hardly believe his ears.

236 ANGLE - BRUCE AND ANNIE

Bruce walks proudly toward Annie. He misteps the curb, and falls down onto the sidewalk.

237 MOTORCADE

Passes by. Franklin D. Roosevelt is waving to the crowd, and the crowd is waving back. The BAND IS PLAYING.

238/
242 ANGLE - BRUCE AND ANNIE

Bruce is lying flat on his back, as Annie bends down over him.

BRUCE
One question about this town,
does this kind of thing happen
all the time?

Annie bends down over him even further, and they kiss.

ANNIE
Of course. This is where dreams
are made.

BRUCE
Who do I have to thank for all
this?

(CONTINUED)

38/
242 CONTINUED:

ANNIE
(lovingly)
Louie, Louie, Louie...

Bruce raises himself to one elbow.

BRUCE
I've been trying to give
you something since I first
bumped into you.

ANNIE
I know. I could feel it.

Bruce puts his hand into his pocket and withdraws Annie's compact.

BRUCE
You dropped this at the
train station.

Annie looks quizzically at the compact.

ANNIE
It's not mine.

Bruce looks quizzically at the compact, then up at Annie.
He casually tosses the compact away as Annie bends to
kiss him.

They kiss, we PAN DOWN ANNIE'S BODY to her uplifted
skirt, where we see Wedgie Kerbeck, and the beginning
of a LONG LINE OF MIDGETS that stretches across the
street.

We FOLLOW DOWN THE LINE past WEDGIE, TEX, SMOKEY, HAROLD
CHAMBERLAIN, LARS LINQUIST, THE FLYING ZAMBINIS, ROSIE
AND HER GANG, VIC THE VENTRILOQUIST WITH A SOCK ON HIS
HAND, THE DRUMMER LOOKING UP "OH, LOOK, A RAINBOW", THE
TIGHTROPE WALKER, AND THE REST OF THE MUNCHKINS.

The line ends at the hedge surrounding the Culver City
Park, where Rollo is standing with Lana, who is looking
up.

LANA
The rainbow's so close...

Rollo puts his arm around her.

(CONTINUED)

38/ CONTINUED:
42

ROLLO

You wanna go into the bushes
and see if we can find the
end of the rainbow?

LANA

(laughing coyly)
Oh, Rollo...

Rollo takes Lana's hand and leads her into the hedge.

CUT TO:

243 EXT. - CLEARING - DAY

Where we see Rollo and Lana looking around in the bushes
for the end of the rainbow. They seem to discover it
together, and push aside some branches and twigs.

244 THE END OF THE RAINBOW

Sitting there is a pot of gold.

245 ROLLO AND LANA

Look at each other in amazement.

ROLLO

Well, I'll be a son of a
bitch.

THE END

7/22/80:rl