

ROGER RABBIT II

"Who Discovered Roger Rabbit?"

Written by

Nat Mauldin

&

Tony Sheehan

&

Jeff Stein

REVISED FIRST DRAFT

September 24, 1990

## ROGER RABBIT II

"Who Discovered Roger Rabbit?"

FADE IN:

On a "MAROON CARTOON."

Accompanied by zany CARTOON MUSIC, the TITLE CARD reads:

MAROON CARTOONS PRESENT  
 BABY HERMAN  
 &  
 SLAPPY SQUIRREL  
 IN  
 "SHOP-WRECKED"

1 INT. DEPARTMENT STORE - DAY

We SEE the lower half of a WOMAN, standing next to a baby carriage. Inside the carriage BABY HERMAN coos and gurgles, looking up at her.

MOTHER'S VOICE

Now Mommy's going over to  
 lingerie, darling, to try on some  
 frilly underthings. But I'm  
 leaving you with your best friend  
 Slappy, who's going to take very,  
 very good care of you.

(she turns)

Aren't you, Slappy?

ANGLE - SLAPPY SQUIRREL

A slovenly-looking TOON RODENT, standing in the gourmet foods section, casually cracking a walnut.

SLAPPY SQUIRREL

(shrugs)

Yeah, sure.

The mother pats the indifferent squirrel on the head as she crosses OUT OF FRAME.

ANGLE - BABY HERMAN

Who SEES a barrel sitting in the hardware section nearby. A half-dozen shovels are sticking out of the barrel, Baby's active imagination turns them into lollipops and candy canes.

BABY HERMAN

Can-dy.

He reaches down and releases the brake, and the carriage rolls across the aisle, bumping into a what appears to be a table. He climbs out of the carriage, right onto a

POWER SAW

His foot hits a switch, causing the saw to WHIR to life. A board starts to inch towards the huge blade, taking Baby with it. He gets closer and closer to the blade as

SLAPPY SQUIRREL

glances over, notices this for the first time, but instead of leaping into action, he SIGHS, rolls his eyes, wipes the walnut dust off his hands, and starts walking lackadaisically towards

BABY HERMAN

who, for a brief moment out-of-character, glances back with disbelief at a torpid Slappy, just as his bonnet gets caught in the saw's drive belt. It snags Baby Herman and WHIRLS him around a few hundred times, then FLINGS him like a cannonball through the entire

DEPARTMENT STORE - VARIOUS

An airborne Baby hurtles through a number of displays, snagging several items as he goes, his flight finally terminating in the appliance section where he SLAMS into an open ACME REFRIGERATOR. The door SLAMS SHUT behind him.

CLOSE ON REFRIGERATOR

As Slappy Squirrel casually saunters up to it, pulls open the door. Dozens of items that Baby snagged during his flight fall out onto the floor, finally we SEE Baby himself, lying face-down in the refrigerator's vegetable bin, with a number of stars and cuckoos circling his head.

SLAPPY SQUIRREL

Umm...you okay?

Baby pops up, PUNCHES Slappy in the mouth.

BABY HERMAN

No, I'm not okay, you dumb son of a bitch!

RAOUL (O.S.)

Cut!!

We slowly PULL BACK to REVEAL that we are, once again, on a movie set. A number of HUMAN TECHNICIANS cross onto the stage as Baby Herman hops out of the refrigerator.

BABY HERMAN

(to Slappy)

I'm a cute, cuddly baby, goddamit!  
I ain't the one who's supposed to  
get hurt, you are!! The script  
says you're supposed to save me!!

SLAPPY SQUIRREL

(another shrug)

I wasn't motivated.

BABY HERMAN

(pulls back his fist)

I'll motivate ya, ya method  
actin', buck-toothed sack of--

RAOUL, the film's exasperated human director, quickly steps  
INTO FRAME, pulls Baby Herman away.

RAOUL

Baby, please, calm down, or we'll  
never finish this damn picture!

BABY HERMAN

What the hell's the difference, it  
ain't funny!

(indicates Slappy)

None of these loxes Maroon's been  
stickin' me with are funny! Get me  
my lawyer, I want outta my  
contract!

RAOUL

But, Baby--

BABY HERMAN

(storming off set)

Where's the hell's somebody who  
understands comedy!? Where's  
somebody who knows how to take a  
fall!?

(turns back to them)

He's gotta be out there  
somewhere!!

2 EXT. ROAD IN KANSAS - DAY - DRIVEBY

A pick-up rumbles along a small rural highway. Its door reads  
LEEK'S FEED & GRAIN. SUPERIMPOSE the TITLE: KANSAS, 1939.

3 INT. PICK-UP TRUCK - DAY - MOVING

On WILBUR LEEK, fiftyish, a cheerful sort, whistling along to a  
country tune on the truck's radio.

## 4 EXT. RANDALL FARM - DAY

Leek's pick-up turns in and starts up the long, dirt driveway. He passes a field where a combine chugs along, hitched to the rear of a tractor, reaping the last of the fall harvest. We SEE MICHAEL AND RYAN RANDALL, corn-fed country youths, in their mid-teens. Michael drives the tractor while his younger brother keeps an eye on the combine apparatus. Leek keeps driving towards the pleasant-looking two story house in the distance.

## 5 INT. KITCHEN - DAY

Old-fashioned and cheerful. DORA RANDALL takes a freshly baked cake out of the oven and sets it on the window ledge to cool. Her husband EARL RANDALL leans next to the door, lighting his pipe. Both are in their late forties.

EARL

Now, Ma, you knew this day was gonna come.

DORA

Well, it can wait a while longer. Now help me with the frosting.

She starts mixing some frosting in a large bowl. We SEE a small boy's hand slowly reach inside the window sill.

EARL

Dora, we agreed when the boy turned eighteen, that's when we'd tell him. There's just no sense putting it off.

DORA

There's no sense getting him all upset, either.

She crosses to the window, smacks the hand away from the cake.

DORA (CONT'D)

You keep your sticky fingers off that, young man! You'll be lucky if you get a piece tonight!

TIMOTHY RANDALL, aged eight, enters through the screen door next to the window, tending to his smarting wrist.

TIMOTHY

Shoot, ma, I don't wanna wait till tonight, I'm tired of waiting!

DORA

Maybe when it's your birthday you  
won't have to. But this isn't your  
cake, it's your brother's.

(looks around)

Where is he, anyway?

TIMOTHY

He said something about goin' out  
to the barn to milk the mule.

Earl and Dora react, give each other an apprehensive look.

6 EXT. RANDALL FARM - DAY

Leek is unloading bags of feed from his truck. Suddenly we HEAR  
a panicked mule BRAYING. Leek turns to the barn and reacts as:

ROGER RABBIT . .

comes crashing through the side of the barn in a shower of  
splintered wood, wearing blue denim overalls, hurtling over the  
main house like a cannonball, headed straight for

THE COMBINE

which is making it's final pass in the field. Roger lands head  
first directly behind the tractor's hitch, in the midst of some  
stalks of corn. He pulls his head out of the ground with a POP,  
shakes it, then his eyes bug as he SEES the combine blades  
coming right at him. He tries to run, gets caught up in the  
machine, and proceeds to get threshed, spindled and mutilated.

LEEK

(horrified)

Sweet Mother of Jesus!

Leek grabs a first-aid kit from his truck. Young Michael simply  
shakes his head, shuts down his tractor as Roger pokes his head  
up from the array of combine blades.

ROGER RABBIT

Yes, sir, that'll get ya started  
in the morning!

Earl and Dora step out to the porch as Roger disengages himself  
from the machine and calls out to them, waving.

ROGER RABBIT (CONT'D)

Hi, mom! Hi, dad!

EARL

You okay, son?

ROGER RABBIT

Nothing to fret about, Pater! I'm still in one piece, aren't I?

Now Roger falls, slice by slice like a loaf of bread, onto the ground. Leek stands there, in a stupor, drops his first aid kit on the driveway. Dora just shakes her head, mildly exasperated.

DORA

Oh, that boy...

7 EXT. RANDALL FARMHOUSE - NIGHT

The lights are on downstairs. We HEAR SINGING:

RANDALLS

Happy birthday to you, happy birthday to you...

8 INT. RANDALL DINING ROOM - NIGHT

Earl, Dora, and their boys are sitting at the table. A cake sits in front of an elated Roger. The lights have been dimmed, his face is softly illuminated by the cake's eighteen candles.

RANDALLS (CONT'D)

Happy birthday, dear Roger, happy birthday to youuu!

RYAN

Well, go on, Roger. Make a wish and blow 'em out.

DORA

No, no, Ryan, we don't do that anymore. Remember last year...!

TIMOTHY

Come on, Roger, Let 'er rip!

EARL

No, Timmy - !

ROGER RABBIT

Here goes nothing!

Roger takes in a huge breath, his stomach swells like a weather balloon. His family dives for cover as he blows on the candles with such hurricane force that the cake, and everything else on the table, is sent flying towards the other side of the room.

9 EXT. RANDALL FARMHOUSE - NIGHT

As the dining room window SHATTERS and the cake flies through, hurtling through the air like a line drive at Wrigley Field.

10 EXT. KANSAS FARMLAND - NIGHT

As the cake continues it's skyward journey, sailing towards:

11 EXT. FARM PORCH - NIGHT

An ELDERLY COUPLE are sitting on rockers, as the cake ZIPS past them, SPLATTERING on their front door. They turn to each other.

ELDERLY MAN

Randall boy must be having another birthday.

12 INT. RANDALL LIVING ROOM - NIGHT

Small, cozy. Dora's needlepoints adorn the walls. Roger sits on the sofa, still in his party hat, looking up at Dora and Earl.

EARL

Son, have you ever noticed that you're a might...different from the other kids at school?

ROGER RABBIT

No.

DORA

Well, like remember when you and Butch Cooper were playing at the rock quarry and that dynamite went off in your face? Butchie went to the hospital--he's still there, in fact--but you were fine.

EARL

Or the time you got your foot caught in the tracks and that freight train rolled over you. A hundred and forty-three cars, but nothing happened, right?

ROGER RABBIT

Sure, because I take my vitamins, just like you tell me.

EARL

(ever-tolerant)

No, Roger, that's not quite the reason.

13 EXT. RANDALL FARMHOUSE - NIGHT

There is a beat, then we HEAR Roger's voice.

ROGER RABBIT (O.S.)

A Toon?!

14 INT. FRONT HALL - NIGHT

As Roger bursts in from the living room, dashes around the first floor in a state of panic. Earl and Dora run in.

ROGER RABBIT

A Toon?! Me?! That's impossible!

EARL

Roger, calm down! Don't lose your head, blow your fuse, flip your lid!

ROGER RABBIT

It's a cruel hoax, a hoodwink, a snow job!

(collapses on stairs)

I don't believe it, I can't believe it, I shan't believe it...

(looks up at them)

What's a Toon?

DORA

It's nothing bad, dear. It just means you're not quite the same species as most folks.

EARL

You see, Roger, we're not your real mom and dad.

(gestures to porch)

We found you right outside there in a little Easter basket, nearly eighteen years ago.

Dora takes a yellowed, timeworn piece of paper from her pocket.

DORA

This real nice note was stapled to your ear. It says how your mother loved you, but she was having a real rough go. A lot of Toons were back then, especially around here.

EARL

She said she knew we could give you a better life than she could.

ROGER RABBIT

(reading the note)

"Please take care of my little Roger..."

He continues reading the letter as he crosses to the screen door. Finishing, he looks out at the night sky as Earl steps next to him, puts an arm around his shoulder.

ROGER RABBIT (CONT'D)  
Days are getting shorter again.  
You can see the stars already.  
(after a beat)  
I gotta find her, pa.

EARL  
We know.

Dora reacts, tearfully crosses away. Roger looks outside again.

EARL (CONT'D)  
Most Toons hail from a place  
called Hollywood, so maybe your ma  
headed back there. We got us a  
little money saved, you oughta  
take it.

DORA (O.S.)  
I guess you'd better have this,  
toc.

They turn. Dora is crossing back into the front hall with a large, gift-wrapped box.

DORA (CONT'D)  
Happy birthday, son.

ROGER RABBIT  
For me?

He takes the box, and opens it to REVEAL a pair of red overalls that we've seen before, along with a polka-dot bow tie.

ROGER RABBIT (CONT'D)  
Oh, mater! My favorite color! And  
I didn't even know I had a  
favorite color!

DORA  
It was gonna be your Sunday suit.  
But if you're going out in the  
world you should look your best,  
don't you think?

Roger looks at her a moment, a tear welling, then hops into her arms and hugs her. After a few beats he pulls back, sniffing.

ROGER RABBIT  
Remember when I was a baby, how  
you could always get me to stop  
crying?

Dora smiles at him, then WHACKS him on the head. We SEE stars circling. Earl grabs one of them and tickles Roger and he bursts into uncontrollable laughter.

ROGER RABBIT (CONT'D)

No! Stop! Help! I give, I give!  
Please!!

15 EXT. RANDALL FARMHOUSE - NIGHT

As we PULL BACK through the window, we SEE Roger's parents as they continue to tickle him on the stairs.

16-17-18-19

OMITTED

20 EXT. RANDALL DRIVEWAY - DAY

Roger, now dressed in his familiar red suit, walks down the long driveway, waving to Earl, Dora and the kids, who are all standing on their porch. A handkerchief containing all his belongings is tied to a stick that rests on his shoulder.

ROGER RABBIT

...and I'll write every Tuesday,  
and I'll call every Friday, and  
I'll write and call every Sunday!

EARL

Remember, son, you be nice to  
people, and they'll be nice back!

ROGER RABBIT

Or was it write every Thursday and  
write and call every Monday. Maybe  
it was call every Wednesday, but  
never on Sunday...

DORA

Oh, Lord...

EARL

Now, relax, Dora, the boy's going  
to do just fine out there.

21 EXT. END OF DRIVEWAY - DAY

As Roger reaches the highway, turns and waves back to them.

ROGER RABBIT

And don't worry about me, I know  
I'll get to Hollywood some--

WHAM!! Roger is creamed by a huge bus. Both the bus and the rabbit hurtle OUT OF FRAME. The hankie and the stick remain suspended in the air for a beat, then they fall to the ground

22 EXT. BUS - DAY - MOVING

We SEE Roger, flattened into a red and white circle against the front of a Greyhound Scenicruiser. We TILT UP to REVEAL the bus's destination: ANCHORAGE.

INSERT - OVERHEAD MAP OF NORTH AMERICA

As we follow a line as it zigs-zags across the entire continent. First to Alaska, then down to Portland, back across to Georgia, up to Rhode Island, etc, etc. At each of these stops we HEAR a SCREECH of bus tires and a subsequent THUD.

23 EXT. HOLLYWOOD BOULEVARD - DAY

Pre-war Hollywood, bustling and noisy. Another bus passes us, its destination sign reads HOLLYWOOD. We SEE Roger, plastered on the front of it, his body covered with dozens of vacation stickers: Cumberland Gap, Grand Canyon, Nantucket, Havana, etc. The bus pulls into a terminal as we PAN across the street to REVEAL a five-story office building. TILT UP and MOVE IN to a window on the third floor. Stenciled on it is: SID SAVAGE, THEATRICAL MANAGEMENT.

24 INT. SID'S OFFICE - DAY

CLOSE on SID SAVAGE, a down-on-his-luck agent, sitting at his beat-up, cluttered desk, talking into the phone.

SID

(into phone)

I cannot believe what I'm hearing...You expect my client to come in and audition? Perhaps you're unaware of the fact that he's been a star for over twenty years, he's given us dozens of the screen's most memorable performances!

ANGLE - KOKO THE CLOWN

A sorry-looking, once-famous BLACK & WHITE TOON, standing in front of Sid's desk, looking on anxiously.

SID (CONT'D)

(into phone)

It's an insult, not only to Koko himself, but to the business that he helped build!

(a beat)

Fine!

(hangs up, to Koko)

Sorry. You're gonna have to read.

A dejected Koko trudges out as Sid crosses to EMIL SPINOZA, fortyish, well-dressed, sitting in a corner of the room.

SID (CONT'D)

Scuse the interruption.

(re: Koko)

Remember him in "All's Well That Inks Well?" The man was a genius.

SPINOZA

(checks his watch)

Mr. Savage, can we get on with this? My Toon revue opens in Spokane in two weeks. I need singers, dancers--

SID

(cuts him off)

Trust me, Mr. Spinoza, I've got some sensational acts lined up, just what you're looking for.

(crosses, opens door)

Hang onto your socks.

25 INT. SID'S OFFICE - DAY

CLOSE on Sid and Spinoza in the corner. The auditions are in progress. We HEAR an ear-shattering cacophony of TAPPING. Sid looks on proudly as Spinoza just stares at

A TAP-DANCING BLACK & WHITE TOON CENTIPEDE

His hundred feet flailing away as he tries desperately to keep them from getting tangled.

26 INT. SID'S OFFICE - LATER

We now SEE a succession of TOON ACTS, all in BLACK & WHITE. They're reminiscent of some of the earlier animated shorts in the thirties. Even in 1939 they seem hopelessly archaic.

A POTATO QUARTET

singing "WHEN IRISH EYES ARE SMILING." Each of the TOON POTATOES has three hundred eyes.

A TOON FLAME

who deftly juggles a half-dozen small fireballs. Sid leans into Spinoza.

SID

Don't worry, he carries his own insurance.

THREE TOON PETUNIAS

dancing, and singing a peppy chorus of "THE MOON IN JUNE."

AN OPERATIC TOON HIPPO

with braided hair and a Wagnerian helmet, SINGING an aria. She hits a high note, the windows start to rattle, about to shatter--instead she CRASHES straight down through the floor. We HEAR angry AD-LIBS from the floor below, as Sid casually steps over, pulls a rug across the hole.

SPINOZA

Look, Mr. Savage, these are all very nice, but--

SID

Wait, there's more. I just signed this termite dance troupe, and I got a terrific three-legged spider who does card tricks --

SPINOZA

(cutting him off)

Mr. Savage, don't you have any acts in color?

SID

Color? Who needs color when you've got experience, timing, subtle shadings of darkness and light!  
(off his lock)

Scuse me.

27 INT. SID'S ANTEROOM - DAY

Small, run down. It's crowded with more BLACK & WHITE TOONS of all sizes and shapes, waiting for their chance to audition. MISS GOTTFRIED, a severe-looking woman in her forties, sits at her desk, doing her nails as Sid enters from his office. The various Toons lean forward expectantly.

SID

(to the group)

You're doin' great, guys, we're knocking him dead.

Sid crosses to Miss Gottfried's desk, leans in to her.

SID (CONT'D)

(whispers)

Anybody in color show up?

A disinterested Miss Gottfried looks around.

MISS GOTTFRIED

Like who?

SID

What about that crazy duck? You know, what's his name...

(imitates Daffy)

Who-hoo, who-hoo!

MISS GOTTFRIED

He flew south--to the William Morris Agency.

(pointedly)

Just like I'm gonna do, if I don't get a paycheck.

SID

Look, I know I'm a little behind, but at least your dental plan's all paid up.

MISS GOTTFRIED

(glances at door)

I hope yours is.

ANGLE - DOOR

As ANGELO FABRIZZI and JOSEPH DEMARCO, two menacing thug types, enter and cross over to the desk, crowding Sid.

SID

Gentlemen...nice to see you.

DEMARCO

Hey, Savage...we're here for the twelve hundred.

SID

Gee, fellas, you caught me on a bad day. I'm a little short.

DEMARCO

Yeah, well, Mr. DePaglia said to come back with either the money, or your heart.

FABRIZZI

He just saw "Snow White."

Fabrizzi chuckles at this.

SID

C'mon, guys, gimme a break. I mean, I know what a compassionate man Mr. DePaglia is, what with all he's done for the widows and orphans, and not just making them, either...

(off their glares)

Right.

(turns to her)

Miss Gottfried, would you make out a check for twelve hundred dollars?

MISS GOTTFRIED

(opens checkbook)

Sure, what's the difference?

DEMARCO

Hey, if we wanted rubber, we'd go to Goodyear. We ain't leaving without some cash.

SID

Cash...right, no problem.

Sid pats his pockets, glances towards his Toon clients for help. A large TOON on one end of the couch quickly hides behind a copy of MODERN TOON MAGAZINE, then the other TOONS stretch it the length of the couch, all hiding behind it. Sid reacts, turns back to the thugs.

SID (CONT'D)

I'll be right back.

28 INT. SID'S OFFICE - DAY

Spinoza is standing by Sid's desk as Sid enters, in a hurry.

SPINOZA

Mr. Savage?

SID

(crosses behind desk)

Oh, hi--you're still here.

SPINOZA

Listen, I've been thinking, maybe I can use a few of your Toons in my revue.

ANGLE - SID

As he struggles to open his stuck window.

SID

Fabulous. You won't be sorry. It's been a pleasure doing business, good luck with the show, and if anybody asks I just stepped out for a moment.

A confused Spinoza reacts as Sid climbs out the window.

29 EXT. LEDGE OF BUILDING - DAY

Sid climbs out, shoos a few pigeons out of the way, and starts inching his way along the third-story ledge towards the rear of the building. He passes another window, which reads "A-1 ANSWERING SERVICE." The window opens to REVEAL NANCY HANCOCK, mid-twenties, pretty but not in an obvious way, putting a flower pot out on the ledge. Sid almost trips on it.

NANCY

Hey, what're you doing?

SID

(steadies himself)

Huh?

NANCY

You're not jumpin', are ya? I mean, whatever you're upset about, it can't be that bad...

(gesturing down)

...and besides, that's my car down there.

SID

Yes, well, there's just some people in my office I'm trying to avoid.

NANCY

Oh, are you that agent who owes everybody money?

On this, DeMarco sticks his head out of Sid's office window.

DEMARCO

Hey, get back here, you weasly little shit!

SID

(to Nancy)

Sid Savage. Pleasure. Gotta run.

Sid starts zipping along the ledge.

NANCY  
 (calling after)  
 Nice meeting you.

30 EXT. BUILDING - DAY - VARIOUS

As Sid arrives at the rear of the building. He hops onto the fire escape, quickly runs down two floors, jumps on the ladder and slides down to the ground, runs down the alley and across the street to his beat-up Ford coupe. He unlocks the door, he's about to pull it open when

A LARGE HAND

moves INTO FRAME, grabs his shoulder and spins him around. WIDEN as Fabrizzi and DeMarco hover over him.

SID  
 I've been looking all over for you  
 guys!

DEMARCO  
 Forget the cash. We're gonna take  
 it outta your keester.

They shove him against a wooden fence in front of a construction site. The fence is covered with posters. DeMarco holds him as Fabrizzi takes a wooden box from his suit pocket.

CLOSE ON BOX

We SEE the inscription "TO MY DARLING ANGELO" on the lid. Sid reacts as Fabrizzi opens it to reveal shiny brass knuckles nestled in a bed of crushed velvet.

SID  
 (nervous)  
 Hey, come on, fellas, I just had  
 my teeth cleaned.

Fabrizzi pulls his fist back, Sid ducks and Fabrizzi's hand smashes through the face of a boxer on the poster behind him. Sid shoves DeMarco out of the way, bolts for his car.

DEMARCO  
 Hey!!

DeMarco gives chase. Sid jumps into his car, DeMarco lunges for him as Sid SLAMS the door.

SID'S CAR DOOR - CLOSE

As Sid inadvertently crushes DeMarco's hand. DeMarco falls to his knees, lets out a blood-curdling SCREAM.

SID

I'm sorry!

Sid opens the car door, now inadvertently SMACKING DeMarco in the face. DeMarco falls backwards, Sid SLAMS the door again and REVS the motor.

WIDEN

Sid peels out, tires SQUEALING, as Fabrizzi runs over and lifts DeMarco off the sidewalk. DeMarco clutches his mangled hand.

DEMARCO

(screams after Sid)

You're dead, you son-of-a-bitch!  
You hear me?! Dead!

31 EXT. STREET - DAY

Sid's Ford ROARS past the Hollywood Bus Terminal, takes a sharp turn around a corner.

32 EXT. HOLLYWOOD BOULEVARD - DAY

As Roger is crossing the Boulevard, pulling the various vacation stickers off of his body. He glances up at a sign that reads HOLLYWOOD CHAMBER OF COMMERCE WELCOMES YOU.

ROGER RABBIT

Oh, joy! Oh, rapture! I'm finally here!

WHOOOSH! Sid's Ford ROARS past Roger, with such velocity that he is left spinning out-of-control like a top. He careens towards a building, ping-pongs off a barber pole, and spins into an open door.

33 INT. BARBER SHOP - DAY

There are several CUSTOMERS in chairs; one's face is concealed by a hot towel. A BARBER is pulling another hot towel out of a steamer as Roger spins inside, SMACKS into the barber and gets tangled up in the scalding cloth. Roger yanks it off, removing his face with it. His head is now blank.

ANGLE - ROGER'S FACE ON TOWEL

As Roger reacts to it, and SCREAMS.

ROGER RABBIT

Yaaahh!!

He quickly puts his face back on. The Barber SIGHS.

BARBER

All right, c'mon, get outta here.

ROGER RABBIT

Pardon me, kind sir, but have you  
seen my mother?

BARBER

I said beat it!

ROGER RABBIT

I know she's in Hollywood  
someplace, I just don't know where  
to start!

CUSTOMER

(from under hot  
towel)

Try downtown--missing persons.

ROGER RABBIT

Oh, thank you, thank you!  
(hops on him, gives  
him a wet kiss)

A thousand times thank you!

Roger runs out the door as the customer yanks off the towel and starts spitting to his right, disgusted. It's EDDIE VALIANT.

EDDIE

Toons...

34 EXT. POLICE DEPARTMENT - DAY

On the CUT, a burly COP bounces Roger down the front stairs. He lands on the sidewalk with a THUD. The cop exits back inside, Roger looks around, starts up the sidewalk.

ROGER RABBIT

(to a passer-by)

Excuse me, have you seen my  
mother?

(to another)

I'm looking for my mother, have  
you seen her?

The PEDESTRIANS simply ignore him. He disappears around a corner.

ROGER RABBIT

(to passers-by)

Excuse me, have you...I'm looking  
for...pardon me, I...

35 EXT. HOLLYWOOD STREET - DAY - VARIOUS

As Roger continues his search. We SEE the jewelers clock on Hollywood and Wilcox, indicating that it's now late afternoon. Roger walks up the street, still questioning PASSERS-BY.

36 EXT. "MCM'S COFFEE SHOP" - DAY

As a dejected Roger exits, ponders his next move. A LARGE TRUCK whizzes by, SPLASHING him with mud.

37 EXT. SEEDY STREET - DUSK

Crowded with more PEDESTRIANS. Roger passes a few HOOKERS, other UNSAVORY TYPES. He reacts to them as he hurries along.

ANGLE - CURB

As Roger arrives at a corner. Some SAILORS bump into him. Car horns HONK. Roger just stands there, frightened and alone. We slowly PULL BACK as he gets lost in the crowd.

38 INT. SID'S APARTMENT BUILDING - NIGHT

A worn-out Sid enters the foyer, carrying a small sack filled with take-out cartons. He picks up his mail, starts down the hallway towards his apartment. There's a newspaper outside a neighbor's door, he deftly kicks it over to his. He puts the key in the lock, nothing happens. AL WITLIN, the fiftyish, unshaven landlord, crosses up behind him.

SID

My key doesn't work.

WITLIN

Come up with a hundred sixty-five bucks, maybe it will.

Witlin posts a NOTICE OF EVICTION on his door and crosses away. Sid reacts, just stands there a moment, then the bottom of the take-out bag gives and his box of Chow Mein spills at his feet. Sid sighs, kneels down and scoops up his dinner, then crosses away, CRUNCHING a Fortune Cookie as he goes.

CLOSE ON COOKIE

The crumpled message reads "A STRANGER WILL BRING GOOD FORTUNE."

## 39 EXT. VINE HOTEL - NIGHT

It's dark, raining. We TILT UP the side of the run-down flea-bag hotel. A NEON SIGN flashes on and off, reading DAILY, WEEKLY, MONTHLY. We pass a few windows--a COUPLE ARGUES, a negligee-clad WOMAN counts money. We arrive at a window on the third floor, where we SEE Roger, sitting in the room, alone and scared, with a little tear in his eye.

## 39A EXT. MAROON STUDIOS - NIGHT - ESTABLISHING \*

There's THUNDER and LIGHTNING.

## 39B INT. MAROON STUDIOS - NIGHT \*

CLOSE on a door that reads ANIMATION DEPARTMENT. We MOVE IN to the door; it's slightly ajar.

## 39C INT. HALLWAY - NIGHT \*

We MOVE down the hallway, past a row of animator's offices. They're occasionally lit up by more flashes of LIGHTNING.

## 39D INT. ANIMATOR'S OFFICE - NIGHT - LOW ANGLE \*

We MOVE inside, and towards an animator's table. There's a trail of cigarette butts, a couple of empty scotch bottles, a book on THE HISTORY OF GREEK SCULPTURE, featuring a picture of Aphrodite on the cover, and several girlie magazines scattered about. We SEE a pair of feet at the bottom of the table, and slowly TILT UP to REVEAL AVERY JONES, an exhausted young animator. He's slumped over his drawing board, clutching his still-smoldering pencil.

## ANGLE - WINDOW

There's a FLASH of LIGHTNING. The wind blows open the window, accompanied by a CLAP of THUNDER.

## ANGLE - JONES

He sits up, startled, then looks down at the paper on his drawing board. We SEE the charred silhouette of a woman's curvaceous body, which has burned through all of the ninety pages, not to mention the board itself. Before he can react, we HEAR a WOMAN'S VOICE, HUMMING a sultry tune. Jones freezes, then slowly looks behind him.

## ANGLE - WALL

As another FLASH of LIGHTNING illuminates, for a brief instant the same silhouette, now larger-than-life.

ANGLE - JONES

He reacts, wide-eyed, with a combination of awe and horror, as the VOICE starts to SING:

WOMAN'S VOICE

You had plenty of money 1922, you  
let other women make a fool of  
you, why don'tcha do right, like  
some other men do...

He begins to tremble as the shadow MOVES TOWARDS him.

ANGLE - THE PAIR IN SILHOUETTE

As the voluptuous figure tousles his hair, still SINGING the sultry tune.

JONES - CLOSE

He's gasping for breath. He finally clutches his chest and falls backwards onto his drawing table. It collapses, Jones falls to the floor in a heap and just lies there, still.

ANGLE - THE WOMAN'S SILHOUETTE

She backs away, a bit panicked--then disappears. We HEAR a dog SLAM.

40 EXT. YUCCA STREET - DAY

The next morning. A disheveled-looking Sid is standing in an open phone booth, talking into the phone.

SID

Look, remember back in the old days before you made it big at Warners, I used to waive my commissions? It's just, I'm kind of in a squeeze, and I thought maybe you could help me out...

(a beat)

What do you mean, your business manager's in the Springs? I'm talking about a few dollars, based on our long-standing relationship of mutual caring and respect...

(another beat, angry)

Listen, you stuttering slab of bacon, you glazed ham, I discovered you! I...

(another beat)

Yeah, well, you p-p-p-piss off, too!

Sid SLAMS the phone down.

41 INT. ELEGANT BEDROOM - DAY

PORKY PIG hangs up his phone, as PETUNIA PIG, still in her sleeping mask, stirs from under the silk sheets.

PETUNIA PIG

(half-asleep)

Who was that, dear?

PORKY PIG

Oh, just some dumb sh-sh-sh-sh...some jerk.

42 EXT. YUCCA STREET - DAY

As Sid walks up the block, stopping in front of a small coffee shop. A sign in the window reads HAM & EGGS SPECIAL--25 CENTS. Sid digs into his pocket, empties the contents into his hand.

CLOSE ON SID'S HAND

There's some lint, a couple of buttons, and one shiny quarter.

ANGLE - SID

He holds his last quarter up, SIGHS, turns for the coffee shop. As he does, a WOMAN brushes by him, knocking the quarter out of his hand. It starts to roll down the sidewalk and Sid trots after it, but it quickly gathers speed as it starts down

## A STEEP HILL

that ends at Hollywood Boulevard. Sid is chasing the rolling coin now, desperate, running faster and faster.

## EXT. VINE HOTEL / STREET - DAY

As Roger emerges from the front door, ready to continue his search. He sees the coin roll under his legs, reacts.

ROGER RABBIT

(bending down for it)

Oh, boy! A whole quarter!

WHAM!!! Sid smashes into Roger head-on, and the two start rolling down the hill, locked together, tumbling towards

## A BLIND MAN

sitting on a stool on the corner of Hollywood Boulevard, with a tin cup and a cigar box full of pencils. Sid and Roger collide with the man, his cup falls to the ground and pencils fly everywhere. Roger lands on his back, Sid lands on top of Roger, and they both watch

## SID'S QUARTER

as it rolls past them. We HEAR a little TINK as it disappears inside the metal cup. The blind man, also flat on his back, picks up his cup, shakes it. The coin RATTLES.

BLIND MAN

Bless you.

## 43 EXT. HOLLYWOOD BOULEVARD - DAY

Sid walks up the block, frustrated and annoyed. Roger is a few steps behind him, trying to keep up.

ROGER RABBIT

Anyway, it was certainly nice colliding with you.

SID

(flatly)

Yeah, same here.

ROGER RABBIT

By the by, I'm Roger, from Kansas.

(nothing from Sid)

You sure you don't want your pencil?

SID

No, I want my goddam quarter!

ROGER RABBIT

Sorry, I don't have any quarters.

(takes out a small  
change purse)

All I got is a hundred and sixty-  
five dollars...and seventeen  
cents.

Sid stops in his tracks, slowly turns to Roger.

44 INT. COFFEE SHOP - DAY

We are CLOSE on a plate of carrots and eggs, as a WAITRESS  
slides it in front of Roger, sitting in a corner booth.

ROGER RABBIT

Me, a movie star? You really think  
so?

ANGLE - SID

Sitting across from Roger, in the process of counting a large  
wad of Roger's money.

SID

Absolutely. You have what we  
call star quality. Mickey had it,  
Donald wants it, and you got it.

ROGER RABBIT

And you're sure that's enough to  
pay for all my eight-by-tens and  
my two-by-fours and my diction and  
electrocution lessons?

SID

Uh, yeah, this should just about  
cover it.

ROGER RABBIT

Oh, boy! Wait'll I tell my mom!  
Of course, I have to find her  
first.

SID

Huh?

ROGER RABBIT

That's why I came to Hollywood, to  
find my mother. Would you like to  
see a picture of her?

(digs in his pocket)

She left it in my Easter basket  
because she loved me, even though  
she forsook me.

Roger takes out a photograph in a small frame, holds it out.

INSERT - FAMILY PORTRAIT

A group of sixty rabbits, squeezed into a small photo. Standing beside them we SEE the bottom half of an ADULT TOON RABBIT, wearing a POLKA-DOT DRESS. The rest of her is out of the photo.

ROGER RABBIT (CONT'D)  
She's beautiful, isn't she?

SID  
(unsure what to say)  
Yeah. She's one in a million.

ROGER RABBIT  
Well, I'd better get going if I'm supposed to meet Mr. DeMille at the corner of Schmuck and Yucca.

SID  
Yeah...don't wanna be late.

ROGER RABBIT  
(rising)  
You know, it's just like my adoptive daddykins told me--if you're nice to people, they'll be nice to you right back.

Roger starts out. Sid agonizes a moment, then:

SID  
(rising)  
Hey, wait a second!

45 EXT. STREET - DAY

As Roger exits the coffee shop. A moment, then Sid emerges, catches up to him.

SID  
Hey, rabbit!

ROGER RABBIT  
Yes, Mr. Selznick?

SID  
That's not my name.  
(holds out the money)  
Here, take it.  
(off his look)  
I was trying to cheat you, take you for a ride.

ROGER RABBIT

(brightens)

Oh, then could you drop me at the corner of Schmuck and Yucca?

SID

(shoves the money in Roger's hand)

Listen, you dumb Toon, you better wise up fast, or you're not gonna last five minutes in this town!

Sid quickly crosses away, leaving a confused Roger behind. Roger SIGHS, starts walking up the street, headed towards a movie theater about a half-block away.

46 EXT. MOVIE THEATER - DAY

A bored THEATER USHER is using a long pole and grappling hook to put up the letters "DRUMS ALONG THE MOHAWK" on the theater's marquee. The marquee also heralds BABY HERMAN and SHECKY SHEEP in "SHEEP-DIPS." Roger approaches the theater, glances up at the marquee, steps over and curiously takes in the lobby cards. At the same time, the theater doors swing open and

BABY HERMAN

emerges, his stroller being pushed by a pair of pretty young STARLET TYPES. They pass to the right of the box office kiosk, Baby and Roger don't see each other.

BABY HERMAN

Oy, that cartoon stunk like yesterday's diapers. The newsreel got more laughs, and that was the Hindenburg!

FIRST STARLET

I thought it was cute!

BABY HERMAN

What do you know, ya dumb broad?  
And do somethin' about this rash!

They arrive at the curb, where a CHAUFFEUR opens the door to their waiting limo. As they climb in, we SEE Roger walking back out to the sidewalk under the marquee. He suddenly YELPS as the inattentive usher snags the back of his overalls with the grappling hook and hoists him into the air. The usher reacts, starts struggling with the hook, swinging Roger back and forth.

47 INT. BABY HERMAN'S LIMOUSINE - DAY

Baby Herman is now strapped in his car seat, complete with a toy steering wheel, flanked by the two starlets. As he speaks, we SEE Roger outside the window, flailing around on the hook.

BABY HERMAN

I'll tell you broads somethin'. If I don't find somebody who understands physical comedy, this is one baby they're gonna be throwin' out with the bath water!  
 (honks his toy horn)  
 What the hell're you waitin' for, Rochester! Move this pile o' junk!

48 EXT. MOVIE THEATER / STREET - DAY

As Baby's limousine pulls away, the usher flings Roger over his head and across the Boulevard. He bounces off the top of a RED CAR, landing in the arms of a MOTORCYCLE COP. Roger panics, wraps himself around the officer's head, the cycle loses control and starts weaving into the opposite lane, causing an oncoming SEDAN to swerve and plow into a

CAUTION--MEN WORKING SIGN

which surrounds an open manhole cover. The sedan drives off, taking the sign and protective railing with it, as the cycle jumps the sidewalk and careens right through the open front door of HOLLYWOOD SPORTING GOODS. We HEAR a series of god-awful CRASHES and GLASS SHATTERING as

SID

steps off the sidewalk across the street, and proceeds to fall directly into the open manhole cover.

ANGLE - SPORTING GOODS STORE

As a CROWD gathers around the front door, we SEE a lone bowling ball roll past them and out of the store. It drops off the sidewalk and onto the street, headed straight for

THE OPEN MANHOLE

As the ball slowly approaches, we HEAR voices from below...

WORKER (O.S.)

Jeez, buddy. You okay?

SID (O.S.)

I think so.

...and the ball falls in. We HEAR a dull THUD.

## 49 INT. SID'S APARTMENT - DAY

A small studio, messy and disorganized, crowded with photos and memorabilia from a life on the fringe of show business. There are windows on both sides of the room, the right side looks out to an ordinary street, but on the left side the blinds are drawn. Sid is lying on his sofa bed, half-conscious. After a beat some specks of paint drop on his face. He slowly opens his eyes, reacts to the sight of Witlin, his landlord, hovering over him on a ladder, painting the ceiling with a roller.

WITLIN

Your new key's over there on the table.

SID

(groggy)

Thanks.

(reacts, looks around)

I thought you threw me out.

WITLIN

I did--till your pal came up with the rent money.

SID

(confused)

Pal? What pal?

The door swings open with a BANG, and Roger enters with a couple of grocery sacks.

ROGER RABBIT

Hiya, roomie!

SID

Oh, God...

ROGER RABBIT

Still feeling a bit bruised, battered and bewildered?

(crossing over)

I just went out to pick up a few things we need for the house.

(takes out items)

Soap, Q-Tips, his and his towels. Oh, and I wanna show you some swatches for the new curtains.

SID

(sits up)

Hey, look--

(in pain)

Oh, God, my head.

WITLIN

Probably the paint fumes.

ROGER RABBIT

Or maybe the bowling ball.

WITLIN

(hops off ladder)

Letme get some air in here.

Witlin pulls open the blinds and the window on the left side of the room. Suddenly a giant TOON FLY, the size of a basketball, buzzes through the open window. Roger jumps back, startled.

ROGER RABBIT

Yaaahh!!

WITLIN

(matter-of-fact)

Damn flies.

Witlin WHACKS the fly with a paper. It SPUTTERS out the window like a crippled buzz-bomber. Roger crosses over.

ROGER'S P.O.V. - TOONTOWN

As colorful and animated as ever. TOON BUILDINGS, TOON CARS in the street, not to mention the TOONS themselves, going about their zany business.

ROGER RABBIT

What is that?

WITLIN

Toontown. We're right next to the stupid place. Why do you think the rent's so cheap?

ROGER RABBIT

Oh, fortune of fortunes! Now I know I'm gonna find her, Sid!

(with a flourish)

I'll be back by sundown with my mater familia, or my name isn't Roger...

(considers a beat)

...Rabbit!!

Roger hops out the window and darts up the Toontown street, zig-zagging, taking it all in.

50 EXT. APARTMENT BUILDING - DAY

Early morning. We're on the TOONTOWN side. The sky is a steely gray for a few beats, then a Toon SUN POPS UP. TILT DOWN to REVEAL FOGHORN LEGHORN, leaning against a fence.

## FOGHORN LEGHORN

Cock, I say, cock-a-doodle-do!!  
 (yawns)  
 It's a living.

MONTAGE SEQUENCE

51 INT. BATHROOM - DAY

Sid and Roger are at the sink, jockeying for space as Sid shaves and Roger brushes his tooth. It's crowded, Sid has to shove Roger's ears down so he can see the mirror. Then Roger dives into the sink drain, POPS UP again from the tub drain, drops his towel out and begins showering. Sid shakes his head, obviously unamused with his new roommate.

52 INT. KITCHEN - DAY

Sid sits at the table, reading VARIETY, as Roger carefully uses a juicer to squeeze some oranges into a glass. Then he throws the juice away gives Sid a plate of orange skins. Sid sighs, rolls his eyes, grabs his coat and heads to the front door.

53 INT. SID'S APARTMENT - DAY

Roger is cleaning the living room, his ears tied up in a kerchief. He whistles while he works.

54 EXT. SID'S OFFICE BUILDING - DAY

Sid waves to a group of his TOON CLIENTS as they board a bus bearing a sign that reads EMIL SPINOZA'S TOON REVUE. Spinoza stands next to the bus, watching them file on.

55 INT. SID'S APARTMENT - NIGHT

Sid enters through the front door, reacts. We SEE his apartment now, spotless from top to bottom.

56 INT. BATHROOM - DAY

Sid and Roger's morning routine again, shaving, brushing teeth, etc., only now they move about in perfect harmony--they have it down to a science.

57 EXT. HOLLYWOOD STREET - DAY

As Roger shows the photograph of his mother to PEDESTRIANS, all of whom ignore him or shake their heads.

58 EXT. HOLLYWOOD STREET - DUSK

It's pouring rain out. Roger trudges up the block, soaking wet, continuing to show his mother's picture to uninterested PASSERS-BY.

59 INT. SID'S APARTMENT - NIGHT

Roger is in bed with a cold. He's sniffling, sneezing, and there's an outdoor-type thermometer in his mouth. A moment, then Sid crosses INTO FRAME and starts to feed Roger some soup. We PAN to the wall, where a sampler reads "HOME SWEET HOME."

60 EXT. BROWN DERBY RESTAURANT - DAY - ESTABLISHING

61 INT. BROWN DERBY - DAY

Crowded with PATRONS, the cream of Hollywood's movers and shakers. Sid, wearing his nicest suit, sits alone in a booth. An important-looking MAN passes by.

SID  
(waves at him)  
Sam! Saw "Wuthering Heights," I  
laughed, I cried!

The man continues on, not even acknowledging Sid. Then a famous broad-shouldered ACTRESS passes by.

SID (CONT'D)  
Joan! You look fabulous! My love  
to the kids!

Again, Sid is completely ignored. He turns to wave to someone else, knocks his glass of water over and spills it in his lap. He SIGHS, begins wiping himself off with the tablecloth, as a harried and somewhat younger R.K. MAROON crosses up to his booth.

MAROON  
Sorry I'm late.

SID  
R.K.!

Sid quickly gets up. Unfortunately, he's still holding the tablecloth, and several more glasses on the table fall over. Sid quickly tries to neaten things up as Maroon takes a seat.

SID (CONT'D)  
R.K., you look sensational.

MAROON  
Yeah, yeah. So what's this stuff  
you told me on the phone about how  
Mickey's unhappy at Disney?

SID

He feels he's being taken for granted. Goofy's gettin' the big build-up, while he's stuck doing "Fantasia."

(leans in)

Doesn't even have a line!

MARCOON

So how much cheese would it take to get your client over to Maroon Studios?

SID

Well, I haven't really settled on a dollar figure...and perhaps I should add at this juncture that the term "my client" may be a bit premature.

MARCOON

What? You told me you were the mouse's agent.

SID

I never said that, I only implied it.

(a look from Maroon)

It's just, I ran into Minnie at the track, and Mickey really is unhappy, and I thought if I could just take him an offer...

MARCOON

(cuts him off)

Look, Sid, we go back a lot of years, so I'm gonna tell you what your problem is...besides being a world-class schlemiel.

(off Sid's look)

You see Marty Melnick over there?

Maroon points to a corner booth, where we SEE MARTY MELNICK, a smooth-talking agent-type. He's in the midst of a spirited conversation with a well-dressed WOMAN.

MARCOON (CONT'D)

One of the biggest agents in the business, and you know why? He's a vicious, cold-blooded bastard.

Melnick happens to glance over, Maroon smiles, waves.

## MARCOON (CONT'D)

Marty! Sweetheart!

(sotto to Sid)

The man would book his sister in a Tijuana donkey show.

(gets up, puts a hand  
on his shoulder)

That'll never be you, Sid. You're too nice, too decent--a regular human being. I'm sorry.

Marcoon crosses away. Sid sits back in his booth, dejected. A WAITER passes him with two Cobb Salads. We FOLLOW the waiter as he delivers them to Melnick's table. The woman sitting with Melnick is obviously upset; she takes a kleenex from her purse and dabs her face, which is obscured by a large, floppy hat.

## MELNICK

Look, honey, lemme level with ya. I can move a friggin' mountain easier than I can move your career. Talkies are here to stay, and you ain't.

(to a passing waiter)

Hey, can we get a little more bread?

(back to the woman)

Truth is, there isn't another agent in town who'd even touch you. I only did it cause I'm a nice guy, but I'm sick of taking ten per cent of nothing.

(takes a bite, his  
mouth full)

Face it, Vilma. You're finished. Through. Washed up...and I only say this out of love.

The agitated woman quickly gets up. Melnick continues to eat as she crosses away, pushing past PATRONS as she goes. We FOLLOW her, her face still hidden, as she passes Sid. He has obviously overheard the one-sided conversation. He watches her leave, hesitates a moment, then gets up and follows.

## 62. EXT. BROWN DERBY RESTAURANT - DAY

The woman exits the restaurant, nods to the PARKING VALET, who runs around the corner for her car. As she waits on the curb, Sid emerges and tentatively crosses up to her.

## SID

Miss St. Clair?

She doesn't acknowledge him, looks straight ahead.

SID (CONT'D)  
 Pardon me for intruding, I'm Sid Savage, artist's representative.  
 (still no response)  
 I just want you to know that I think you were one of the great actresses of the silent screen. Why you haven't made a movie for all these years is not only a mystery, but an outrage.

ANGLE - VILMA ST. CLAIR

As she finally turns to him. We SEE her face for the first time, she's beautiful, absolutely stunning.

VILMA  
 It's a mystery to me, too.

Sid reacts. Her GRAVELLY VOICE is startlingly inappropriate, more suited to Wallace Beery. Now Sid just stands there, completely unsure of what to say.

SID  
 So...would you care for a lozenge?

The valet pulls up with Vilma's Deussenberg.

VILMA  
 Good-bye, Mr. Savage. It was a pleasure meeting you.

The valet helps her into her convertible and she drives off, leaving Sid alone on the curb.

63 INT. SID'S OFFICE - DAY

As Sid enters his anteroom and crosses towards his office. He fails to notice Nancy, who's sitting at his secretary's desk, hanging up the phone.

NANCY  
 Want your messages?

SID  
 Not now.

He exits into his office, closing the door. A moment, then he re-enters, somewhat confused.

SID (CONT'D)  
 Hi.

NANCY  
 Hello.

SID

The answering service down the hall, right?

NANCY

(nods)

I passed your office and heard the phone ringing. I guess I couldn't help it.

SID

What happened to Miss Gottfried?

NANCY

She quit. I think she swiped your typewriter.

SID

(reacts)

That ungrateful hun! Now I'm glad I never paid her!

NANCY

Uh, speaking of which...

(flipping through messages)

...the gas company called, they want immediate payment, the phone company called, they want immediate payment...

At this, the lamp on the desk FLICKERS and GOES OUT, along with the nearby fan. Sid reacts, somewhat sheepish.

SID

I think the electric company called yesterday.

NANCY

Oh, and a Miss St. Clair called.

SID

(a bit surprised)

What?

NANCY

Yeah, she's expecting you at her home tomorrow, one o'clock sharp.

SID

(sighs)

Oh, great. Lunch with Wallace Beery.

NANCY

Well, I'd better get down the hall. I have a failing business of my own.

Nancy gets up, starts for door.

SID

Listen, thanks a lot.

NANCY

Sure.

SID

So, are you working late?

NANCY

(shrugs)

No.

SID

You wouldn't want to maybe grab a bite, go see a picture or something?

(off her hesitant look)

Unless, of course, you're married, or already seeing somebody who has electricity.

NANCY

It's just, I'm supposed to go to the movies with my new roommate.

(a downcast look from Sid)

But if you can find a date for her, maybe we could double.

SID

Gee, I don't know. My roommate's a Toon.

NANCY

(brightens)

That's okay. So's mine.

64 INT. NANCY'S BEDROOM - NIGHT

On the CUT, Nancy closes her closet door to REVEAL her reflection in the mirror. She's wearing a slip, she holds a blouse in front of her to see how it looks.

NANCY

Come on, Jessie. He said seven-thirty.

JESSICA (O.S.)  
 (from bathroom)  
 I'm not going out with somebody I  
 don't even know.

NANCY  
 Oh, stop it. Besides, his roommate  
 said he was very suave.

We HEAR a door open. Nancy looks over, reacts.

NANCY (CONT'D)  
 Is that the only dress you own?

ANGLE - JESSICA KRUPNICK

A familiar Humanoïd Toon, emerging from the bathroom. It is not quite the Jessica we remember. A modest outfit conceals her figure. She wears glasses, little make-up, and her hair is up in a bun.

JESSICA  
 (a bit defensive)  
 What's wrong with it?

NANCY  
 (sighs)  
 Nothing. Forget it. I gotta go  
 steam my nylons.  
 (starts for bathroom,  
 turns back to her)  
 It's just, I think you could look  
 really nice if you put a little  
 effort into it.

Nancy exits into the bathroom. Jessica considers a beat, then crosses over to the vanity. She sits, looks at Nancy's make-up, picks up a tube of lipstick. As she brings the tube close to her mouth her lips start to GLOW red...all by themselves.

CLOSE ON JESSICA

to REVEAL her nervous reflection in the vanity mirror. We HEAR RUMBLING from underneath her dress. She bats her eyes and long lashes appear. Her bobby pins POP off, her hair starts to tumble down her back. She quickly pushes it back up, repins it, wipes her red lips off, has another look at herself, now satisfied.

JESSICA  
 Much better.

65 EXT. INDUSTRIAL PARK - NIGHT

A large, aging brick building in a deserted industrial park in Glendale, surrounded by a chain link fence. Some HEADLIGHTS from a car illuminate a faded sign on the building which reads "UNION ICE COMPANY." A Buick coupe pulls up to the entrance.

66 EXT. BUICK - NIGHT

As Fabrizio and DeMarco, the two thugs we've seen before, get out of their beat-up sedan, DeMarco is nursing his hand that was slammed in Sid's car door. It's now in a crude bloody bandage, and severely swollen.

FABRIZZI

I told you you shouldn't have waited so long to see a doctor.

DEMARCO

Just shut up.  
(looks around)  
You sure this is the right friggin' place?

FABRIZZI

Yeah, look right here.

Fabrizzi indicates the front door. A tarnished metal plaque reads "EMIL SPINOZA, M.D. -- RECONSTRUCTIVE SURGERY." Fabrizio rings the night bell, turns back to DeMarco.

FABRIZZI (CONT'D)

Johnny Volare says this guy is aces.

A moment, then the door opens to REVEAL EMIL SPINOZA, the producer we saw in Sid's office, only now he's dressed in a doctor's white coat.

DR. SPINOZA

Come in. I've been expecting you.

67 INT. SID'S APARTMENT - NIGHT

The door swings open and Sid enters.

SID

Hey, Roger, hurry up and get dressed.

He exits into the bedroom, we HEAR him ramble excitedly.

SID (CONT'D, O.S.)  
 Remember that girl I told you  
 about, the one who works in my  
 building? Well, she's got a friend  
 and we're all going out  
 tonight...Hey, where's my white  
 shirt? Anyway, she's supposed to  
 be real nice, so try not to make a  
 fool out of yourself.

Sid has entered, holding his shirt. We SEE Roger now, wearing a  
 little apron. He's standing by the neatly set dinette table  
 with his arms crossed, glaring at Sid.

ROGER RABBIT  
 You're late. Dinner was at six.

SID  
 So? We'll get something out.

ROGER RABBIT  
 Oh, fine.  
 (starts to clear)  
 I'll just throw this in the  
 garbage.

SID  
 Roger...

ROGER RABBIT  
 I don't even know why I bother.  
 Scrimping and saving, trying to  
 prepare a decent meal for my loved  
 ones...

SID  
 (to himself)  
 Aw, Jesus...

ROGER RABBIT  
 (getting upset)  
 I even made your favorite dish...  
 spaghetti and mothballs!

SID  
 Meatballs.

ROGER RABBIT  
 Oh, sure, criticize! It's all you  
 can do!

Roger buries his head in his hands, SNIFFLING. Sid sighs.

SID  
 No luck with your mom, huh?

ROGER RABBIT

I'm never gonna find her, Sidney.  
Not ever.

SID

Come on, you've only been looking  
a little while.

ROGER RABBIT

No, my search is over. It's fini,  
kaput, sayonara.

Sid crosses to Roger, puts an arm around him.

SID

Listen to me, Rog, she's out there  
somewhere, I know it. You just  
gotta hang in there...stick with  
it...keep your ears to the  
grindstone.

Sid realizes he's caught Roger's speech pattern. Roger can't  
help but smile.

ROGER RABBIT

Thanks, Sid.

SID

Now, get dressed. It'll do you  
good to get out and have some fun.

ROGER RABBIT

Fun? With a girl?

SID

If memory serves, it can be done.

68 EXT. RED CAR - NIGHT - ESTABLISHING

As it glides along Hollywood Boulevard.

69 INT. RED CAR - NIGHT - MOVING

Sid and Nancy are sitting together in the rear seat.

SID

Then last year I almost had the  
Three Stooges locked up, but when  
they found out I only handled  
Toons, they thought it was beneath  
them.

(sighs)

I was sure by this time I'd have  
Gable and Lombard...instead I'm  
stuck with a bunch of broken down  
ink blots.

NANCY

So those two guys from the ledge weren't clients?

SID

I owe 'em a little money.

NANCY

Oh, what utility are they from?

SID

No, one of my Toons, Koko the Clown...he kinda went berserk working this kid's birthday party. Doctors called it a complete mental breakdown--and with a Toon that's hard to tell. I had to pay for him to go to some sanitarium in the desert.

He turns to Nancy, who's eyes are welling up, as if moved by this story. Instead she bursts out laughing.

SID (CONT'D)

What're you laughing at? You ever seen a Toon on Thorazine?

NANCY

(still laughing)

I'm sorry.

SID

A man who once enchanted millions, sitting there drooling on his big buttons! It's enough to break your heart!

Nancy leans over, gives Sid a kiss on the cheek.

NANCY

You're really sweet, you know that?

70 EXT. BACK OF RED CAR - NIGHT

We SEE Sid and Nancy through the rear window. TILT DOWN to REVEAL Roger and Jessica on the back bumper, with a few other TOONS. The tuft of hair between Roger's ears has been slicked down and neatly parted. It's a classic awkward first date. They both sit, hands in their laps, not quite sure what to say.

ROGER RABBIT

So...I understand you're a girl.  
 (off her look)  
 What I mean is, I've never exactly  
 been on a date before.

JESSICA

Oh.

ROGER RABBIT

Is this a good one?

She offers a weak smile, pulls her collar a little tighter.

ANGLE - MAROON STUDIOS

The Red Car pulls to a stop near the main gate. Some more TOONS get on the back of the bus, among them, we SEE a large, tough-looking TOON BULLDOG and a tiny, tough-looking TOON FLEA. The flea hops next to Roger, opens a tiny paper, starts to read.

CLOSE ON JESSICA

as she sees the studio, reacts, a bit nervous.

ROGER RABBIT (CONT'D)

So, I guess I already mentioned  
 I'm from Kansas, but you never  
 told me where you hail from.

JESSICA

(glances at studio)  
 Oh...around here.

ROGER RABBIT

Oh.

An oblivious Roger shifts a little and sits on top of the flea. It glares up at Roger, tries to push him off.

ROGER RABBIT (CONT'D)

(to Jessica)  
 I'm sorry you're not having much  
 fun. Maybe if we were someplace  
 else, and I wasn't there, you'd be  
 having a better time.

ANGLE - TOON FLEA

As it opens its mouth, producing a set of choppers fifty times its size. It CHOMPS Roger right on the rear end.

ROGER RABBIT (CONT'D)

YAAAAHHH!!

Roger rockets off the side of the Red Car, SLAMS into another bus going in the other direction. It's destination sign reads "CUCAMONGA." He ricochets off the front, hurtling towards:

A PEANUT VENDOR

who's cart reads HOT ROASTED NUTS. The vendor is tossing a few pieces of wood into the cart's small oven as Roger sails past him and through the oven door. A moment, then Roger SHOOTs out of the cart's smokestack in a shower of sparks, then plunges towards the ground, getting tangled in the trolley's electric wire that's suspended over the street. Their Red Car passes underneath, it's electrical connector peels him free from the wire and he falls, landing with a THUD right next to Jessica.

ROGER RABBIT  
(Gazed, offering a  
smoldering peanut)  
Roasted nut?

Jessica tries to restrain herself. She can't, and bursts out laughing.

ANOTHER ANGLE - FROM STREET

Jessica keeps laughing at Roger, as the Red Car disappears into the night.

71 INT. SPINOZA'S CLINIC - NIGHT

We're in an operating room. DeMarco is lying on an operating table, out cold. Spinoza hovers over the table, next to a NURSE. He's working on DeMarco, as Fabrizzi looks on.

DR. SPINOZA  
I'm glad you found the place all right. I know we're a bit isolated.  
(to Nurse)  
Clamp.  
(working again)  
The medical establishment wouldn't approve of what I'm doing here. It's too bold, too visionary for their puny little minds to comprehend.

FABRIZZI  
(blank)  
A-huh.

DR. SPINOZA  
(still working)  
Almost finished now...

A little spurt of BLACK INK splatters on Spinoza's white smock.

DR. SPINOZA (CONT'D)

Imagine...new organs and appendages that are not only physiologically compatible, but functional, and in point of fact, virtually indestructible.

DeMarco stirs, MOANS a little. Spinoza looks down.

DR. SPINOZA (CONT'D)

Oh, good, the anesthesia seems to be wearing off.

FABRIZZI

Joey? Joey, you okay?

DeMarco comes to, looks over at Fabrizio, groggy.

DEMARCO

Did they save my hand?

FABRIZZI

Yeah, I think it's in back someplace.

DEMARCO

Huh?

DR. SPINOZA

Don't worry, you'll like the new one better.

DeMarco reacts, slowly raises his arm.

DEMARCO - LOW ANGLE

As his arm rises INTO FRAME, to REVEAL an oversized, black and white TOON HAND attached to his wrist. DeMarco SCREAMS.

72 INT. MOVIE THEATER - ON SCREEN

A MARCOON CARTOON. We SEE the Maroon logo over some loony TOON MUSIC. The title card reads:

BABY HERMAN

&

SAMMY SLUG

in

"For Better or Nurse"

73-74 INT. MOVIE THEATER / BALCONY - NIGHT

Sid, Nancy, Roger and Jessica sit in the middle of the crowded balcony, watching the Baby Herman cartoon. Sid and Nancy share a bag of popcorn.

ANGLE - SCREEN

This latest epic features Baby and his new sidekick, SAMMY SLUG. Baby et al are out for a stroll. As per usual, his wishful thinking turns a barber pole into a candy cane.

BABY HERMAN

Can-dy!

Baby Herman crawls from his carriage onto the sidewalk, as we SEE WORKMEN hoisting a giant safe up the side of a building. As Baby passes under the huge safe, the rope starts to fray. Sammy, a large, dopey-looking TOON SNAIL, reacts with horror and leaps into action.

SAMMY SLUG

I'll save ya, Baby!!

And Sammy ZOOMS off, unfortunately at about one-millionth of a mile per hour. The rope SNAPS, Baby Herman looks up as the shadow of the safe WIDENS over him--here he goes again. A hapless Baby gives an "I'm screwed" look to

THE THEATER AUDIENCE

who react, appalled, as they HEAR a sickening THUD. They just sit there, their mouths hanging open.

ANGLE - SID AND NANCY

who are as appalled as everyone else. A small TODDLER a few seats down from them begins to WAIL hysterically. His MOTHER quickly carts him towards the aisle.

MOTHER

It's okay, sweetheart...it's okay.

(moving down row)

Excuse me, excuse me, please.

She bumps into Sid, knocks his soda on his leg, hustles her kid to the aisle and exits. Sid looks down at his soaked pants, Nancy takes a napkin and starts to blot cola off his leg. Sid glances down, Nancy realizes and quickly pulls the napkin away.

ANGLE - THE SCREEN

As a TOON AMBULANCE careens crazily down the street, leaving a trail of run-over TOONS in its wake. It stops in front of CEDARS-CYANIDE HOSPITAL, backs up towards the building and SCREECHES to a halt. Baby Herman flies through the tailgate of the ambulance, followed by the stretcher. He SMASHES into a wall, right next to a door marked "ADMITTING," then falls on the stretcher, which collapses in a heap.

## ANGLE - ROGER

who SEES a TEENAGE BOY across the aisle fake a yawn, then put his extended arm around his DATE. Roger considers this, looks at Jessica, then yawns, extends his right arm and slowly starts to slide it behind Jessica's seat.

## ANOTHER ANGLE

As Roger's hand overshoots his mark--he puts his arm around a PRISSY WOMAN about ten seats away. An oblivious Roger clumsily paws the woman's face, reaches his finger inside her mouth and tugs on her cheek. She turns to her HUSBAND, sees him peeling a candy wrapper with both hands, and reacts, totally confused.

## ANGLE - THE SCREEN

As Sammy Slug "races" to Baby's aid. He's two inches from where we first saw him--a neon sign that reads START HERE points to a dotted line directly behind him.

SAMMY SLUG

Held on, Baby, I'm comin'!

Then the cartoon CUTS to the front of the hospital again, where a pair of clumsy TOON ORDERLIES attempt to get an ill-fated Baby Herman inside the hospital doors.

## ANGLE - ROGER

Who's interest is suddenly piqued by the cartoon.

## ROGER'S P.O.V. - THE SCREEN

We SEE a pair of TOON RABBIT'S FEET. The Toon is standing behind a large sign that reads HOSPITAL ZONE--QUIET...the top half of her is hidden.

## ANGLE - ROGER

His eyes widen. He quickly takes out his photograph, glances at it, then leans forward, trying to get a better look.

## ANGLE - THE SCREEN

As we MOVE CLOSE on the Toon behind the sign. Her familiar POLKA-DOT-DRESS waves in the breeze.

## ANGLE - ROGER

He leaps up, in a burst.

ROGER RABBIT

Mom!!

## WIDEN ON THEATRE

As Roger flies off the balcony, starts hopping on the heads of startled PATRONS, and leaps on the stage in front of the screen. The crowd reacts as Roger starts hopping up and down, trying to touch his mother's image on the screen.

ROGER RABBIT

Mom! I'm here! It's me, your bambino!

He's inches away from her. Suddenly the cartoon CUTS to a shot of the hospital elevator, bursting through the roof of the building.

ROGER RABBIT (CONT'D)

Mom! Where'd you go, what happened?!

As Baby Herman falls out of the elevator and plunges toward the ground, a confused Roger leaps around the stage in perfect synch to the action--it looks like he's trying to catch Baby.

ANGLE - AUDIENCE

Starting to GIGGLE. These guys look pretty funny together.

75 EXT. MARCOON STUDIOS - DAY - ESTABLISHING

76 INT. CASTING OFFICE - DAY

We are CLOSE on a file drawer marked CASTING being slammed shut. WIDEN as HERBIE FLECK, a casting director in his thirties, crosses back to his desk, opening the file. Sid is waiting there for him.

HERBIE

Here it is, "For Better or Nurse."

(goes through file)

Let's see...Herman, B., Slug, S., he's history, assorted atmosphere...

(peruses a list,

looks back up)

Nope, I got no rabbit. Not on the payroll, anyway.

SID

But she was in the picture. I saw her.

Herbie turns to a CASTING ASSISTANT, sitting nearby.

HERBIE

Hey, Marge, didn't we shoot "For Better or Nurse" on location?

MARGE  
Yeah. We Tooned up the front of  
some hospital in Silverlake.

HERBIE  
(back to Sid)  
She probably works there or  
something, just got caught in the  
shot.

SID  
Thanks, Herbie.

Sid starts for the door.

HERBIE  
Hey, Sid, I got a Binky Bookworm  
two-reeler getting geared up. I  
need a dozen atmosphere, coupla  
good bit players. I'll even take  
black-and-white.

SID  
Gee, I don't know, most of my guys  
are on the road.

HERBIE  
Jesus...it's getting harder and  
harder to dig up a lousy Toon.  
Where the hell they all going?

76A INT. SID'S CAR - MOVING - DAY

Sid is driving. An anxious Roger sits next to him, carrying a  
nice bouquet of flowers.

ROGER RABBIT  
(nervously)  
...what if she sees me but  
doesn't recognize me? What if she  
recognizes me, but doesn't want to  
see me?

SID  
Roger, you're not even sure she's  
gonna be in there.

ROGER RABBIT  
(not listening)  
And what if she wants me, but  
can't have me? What if she has me,  
but forgets where she put me?

A SIGH from Sid.

77 EXT. ST. IGNATIUS HOSPITAL - DAY \*

It bears a striking resemblance to the cartoon we just saw. TW WORKMEN are still removing some loony, yellow toon paint from the corner of the building. Sid's car pulls up, Roger gets out

SID

Good luck, Roger.

ROGER RABBIT

(still rambling)

...and what if the earth spins off its axis and goes careening into the sun? And what if--

An exasperated Sid GRINDS the car into gear and FEELS OUT.

78 INT. HOSPITAL NURSE'S STATION - DAY \*

Roger stands at the counter as a NURSE has a look at his family photo.

NURSE

Oh, yeah, I think I know her, she works part-time in the Toon Ward. That's the--

SHOOM!! Roger ZIPS up the hall, leaving a trail of smoke behind him. The nurse reacts.

NURSE

--third floor.

78A INT. HOSPITAL CORRIDOR - DAY \*

CLOSE on a double door, reading TOON WARD--PLEASE KEEP DOOR CLOSED.

79 INT. TOON WARD - DAY \*

A large facility, though almost empty. A white-coated DOCTOR, his back to us, is hovering over a dreary-looking TOON, just lying motionless in its bed. He checks the Toon's pulse, makes a mark on his chart.

DOCTOR'S VOICE

Afraid you're still a little hypertensive...I may have to transfer you to my clinic.

An unsure look from the lethargic Toon.

ANGLE - DOOR

A NURSE is on her way out with a tray as Roger BURSTS IN, look around.

ROGER RABBIT  
Mom?! It's me, the fruit of your  
womb!

The nurse rolls her eyes and exits. Roger rushes over to the Doctor.

ROGER RABBIT (CONT'D)  
(offering photo)  
Please, Mister Doctor, sir, could  
you point me out to my mother?  
She's a nurse here, you must know  
her.

The Doctor turns INTO CAMERA. It's Spinoza. He glances at the photo, reacts, looks back to Roger.

DR. SPINOZA  
I'm afraid you must be mistaken.

ROGER RABBIT  
But they said downstairs--  
(notices his nametag)  
Hey, my friend Sid knows a big  
producer named Spinoza, and he  
likes Toons, too!

Spinoza restrains a reaction, hands the picture back.

DR. SPINOZA  
As I said, there's been some  
mistake. Good day.

ROGER RABBIT  
(indignant)  
What do you mean? There's no  
mistake! I'm not budging one inch  
until I get to the bottom of this!

79A EXT. HOSPITAL HALLWAY - DAY

As Roger, kicking and screaming, is hustled out of the Toon Ward by a couple of SECURITY GUARDS.

ROGER RABBIT  
Unhand me, you minimum-wage moron!

FIRST GUARD  
Pipe down, will ya?

ROGER RABBIT  
I'm telling you, there's something  
rotten in Denmark, fishy in  
Finland, screwy in Saint Louie!

FIRST GUARD  
I said shut up!

ROGER RABBIT  
(top of his lungs)  
Somebody call a cop! The Feds! Get  
me J. Herbert Hoover!

ANGLE - SPINOZA

He steps out of the Toon Ward and watches, apprehensive, as  
the guards drag Roger away. He considers a beat, crosses to a  
deserted nurse's station and picks up a phone.

80 INT. APARTMENT - DAY

A telephone on a rickety dinette table starts RINGING. A beat,  
then a TOON HAND moves INTO FRAME. It's obviously somewhat  
difficult to control. It knocks over a cup of coffee, swipes a  
ashtray off the table, then finally grabs the phone. REVEAL  
DEMARCO, yanking the receiver to his ear.

DEMARCO

Yeah?

DeMarco struggles with his hand as he listens. We SEE Fabrizzi  
sitting nearby in a homey-looking chair, doing needlepoint.

DEMARCO (CONT'D)

(into phone)

Sure, Doc...we can always use a  
job. What do you got in mind?

(listens a beat)

Ah-huh...got it.

(hangs up, turns to  
Fabrizzi)

We gotta whack a rabbit.

81 EXT. BEVERLY HILLS MANSION - DAY

As Sid's car pulls in a long driveway and drives up to a  
palatial, Mediterranean estate.

82 INT. SCREENING ROOM IN MANSION - DAY

We are watching a SILENT FILM, circa 1925. It's a high-budget  
production of "Joan of Arc," featuring a younger VILMA ST.  
CLAIR. As the action unfolds, we PULL BACK to REVEAL Vilma,  
alone, watching herself, enrapt.

## ANOTHER ANGLE

As Sid is escorted into the massive room by an older BUTLER.

BUTLER  
(gingerly)  
Miss St. Clair? Mr. Savage is  
here.

There's no response from the woman. The Butler leans in to Sid, gesturing to the screen.

BUTLER (CONT'D)  
Madame's greatest performance.

The Butler exits, leaving Sid alone with Vilma. He watches the film along with her.

## ANGLE - SCREEN

It's the climactic scene, where the heroine is burned at the stake. As smoke wafts across her face, her eyes blaze with defiance. Then she looks towards the heavens, prepared to meet her fate.

## ANGLE - VILMA

She slowly rises, and turns to Sid. The light from the projector FLICKERS across her face.

VILMA  
(rasping)  
We didn't need voices back then,  
• Mr. Savage. We had faces.

SID  
(can't understand)  
You had fences?

Vilma just ignores this as the projector goes off and the lights come on. She crosses to a table, picks up a script, hands it to Sid.

VILMA  
I want you to get me this part.

SID  
(reads title page)  
"Glow Girl."

VILMA  
It's the life story of Madame  
Curie. MGM is doing it.

SID  
 (opens script)  
 I see it's a musical.

VILMA  
 Yes, it is.

SID  
 Ah.  
 (flips through pages)  
 Maybe there's a part for Marie's  
 quiet friend.

VILMA  
 I'm aware that my voice needs  
 improvement. I've been seeing a  
 specialist.

During this, Vilma has opened a leather-embossed check ledger.

SID  
 Oh. Well; although I'd certainly  
 be honored to represent you, I  
 normally don't handle people of  
 the human persuasion. And as it  
 is, I--

VILMA  
 (cuts him off)  
 Consider this an advance on your  
 commission, Mr. Savage.

She tears the check out, presses it in his hand.

SID  
 (sighs)  
 Look, Miss St. Clair, I gotta be  
 honest with you. There's no way--

He glances at the check, reacts.

INSERT - CHECK

Payable to Sid Savage, in the amount of one thousand dollars.

SID - CLOSE

As we HEAR MAROON'S VOICE echo in his head.

MAROON'S VOICE  
 You'll never make it, Sid. You're  
 too nice...too decent.

Sid considers, folds the check up and puts it in his pocket.

SID  
Let me make some calls.

MONTAGE SEQUENCE

83 INT. SID'S OFFICE - DAY

CLOSE on Sid, on the phone, in animated conversation, holding the script for "Glow Girl" in his hand. PULL BACK to REVEAL two WORKMEN, placing a brand new desk in front of him, while some PAINTERS are putting a fresh coat of paint on the walls.

84 EXT. VILMA'S PATIO - DAY

Vilma is having breakfast as Sid stands next to her, running through some notes on a list. Vilma glances at him, then disdainfully fingers the material of his inexpensive sport jacket.

85 INT. BEVERLY HILLS MEN'S SHOP - DAY

As Sid is fitted for an expensive camel's hair suit. PULL BACK to REVEAL Vilma with a SALESMAN. She nods approvingly, he takes Sid's suit jacket and places it next to a half-dozen other new jackets and accessories as Vilma signs a bill.

86 INT. OPERA HOUSE - NIGHT

Vilma and a tuxedo-clad Sid sit in a box overlooking the stage. As a beautiful young DIVA sings an aria, as we MOVE CLOSE on Vilma, her face twisted with envy. She clutches Sid's hand tightly, almost crushing it.

87 INT. REHEARSAL ROOM - DAY

Vilma stands next to a piano, "singing," as a frustrated VOICE COACH plays the scales behind her. Sid, now nattily attired, is standing nearby, grimacing at what he hears. Vilma glances to him, he quickly gives her a smile and a thumbs-up.

88 INT. VILMA'S STUDY - DAY

As Vilma tears another check out of her ledger, hands it to a smiling Sid.

89 INT. CADILLAC SHOWROOM - DAY

As Sid now hands a check to a smiling CAR SALESMAN, who gives him the keys to a brand new convertible.

90 INT. NEWSPAPER OFFICE - DAY

A REPORTER sits at his desk as Sid hands him an envelope, shakes his hand and crosses away. The reporter glances inside the envelope, turns to his typewriter and feeds in some paper.

## INSERT - NEWSPAPER COLUMN

It's ED LUDLOW'S HOLLYWOOD HOTLINE, complete with a small photo of the reporter we just saw. The first line of the column reads "St. Clair Front-Runner For Marie Musical."

## 91 EXT. VILMA'S POOL - DAY

Vilma lies face-down on a chaise lounge, sunning herself, as Sid stands next to her with a paper, reading the article. She holds up a bottle of suntan oil. He reacts, puts the paper down, starts to rub it on her back.

## 92 EXT. BUILDING / STREET - DAY

A plaque by the door reads FEDERAL BUREAU OF INVESTIGATION--LOS ANGELES HEADQUARTERS. A beat, then Roger is tossed out on the street by two square-jawed FBI AGENTS. They exit inside.

## ROGER RABBIT

(yelling after them)

Come back here, I'm not through with you yet! And you can tell your boss I'm not buying any of his vacuum cleaners, either!

A disheartened Roger gets up, dusts himself off, starts trudging up the block. We FOLLOW HIM as a dark sedan pulls into view. It slowly moves along the curb behind him.

## CLOSE ON ROGER

As he walks for a few beats, starting to sense something. He glances back at the car, it speeds up a bit and disappears around a corner. Roger shrugs, continues on.

## 93 EXT. STREET CORNER - DAY

CLOSE on Roger, as he walks around the corner. Suddenly a HAND moves INTO FRAME and covers Roger's mouth.

## WIDEN

To REVEAL FABRIZZI, holding Roger. Roger struggles, but he's dragged into the dark sedan.

## 94 INT. SEDAN - DAY - MOVING

As Roger is thrown into the front seat. DeMarco is at the wheel, wrestling with his Toon Hand as he tries to shift the car into gear. Fabrizio slams the passenger door shut, wedging Roger between the two of them. They start driving.

ROGER RABBIT

Hey, my parents told me never to  
ride with strangers!

(appraising them)

And you two are stranger than  
most.

Fabrizzi reaches into the glove box and takes out a huge  
hypodermic needle. Roger panics.

ROGER RABBIT (CONT'D)

Oh, my heavens! You're going to  
indoctrinate me!

DEMARCO

Shut him up!

Fabrizzi tries to stick Roger with the needle, only Roger keep  
gyrating his body back and forth, dodging it.

FABRIZZI

Hold still, you screwy Toon!!

ROGER RABBIT

I'm afraid I'm missing your point!

Finally Fabrizio grabs Roger's tail, holds him up and starts to  
move the needle right at his fanny. Roger grabs the steering  
wheel and pulls it towards him. The car swerves to the right  
and Fabrizio ends up plunging the needle into DeMarco's thigh.

DEMARCO

Yaaahhh!!!

95 EXT. MOVIE STUDIO - DAY

As the sedan veers right, plowing through the main gate  
of the busy studio. It SLAMS into a production van, the  
tailgate flies open and dozens of reels of film stock tumble  
out onto the pavement. The STUDIO GUARD runs over to help the  
van's dazed DRIVER as Roger scrambles out of the sedan and runs  
onto the studio lot.

ANGLE - FABRIZZI AND DEMARCO

As they jump out of their mangled car and start to chase Roger  
DeMarco's right leg is now numb. He hobbles along, trying to  
revive it by smacking it with his defiant Toon hand.

DEMARCO

My leg, I can't feel my goddam  
leg!

## ANGLE - STUDIO COMMISSARY

Roger runs up, looks around. There are TECHNICIANS, GRIPS; EXTRAS in various costumes, walking in every direction. Roger turns around, SEES Fabrizio bearing down on him.

## ANGLE - FABRIZZI

Who runs up to the commissary, also looks around. Two PROP GUY approach, towing a large cart that's crowded with prop statues. They pass behind Fabrizio, we SEE Roger is right in the middle of the cart, frozen in exactly the same position as the Roman goddess next to him.

## ANGLE - SIDE OF COMMISSARY

The cart is towed around the corner, Roger jumps off and starts running again, headed for a sound stage in the distance.

## ANGLE - SOUND STAGE

Some lighting equipment is being wheeled in through the massive sliding door on the side of the stage. Roger approaches at full sprint--we HEAR a BELL RINGING and the door starts to slide shut.

## ROGER'S P.O.V.

He's just a few feet away from the closing door when DeMarco leaps out from behind some greenery, blocking Roger's path.

## ANGLE - ROGER

His eyes TELESCOPE OUT, he tries to stop, skidding right under DeMarco's legs. DeMarco grabs the back of Roger's overalls, but his one good leg isn't enough to hold the Toon back. Roger squirms through the giant sliding door, just as it SLAMS SHUT. DeMarco is left right outside the door, still clutching Roger's overalls.

## 96 INT. SOUND STAGE - DAY

There's a lot of activity. We HEAR a BUZZER. GRIPS, TECHNICIANS and CAMERA PEOPLE are everywhere...a scene is about to be shot.

	SOUND MAN	/
Speed!		
	ASSISTANT DIRECTOR	/
Mark!		
	DIRECTOR	/
Action!		

## ANGLE - THE SET

On the other side of the huge stage. We're at the start of a classic BUSBY BERKELY production number. There's a giant pool, flanked by WATER BALLERINAS. The MUSIC SWELLS and fountains spew as the line of ballerinas start diving into the pool in perfect precision.

## OVERHEAD SHOT - ON THE POOL

As the ballerinas form an aquatic flower. It's pure poetry.

## ANGLE - ROGER

He's right inside the sliding door, running like crazy, the strap on his overalls stretching out behind him.

## 97 EXT. SOUND STAGE DOOR - DAY

DeMarco struggles to hold onto the strap as Fabrizzi runs up.

DEMARCO

Gimme a hand! I got him!

Fabrizzi moves next to DeMarco, reacts.

FABRIZZI

Uh, Joey?

Fabrizzi gestures, DeMarco slowly looks down at

## HIS RIGHT FOOT

Which has been crushed in the sliding door.

FABRIZZI

(shrugs)

Guess you can't feel it yet.

## 98 INT. SOUND STAGE - DAY

Roger's overalls are now stretched out twenty feet behind him. We HEAR a blood-curdling SCREAM from outside as DeMarco lets go of the strap. Roger hurtles forward like a slingshot, cartwheeling head-over-heels straight for

## THE BUSBY BERKELY SET

where he falls over a camera dolly and gets tangled up in a cable. He collides with another line of BALLERINAS, knocking them over like dominoes into the pool. A moment, then Roger goes in too, taking Technicians and equipment with him.

OVERHEAD SHOT - ON THE POOL

As the lyrical MUSIC CONTINUES, Roger et al flail around like drowning rats. It's a disaster.

ANGLE - BUSBY BERKELY

His face contorted with rage.

BUSBY BERKELY  
Somebody get that goddam rabbit  
out of here!

99 INT. SECOND SOUND STAGE - DAY - ROGER

As he's BOOTED through a door, landing with a SPLAT, face-first onto some YELLOW BRICK. He lies there a moment, dazed, then slowly gets to his feet. He's standing in the middle of

THE MUNCHKINLAND SET

Deserted, but just like we remember it. As Roger glances around, we SEE he's at the beginning of the yellow brick road.

ROGER RABBIT  
(to himself)  
Now I know I'm not in Kansas  
anymore.

Suddenly we HEAR a BELL, then:

ASSISTANT DIRECTOR (O.S.)  
Okay, everybody...LUNCH!!

And with that, a horde of MUNCHKINS emerge from the bushes, their homes, and every nook and cranny on the set, TRAMPLING Roger in their wake. Roger staggers to his feet, only to be MOWED DOWN a second time by GLINDA, THE GOOD WITCH, who's bringing up the rear.

GLINDA, THE GOOD WITCH  
Wait for me, boys!

Roger, now totally discombobulated, reels towards another part of the sound stage, ending up at

DOROTHY'S FARM HOUSE

where everything, including Roger, is now in BLACK-AND-WHITE. He stumbles on another cable, flipping a switch which turns on

## A WIND MACHINE

It REVS to LIFE, sending Roger backwards. He grabs a post on the porch and clings to it as he's blown horizontally like a flag. The fierce WIND forces his overalls down around his ankles. A mortified Roger turns BEET RED. He covers himself, letting go of the post, and is blown towards the stage wall.

100 EXT. STUDIO - DAY

The TIN MAN, SCARECROW and COWARDLY LION are sitting at a table, playing cards as Roger CRASHES through the stage wall over their heads. They watch him sail through the air towards

## THE BACK LOT

Where he plummets through the roof of a STAGECOACH as it ROARS through a western town. Roger yanks his head back up, he's now wearing a COWBOY HAT, which covers his whole head.

ROGER RABBIT

Hey, it's dark in here!

As he struggles to pull the hat off, he lurches forward, knocking off the startled STUNTMAN-DRIVER. The MOVIE CREW reacts as the stage roars out of control toward the main lot.

101 EXT. STUDIO COMMISSARY - DAY

Baby Herman, sporting crutches and bandages from his last cartoon, emerges from the commissary with R.K. Maroon.

MAROON

Lock, Baby, I promise ya...we're gonna find you somebody else, I swear!

BABY HERMAN

That's what I'm afraid of!  
(hobbling into  
street)

I'm through with this crud, R.K.!  
Wild horses couldn't keep me here!

WHAM!! WILD HORSES barrel INTO FRAME, leaving only a cloud of dust and a tiny crutch in their wake.

102 EXT. STAGECOACH - DAY - MOVING

CLOSE on Baby Herman, clinging to the STAMPEDING lead horse.

BABY HERMAN

Whoa, ya goddam nag!! Whoa! Whoa!  
Whoa when I say whoa!

The horse pitches its head, FLINGING Baby Herman into the air. He lands head first onto the roof behind Roger, yanks his head out. Now he's wearing a cowboy hat, which blinds him as well. He stumbles into the seat next to Roger.

ANGLE - BABY HERMAN AND ROGER RABBIT

Both blind as bats, sitting next to each other on the runaway stage, struggling to pull their hats off.

BABY HERMAN

Hey, who the hell's driving this thing?!

ROGER RABBIT

Don't look at me!!

ANGLE - THE STREET

As the stagecoach roars towards us in the distance, a COWBOY saunters into the middle of the street. His back is to us, but by the way he carries himself, this could only be one man. The stage closes in, the cowboy holds out one hand.

JOHN WAYNE

Whoa.

The horses STOP on a dime. Baby Herman hurtles into some mud, Roger hurtles into a cactus and ROCKETS straight up.

ANGLE - ROGER - IN FLIGHT

As he finally pulls his hat off.

ROGER RABBIT

There! Much--YAAAH!

HIS P.O.V. - SOUND STAGE ROOF

He's heading right for it.

103 INT. THIRD SOUND STAGE - DAY

We HEAR a CRASH as Roger plunges through the roof. The CAST and CREW of "Gone With The Wind" look on, confused, as

CLARK GABLE

stands at the foot of that legendary staircase, with Roger in his arms. Roger SWOONS, Gable shrugs, and as the MUSIC SWELLS, he carries the limp rabbit up the stairs.

104 INT. SID'S OFFICE - DAY

A phone is RINGING. A feminine Toon Hand moves INTO FRAME to pick it up. WIDEN to REVEAL Jessica, sitting at the secretary's desk, as a sharply-dressed Sid stands nearby, perusing a copy of Variety.

JESSICA

(into phone)

Sid Savage Enterprises...yes, he is, just a moment.

(turns to Sid)

A Mr. Clown on line one.

SID

(not looking up)

Koko? Tell him I'm not here. Guy drives me crazy.

JESSICA

But I just said you were here.

SID

So lie a little. What were you, born yesterday?

Jessica reacts, picks up the phone again.

JESSICA

(into phone)

I'm afraid he's stepped out of the office...

(Sid gives her an

A-OK gesture)

...but I'll tell him you called, though. Bye.

(hangs up, to Sid)

I'm sorry.

SID

It's okay, kid, it's your first day, you got a lot to learn.

JESSICA

I really appreciate this chance. I mean, I've been trying find out what I'm good at. Maybe this is it.

SID

(half-listening)

Everybody's gotta be good at something.

105 INT. HALLWAY - DAY

Sid exits his office, crosses towards the elevator, passing the door to Nancy's answering service. Nancy sticks her head out, she's wearing her operator's headset.

NANCY  
Hey, nice duds.

SID  
Oh, hi. I've been meaning to give you a call.

NANCY  
(gestures to headset)  
I'm pretty good at taking them.

SIDNEY  
Yeah. It's just, I've been kinda busy. So...how about dinner sometime?

Sid takes out an expensive leather datebook. Nancy reacts.

SID (CONT'D)  
I can pencil you in for this Thursday.

NANCY  
(a bit tentative)  
Sure...maybe I'll fix us something.

SID  
Sounds great. Listen, love to talk, gotta run.

Sid starts down the hall. Nancy looks after him a beat, then we HEAR her switchboard BUZZING.

106 INT. NANCY'S ANSWERING SERVICE - DAY

Nancy enters, crosses to her switchboard, connects the call.

NANCY  
Hollywood Art Academy...they're at lunch, may I take a message?

She reaches over to the window ledge for a pencil, glances out the window.

NANCY'S P.O.V. - THE STREET

As Sid walks out of the building, gets in a black limousine that is parked at the curb. The limo pulls away, she SEES Sid and Vilma in the back seat--he's lighting her cigarette.

BACK TO SCENE

Nancy reacts to this, the BUZZ of her switchboard pulls her back to business.

107 EXT. CLUB ATLANTA - DAY - ESTABLISHING

A swank, new Hollywood nitery. Vilma's limousine is parked out front. PAN to REVEAL an impressive billboard next to the club, which reads GRAND OPENING DEC. 31 -- VILMA ST. CLAIR WITH SHEP FIELDS AND HIS ORCHESTRA.

108 INT. CLUB ATLANTA - DAY

Huge, glitzy, way overdone. There's a flurry of activity as CONSTRUCTION WORKERS put finishing touches on the interior. The motif is antebellum South, done Hollywood style. The bar is an enormous mock-up of a Mississippi river boat, its giant paddle wheel resting in the "river" itself, which encircles the entire club. There's also an imposing replica of the city of Atlanta which borders the stage. On the stage we find Vilma, standing in front of a microphone, taking in the expanse of the mammoth room. Sid is standing near the bar with LEO GOLD, a harried-looking man in his forties.

SID

...Just remember, when the studio big shots come in, I want you to seat them close, but not too close. And be sure they get plenty of liquor.

LEO

Why, so they'll let her star in that Madame Curie picture?  
(glances at Vilma)  
When she opens her mouth there ain't gonna be enough booze in the world!

SID

Relax, she's gonna be fine. I got the Hilton Sisters backing her up, and what they don't drown out the orchestra will.

Suddenly we HEAR a GUSH of WATER. Some WORKERS test the huge paddle wheel, it starts to churn water in the mock river, and a roll of scenery behind it starts to turn.

SID (CONT'D)

Nice touch.

LEO

Jesus, Sid, she's gonna ruin me.  
It's opening night.

SID

There wouldn't be an opening night  
if she hadn't pulled your fat ass  
out of the fire and paid off your  
contractors...not to mention the  
mother of that sixteen year old  
hat-check girl.

LEO

(just stares at him)

You used to be a nice guy, Sid.  
What happened?

SID

I saw the writing on the wall,  
Leo...and it wasn't in black  
and white.

We HEAR Vilna's raspy VOICE through the microphone.

VILMA (O.S.)

Testing, one-two, one-two.  
Testing.

It's like chalk on a blackboard. Leo reacts, looks heavenward  
as Sid crosses away, passing some WORKMEN filling the southern-  
style gaslights. We SEE several cans of kerosene at their feet.

109 INT. SID'S APARTMENT - NIGHT

CLOSE on an eight-by-ten photo of Clark Gable, sitting on the  
end table. It's autographed "TO MY PAL ROGER..." We HEAR Judy  
Garland singing "You Made Me Love You" on a nearby RADIO. FULL  
BACK to REVEAL Roger, sitting in a chair, exhausted, soaking  
his feet. A preoccupied Sid enters through the front door,  
Roger quickly perks up.

ROGER RABBIT

Sid! At last! You won't believe  
the day I had!

SID

(dismissing)

Yeah, tell me about it.

ROGER RABBIT

Okay. First, I was minding my own  
bee's wax when these two strange  
men--

SLAM! Sid exits into the bedroom, shutting the door behind him. Roger reacts, a bit taken aback.

110 EXT. SID'S OFFICE BUILDING -- DAY

The next afternoon. Several OFFICE WORKERS are emerging through the lobby door, on their way home. Jessica and Nancy exit the building, react to:

ROGER

sitting alone on a fire hydrant, looking utterly dejected.

JESSICA

You go on ahead.

Nancy nods, walks away. Jessica hesitates, then crosses over to Roger.

JESSICA (CONT'D)

Hi. Didn't you see the sign?

She gestures to a street sign right above Roger, that reads NO WAITING. Roger glances at it.

ROGER RABBIT

Yeah, but it didn't work. I've been waiting here for hours.

(sadly)

Sid was supposed to help me look for my mother today. But I'm never going to find her anyway, so what's the difference...

Roger hangs his head, SIGHS. A beat.

JESSICA

Anyway...I was thinking about getting something to eat.

ROGER RABBIT

Oh, were you?

JESSICA

Feel like grabbing a little Italian?

ROGER RABBIT

Sure...but what if he screams?

She shakes her head, smiles at him.

JESSICA

Come on.

They start walking up the block together.

ROGER RABBIT

You know, I can't afford anyplace  
too ritzy. I'm a little overdrawn.

JESSICA

So am I...

111 INT. ITALIAN RESTAURANT - NIGHT

We HEAR romantic ITALIAN MUSIC. Roger and Jessica sit in a booth. They twirl some spaghetti and put it in their mouths, sucking on the single strand a la "LADY AND THE TRAMP." Their faces grow closer and closer, suddenly Jessica inhales a little too hard and sucks Roger's head into her mouth. Roger struggles and she spits him out, giving him an embarrassed look.

112 EXT. SANTA MONICA PIER - NIGHT - ESTABLISHING

The carnival-type midway. We SEE the merry-go-round, the ferris wheel, and several booths featuring games of skill and chance.

113 EXT. CARNIVAL BOOTH - NIGHT

As Roger winds up and hurls a softball at a stack of lead milk bottles, knocking them all over. He jumps up and down, excited, as the BOOTH ATTENDANT gives him a look.

114 EXT. PIER - NIGHT

Jessica stands nearby, watching the ferris wheel, as a gleeful Roger runs up to her, holding up one of the milk bottles.

ROGER RABBIT \*

Jessica! Look what I won!

She takes it, somewhat confused, as we HEAR somebody WHIMPERING. They turn and react to

A LITTLE BOY

standing in the middle of the boardwalk, holding a balloon. From the look on the frightened child's face, he's obviously lost. He looks around, still SNIFFLING, as we HEAR:

WOMAN'S VOICE (O.S.)

Tommy!

ANGLE - THE BOY'S MOTHER

moving towards him on the boardwalk. The boy sees her.

LITTLE BOY

Mom!

He rushes into his mother's arms--it's an emotional reunion.

ANGLE - ROGER

A little tear wells in his eye as he watches this.

CLOSE ON JESSICA'S HAND

As it moves over and takes Roger's. PULL BACK as Roger looks up at her, musters a smile.

WIDEN ON ROGER AND JESSICA

As they walk down the pier together, hand-in-hand, their figures silhouetted by the moon perched over the ocean.

115 INT. SPINOZA'S CLINIC - NIGHT

CLOSE on a giant TOON FOOT, which resembles a "Li'l Abner"-type shoe. PULL BACK to REVEAL DeMarco, standing next to the operating table, as Fabrizzi and Spinoza stand next to him.

DR. SPINOZA

I tried to find you a 9 1/2, but  
Toon feet tend to run a bit large.

DeMarco walks around a little, now having to grapple with another appendage that has a mind of it's own.

DEMARCO

Yeah, I guess it's okay.

DeMarco's Toon foot begins to drag him around the room.

DR. SPINOZA

That's it, walk around a little,  
you'll get the hang of it.

DeMarco is dragged out the door. After a beat we HEAR a CRASH from the hallway. Fabrizzi exits to help his partner, as Spinoza turns to somebody else.

DR. SPINOZA (CONT'D)

As you can see, I've been making  
remarkable progress.

RASPY VOICE

Ch, have you...

ANGLE - VILMA

Standing in the corner, glaring at him.

VILMA

I don't care about a foot, God  
damn it! I want a voice!

116 INT. SPINOZA'S LAB - NIGHT

A large room, tables covered with medical equipment, test tubes, beakers, etc. Spinoza and Vilma enter.

DR. SPINOZA

You must understand, I've had to go to great lengths to find willing subjects, or even unwilling ones. I've been conducting research night and day.

VILMA

I know, I've been paying for it.

Spinoza steps to a row of jars on a table, in each one we SEE various TOON CREATURES: a small AIR HORN with eyes that makes QUACKING SOUNDS, a TOON FROG that makes aimless MUMBLING SOUNDS, a TOON TRUMPET with arms and legs that sounds like an ELEPHANT ROARING.

ANGLE - OLAF

A beefy-looking NORDIC-TYPE ORDERLY, uses an atomizer to pump a mist into each of the jars to keep the tiny creatures moist.

DR. SPINOZA

(to Vilma)

As you can see, I've managed to isolate the vocal systems from several of our Toon volunteers. Not only that, but sustain them indefinitely.

Olaf sprays mist on one the TOON VOICES. It hops around the jar, disoriented, WHIMPERING.

DR. SPINOZA (CONT'D)

And they called me deranged.

She crosses, grabs his collar, shoves him against the wall.

VILMA

Listen, you quack bastard, you think I give a rat's ass about some two-legged pennywhistle hopping around in a jar?!

(points to her throat)

I want it in here!

DR. SPINOZA

Uh, actually, we've made considerable progress along those lines. Haven't we, Olaf?

ANGLE - OLAF

Who turns to them, responds in a ridiculously high-pitched, obviously TOON VOICE.

OLAF  
Yes, doctor. Will there be anything else?

DR. SPINOZA  
No, Olaf, thank you.

Vilma reacts as Olaf exits. She lets Spinoza go.

117 EXT. SPINOZA'S CLINIC - NIGHT

Spinoza opens the door to Vilma's limousine, she gets in, looks up at him.

VILMA  
Remember, I don't want to sound like some ruptured elephant. My voice has to be beautiful, like honey dripping off a spoon...it has to be perfect!  
(to driver)  
Get the hell going!

118 EXT. MAROON STUDIOS - DAY

As Fabrizio and DeMarco walk out the studio gate. DeMarco has managed to gain a little control over his Toon appendages.

DEMARCO  
This is stupid. What the hell's a perfect voice supposed to sound like, anyway?

As OLIVE OYL passes, DeMarco grabs her by the throat. She lets out an abrasive SHRIEK.

OLIVE OYL  
Hey, keep yerself to yerself!

Fabrizzi and DeMarco shake their heads--this definitely isn't it. DeMarco lets Olive Oyl go and they keep walking.

119 EXT. SPOTLITE LOUNGE - DAY - ESTABLISHING

A local studio watering hole.

120 INT. SPOTLITE LOUNGE - DAY

Dimly lit, nearly empty. Fabrizio and DeMarco enter.

FABRIZZI  
I thought you told me you were  
gonna cut down.

DEMARCO  
Look, I ain't goin' into friggin'  
Toontown without a drink first!

They take stools at the bar. A BARTENDER steps over, adjusting  
a cumbersome hearing aid in his right ear.

DEMARCO (CONT'D)  
Gimme a bourbon.

FABRIZZI  
(pointed)  
I'll have a ginger ale.

The BARTENDER reacts to DeMarco's TOON HAND, which starts  
grubbing through a bowl of pretzels. One falls on the floor,  
DeMarco's TOON FOOT lunges after it.

DEMARCO  
(to his foot)  
Hey, knock it off!

The bartender just stares at DeMarco.

DEMARCO (CONT'D)  
What're you lookin' at?

The bartender crosses to the other end of the bar, where a  
COCKTAIL WAITRESS is dropping off some empty shot glasses.

BARTENDER  
(re DeMarco)  
Another nut case.

COCKTAIL WAITRESS  
(shakes her head)  
Why do they all come here?

As she glances at a table in the corner, we PAN to REVEAL:

AVERY JONES

The animator we've seen before. Only he seems to have aged  
about thirty years. On his table we SEE a shot glass, a half-  
empty bottle of scotch, and several cocktail napkins that are  
filled with Jones' scribbles. He just sits there in a drunken  
stupor, HUMMING a familiar TUNE--it's "Why Don't You Do Right."  
He turns to Fabrizio and DeMarco, who are staring at him.

JONES  
(smiles)  
That's her song.

121 EXT. VILMA'S MANSION - DAY - ESTABLISHING

122 INT. VILMA'S STUDY - DAY

We are CLOSE on Jones, sitting in a wing chair. He's still in a stupor, nursing a large glass of brandy, HUMMING the SONG. Fabrizzi and DeMarco are standing nearby.

ANGLE - SPINOZA

Holding the stack of Jones' cocktail napkins. He flips through them as Vilma looks on.

CLOSE ON THE NAPKINS

The series of pencil sketches Jones drew on them form a crude sort of ANIMATION--they're of Jessica in all her lusciousness.

VILMA

That's a Toon?

DR. SPINOZA

Yes. And according to our dysfunctional friend here, she has a voice to match.

JONES

(perks up)

Like the sirens calling you to the rocks, like satin, like...like honey.

Vilma reacts, steps over to him.

VILMA

Where is she?

He just looks at her blankly for a moment, then starts to SING.

JONES

"You had plenty of money 1922, you let other women make a fool of you..."

Vilma shakes her head, turns to Spinoza.

VILMA

He's crazy. Just get him out of here.

123 INT. SID'S OFFICE - DAY

Sid is leaning back in his chair, his feet propped on the desk, talking on the phone. His office is now grandly furnished.

SID  
 (into phone)  
 Yeah, I'm still handling a few  
 Toons, they're working some stupid  
 revue up in Seattle, I think.  
 (calls to door)  
 Jessie! Coffee!  
 (back into phone)  
 Anyway, maybe I can squeeze you  
 in for lunch sometime next week,  
 lemme check with my girl and I'll  
 get back to you...bye, Ma.

He hangs up the phone, leans back, opens a copy of "Variety." A moment, then Nancy enters, carrying a large tray. She puts out an elaborate place setting on his desk, starts dishing out the various courses as Sid reacts.

NANCY  
 Let's see, we've got soup,  
 salad...  
 (dumping container)  
 Pot roast, peas and mashed  
 potatoes...

SID  
 (nonplussed)  
 I just wanted coffee.

NANCY  
 I baked a chocolate cake for  
 dessert, but I ate that. Sorry.

•She turns on her heels and exits.

SID  
 (remembering)  
 Oh, geez...

124 INT. SID'S ANTEROOM - DAY

Nancy is almost to the door as Sid enters from his office.

SID  
 I'm sorry...

NANCY  
 The last guy I cooked for got  
 sick, but at least he showed up!

SID  
 Look, it...it just slipped my  
 mind. I've been real busy, you  
 know, with my clients and  
 everything.

NANCY

Who, your Toons? You don't care about them--Jessie says you don't even know where they are! All you care about is Gravel Gertie!

SID

(defensive)

If you mean Miss St. Clair, she happens to be a very big client. There's her nightclub opening, and I'm trying to get her a very important film role.

NANCY

I know what you're doing...you're acting like a sleazy, two-bit hustler, taking money from some deluded woman to make yourself feel like a big shot!

SID

I resent the characterization of my client as deluded!

Nancy just stares at him.

SID (CONT'D)

Look, I'm not doing anything different than anybody else in this town.

(his agitation  
increasing)

I spent my whole life being nice, and decent, and caring about people, and what did it get me?!

NANCY

(a burst)

It could've got you me!

Sid reacts to this. A beat, then we HEAR:

VILMA (O.S.)

I hope I'm not intruding.

Sid and Nancy turn. Vilma is standing in the doorway. We SEE her CHAUFFEUR standing behind her in the hall.

SID

Oh...Vilma. I didn't hear you come in.

(to Nancy)

She was in silent films, you know.

Sid chuckles nervously, as Vilma appraises Nancy.

VILMA  
 I made a luncheon reservation at  
 Chasen's.  
 (pointedly)  
 It's for two.

Sid hesitates, glances at Nancy, then back at Vilma.

NANCY  
 That's okay, I was just leaving.

Nancy crosses to the door, passing Vilma, and exits.

VILMA  
 (to Sid)  
 Let's go.

SID  
 (starts for door)  
 Nancy!

VILMA  
 (sternly)  
 I don't like to be late. Now get  
 your coat.

Sid stops at the door. He looks at his new cashmere coat hanging on the rack, then turns back to Vilma.

SID  
 It's not mine, it's yours.

And Sid is gone.

125 EXT. SID'S OFFICE BUILDING - DAY

As Sid runs out the front door. He SEES Nancy boarding a red car across the street, starts after her.

SID  
 Nancy, wait!

ANGLE - BUS STOP

Sid runs after the red car, but it's too late. As it pulls away, we SEE Nancy in one of the windows.

126 INT. SID'S OFFICE HALLWAY - DAY

Vilma is waiting for the elevator. We HEAR FOOTSTEPS coming up the stairwell, then the voice of JESSICA, SINGING.

JESSICA (O.S.)

You had plenty of money 1922, you  
let other women make a fool of  
you...

Vilma does not appear to notice; the SINGING gets louder as she punches the "down" button impatiently. The elevator doors open and Vilma gets on, just as Jessica arrives at the top of the stairs and starts down the hall, carrying some file folders. She continues to quietly SING the familiar tune to herself as she walks down the empty hallway to Sid's office.

JESSICA (CONT'D)

...got outta here, and get me some  
money, too...

ANGLE - ELEVATOR DOORS

As they open again, to REVEAL Vilma's wild-eyed expression. She's made the connection.

127 EXT. FARMER'S MARKET - NIGHT

As Sid pays for a huge bouquet of flowers at an open-air booth. We also SEE a large box of candy tucked under his arm as he starts up the sidewalk.

128 EXT. NANCY'S APARTMENT BUILDING - NIGHT - ESTABLISHING

129 INT. NANCY'S APARTMENT - NIGHT

Nancy is in the kitchen, washing her nylons in the sink. We HEAR the RADIO playing in the b.g. -- it's Spike Jones' novelty version of "You Only Hurt The One You Love." We HEAR the DOOR BUZZER. Nancy brightens, quickly dries her hands, fixes her hair and crosses to the front door.

ANGLE - FRONT DOOR

Nancy pulls it open, reacts. It's Fabrizzi and DeMarco.

DEMARCO

Where's your roommate?

130 EXT. SCENIC OVERLOOK - NIGHT

We SEE a huge sign, which reads "HOLLYWOODLAND," then PAN to a line of cars parked on the drive above it, as the lights of Hollywood twinkle in the distance.

ANGLE - BACK OF CARS

PAN along their rear windows, to REVEAL their occupants--YOUNG COUPLES, all of them necking. We SEE one couple, then another, then we simply SEE a pair of rabbit ears sticking up. TILT DOWN to REVEAL Roger and Jessica, sitting in some small vehicle.

JESSICA  
It's a lovely view, isn't it...

ROGER RABBIT  
(gazing at her)  
It certainly is.

JESSICA  
Oh, Roger...

ROGER RABBIT  
(cooing charm)  
I love the way the moonlight  
dances across your eyes, and  
lingers on your silken hair...  
(a long beat as they  
gaze at each other)  
Anyway, I brought some magazines  
in case we get bored.

Jessica starts to laugh.

JESSICA  
Roger, you're so sweet.

ROGER RABBIT  
(musters courage)  
Mayhaps, but not as sweet as you.

Another awkward beat as Roger makes no move. Suddenly we HEAR:

BENNY THE CAB (O.S.)  
Jeez Louise, will ya plant one on  
her, already!?

We REVEAL that the two of them are sitting in BENNY THE CAB. He turns back to them, annoyed.

BENNY THE CAB (CONT'D)  
My meter's running! And from the  
looks of it, doll, so is his!

Roger and Jessica hesitate a moment, then move in for a kiss. At the last moment Jessica turns away from him.

JESSICA  
No...I can't.

We HEAR some RUMBLING NOISES. Jessica looks down at her chest.

ROGER RABBIT  
What's the matter?

JESSICA

Nothing.

(the rumbling stops,  
a beat)

Roger, I'm not the person you  
think I am. I'm not nice like  
you think I am...I'm afraid I'll  
hurt you.

She starts to get out. Roger stops her.

ROGER RABBIT

Don't you know you could never  
hurt me?

(off her look)

Not even if you did this.

He WHACKS himself on the head with a frying pan...

ROGER RABBIT (CONT'D)

Or this.

He points a TOON GUN at his head, pulls the trigger, a large  
MALLOT POPS OUT and beans him. Then a HUMAN HAND moves INTO  
FRAME, grabs Roger by the throat.

ROGER RABBIT (CONT'D)

(reacts, gagging)

Or even this...

WIDEN to REVEAL Fabrizio, who's holding Roger by the throat,  
and DeMarco, who's grabbed Jessica. Vilma's black limousine has  
pulled up next to Benny the Cab.

DEMARCO

C'mon, toots--date's over.

JESSICA

Roger! Help!

DeMarco drags Jessica to the limousine. The door opens, Jessica  
is forced inside.

VILMA

Hello, dear.

Spinoza sticks his head out of the limousine window.

DR. SPINOZA

It's that goddam rabbit! Get him,  
too!

ANGLE - ROGER AND FABRIZZI

Fabrizzi tries to drag Roger to the limo. Roger hooks his feet  
around Benny's gearshift lever.

BENNY THE CAB

Hey, don't touch my shifter,  
that's personal!

DeMarco joins Fabrizio, they both tug on Roger, pulling him out about twenty feet like a rubber band.

ROGER RABBIT

You're stretching my patience!

Roger pokes each thug in one eye with his ears. They YELP, let him go. Roger FLINGS back into Benny the Cab. The impact sends them careening over the cliff.

131 EXT. SIDE OF MOUNTAIN - NIGHT - MOVING

As an out-of-control Benny careens down the side of the hill, smashing through rocks and shrubs.

BENNY THE CAB

I'd better get one hell of a tip  
for this!

The Toon Cab SMASHES into a trestle, Roger is thrown from the cab. The trestle is supporting the last four letters of

THE "HOLLYWOODLAND" SIGN

The "LAND" part starts to teeter back and forth, finally collapsing with a CRASH, leaving the "HOLLYWOOD" part as we know it today.

132 EXT. SPOTLITE LOUNGE - DAY - ESTABLISHING

It's early morning.

133 INT. SPOTLITE LOUNGE - DAY

Once again, the lounge is nearly deserted. The hard-of-hearing bartender we've seen before is talking on the phone.

BARTENDER

(into phone)

...Then she says to me, I'm  
leaving you for some sailor. So I  
says, what's the matter, you got  
something against the Navy?

He laughs a bit as we PAN along the bar to REVEAL a haggard-looking Sid, nursing a drink. He samples one of the chocolates from the box he bought for Nancy, grimaces, drops it next to a dozen other half-eaten ones. A moment, then we SEE Roger racing by the front door. His head POPS BACK INTO VIEW as he spots Sid. The rest of his body boomerangs back and he bursts in.

ROGER RABBIT

There you are! I've been looking everywhere! I knocked on every door, looked through every window, they arrest you for that, you know...

Sid ignores him, downing his drink.

ROGER RABBIT (CONT'D)

(a mile a minute)

We were up in the hills, and suddenly those two men were grabbing, and hitting, and noticing, and--

SID

What the hell are you talking about?

ROGER RABBIT

They took Jessical! They're gonna do something bad to her, I know it!

SID

Aw, you Toons are all cracked.  
(to Bartender)  
Hey, gimme another.

The Bartender nods, still talking on the phone.

ROGER RABBIT

But, Sid, you're the only one I can turn to!  
(tugs his arm)  
You gotta help me, please!

SID

Knock it off, will ya?

ROGER RABBIT

But we're pals, compadres, come rain or come shine, comme ci or comme ca!

SID

I said get off me!  
(flings him against the wall)  
Pain in the ass, no wonder your mother left you!

A long beat as Roger just looks at him, genuinely hurt.

ROGER RABBIT

So long, Sid.

Roger trudges out the door. Sid looks after him a beat, then turns, barks at the bartender.

SID

Hey, what's it take to get a drink around here?!

The bartender hangs up the phone, crosses over with the bottle, pours Sid another drink. Sid finally looks up at him, reacts.

THE BARTENDER - CLOSE

His hearing aid is gone. In its place we SEE a dopey-looking, black-and-white TOON EAR. Sid just stares at it, agape. He's seen it before--on one of his clients.

BARTENDER

You like it? I can hear a mouse fart five miles away.

SID

Where'd you get that?

BARTENDER

Guy came in here with a Toon hand, I told him about my bum ear and he set me up with this doc over in Glendale.

SID

What doctor? What's his name?

BARTENDER

I don't know, I think it was Somoza or something.

Sid considers a beat, turns back to him.

SID

Gimme a phone book.

The bartender gestures to the phone booth in the corner. Sid crosses over, grabs the book, quickly flips through the pages.

INSERT - PHONE BOOK

As Sid's finger runs down a row of names, arriving at SPINOZA, EMIL, M.D., with an accompanying address.

134

EXT. SID'S APARTMENT BUILDING - DAY

As Sid races around a corner and runs up the block towards his building.

## 135 INT. SID'S APARTMENT - DAY

Fabrizzi and DeMarco are forcing a struggling Roger into a laundry bag. DeMarco crosses to the door and Fabrizzi follows, lugging the still-squirming sack. We HEAR:

SID (O.S.)

Roger! Roger, you were right!

The door swings open and Sid bursts in, knocking DeMarco to the ground. They both recognize each other at once.

SID (CONT'D)

Hey, I told you I was gonna pay you guys!

DEMARCO

What the hell're you doing here?

SID

(realizing)

Hey, you're the guy with the hand!

DEMARCO

And you're the dead guy that screwed it up!

DeMarco pulls out his gun, takes aim at Sid. Suddenly both of Roger's feet RIP through the laundry bag--one kicks the gun away from DeMarco, the other nails Fabrizzi squarely in the crotch. Fabrizzi HOWLS, drops the bag. Sid grabs it, runs to the living room window and pulls open the blinds, REVEALING TOONTOWN. Fabrizzi and DeMarco scramble for their guns, FIRE A SHOT as Sid dives out the window.

## 136 EXT. TOONTOWN - DAY

Sid lands on the sidewalk, Roger lands next to him with a SPLAT, tears his way out of the laundry bag. They start to run as Fabrizzi and DeMarco dive out the window after them.

WIDEN ON SCENE

As Sid and Roger race down a Toontown street, dodging an assortment of TOON PEDESTRIANS, with Fabrizzi and DeMarco about a half-block behind them, continuing to FIRE.

ANGLE - TOONTOWN BUS STOP

It's at a busy intersection. Sid and Roger sprint around the corner. A sign reads "BUS STOP," with an arrow pointing down.

ROGER RABBIT

Don't worry, Sid, a bus should be along any second!

WHAM!! A TOON BUS falls INTO FRAME from above, obliterating Roger. The TOON PASSENGERS disembark as usual, we HEAR SHOTS, Sid SEES the thugs and runs for it.

137 EXT. TOONTOWN CITY PARK - DAY

Sid runs around a corner, stops, looks desperately for a place to hide. He SEES a large TOON OAK TREE. Nailed on the trunk is a sign with an arrow, this one reads "DUCK BEHIND HERE."

ANGLE - BEHIND TREE

Sid dives behind the tree, where he finds DAFFY DUCK, taking a bath in an old-fashioned tub.

DAFFY DUCK  
(turns into camera)  
Literal, aren't we?

We HEAR MORE SHOTS whizzing by, Sid bolts again.

138 EXT. TOON BUILDING - DAY

Sid runs across the street, runs into a brick building with a large plate glass window which reads TOONTOWN GLASS COMPANY. Sid SLAMS the door--the entire building except the window SHATTERS, leaving him standing there holding the doorknob.

139 EXT. TOONTOWN HOTEL - DAY

Sid races across the street again, runs inside as Fabrizzi and DeMarco run around the corner and stop, looking around.

140 INT. TOONTOWN HOTEL LOBBY - DAY

Sid, pondering his next move, HEARS a "DING" behind him. He turns as the elevator doors open to REVEAL DROOPY DOG in his familiar elevator operator costume, with a "TRAINEE" badge pinned to his chest.

DROOPY DOG  
Your floor, sir?

SID  
(steps inside)  
Just get me outta here.

DROOPY DOG  
Right away, sir.

141 EXT. TOCNTOWN HOTEL - DAY

As the elevator moves sideways, SMASHES through the side of the building in a shower of bricks, right in front of Fabrizio and DeMarco. The doors open to REVEAL Sid, plastered against the wall of the elevator. Droopy turns to Sid, apologetic.

DROOPY DOG

I'm new, sir.

Fabrizzi and DeMarco raise their weapons as

ROGER RABBIT

tears around the corner, driving Benny the Cab. Benny SCREECHES to a stop, SMACKS into the two thugs, knocking them down.

ROGER RABBIT

Sid, get in!

Sid, still disoriented from his elevator ride, stumbles over and falls head first into the passenger side. Benny ZOOMS off.

142 EXT. BENNY THE CAB - DAY - MOVING

As Benny ROARS down a Toctown street with his two passengers. He glances back at a spaced Sid.

BENNY THE CAB

Hey, your pal looks like he really tied one on.

Sid comes to his senses, reacts to the SCENERY speeding by.

ROGER RABBIT

Don't worry, we're safe now!

BLAM! We hear more GUNSHOTS. They turn around to SEE:

FABRIZZI AND DEMARCO

bearing down on them in a huge, menacing looking Toon VEHICLE. DeMarco drives as Fabrizio leans out the window, taking SHOTS. A large TOON BULLDOG sits over the grill, BARKING and GROWLING.

BENNY THE CAB

Holy mother of Flatbush! It's Mack the Truck!

SID

(to Benny)

Can you lose 'em?

BENNY THE CAB

Buddy, I thought you'd never ask!

WIDEN

as Benny REVS his motor and BLASTS OFF in a cloud of smoke.

143 EXT. TOONTOWN STREETS - VARIOUS - DAY

Benny the Cab careens up and down a series of hilly Toontown streets, with the two thugs/truck in hot pursuit, reminiscent of the San Francisco chase in "BULLIT."

SID AND ROGER'S P.O.V.

As the hills come at them, growing increasingly steeper. Each time they hit the bottom of one with a resounding THUD, the nearby TOON BUILDINGS BOUNCE off their foundations.

144 EXT. BENNY THE CAB - MOVING - DAY

As Roger tries to keep the speeding Toon cab under control.

SID

(turns to Roger)

Hey, you don't know how to drive!

On this, Benny hits the bottom of another hill, Sid and Roger BOUNCE into the air, landing in opposite seats, with Sid behind the wheel. Sid turns sharply, winding up on a major Toontown thoroughfare, directly under

ELEVATED RAILROAD TRACKS

The pursuit continues, with Sid and Roger hurtling up the street, swerving right and left, barely avoiding TOON PEDESTRIANS and the elevated railroad support pillars, reminiscent of the New York chase in "THE FRENCH CONNECTION."

ANGLE - SID AND ROGER

As Sid reacts with horror as they bear down on

A MATRONLY TOON COW

pushing her small baby in a carriage. Sid swerves, barely avoiding her, only to find himself on a collision course with

A TOON ELEPHANT

pushing her baby in a carriage. Then a Toon MOCSE, a Toon OSTRICH, a Toon GORILLA, all of them pushing baby carriages. Sid keeps swerving frantically, glances left and notices

THE TOONTOWN CONVENTION CENTER

The banner in front reads "DR. SPOCK -- HERE TODAY." Sid reacts as he looks ahead again and SEES

## HUNDREDS OF TOON MOTHERS

all with baby carriages, crossing the street directly in his path. Sid and Roger SCREAM as Benny yells back at them.

BENNY THE CAB  
The lever! Pull the lever!

SID  
What lever!?

Sid looks down, SEES Benny's familiar lever, next to a sign reading "THIS LEVER, STUPID!" He yanks on it and we

WIDEN

as Benny springs off his chassis and ZOOMS upward. He crashes through the bottom of the railroad tracks.

145 EXT. TOONTOWN RAILROAD TRACKS - DAY

Benny plows through the ties, splintering them to bits as they continue to hurtle forward.

BENNY THE CAB  
Ouch! Oooh! Ouch! I'm bain'  
railroaded!

Suddenly the trio reacts as they SEE:

A TOON TRAIN

headed straight for them in the opposite direction. It's destination sign reads "PLOT DEVICE."

146 EXT. UNDER THE RAILROAD TRACKS - DAY

Fabrizzi and DeMarco continue their pursuit in Mack the Truck. A second TOON BUS drops INTO FRAME, right in their path. DeMarco swerves to avoid it, then reacts to the wall of Toon Mothers in front of him. He SCREAMS, swerves and we

WIDEN

as the Toon truck skids out of control, smashing through a gate that reads "SCHLOCKHEED AIRCRAFT."

147 EXT. BENNY THE CAB - MOVING - DAY

On the CUT, Sid, Roger and Benny are all SCREAMING as the Toon Train barrels towards them. At the last second, Benny's wheels retract and they drop back to the street as the train goes over them.

BENNY THE CAB  
 (turns back to them)  
 Whew, that was a close one!

WHAM! Benny plows into a sign reading "TOONTOWN CITY LIMITS."  
 The impact sends Sid and Roger hurtling through the air.

148 EXT. DESERTED TOON HIGHWAY - DAY

Sid and Roger land with a THUD in the middle of a two-lane country road. It's completely quiet. On either side, TOON CORNFIELDS seemingly stretch on forever. They stagger to their feet, look around, as we HEAR the distant DRONE of an approaching PLANE. Sid and Roger react as

A TOON CROPDUSTER

grows larger and larger as it swoops down towards them.

149 EXT. TOON BIPLANE - DAY - MOVING

DeMarco sits in the rear cockpit, at the controls. Fabrizzi is up front, cocking his machine gun.

150 EXT. TOON HIGHWAY - DAY

Sid and Roger react to this, start running towards

THE CORNFIELD

As they sprint towards us, the plane FIRES from behind. The bullets POP around them in a scene reminiscent of...well, if you don't know, never mind.

151 EXT. TOON CORNFIELD / PLAIN - DAY

Sid and Roger crawl through rows of corn as the plane keeps FIRING. As it ROARS overhead, they get up and start running again. They finally emerge from the cornfield, continuing to run along a flat plain. They reach the edge of what appears to be a small, granite ridge and slide down, then move out along a second ridge until they reach the edge.

SID

Now where the hell are we?

ROGER RABBIT

I don't know, but I got the strangest feeling we're being watched.

They slowly turn around, react to

TWO HUGE GRANITE EYES

staring right at them. We WIDEN to REVEAL

## MOUNT TOONMORE

An enormous Toon monument, carved into the side of a mountain. Instead of Presidents, we SEE the giant faces of MICKEY MOUSE, GOOFY and PLUTO--and Sid and Roger are now just two tiny specks on the edge of DONALD DUCK'S bill.

## ANGLE - SID AND ROGER

As they look around at the four giant heads, impressed.

SID

I don't believe this.

ROGER RABBIT

Gee, I wonder if there's a gift shop.

We HEAR a GUNSHOT. A bullet ricochets off the granite as we SEE Fabrizio and DeMarco in the distance, running towards them.

SID

Oh, God...

Sid grabs Roger and they begin climbing across the monument. They move across Mickey's face, then slide down to another ledge between Goofy and Pluto. As Sid starts to descend from the ledge, a piece gives way, Roger stumbles and falls.

ROGER RABBIT

Sid, help!!

Roger begins to slide down, pulling Sid off the ledge. Sid grabs him, holds him with one hand while clinging to the ledge with the other.

SID

Hang on!

ROGER RABBIT

(looking down)  
That sounds reasonable!

## WIDEN

On the pair, with Roger hanging on to Sid, looking down at the base of the cliff a thousand feet below as DeMarco walks to the edge, looks down at a helpless Sid, and smiles.

DEMARCO

No hard feelings, okay?

DeMarco starts to grind the sole of his shoe on Sid's hand. Si struggles to hang on, wincing with pain, as we PAN over to Fabrizio, watching this impassively. He steps back and casual leans on a sign...it's another BUS STOP.

ANGLE - DEMARCO AND SID

Sid is on the verge of letting go, as a SHADOW appears over DeMarco's head. It grows wider and wider, DeMarco looks up as

A TOON BUS

CRASHES INTO FRAME from above, piledriving DeMarco right into the granite. The bus door swings open to REVEAL TWEETY BIRD, sitting behind the wheel.

TWEETY BIRD

(glances down)

I think I bwoke his widdle head.

(to Sid and Roger)

All aboard! Exact change, pweeze!

Sid pulls himself and Roger back on the ledge. They hop into the bus and it hurtles OUT OF FRAME again, leaving a bemused Fabrizio to stare down into the hole where DeMarco now reside

152

EXT. INDUSTRIAL PARK - NIGHT

On the CUT, we HEAR dogs barking, as two ROTTWEILERS run along the chain link fence on the perimeter of the ice warehouse th houses Spinoza's clinic. OLAF, the beefy Nordic orderly, emerges from the clinic and looks around, sees nothing.

OLAF

(in his TOON VOICE)

Shut up, dumb doggies!

Olaf exits back into the clinic. We PAN along the fence, arriving at a hole cut through the chain links.

ANGLE - SIDE OF WAREHOUSE

As Sid and Roger creep along the wall of the building, trying to find a way in.

ROGER RABBIT

.(whispers)

What are we gonna do, Sid? How're we gonna save Jessica? Of all the post-Renaissance thinkers, was Goethe really the most pragmatic?

SID

Shut up, will ya?

(looks around)

There's gotta be a way in somehow.

They arrive at a small portal in the wall. It's covered by some black rubber strips, making it barely visible.

ROGER RABBIT

Hey, Sid--maybe we should split up.

On this, Sid slips on some mud and ice, falls backwards through the portal and disappears. Roger turns to where he was standing a split-second before, and reacts.

ROGER RABBIT (CONT'D)

We could've at least discussed it.

153 INT. CLINIC BASEMENT - NIGHT

On the CUT, Sid careens down a delivery chute, and lands with a THUD in the nearly pitch-black basement. He gets to his feet, we SEE his breath as he reacts to the bitter cold.

SID

Geez, it's freezing in here.

He moves slowly in the dark, finally bumping into something.

SID (CONT'D)

Ow!

He pulls a Zippo lighter out of his pocket, flicks it, reacts with a start as the flame REVEALS

A FROZEN TOON

encased in a large block of ice, its eyes wide open in horror. It's the Toon Hippo we saw before auditioning in Sid's office. Sid steps back, startled, as we HEAR a door open. The lights come on, Sid quickly ducks behind the block of ice.

ANGLE - FREEZER DOOR

Olaf enters, followed by SVEN, an equally-imposing Scandanavian-type orderly. They walk down an aisle as Sid slowly peers out from behind the block of ice, reacts to

THE BASEMENT

which we now SEE is filled with row after row of TOONS, all frozen in blocks of ice of various sizes.

ANGLE - SVEN AND OLAF

As they stop in front of two small, frozen TOONS. Each block is tagged. Sven checks his clipboard.

SVEN

The doctor wants these ones.

They hook the blocks with tongs and carry them over to a chain-driven dumb-waiter. Olaf presses a button, the device starts to raise the frozen Toons to the floor above. The two men exit as

SID

emerges from his hiding place, walks past tormented faces of a more encased TOONS. Sid is stunned--many of them are his own clients. Then he stops, as he SEES the body of MARTY MELNICK, Vilma's former agent, also frozen in a block of ice as if negotiating for his life up to the last second.

ANOTHER ANGLE

As Sid crosses to a door, tries to open it, it's locked. Then he hears a WHIRRING sound above him. As he looks up, a BLAST of compressed air through a chute at the top of the wall announces the arrival of a freshly-formed block of ice.

ANGLE - DUMB-WAITER

It descends into the freezer again, now empty. Sid considers.

154 INT. DUMB-WAITER / OPERATING ROOM - NIGHT

Sid is now in the dumb-waiter, as it slowly ascends towards the floor above. We HEAR CLASSICAL MUSIC, which grows louder as he nears the top. He peers up as

THE OPERATING ROOM - SID'S P.O.V.

slowly MOVES INTO FRAME. We SEE Spinoza, standing next to his nurse, hovering over an operating table. Their backs are to us, enabling Sid to observe as Spinoza operates on his patient who, once again, is DeMarco. Fabrizio stands to the side, looking on, concerned.

155 INT. CORRIDOR - NIGHT

Sven and Olaf wheel DeMarco into the hallway. His body is covered by a white sheet. Dr. Spinoza and Fabrizio follow.

DR. SPINOZA

(removing his gloves)

I don't think he'll be having any more difficulties.

The group disappears around the corner. A moment, then Sid steps into the hallway, starts checking some doors. He HEARS FOOTSTEPS, quickly ducks in another door.

156 INT. SUPPLY ROOM - NIGHT

Sid quietly closes the door, his back to the room. He listens as the FOOTSTEPS pass outside, then:

JESSICA (O.S.)  
Mr. Savage?

Sid turns, reacts. It's Jessica.

SID  
Miss Krupnick?

JESSICA  
Sorry I didn't show up for work today.

SID  
What the hell's going on? What're you doing here?

JESSICA  
Waiting for the operation. I'm giving Miss St. Clair my voice.

SID  
(reacts)  
Oh, my God...

JESSICA  
I thought she was nice, but Nancy said she knew it all along.

SID  
Nancy? Is she here, too?

JESSICA  
(nods)  
They said they'd kill her if I didn't cooperate.

We HEAR a KNOCK, and the door starts to open. Sid quickly flattens himself behind the door as Sven enters, with Olaf close behind.

SVEN  
The doctor is wishing to examine you now.

JESSICA  
I'll...just be a second.

Sven GRUNTS and they exit. Jessica looks to Sid for help.

SID

Look, we gotta stall Spinoza...  
give me a chance to find Nancy.

JESSICA

Stall him? How?

SID

I don't know...there must be  
something we can do!

We HEAR RUMBLING from under Jessica's blouse. Jessica looks down at her chest and reacts--she knows exactly what to do. A few bobby-pins fall, her hair starts to cascade down her back.

ANGLE - SID

We see his eyes slowly widen as he watches this incredible transformation.

SID

(nonplussed)  
That could work...

157 INT. CORRIDOR - NIGHT

Olaf and Sven wait outside, growing impatient. A moment, then the door swings open. The two beefy men turn, react, as the familiar SHADOW of Jessica's now-stupefying figure appears on the wall. They clutch each other like timid schoolgirls as it glides over them. We FOLLOW it down the hall.

158 INT. SPINOZA'S LABORATORY - NIGHT

We HEAR a door open, then SEE Jessica's shadow move across the room. As it passes the lab table, BUNSEN BURNERS spontaneously flare up with a WHOOSH, test tubes and beakers begin to boil, and as the shadow passes in front of a human SKELETON hanging in the corner, its jaw drops open, then falls to the floor.

159 INT. SPINOZA'S OFFICE - NIGHT

Dr. Spinoza is sitting at his desk, in front of a model of the human head. He is carefully examining the throat area, jotting down a few notes.

ANGLE - DOOR

It swings open, and a backlit Jessica stands in the doorway. She saunters into the room, REVEALING her in all her glory. Spinoza looks up and reacts as she crosses to his desk.

JESSICA

Doctor?

DR. SPINOZA  
 (stammering)  
 M-M-M-Miss Krupnick?

Jessica nods, leaning over to him.

JESSICA  
 I'm ready for my physical.

Spinoza's glasses SHATTER, one lens at a time.

160 INT. CORRIDOR - NIGHT

As Sid steals down the hallway, checking some more rooms.

SID  
 (hushed)  
 Nancy?

He arrives at a sliding door, quietly pulls it open.

161 INT. WAREHOUSE LOADING DOCK - NIGHT

The garage doors leading outside are closed. Sid enters, SEES Wilma's black limousine parked under the loading dock. He walks along the dock, passing above the limo, looking around.

SID  
 Nancy?

ANGLE - LIMOUSINE

We MOVE IN to one of the windows to REVEAL Nancy, bound and gagged in the back seat. Sid doesn't see her, keeps walking, then HEARS a sharp NOISE behind him, slowly turns around.

162 INT. SPINOZA'S OFFICE - NIGHT

On the CUT, we are CLOSE on Spinoza's trembling hand, as he clutches a stethoscope. A moment, then he moves it slowly towards his own chest. Widen to REVEAL Jessica, standing nearby, as Spinoza examines himself.

JESSICA  
 Are you all right, Doctor?

DR. SPINOZA  
 I think so--all the blood just seemed to rush right out of my head.

JESSICA  
 Gee, I wonder where it went.

DR. SPINOZA

(flummoxed)

Yes, well...we'd best proceed with the examination. They're all waiting, you know...in that operating place.

ANGLE - SPINOZA'S WINDOW

Where we SEE Roger watching all this from outside, his face distorted in a pane of glass, his eyes red with jealousy.

ANGLE - JESSICA AND SPINOZA

He takes a tongue depressor from a jar on his desk.

DR. SPINOZA (CONT'D)

Open, please.

Jessica obliges, as Spinoza sticks the depressor in her mouth.

DR. SPINOZA (CONT'D)

Now say "ahh."

JESSICA

(sensual)

Oooooh...

Spinoza pulls out the wooden stick, which is now charred like spent match. He reacts, doing his best to control himself, then reaches for his stethoscope.

DR. SPINOZA

Let's just check the upper-respiratory system...

ANGLE - ROGER RABBIT

As his upside-down head sticks out of a circular vent on the ceiling. He watches, growing even more jealous.

ANGLE - SPINOZA AND JESSICA

As he moves the stethoscope towards Jessica's chest.

DR. SPINOZA (CONT'D)

Take a deep breath...

Jessica obliges, her ample chest swells even more. Spinoza is sweating profusely. His plastic nameplate melts, his clothing starts to shrivel. His stethoscope is GLOWING RED HOT.

DR. SPINOZA (CONT'D)

(as he probes all  
over her chest)

Now another. And another.

(as her chest moves  
up and down)

And another. And--

(losing control)

Oh God, I can't take it!

(to the chest)

Ethics, shmethics! I'm comin' in!!

And he dives on her, starts to paw at her body. Jessica tries to pull away.

JESSICA

No! Please, Doctor, stop it!

You'll lose your license!

DR. SPINOZA

What license!?

They struggle a bit more, then we hear a CRASH as

ROGER RABBIT

bursts through a human anatomy chart on the wall, landing in the middle of the room in a shower of plaster.

ROGER RABBIT

Unhand her, you horny homeopath!  
You Hippocratic oaf!

DR. SPINOZA

(startled)

What?!

JESSICA

Roger!

ROGER RABBIT

Thought you could get away with  
ravaging my Rapunzel, eh?

(to Jessica)

Don't worry, crumbcake. He won't  
lay another finger on your  
pristine person.

(reacts negatively to  
her new appearance)

Eww, what'd you do to yourself?

JESSICA

C'mon, Roger, we've gotta get out  
of here!

ROGER RABBIT

Right behind you, my over-stuffed schnitzel.

They cross to the door and Jessica exits.

ROGER RABBIT (CONT'D)

(indignant)

And as for you, my good Doctor, I have but one thing to say...

KA-BONG! The butt of a gun descends INTO FRAME, conking Roger on the head.

ROGER RABBIT (CONT'D)

You wouldn't happen to have an aspirin, would'ja?

And Roger crumples to the floor, as we REVEAL Fabrizio behind him, holding the gun.

WIDEN

as Jessica re-enters, followed by Vilma. As she shoves Jessica into the room, we SEE an half-conscious Sid through the open door, being dragged down the hall by Sven and Olaf.

ANGLE - JESSICA

She kneels next to Roger, cradles his head.

JESSICA

Oh, Roger, my darling. You're hurt!

VILMA

Don't worry, dear. Maybe the doctor can put a little ice on it.

163 INT. CLINIC BASEMENT - NIGHT

On the CUT, we HEAR a THUD as Olaf shoves a block of ice against another block in a remote corner of the basement. We SEE a frozen Roger, suspended in the middle of it.

164 INT. OPERATING ROOM - NIGHT

Vilma is lying on an operating table, now dressed in surgical garb, under glaring lights. Sven wheels Jessica into the room, she's strapped to a gurney. Vilma watches as the Toon is pushed next to her, then Spinoza moves INTO FRAME, crosses to a tray, uncovers a frightening array of surgical tools.

DR. SPINOZA

Well, ladies...are we ready?

VILMA

Do it.

The nurse places a mask over Vilma's face to anesthetize her. Spinoza looms over Jessica, looking down at her for a beat. Jessica stares back at him helplessly.

165 INT. CLINIC BASEMENT - NIGHT

We are CLOSE on Roger, suspended inside the block of ice, his area dimly LIT by a red bulb over a nearby temperature gauge. A moment, then his eyes POP OPEN. He moves his eyeballs around, surveying dozens of trapped TOONS in their frozen blocks. Then, as if suddenly sensing something, he strains to look directly to his left. We slowly PAN RIGHT and TILT DOWN to REVEAL:

A POLKA-DOT DRESS

and a pair of large TOON RABBIT FEET, suspended inside the block of ice next to his. We TILT UP to REVEAL a sweet-faced Toon Rabbit. The resemblance is unmistakable. This is ROGER'S MOTHER. Her eyes pop open now as we

WIDEN ON THE TWO RABBITS

who just stare at each other helplessly. Roger's eyes begin to well up, his mother's do the same, they both shed a small tear, then we SEE the area around their hearts begin to GLOW. The GLOW becomes brighter and brighter, as we slowly MOVE IN to the bottom of Roger's block. A small puddle of water forms, as the block begins to melt.

ANGLE - A ROW OF FROZEN TOONS

All of whose eyes pop open, their blocks lit up by the GLOW next to them. They look over at

ROGER AND HIS MOTHER

Their blocks are melting furiously now. The glow becomes almost blinding. The blocks SHATTER, leaving them facing each other.

ROGER'S MOTHER

Roger?

ROGER RABBIT

Mom!

And he leaps into her arms. They embrace for a beat, then:

ROGER RABBIT (CONT'D)

Oh, I finally found you! I'm so happy!

## ROGER'S MOTHER

Ditto! Out of my ninety-nine children, you were always my favorite!

(considers)

Although your sister Regina was nice, and your older brother Ralph, and your other older brother's sister--

## ROGER RABBIT

(realizing, glances upstairs)

Oh, my heavens! Jessica!

(turns to her)

You continue rambling, mater, while I go rescue your future daughter-in-law.

(runs off)

I'm coming, cupcake!

## ROGER'S MOTHER

(to herself, tangling her fingers as she counts)

...and your other brother's second cousin's sister Rudy, and your other sister's brother Reginald, and your cousin's brother twice removed from your other brother's....

166 INT. CORRIDOR - NIGHT - SID'S P.O.V.

The hallway ceiling comes INTO FOCUS, moving by over his head.

ANGLE - SID

As he slowly comes to, looks around. He's lying on a gurney, restrained by leather straps around his wrists, as Sven wheels him to a door at the end of the hall.

167 INT. OPERATING ROOM - NIGHT

Spinoza is here, still in surgical garb, washing his hands over a sink. Jessica and Vilma are gone. Spinoza glances over as Sven enters and wheels Sid through a set of double doors in the far corner of the room.

168 INT. MACHINE ROOM - NIGHT

Sid is wheeled next to a short conveyor leading into a huge machine that emits an ominous WHIRRING sound. There are little chunks of ice scattered around the portal at the end of the belt. Sid reacts--this is the device used for freezing Toons--and agents. A moment, then Spinoza enters, carrying a tray with a hypodermic syringe and some small instruments.

SID

What've you done with my friends,  
you bastard...

(noticing syringe)

...and incidentally, I've already  
had my flu shot.

DR. SPINOZA

It's just something to relax you  
before we slip you into our little  
icemaker.

Spinoza hits a switch, turning the conveyor ON.

DR. SPINOZA (CONT'D)

Oh, and I have a small confession  
to make...I don't really have a  
Toon revue.

As Spinoza steps to prepare the syringe, we MOVE IN to Sid's wrist, tensing against the worn leather restraint.

DR. SPINOZA (CONT'D)

I apologize for the charade, but I  
couldn't expect you to share my  
extraordinary vision.

SID

(a bit nervous)

Yes, I've heard raving maniacs  
often have that problem.

DR. SPINOZA

Oh, people may call me that at  
first--you know, look what the  
mean man did to the fuzzy  
bunny--but once they see the  
advantage to humans, then believe  
me, Toons won't matter.

SID

Of course they matter! They're  
living things! With feelings, and  
hopes and dreams!

DR. SPINOZA  
Yes, and they keep well, too.

Sid reacts, pulls HARDER on the restraints.

DR. SPINOZA (CONT'D)  
In fact, I could kick myself for not thinking of them sooner. They're so trusting and cooperative...it's a pleasure to experiment on them.

SID  
(in a burst)  
You son-of-a-bitch!

An enraged Sid RIPS through his leather restraints and bolts upright. Sid grabs the surgical tray and WHACKS Sven--hitting him with such force his face makes an indentation in the metal. The orderly crumples to the floor, as Sid rises to face the now cowering Spinoza.

DR. SPINOZA  
All right, let's calm down, shall we? There's no need to get excited.

Spinoza backs away, notices a scalpel GLEAMING on the floor next to him.

SID  
(fists clenched)  
Where's Nancy? What happened to Jessica?

DR. SPINOZA  
(a nervous laugh)  
Nothing, really...

SID  
You're lying!

DR. SPINOZA  
(desperate)  
Please, don't turn me in. I really haven't done anything that bad, I mean, there's no law against freezing Toons, and as for freezing that agent--I think that's just a misdemeanor.

Another weak laugh from Spinoza. Sid keeps coming. Spinoza drops to his knees, gropes for the scalpel.

DR. SPINOZA (CONT'D)

Look, I know what I've done is  
wrong, and I can change, I swear!  
Please...I'm reaching out to you!

He leaps up with the scalpel, slicing Sid's coat. Sid falls back onto the gurney, Spinoza jumps on top of him, starts to lower the scalpel toward his throat. The blade is about find its mark, Sid pushes off the wall with his legs.

WIDEN

as the gurney hurtles toward

SPINOZA'S P.O.V. - THE ICE MACHINE

The gurney SLAMS against the device, and with an assist from Sid, Spinoza sails over his head, and through the portal.

ANGLE - SID

He scrambles to his feet, reacts as we HEAR a God-awful series of RUMBLES and THUMPS from the machine.

169 INT. BASEMENT - NIGHT

As a fresh block of ice drops INTO FRAME, with Spinoza encased inside, still clutching the scalpel.

ANGLE - FREEZER DOOR

It swings open and Sid enters. He looks around, steps over to an electrical panel and flips a large switch. We HEAR the main compressing unit SPUTTER and GRIND to a halt.

ANGLE - A BLOCK OF ICE

With a Toon encased inside. MOVE IN to a corner of the block, to REVEAL a trickle of water running down its side.

ANGLE - SEVERAL BLOCKS OF ICE

All of them with water trickling from their bottoms. The water forms a stream, which joins a larger one, then an even larger one as all the blocks start to melt.

THE BASEMENT - WIDE

As the now-half-melted blocks create a virtual river of rushing water.

170 EXT. SPINOZA'S WAREHOUSE - NIGHT

We HEAR a RUMBLING SOUND. It gets LOUDER and LOUDER, suddenly we SEE an absolute deluge of newly-liberated TOONS, pouring out from every window and doorway.

171 EXT. CLUB ATLANTA - NIGHT

As 1939 Hollywood's rich and famous arrive for the elegant nightclub's grand opening. Searchlights crisscross the sky--a huge CROWD has gathered out front. Flashbulbs POP and people CHEER as several MOVIE STARS -- CLARK GABLE, CAROLE LOMBARD, DICK POWELL, et al, pass in front of them.

172 INT. CLUB ATLANTA - NIGHT

The opulent nightclub is filled to capacity. WAITERS deliver champagne to tables crowded with CELEBRITIES, STUDIO EXECs and various V.I.P. TYPES, many of whom admire the huge PADDLEWHEEL BAR, which is now turning gracefully over the mock-Mississippi River.

ANGLE - TABLE

At which we find R.K. Maroon, shmoozing with a few other PATRONS. A WAITER approaches.

WAITER

More champagne, Mr. Maroon?

MARCON

More? Jesus, how bad is this broad?

Maroon's group YUKS it up as the waiter continues pouring and

THE CHANDELIERS

over the room start to dim. Soon the club is dark. The crowd quiets down as the large ORCHESTRA PLAYS. A few moments, then a single spotlight hits the back of the stage and

VILMA

steps into it, then crosses to center stage, stands in front of a microphone. She looks stunning. The ORCHESTRA finishes its INTRO, and she STARTS TO SING...it's Jessica's voice.

VILMA

(slow, sultry)

I can't give you anything but  
love, baby, that's the only thing  
I've plenty of, baby...

ANGLE - CROWD

Everyone reacts, completely taken aback. She sounds terrific.

## ANGLE - REAR OF NIGHTCLUB

As Sid runs in the door, out of breath. He stops, reacts to Vilma SINGING, then slowly crosses towards the stage in a daze.

## FAVORING SID

as he walks along the side of the room, receiving pats on the back and WHISPERED congratulations. He ignores them, finally makes his way to the front of the room, where he exits into a door leading backstage. Vilma continues to SING.

## VILMA (CONT'D)

...dream a while, scheme a while,  
we're sure to find happiness, and  
I guess, all the things you've  
ever pined for...

173

## INT. CLUB ATLANTA / BACKSTAGE - NIGHT

Sid climbs up some stairs--he's now in the wings. He walks past some ropes and pulleys, then in a narrow space between two curtain runners. He stops and reacts.

## ANGLE - NANCY

She's watching Jessica. Fabrizio stands next to her--a gun is obviously concealed in his pocket. We PAN to REVEAL JESSICA, standing behind a curtain, SINGING into a microphone as Vilma continues to mouth the words out front.

## ANGLE - FABRIZZI

The song CONTINUES for a few more beats as he and Nancy look on, then a large sandbag drops INTO FRAME from above and land with a THUD right next to him.

## SID (O.S.)

(sotto voce)

Shit...!

Fabrizzi reacts, looks up. Another sandbag hits him square in the kisser, knocking him cold. Nancy reacts as Sid scrambles down a nearby ladder. He crosses to her, kisses her passionately. A beat, then they separate.

## NANCY

I'm still mad at you.

She pulls him back and they kiss again, then sid looks over Jessica, who continues to SING.

## SID

What happened? I thought...

NANCY  
Spinoza couldn't go through with  
the operation. I think he's got a  
thing for Jessica. \*

SID  
Not any more. \*

NANCY  
So Vilma's making her do this.  
(looks at Jessica) \*  
Am I crazy, or is she pretty good?

SID  
(considers a beat) \*  
Why don't we get a second opinion?

Sid crosses toward some pulleys at the side of the stage.

174 INT. CLUB ATLANTA - NIGHT

Vilma continues her number as the curtain behind her rises,  
REVEALING

JESSICA

standing in front of her microphone. We HEAR MURMURS from the  
confused audience as Jessica reacts and keeps SINGING, albeit  
bit haltingly. Vilma continues lip-synching for a moment, then  
glances back, SEES Jessica.

VILMA  
Put down that curtain!

Everyone reacts to her gravelly voice.

VILMA (CONT'D)  
I said it put it down, goddammit!

Jessica stops singing. The music stops. Vilma turns back to the  
audience.

VILMA (CONT'D)  
Don't pay any attention to her,  
she's just a stupid Toon! I'm  
Vilma St. Clair, I'm a star! I  
don't need anybody!  
(starts to sing)  
I can't give you anything but  
love, baby, it's the only thing  
I've plenty of, baby...

The audience starts to LAUGH at her. Vilma reacts with rage.

VILMA (CONT'D)  
Stop it! I said stop it!!

But they keep laughing.

CLOSE ON VILMA

She looks out at the crowd. Something snaps inside her. A crazed look comes over her face and she storms off the stage, passing

JESSICA

who continues to stand there, a bit unsure what to do. Sid gestures to the confused CONDUCTOR, who cues the ORCHESTRA to start a new song. It's a happy, peppy version of "Singing In The Rain."

ANGLE - SID

He quickly waves off the Conductor, as if to say "wrong choice." The Conductor stops the music, sizes up Jessica, WHISPERS an instruction to the MUSICIANS. They start to play "Why Don't You Do Right?"

ANGLE - JESSICA

She hesitates, Nancy and Sid give her an encouraging look. Jessica resumes SINGING--a bit tentative at first, but gaining confidence with each note.

JESSICA

(singing)

You had plenty of money 1922, you  
let other women make a fool of  
you, why don't you do right, like  
some other men do...

And a star is born. Jessica comes down off the stage and moves through the crowd, working table after entranced table.

JESSICA (CONT'D)

Now if you had prepared twenty  
years ago, you wouldn't be  
wandering now from door to door,  
get outta here, get me some money,  
too...

ANGLE - SID AND NANCY

As they smile, watching Jessica's performance. A moment, then Sid sniffs, looks down.

A STREAM OF KEROSENE

is trickling underneath his shoe.

175 INT. CLUB ATLANTA / BACKSTAGE - NIGHT - CONTINUOUS

We're behind the fire curtain. A maniacal Vilma is here, dousing chairs, boxes, scenery, anything flammable, with a can of kerosene used for the club's gaslights. Several other cans are strewn about, obviously empty.

VILMA

(off the deep end,  
singing to herself)  
I can't give you anything but  
love, baby...

Sid walks behind the curtain, reacts.

SID

Jesus...!

Vilma drops the can, takes out her lighter, FLICKS it unsuccessfully a few times as Sid sprints for her. Just as she gets it lit he knocks it out of her hand.

ANGLE - LIGHTER

As it slides along the floor and bounces against the wall, lands next to a winch. A sign above the winch reads FIRE CURTAIN.

ANGLE - SID AND VILMA

She glares up at him, panting, totally unhinged.

SID

Vilma, darling, if you don't  
mind me saying, I think you're  
overreacting a little.

A TOON HAND moves INTO FRAME behind Sid, taps his shoulder. Sid turns and takes a PUNCH which sends him reeling backwards about ten feet. A dazed Sid looks up, reacts to:

DEMARCO

smiling at him. He's now, save for his head, totally TOON. His torso is that of a heavily protected Toon TURTLE.

DEMARCO

Hiya, Sid.

SID

(at a loss)  
Oh, good. You're okay.

DEMARCO

Whattaya think...pretty nifty,  
huh?

Sid SEES Vilma in the corner, searching for the lighter. As he quickly gets up, a TOON CANNON pops out of DeMarco's shell, FIRES a Toon cannonball. It hits Sid in the breadbasket, sends him flying across the stage. He hits the wall with a THUD.

ANGLE - DEMARCO

Now he opens the front of his shell like twin cupboards to REVEAL a frightening array of thug-type utensils. A blackjack, a switchblade, a set of brass knuckles, etc.

DEMARCO

Decisions, decisions...

As DeMarco looks down to select his next weapon, Sid grabs a two-by-four, jumps up and takes a hard swing at DeMarco's head. DeMarco instantly retracts into his shell, causing Sid to miss. Sid swings at the shell now--the board hits it and SNAPS in two. DeMarco's head rises back up, an evil grin on his face. He grabs Sid by the throat, backs him against the wall.

CLOSE ON THE PAIR

as DeMarco starts to strangle an outmatched Sid. Sid struggles, he's almost out of it, when DeMarco loosens his grip.

DEMARCO

(somewhat confused)

That's funny--for a second there,  
I almost didn't feel like killing  
you.

He starts strangling Sid again, with renewed vigor.

SID

(his voice gagged)

'Course not, stupid, you're a  
Toon!

DEMARCO

Huh?

SID

Toons can't hurt anyone, everybody  
knows that!

DeMarco tries his damndest to finish the job--but can't. He loosens his grip again.

DEMARCO

Son of a bitch, maybe you're  
right.

WHAM! Sid slugs DeMarco in the jaw, he falls backwards and rolls back and forth on his shell, unconscious. Sid quickly turns as

VILMA

stands in the corner, holding up the lighter. She FLICKS it, this time it lights right up.

VILMA

I think this could be considered  
the last laugh.

SID

No!!

Vilma tosses the lighter onto the spilled can of kerosene. It BURSTS INTO FLAMES. A few boxes catch fire, then some scenery. Sid rushes over to beat the flames with his jacket, but the fire is spreading too rapidly.

ANGLE - VILMA

She turns back to the winch, starts to crank it, trying to raise the fire curtain. She struggles a bit, glances over to the approaching flames, then loses her grip. The winch quickly SPINS back, snagging her dress in the gears.

ANGLE - NANCY

She enters from the wings, reacts to the inferno. She starts helping Sid to beat out the flames, then looks over at Vilma.

NANCY

Sid!!

ANGLE - VILMA

Struggling frantically to extract her tangled dress, as the wall of flames moves closer and closer. Vilma finally turns to meet her fate.

ANGLE - SID

He tries to help, but the fire drives him back. He SEES a fire hose in the corner, starts for it--but it's too late.

VILMA'S FACE - CLOSE

The wafting smoke and the reflection of the flames creates an identical image to that of the finale of her most famous film--"Joan of Arc." She strikes the same pose, recreating her greatest role.

176 INT. CLUB ATLANTA - NIGHT

Jessica, still SINGING, nears the end of her number. We SEE the fiery stream of kerosene wending its way from the stage along the side of the nightclub. As Jessica hits her final NOTE, the stream arrives at the model of Atlanta, which BURSTS into FLAMES. The crowd erupts into APPLAUSE and CHEERS, thinking it's all part of the show.

PATRON

Hey, look, it's the burning of Atlanta!

ANGLE - JESSICA

She reacts to the burning model, confused as

THE FIRE

rapidly grows. The flames start to climb the wall. A few people in the crowd start to MURMUR, sensing this may not be part of the entertainment after all, as we SEE:

THE MARBLE FLOOR TILES

rapidly buckling as if something was burrowing underneath, making a path straight for the flaming replica. The buckling path goes right underneath it, then:

ROGER RABBIT

bursts INTO FRAME from beneath the burning model.

ROGER RABBIT

(grandly)

Jessica, I'm--

(reacts)

On fire!!!

Roger's eyes BUG OUT, his legs start flailing and he takes off like a rocket, with his fanny in flames.

WIDEN ON ROOM

The crowd reacts as Roger runs furiously along the walls, circling the room again and again, leaving a trail of smoke behind him. He skips along on top of the neck-Mississippi, then runs up the side of the bar and onto the huge paddlewheel. He starts running in place, causing the wheel to start turning faster and faster as

THE FLAMES

now rage toward the ceiling as

## ROGER RABBIT

accelerates to warp speed, causing the wheel to spew out a torrent of water. It hits

## THE FIRE

like a tidal wave, putting it out and drenching everything else.

## ROGER - CLOSE

His feet are moving so quickly that the wheel starts turning faster than he's running. He gets caught up inside it, WHIRLS around a few times, then is flung head-over-heels right into

## THE ORCHESTRA PIT

where he starts playing a snappy little tune as he bounces off different instruments.

## ANGLE - SID AND NANCY

They emerge from behind the curtain. Sid is drenched and sooty, his glasses are slightly askew. Nancy grabs him, points to

## ROGER - IN THE ORCHESTRA PIT

as he careens into a cello. He stretches the strings out, and is SHOT like an arrow towards

## THE CEILING

He hits it with a SPLAT, is frozen there for a beat, then finally peels off and falls directly into

## JESSICA'S ARMS

She wets her fingertips, deftly puts out Roger's tail with a SIZZLE.

## ANGLE - A NEARBY TABLE

where a pair of bosomy STARLETS are seated close together. Suddenly two hands push through their ample cleavage, to REVEAL

## BABY HERMAN

wearing a tuxedo and sitting in a high chair. He points towards Roger and, with authority...

BABY HERMAN

That's my partner!!

...and another star is born.

ANGLE - ROGER AND JESSICA

She holds him in her arms, he smiles up at her, and they finally share their first kiss.

177 INT. BROWN DERBY - DAY

Crowded with PATRONS. We PAN along a row of booths. Everybody's noses are buried in the latest copy of VARIETY. We MOVE IN to REVEAL the paper's headline: MAROON SWOONS, INKS HOT NEW TOONS. A smaller headline underneath reads: AGENT SAVAGE CLOSES DEAL FOR BOFFO BUCKS.

ANGLE - SID

He's sitting at Marty Melnick's old booth, working a couple of phones, acknowledging the greetings of other industry big shots. He's finally made it.

178 EXT. GRAUMAN'S CHINESE THEATRE - DAY

We are CLOSE on the theater's marquee. The main feature is "GONE WITH THE WIND," along with another Maroon Cartoon -- "BABY HERMAN AND ROGER RABBIT IN 'SOUTHERN DISCOMFORT.'" We MOVE IN to the main doors and HEAR LAUGHTER, lots of it, coming from inside the building. Then the doors swing open to REVEAL Roger, Roger's mother, all the Randalls, Baby Herman, Jessica, Sid and Nancy, surrounded by a throng of well-wishers, people as well as TOONS.

ROGER AND HIS MOTHER - CLOSE

They share a hug, his mother beams at him proudly. Then:

ROGER RABBIT

You know, mom, there's still one thing you haven't told me...what about my--father?

His mother SIGHS, gestures over to:

BUGS BUNNY

leaning against the box office, casually munching on a carrot. After a beat he turns INTO CAMERA and smiles.

BUGS BUNNY

Ain't I a stinker?

FADE OUT

THE END