

**MAX AND THE HAPPY PRINCE**

**By**

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**FADE IN:**

**EXT. FIELD OF CORN - DAY**

Corn ready to harvest, rolling hills in the distance, a farmhouse snuggled among trees.

YOUNG MAX, 1, a crane, dark, fluffy, feathers, small body, short neck, eats corn underneath a hand plow.

He doesn't see a FARMER, 40s, rugged, a toothpick in his mouth, holds a rifle, aims it at --

OTHER SANDHILL CRANES who blanket the field.

The Farmer fires -- POP, POP, POP.

Crane mayhem as all cranes suddenly take to the air.

Young Max is startled, sees other cranes fly away. He crawls out from underneath the plow, his wing gets stuck.

YOUNG MAX  
Uh, help. I'm stuck.

He pulls, yanks, it's no use.

YOUNG MAX (CONT'D)  
Someone help me!

The Farmer shoots -- POP, POP, POP.

Young Max panics, pulls at his wing again, it won't come out.

The Farmer fires -- POP, POP, POP.

He lowers his rifle, wipes his brow as the cranes appear to be gone. Unaware of Young Max, he knocks into the plow.

The plow moves, twists Max's wing, it breaks, still stuck.

The Farmer sees Young Max, aims his rifle at him.

FARMER'S DAUGHTER (O.S.)  
No, daddy. Don't.

The FARMER'S DAUGHTER, 6, cute, blonde, shoves herself between the bird and the rifle.

FARMER  
He's been eatin' my corn, darling.

FARMER'S DAUGHTER  
But, he's hurt. Look at his wing.

FARMER  
I should put him outta his misery.

YOUNG MAX  
I won't ever eat here again, okay?

The Farmer and the girl hear squawks, the girl touches Max.

FARMER'S DAUGHTER  
Can't you heal him?

FARMER  
I don't know how to heal it.

YOUNG MAX  
Pull this off of me.

More squawks. Max struggles.

FARMER'S DAUGHTER  
This bird's a good one, Papa. I  
just know it. Please, save it.

The Farmer lowers the rifle, leans down, inspects the wing.

FARMER  
That wing's gotta be set.

FARMER'S DAUGHTER  
Thank you, Papa.

The Farmer hugs his daughter.

YOUNG MAX  
Wow, you're not going to kill me?

#### **INT. FARMHOUSE - NIGHT**

Young Max is curled up in the Daughter's lap. The Farmer kneels down, puts a splint on the damaged wing.

#### **EXT. FARM - DAY**

The Farmer's Daughter fills a bucket with water from a well. Max, his wing still in a splint, is nearby. They walk.

FARMER'S DAUGHTER  
Papa says it's good to walk around  
some, even if you're still healing.

YOUNG MAX

If I can get some more of them good  
eats, I'll walk all you want me to.

The girl hears only bird squawks, she smiles anyway.

**INT. FARMHOUSE/BED - NIGHT**

The Farmer's Daughter cuddles with Young Max.

FARMER'S DAUGHTER

Papa told me a fairy tale about a  
special place where animals and  
people are friends and can talk to  
each other. I wish I could talk to  
you, bird. You're my best friend.

The Farmer's Daughter hugs the bird. He snuggles, comfy.

**EXT. FARMHOUSE - DAY**

The Farmer and his daughter in front of Max, sans splint.

FARMER'S DAUGHTER

I'll miss you, bird.

FARMER

Just stay clear of my field now.

The Farmer's Daughter strokes the bird's feathers.

YOUNG MAX

Yeah, well, thanks. You're... okay.

Max looks to the sky, jumps, takes to the air.

But, instead falls hard to the ground. The Farmer's Daughter  
rushes to Young Max, helps him to his feet as --

FARMER

He's rusty. Let 'em try again.

The Farmer helps straighten up the bird as --

FARMER (CONT'D)

You gotta go now.

Young Max spreads his wings, the injured wing droops.

FARMER'S DAUGHTER

You can do it, bird.

## YOUNG MAX

I can do this. I can do it.

Determined, Max runs, flaps, lifts. He's in the air, but just barely. His flying is erratic, his bad wing barely goes up and down. He manages to disappear over a hill.

**EXT. HILL - DAY**

Out of sight of the farm, a gust of wind pushes him, turns him upside down. He loses altitude, lands hard on the ground.

He stands, tries to fly again, but can't even get in the air.

He tries again, it's a no go.

Max takes a deep breath, looks around, begins to walk.

**SUPER: ONE YEAR LATER****EXT. RIVER/EDGE OF WOODS - DAY**

Max, 2, a young adult crane, plumage light, coat smooth, body long, and head feathers red.

He runs, carries food tucked under his good wing, a dead rodent, some insects, a few branches from a berry tree.

He stops, slumps, sees a FLOCK OF CRANES land ahead of him.

## MAX

I'll be there in a jiff, guys.

Max takes a step, almost falls down the bank of the river. He climbs back up, looks around.

He sees a large rock in the water near the bank. He jumps onto it, then leaps to another rock, then another, makes his way across the river.

He slips, falls into the water.

He pulls himself up with his bad wing, loses some of the food in the process. On the rock, he catches his breath.

He stands, sees the next rock, jumps again.

**EXT. DIFFERENT FIELD OF CORN - DAY**

GILBERATH, 10, the flock leader, inspects the field. He watches his cranes as they dance in pairs.

Max, soaking wet, joins him. He puts down the extra food, looks around, then at the other cranes.

MAX

Why dance when there's no corn?

GILBERATH

Our flock dances, Max, whether there is food or not.

(looks down at Max)

I suppose I should have taught you that, but you were-

MAX

(rote, sad)

Adopted. Not a real flock member.

GILBERATH

You do not sound grateful.

MAX

I'm just tired from all the running.

Max watches one crane in particular dance, LEANNE, 2, the prettiest crane in the flock. He stares.

WILTON, 2, Gilberath's son, handsome, bully, pushes Max down.

WILTON

Stop gawking. She's my future mate.

Max picks himself up, now wet and filthy.

GILBERATH

Attention!

The cranes stop dancing, look at their leader.

GILBERATH (CONT'D)

We must find food.

(to Max)

You go look in the human buildings for mice, snakes, and beetles.

WILTON

You better get going now, Max.

It'll take you hours to find food.

Wilton and others laugh.

WILTON (CONT'D)

Hey, Max, I came up with a way to signal you. If I flap like this...

(MORE)

WILTON (CONT'D)

(he demonstrates)

... that means there's a swamp up ahead and like this means a bear.

LEANNE

Wilton, cut it out.

Wilton approaches Max, sniffs.

WILTON

Ugh, mildew.

He laughs.

LEANNE

Wilton, stop it.

WILTON

He's worthless, Leanne. A crane that doesn't fly? Even the old ones fly. What's better than flying?

MAX

The humans walk.

WILTON

Humans. Here he goes again.

MAX

Some of them were kind to me. And, well, maybe I'll go find a few.

All of the cranes stare at Max.

LEANNE

What, Max?

MAX

I mean I wanna go and find a few humans. A new flock, maybe.

Gilberath steps closer to Max.

GILBERATH

You can't leave your flock.

MAX

But, this isn't my flock. You took me in, and, yes, I am grateful. But, I don't belong here.

LEANNE

Max, you belong.

Wilton frowns, kicks the dirt.

MAX

All I do are tasks for the flock. I  
was never shown the dance.

WILTON

You're not allowed to dance unless  
you're one of us. And...  
(puts his arm around  
Leanne)  
You'll never be one of us.

Leanne pushes Wilton's wing off of her.

GILBERATH

Max, we are all flock contributors.

MAX

You don't treat me like you treat  
the others. I want to be here  
because you want me here.

Max stares at Gilberath, looks others, then Leanne. He turns  
away from them, takes a tenuous step as --

MAX (CONT'D)

I'm going for a walk.

Max walks away, does not look back. They all watch him.

WILTON

He'll be back. The humans don't  
want him, either. He has nowhere  
else to go.

Wilton smiles at Leanne. She shoves him, walks away.

#### **EXT. EDGE OF THE CORN FIELD - DAY**

Max looks up, sees his flock in the air, spots Leanne. He  
lowers his head down and cries, continues to walk.

#### **EXT. SKY - DAY**

Leanne sees Max, leaves formation for just a moment, then  
returns to formation, continues on with the flock.

**EXT. DIRT ROAD - DAY**

Well-traveled, flanked by woods. Max stops at a fork, hesitates, chooses the left road.

SORCERER  
(from inside a tree)  
That is the road to Troubadour.

Max jumps, runs around, his feathers flare, breathing erratic, a crane panic attack. Finally, he settles down.

MAX  
What? Who... Where are you?

SORCERER  
In my tree.

Max walks to the tree where he thinks the voice came from.

SORCERER (CONT'D)  
Not that one.

Max looks at a thick oak tree with dark bark and plenty of leaves. There's a long face etched in its trunk with a tree knot for a mouth.

MAX  
You're a talking tree?

SORCERER  
Actually, no, I'm a sorcerer put in  
this tree by the witch, Marissa.

MAX  
Sorcerer? Witch?

SORCERER  
Would you like to hear a story?

MAX  
Sure.

**FLASHBACK****EXT. ODESSA SQUARE - DAY**

The human bustle of a vibrant town.

SORCERER (V.O.)  
Troubadour was my favorite. The  
people were happy and what brought  
them great joy were their statues.

Humans admire or polish (human) statues that depict fabled characters, politicians, heros.

**EXT. CASTLE - DAY**

A well-cared for, stately castle. Huge, lots of windows.

**INT. THRONE ROOM - DAY**

A bright room, welcoming.

Sitting on thrones, the KING, 40s, his beard twitches, holds the hand of his beautiful wife, the QUEEN, 40s.

SORCERER (V.O.)  
 Troubadour was ruled by the King  
 and Queen. And they had one son, he  
 was called The Happy Prince.

THE HAPPY PRINCE, 18, their son, handsome, a future king, watches a small, super energetic, dog, PUPPY PINKY, a cute Japanese Chin, get training by the CASTLE DOG TRAINER, 50s.

Also watching, Pinky's mother, JINGLES, and father, SID. They frown at their son, who can't sit still.

The Happy Prince is joined by GWEN, 18, the love of his life. They smile at each other, hold hands, watch the dogs.

SORCERER (V.O.) (CONT'D)  
 My Troubadorees prospered. Even  
 under the always plotting witch  
 advisor, Marissa.

MARISSA, 35, is curvy, average-looking with a wide face and large nose. She sulks nearby, approaches the King.

MARISSA  
 We could trade thirty statues with  
 the town of Plainsmith. They have  
 exotic spices and splendid furs.

KING  
 I said no, Marissa.

MARISSA  
 It will always be like this, no  
 magic, boring statues, and puppies?

Marissa kicks Pinky. Sid growls, bites at Marissa's leg, Jingles jumps onto the Queen's lap, barks.

QUEEN

We commanded you not to do that!

Marissa walks out.

**INT. MARISSA'S BEDCHAMBER - NIGHT**

Marissa at her night stand, stares at her reflection in the mirror. She gestures with one hand, white smoke appears. The puff of smoke lingers near her hand in a ball, turns black.

Marissa stares at it in a trance.

MARISSA

Statues are not more valuable than  
black magic, my king. I will get  
the kingdom that I want.

Marissa smiles.

**INT. THRONE ROOM - DAY**

A elaborate ceremony for the exact day when a royal male becomes a young prince. The Happy Prince stands in front of the entire town, a wisp of a smile on his face.

A sign above him reads, "Elevation Day." He looks at the crowd, all in fine garments -- Gwen by far the prettiest.

The Happy Prince kneels in front of his father, receives a jeweled necklace, the blue jewel secretly known as the spectral jewel. The Prince stands, the crowd applauds.

**EXT. TROUBADOUR - DAY**

A thundercloud rolls in, but it's not natural. Troubadourans look at the sky, puzzled at first, then shake with fear.

SORCERER (V.O.)

Marissa's family had never even  
dabbled in black magic. They were  
always advisors of the highest  
quality. Turns out, Marissa was  
different. If only I had known.

Marissa wanders the town, uses lightening from the cloud to turn the people into WEEDS, not one escapes her black magic.

**INT. THRONE ROOM - DAY**

Elevation Day has been interrupted. Worried faces. All except, the King and Queen as they face the door.

The Happy Prince and Gwen with the KING'S COURT, includes Gwen's father, the LIEUTENANT, 45, tall, thin.

Marissa strolls in, focused, confident.

KING

Marissa, I command you to stop!

MARISSA

You will never speak to me as a servant again, my dear king.

She gestures. The King instantly freezes and a cloud appears over his head. Rain pours down on him and only him. He is now in a soaked prison of constant water.

QUEEN

Marissa, your family are servants to the throne. They have been advisors for hundreds of years.

Marissa gestures at the Queen who is quickly transformed into her own private tornado, winds whip constantly around her frozen body, wrapping her frozen body.

MARISSA

Always advisors, never rulers.

The Happy Prince goes to his parents.

KING

(through the water)  
Son, protect us.

QUEEN

(loudly through the wind)  
Help us, my son. You are all we have left.

THE HAPPY PRINCE

I understand.

He faces Marissa, the first challenge of his young life.

THE HAPPY PRINCE (CONT'D)

I command you to undo your magic.  
You cannot do this to our town.

MARISSA

Your town? It is my town now, young man. When I am finished converting this town into my vision, I will make this place less drab. And, my advisors, well, I won't need any.

She waves her hand and The Happy Prince is turned into a statue made of lead, only his eyes move.

The Lieutenant grabs Gwen, pushes her behind him as --

LIEUTENANT

Undo this madness!

Marissa ignores them as she inspects her work, notices the spectral jewel frozen on the Prince's chest.

Gwen breaks free from her father's grasp, goes to the Prince, grabs him, one hand on the spectral jewel. She cries.

MARISSA

I will melt every statue in Troubadour, one at a time, until it is only him. For now, I will display the Prince in the square where... no one will ever see him.

She flicks her hand and the statue is suddenly covered in gold leaves, the spectral jewel stands out.

MARISSA (CONT'D)

That's less drab.

THE HAPPY PRINCE

Turn me back! You can't do this!

MARISSA

Statues do not speak to humans.

She flicks a hand.

Silence.

Shaking, Gwen approaches the witch.

GWEN

Troubadour is a free, happy place.

Marissa shakes her head, waves both arms.

**EXT. BLACK SHIP WITHOUT SAILS - DAY**

Gwen and the King's Court suddenly appear on a magical ship. The sea is rough, the ship rocks violently in a storm.

Gwen looks at her father who now has glassy-eyes, acts almost childlike/mindless. The rest of the Court appear the same.

MARISSA (V.O.)

From here on out you will live with these court jesters on my special ship. They are now your children. You are also the Memory Keeper. You will forever remember the happy place formerly known as Troubadour.

GWEN

No, please.

Gwen trips, falls, sees water splash on the deck, has to hang on as the ship rocks violently. She pulls herself up, begins to gather the court members, steer them below to safety.

**INT. THRONE ROOM - DAY**

Marissa looks at three thieves, an UGLY THIEF, 35, scarred, a BEARDED THIEF, 36, skinny, and a TALL THIEF, 37, nervous.

MARISSA

I will need others like you.

UGLY THIEF

I'll start the recruitin', ma'am.

KING

(through the water)

Marissa, you will be stopped.

MARISSA

The old sorcerer cannot stop black magic. He knows this.

**EXT. ODESSA SQUARE - DAY**

The SORCERER, 60s, thin, gray pointy beard, wild hair, stands at the base of the Happy Prince statue.

He is about to grab the spectral jewel but is stopped when a lightening bolt flies past his head.

He leaves the jewel and rushes away.

**EXT. DIRT ROAD - NIGHT**

The Sorcerer struggles to breathe, exhausted. He searches for something, lays a hand on a tree, waits, shakes his head. He touches both hands on a second tree, closes his eyes.

He is suddenly not alone, Marissa is behind him.

SORCERER

Marissa, why?

MARISSA

Because "advisor" no longer suits me. I like magical ruler, a post you never wanted.

SORCERER

I had good reasons. I knew evil lurked inside you. You couldn't fool me. You have now destroyed the humans and everything they love.

MARISSA

It no longer matters. Once the town is locked into my magic, then I will recruit followers who will kneel before me as their true ruler. Soulless humans, dwarves, trolls, ogres, they will be my servants. Perhaps they will try to destroy each other, and I will enjoy the entertainment.

SORCERER

Which was why I wanted the King to refuse your appointment. I saw the real you, Marissa.

MARISSA

Too late, old fool. Too late.

Marissa smiles, lifts one hand, hesitates as she sees the Sorcerer cling to his tree.

A flash of light from Marissa's hand hits the Sorcerer and the tree. The Sorcerer disappears inside the tree, only the vague outline of his mouth remains.

MARISSA (CONT'D)

A tree is a place of solitude. It is a perfect home for you. Goodbye former steward of Troubadour.

Marissa cackles, turns, and walks away.

**EXT. ODESSA SQUARE - DAY**

The Happy Prince statue is the only one.

Marissa in front of the Prince. She reaches out, closes her eyes, the spectral jewel dislodges and glides into her hand.

It falls into her hand and is immediately surrounded by a blue-glowing spell. Marissa looks a bit nervous holding it.

**END FLASHBACK****EXT. DIRT ROAD - DAY**

Max sits, watches leaves fall from the Sorcerer's tree.

MAX

Black magic?

SORCERER

Indeed.

MAX

Sounds like I don't want to go to Troubadour.

SORCERER

Where are you headed, Max?

MAX

You know my name?

SORCERER

I do. You are the crane that walked away from his flock.

MAX

It wasn't my flock. I was adopted.

SORCERER

So, you're looking for your flock?

Max stands.

MAX

I guess.

SORCERER

Max, I can save Troubadour, but not from in here. I need your help. Would you go into the town and retrieve the blue spectral jewel from the Prince and bring it to me?

MAX

Like a task? That's all I ever do.

SORCERER

It's a request. You may pass on it, if you wish. However, I believe you're in search of a special place where you feel you can belong. Troubadour may be that place.

MAX

A place of witches and black magic?

SORCERER

Max, I have the ability to do magic as well. Good magic. I can help that town, bring it back to life.

MAX

It sounds dangerous.

SORCERER

Try this, Max, retrieve the jewel. When you hold it, notice that you feel lighter, stronger, you will feel its power flowing through you. That's good magic. It will feel right to you, not dangerous. If it feels strange, let it go, move on.

MAX

What happens if I bring it back? You'll be free of the tree and can save Troubadour?

SORCERER

Almost. I will also need some of the witch's hair which contains her energy. Only then can I be freed from my prison. But, first things first, Max. Will you help?

Max hesitates, looks down the road to Troubadour, then down the other road. He looks back at the tree, he nods.

A root from the Sorcerer's tree touches Max's foot.

SORCERER (CONT'D)

Thank you, Max.

#### **EXT. TROUBADOUR GATE - DAY**

The forest behind him, a town behind a gate and wall.

Max stares up at a battered sign. It reads, "Troubadour - A Statue Loving Town." He strolls into the town.

**IN ODESSA SQUARE - DAY**

Max stops near a fountain, sees WEEDS stick out of the cobblestones. He bends down.

MAX

Hello? Are you human?

No response.

Max straightens, looks around the square at the buildings and shops that need attention and cleaning.

He sees the statue of the Happy Prince.

Max approaches it, inspects the gold pieces.

Water falls on Max's head. He looks up, sees no clouds.

A second drop hits him.

MAX (CONT'D)

Rain?

THE HAPPY PRINCE

Who is there?

Max gets frightened, runs, flaps. He runs into a fountain, tramples a weed, composes himself, returns to the statue.

MAX

Trees and statues talk? And, I can hear them?

He looks at the face of the statue, sees tears in the eyes.

MAX (CONT'D)

Are you the Happy Prince?

Max sees the eyes of the statue move, look down.

THE HAPPY PRINCE

I am.

MAX

I ran into a tree, or rather a sorcerer in a tree. That's how I knew who you were.

THE HAPPY PRINCE

You found our sorcerer? Did he say  
he could help us?

MAX

He wants your blue jewel.  
(he looks)  
I don't see a blue one.

THE HAPPY PRINCE

I had it, but Marissa took it.

MAX

Where'd she take it?

THE HAPPY PRINCE

I do not know. Did the sorcerer  
mention Gwen?

MAX

He said the witch put her and the  
King's Court on a lost ship at sea.

THE HAPPY PRINCE

That is terrible news.

Debris flies off of the statue, falls near Max.

THE HAPPY PRINCE (CONT'D)

What's your name?

MAX

Max.

THE HAPPY PRINCE

Are you alone?

MAX

As alone as a bird that cannot fly.

Max notices a black crow, CHUCK, land on top of the statue.

MAX (CONT'D)

Hey, get off of there.

CHUCK

And, why should I?

MAX

Because I'm talking to the statue.

CHUCK

I doubt it. Cranes are crazy.

Chuck flies away, disappears.

THE HAPPY PRINCE

He frequently lands on me. He pecks my head, hard.

(a beat)

Max, perhaps the witch hid the blue jewel in the town. If the sorcerer sent you to find it, it must be important. Would look for it?

MAX

Prince, I don't think this town is safe. Witches and magic. I'm looking for a new flock, but one that won't turn me into a weed.

THE HAPPY PRINCE

I understand, Max. If that's how you feel. I would do it myself, except I am trapped in here.

MAX

Cranes do not like being trapped. You cannot cage a crane.

THE HAPPY PRINCE

Humans are not fond of it, either.

Max looks around, sees HUNDREDS OF WEEDS (humans).

Like a spiked bed of weeds on pavement. He looks back up.

MAX

Maybe I could go have a look.

THE HAPPY PRINCE

Max, please take a few of my gold pieces. If you find any humans, tell them that we are looking for the blue jewel that I received on my Elevation Day. And, thank their service with a gold piece.

Max nods. He studies the gold, extends his long neck and pecks at one, then another, then a third. He piles them.

MAX

Prince, how can we talk? I thought I could only talk to other animals.

THE HAPPY PRINCE

I do not know. Perhaps the sorcerer  
did something. He's a good magic  
man, Max. Not like the witch.

MAX

I hope I can help you, Prince.

THE HAPPY PRINCE

Thank you, Max.

Max picks up the gold in his beak, walks away.

**EXT. BLACK SHIP WITH NO SAILS - DAY**

A raging storm, rain, wind.

Marissa smiles at the hapless King's Court as they wander  
around unaware. She sees a dirty-looking Gwen.

MARISSA

Open this.

Marissa hands Gwen a blue-glowing, protective box. Gwen opens  
it, the spectral jewel necklace is inside.

MARISSA (CONT'D)

I suspect the meddlesome Sorcerer  
planted this in Troubadour. From  
now on, it will remain here.

GWEN

Marissa, there was good in you  
once. You were a part of us. You  
belonged to the town.

MARISSA

I was never a part of you. I was  
the different one. And, if you are  
to be the Memory Keeper, you must  
do a better job with your facts.

She waves her arms, the ever-present storm worsens. A giant  
wave crashes against the ship, knocks Gwen to the deck.

Marissa smiles, disappears.

Gwen clutches the necklace, grabs a post, holds on tightly.

**EXT. TROUBADOUR STREET - DAY**

Max walks, sees a tail of a mouse that sticks out of a hole in a trash can. The body of the mouse is hidden.

Max puts down the gold. He bites the tail and yanks. He straightens up, looks at MR. MOUSE, 2, handsome, brown, town-loving, has white powder all over his face.

MR. MOUSE  
(British accent)  
Can't a mouse snack in peace?

Mr. Mouse dangles, sways like a pendulum.

MR. MOUSE (CONT'D)  
Oh, dear. Listen, chap, is there  
any way that you DON'T eat me?

Max's eyes bulge, he shakes his head, Mr. Mouse shakes.

MR. MOUSE (CONT'D)  
Look, why don't we discuss this  
predicament? I won't run off.

Max frowns, puts down Mr. Mouse.

MAX  
You promise not to run away?

MR. MOUSE  
I'm a town mouse. When a town mouse  
makes a promise, he keeps it.

MAX  
What were you doing in that can?

MR. MOUSE  
Trying to find some sweets. Since  
that witch took over, there's  
nothing good to eat anymore.

MAX  
I've found a few treats.

Max winks at Mr. Mouse.

MR. MOUSE  
Please stop thinking about eating  
me. I don't find it funny.

MAX  
You're in luck, I'm not hungry now.  
I'm doing a favor for the Prince.

MR. MOUSE  
The Happy Prince? The statue?

MAX  
He asked me to look for something.

MR. MOUSE  
Statues talk to you? How loony.

Mr. Mouse wipes the white powder off his face. He winces, grabs at a spot in this mouth.

MR. MOUSE (CONT'D)  
Toothache.

MAX  
Look, can you show me around? I need to find a blue jewel, or see if any humans can help me.

MR. MOUSE  
There are no humans left, chap. Not in human form anyway.

Mr. Mouse grabs Max, pulls him behind the trash can. They watch Marissa stride by. She does not see them.

MAX  
Was that-

MR. MOUSE  
Marissa, the witch. She's left us alone, for now. I think my days as a town mouse are coming to an end.

MAX  
The Sorcerer and the Prince told me the blue jewel will help to defeat the witch. What humans did you know when they were human?

Mr. Mouse sighs, he shrugs.

MR. MOUSE  
Plenty.

**EXT. WEST END OF TROUBADOUR - DAY**

Max walks next to Mr. Mouse, holds the gold in his mouth.

MR. MOUSE  
Pies, donuts, tarts, and, marble cake with butter cream filling.

Max stops, puts down the gold.

MAX

How come you only talk about food?

CORA BROWN (O.S.)

(with an attitude)

'Cause he's got a sweet tooth.

Max and Mr. Mouse see a squirrel on top of a crate. It's CORA BROWN, 3, cute, smart, but also a know-it-all type.

Mr. Mouse frowns, shakes his head.

MR. MOUSE

Oh, dear.

(to Max)

Let's get clear of the squirrel.

MAX

How come?

CORA BROWN

Don't cranes know mice love sugar?

MR. MOUSE

I was just about to tell him that.

CORA BROWN

How come he hasn't eaten you yet?

MR. MOUSE

Perhaps because he can recognize a mouse worth NOT eating.

CORA BROWN

He can? Where? I don't see one.

MAX

Do you two know each other?

CORA BROWN

Of course not!

MR. MOUSE

Not at all.

A silence, Max shrugs.

MAX (CONT'D)

Look, I have a promise to fulfill.

MR. MOUSE

Max has promised the Happy Prince he'd look for a blue jewel that will help defeat the witch.

CORA BROWN

The statue talks? Never said  
nothin' to me.

MR. MOUSE

There's no accounting for taste.

CORA BROWN

Well, Max, my name is Cora Brown.  
And, I say if you made a promise,  
then you need to go and do it.

Cora Brown turns, sees a dog head their way. She steps back.

PINKY, 3, happiest dog ever, wags his tail wildly. He jumps,  
lands on Max's chest, pins him, licks his face.

PINKY

A friend. I found a new friend.

MAX

Get off of me!

Max looks up at the slobbering face of Pinky.

PINKY

Gonna be my friend? I like new  
friends.

Pinky licks some more.

MAX

Fine, I'll be your friend. Just,  
stop with the licking.

Pinky gets jabbed by Cora Brown, gets off Max.

CORA BROWN

You promised. No slobbering.

PINKY

I said no licking you. He's new.

CORA BROWN

True.

Max stands, brushes himself off.

MAX

Do you all know each other?

CORA BROWN

We do now, since the town changed.

MR. MOUSE

Let's get going, Max. The Castle Seamstress lives nearby.

PINKY

Castle Seamstress? I know her, too.

Pinky excited, does his "happy dance." He twirls several times, makes himself dizzy, stops, falls to the ground.

He gets up, wags his tail.

PINKY (CONT'D)

Can I come? Can I?

MR. MOUSE

Yes, Pinky, you may join us.

All four animals start walking. Mr. Mouse stops, looks sternly at Cora Brown.

MR. MOUSE (CONT'D)

Were you invited?

CORA BROWN

I can be useful. And, I ain't got nothin' else to do.

MR. MOUSE

I have plenty of ideas.

Max steps between the two of them.

MAX

Look, I'm on a bit of mission here. You're both welcome to help me. You want the town back, right?

CORA BROWN

Yeah, I do.

MR. MOUSE

Of course, I do.

MAX (CONT'D)

Good, then start to get along.

Max heads off, Pinky marches behind him, tail in the air.

MR. MOUSE

I was thinking, after the Seamstress, I know a baker.

CORA BROWN

Is sugar all you think about?

**INT. BLACKSMITH SHOP - DAY**

Marissa in front of a BLACKSMITH, 30s, grizzled, covered in black. Statues everywhere, all sizes, all shapes. Marissa's black crow pet, Chuck, perches on a statue.

BLACKSMITH

Gotta get me more coal, ma'am.

MARISSA

Do you know of a place that will  
sell us coal, no questions asked?

The Blacksmith smiles a toothless grin.

BLACKSMITH

Got me some friends in the trade.  
They been in shackles like me. Got  
no questions dey can ask.

CHUCK

Pardon me, why not leave the statue  
and simply begin your new town now?

MARISSA

Remnants. My black magic won't be  
pure until all is gone. Only then  
can I rebuild the way I want.

BLACKSMITH

I'd like to earn my keep, ma'am.

MARISSA

You will. When you have more coal,  
just continue to melt every single  
statue in this town.

BLACKSMITH

What's about the one in the square?

MARISSA

That one is last.

CHUCK

Gonna be fun, that one. Yep, the  
Prince up in flames. Looovvee it.

MARISSA

Quiet.

Marissa heads to the door, walks out.

**EXT. BLACKSMITH SHOP - DAY**

Chuck flies out ahead of Marissa.

Statues litter the street. Endless. Marissa smiles, struts down the street. Chuck flies along with her.

**EXT. WEST END OF TROUBADOUR - DAY**

Cora Brown leads the three other animals down a narrow street past empty row houses and small shops.

Mr. Mouse stops and points.

MR. MOUSE

The Castle Seamstress lives there.

Mr. Mouse points to a third floor window, slightly ajar.

CORA BROWN

Max, fly to the window and look in.

MAX

Or, I can jump to the top of that trash can, jump to the first ledge, walk across to that window sill, jump up one level, and then jump to the third ledge from over there.

CORA BROWN

Or, you could just...fly.

MAX

I can't fly.

He lifts up his crooked wing.

MAX (CONT'D)

It won't work. I haven't been able to fly for a long time.

MR. MOUSE

That's dreadful, Max.

PINKY

Yeah, sorry about that.

CORA BROWN

A bird that can't fly.

MAX

But, I can climb.

They watch Max approach the building. He makes his first jump, but on his second jump, he slips and falls to the ground, he lands hard.

MR. MOUSE  
Not much of a climber.

Max gets up, dusts himself off, Mr Mouse approaches him.

MR. MOUSE (CONT'D)  
Hook your crooked wing around the  
pipe and swing your body up.

Mr. Mouse points to a pipe that runs along the second ledge.

Max makes a second attempt, before his second jump, he hooks his bent wing around the pipe to steady himself. He swings up, jumps, then makes his way to the next ledge.

#### **ON THE GROUND**

CORA BROWN  
(to Mr. Mouse)  
Max might need some help. Let's go.

MR. MOUSE  
You cannot order me around. And,  
I'm exhausted from the walking.

CORA BROWN  
Pinky, you stay.

Cora Brown walks to the trash can. Mr. Mouse looks at Pinky.

MR. MOUSE  
She's NOT in charge!

Pinky sits, assumes his best "sit" position.

MR. MOUSE (CONT'D)  
I do not HAVE to go.

Pinky does not respond, has to concentrate on his "sit."  
Mr. Mouse shakes his head, follows Cora Brown as --

MR. MOUSE (CONT'D)  
That blasted squirrel will be the  
death of me.

#### **EXT. SEAMSTRESS'S WINDOW SILL - DAY**

Max eyeballs the interior of the apartment, couch, chairs, table, a small kitchen, not fancy but not shabby. No humans.

CORA BROWN (O.C.)

Well?

Max jumps, panics, steadies himself. He puts down the gold.

MAX

Don't sneak up like that.

Max peeks back through the window as --

MAX (CONT'D)

It looks like a normal human living place. Minus the humans.

Cora Brown pushes past Max, jumps through the open window.

MR. MOUSE

There's no stopping her, lad.

Mr. Mouse follows Cora Brown. Max picks up the gold, pushes the window open a bit more, fits through, squeezes into --

#### **THE SEAMSTRESS'S APARTMENT**

Max jumps down, joins Cora Brown and Mr. Mouse on the floor.

Two weeds stick out of the floor. Max puts down the gold.

MAX

Humans?

MR. MOUSE

What's left of them.

MAX

I guess they can't help. Should we look around for the blue jewel?

Max accidentally kicks a piece of gold, it touches a weed, slithers into the weed, and disappears.

SEVERAL LOUD PINGS/BANGS. The weed grows in size. It glows from red to blue to green as it transforms.

Max jumps back, huddles next to Mr. Mouse and Cora Brown.

The weed grows and changes into human form. It becomes the very human SEAMSTRESS, 40s, plain-looking but sturdy.

She appears dazed, looks around, sees the animals.

SEAMSTRESS

Animals? Why are you here?

The gang look at each other.

MR. MOUSE

Perhaps we ought to leave now.

The Seamstress puts a hand to her mouth.

SEAMSTRESS

You can speak? I can hear you?

MR. MOUSE

She can-

MAX

Hear us?

CORA BROWN

Looks that way.

The Seamstress bends down to get closer to the gang.

SEAMSTRESS

Are you witches?

They do not answer.

Max has an idea. He kicks a piece of gold at the second weed. It slithers into the weed like before, again disappears.

PING/BANG - SVEN, 10, a bit dazed, stands in the room.

The Seamstress smiles, grabs her son, hugs him.

SEAMSTRESS (CONT'D)

Sven!

MAX

Magic gold?

MR. MOUSE

It appears so.

MAX

(to the Seamstress)

We need your help. We can defeat the witch but we need the blue jewel that was on Prince the day Marissa took over.

SEAMSTRESS

I know the piece you're talking about, but I haven't seen it.

CORA BROWN  
Can you look for it?

MR. MOUSE  
But, do it carefully, ma'am. Your  
neighbors are still weeds and the  
witch roams still.

Max sees the third piece of gold on the floor. He kicks it  
toward the Seamstress and her son.

MAX  
The prince wanted you to have it.

The Seamstress leans down, hugs Max.

SEAMSTRESS  
Aren't you a blessing!

**EXT. WEST END OF TROUBADOUR - DAY**

Max walks with Mr. Mouse, Cora Brown, and Pinky.

PINKY  
They were always nice to me when I  
was a castle guard dog.

MR. MOUSE  
You're not a guard dog. Guard dogs  
are large, muscle-bound hounds with  
gigantic teeth. They bite first and  
ask questions later.

Pinky stomps, paces, an angry happy dance.

PINKY  
Shame on you, town mouse. You  
should know that Japanese Chins  
have been guard dogs in Troubadour  
for a long time. My father was well  
known, so was Mom. I've been in  
training since I was born. See...

Pinky sits in a "proper" pose.

PINKY (CONT'D)  
... This is my guard pose. Tell me  
when to stop.

Max, Mr. Mouse, and Cora Brown say nothing.

Pinky sees a fly near his nose, it teases him. He tries to  
bite it, which causes Pinky to break his pose.

MR. MOUSE  
Apparently you need more training.

MAX  
Let's go talk to the Prince.

CORA BROWN  
See how you talk to a statue.

MAX  
Okay. Come with me. I'll show you  
how a crane makes things happen.

Max walks with a skip in his step.

MR. MOUSE  
You wanted to know, let's find out.

#### **INT. THRONE ROOM - NIGHT**

Marissa at a table, eats a splendid meal in front of the  
soggy King and the windy Queen.

MARISSA  
For now, most of the other towns  
have forgotten we exist.

KING  
You cannot keep all outsiders from  
Troubadour. Someone will come.

MARISSA  
Oh, yes, when the town is ready, it  
will be reopened. Don't worry.

QUEEN  
You are true evil.

MARISSA  
Yet, I am free from the burden  
imposed on me by my family. I have  
shown that witches can do better. I  
am the proof. Never again will I be  
subservient to humans.

Marissa eats, smiles, enjoys herself.

#### **EXT. LUSH FIELD - DAY**

Gilberath, Wilton, and other cranes eat. Leanne not eating.

WILTON

You gotta fill up, Leanne.

LEANNE

I wonder if Max is okay.

WILTON

Forget him. I'm the one you want.  
I'm handsome, in line to become the  
next leader, I can fly.

LEANNE

You're so full of yourself.

Wilton tries to put his arm around her. She pushes him.

LEANNE (CONT'D)

Stop it, Wilton. Leave me alone.

Wilton frowns, kicks the dirt.

**EXT. THE STATUE OF THE HAPPY PRINCE - NIGHT**

Max in front of the statue, the others behind him.

MAX

If we take more gold, we can free  
even more humans from the spells,  
and they can help us find the blue  
jewel. My new friends will help.

THE HAPPY PRINCE

That is such good news, Max.

CORA BROWN

He thinks he's talking to it?

MR. MOUSE

Like I said, he's off his rocker.

Max frowns.

MAX

They don't believe I can hear you.

THE HAPPY PRINCE

Tell them Pinky's father is Sid and  
his mother is Jingles.

Max looks at his friends.

MAX

The Prince said Pinky's mother is  
Jingles and father is Sid.

PINKY

That's right!

THE HAPPY PRINCE

I have a better idea. Max, I cried  
on you, maybe it was my tears that  
did it. Bring them near me.

Max looks at the others.

MAX

The Prince wants you to get close  
to him so he can cry on you.

CORA BROWN

Why would we do that?

MAX

He thinks that's how we can talk.

PINKY

I'll go.

Pinky runs hard, slams into the statue, shakes his head.

MR. MOUSE

Human tears means water. I protest.

CORA BROWN

I say we try it.

Cora Brown moves next to Pinky as --

CORA BROWN (CONT'D)

Mr. Mouse, come join us.

MR. MOUSE

Do you not know what a protest is?

CORA BROWN

We're waiting.

MR. MOUSE

I am NOT getting wet!

A large drop of water falls on Cora Brown's ear, she shakes  
her head. Drops fall on Pinky, he wags his tail.

PINKY

More! More! I love the rain.

THE HAPPY PRINCE  
You can have all you want, Pinky.

PINKY  
Prince, it really is you!

Cora Brown steps away from the statue, sees the tears as --

CORA BROWN  
Amazing.

THE HAPPY PRINCE  
It looks like my tears are special.

PINKY  
I really miss you, Prince.

THE HAPPY PRINCE  
And, I miss you, Pinky.

Pinky does his happy dance, twirls, falls, rolls on his back.

THE HAPPY PRINCE (CONT'D)  
Pinky, come to my leg.

Pinky jumps onto the base of the statue, dust and debris fall off the Prince's pant leg onto Pinky.

PINKY  
Hey, that tickles.

Max goes to the gold, begins to peck off more pieces. Pinky helps him. Cora Brown looks at Mr. Mouse.

CORA BROWN  
Helping?

MR. MOUSE  
Even though I was not privy to the entire conversation, it appears as if you are removing more of the gold in order to restore more of the humans, is that correct?

CORA BROWN  
You want a baker back, right?

MR. MOUSE  
Bakers are high priests in my religion, and a bakery is a temple.

All four animals remove gold pieces.

**INT. PLAYWRIGHT'S HOME - DAY**

The PLAYWRIGHT, tall, unshaven, nice smile, hands his buddy, Mr. Mouse, a sugar mint. Max, Cora Brown, and Pinky nearby.

MR. MOUSE

A blue jewel. Large and sparkly.

PLAYWRIGHT

I'll have a look around.

He tosses a sugar mint to Mr. Mouse, who chomps happily.

Max sees Pinky, on the floor, licks his very empty food bowl.

MAX

It's empty, Pinky.

PINKY

Might not be. You never know.

He keeps licking the empty bowl. Max looks at the Playwright.

MAX

The Prince said to ask all of you to be careful. The witch mostly stays in the castle, but we've seen her in the town, too.

PLAYWRIGHT

I wish I knew more about how to defeat a witch. I can go through my books, see what I can come up with.

**EXT. PLAYWRIGHT'S HOME - NIGHT**

The gang leave. Mr. Mouse suddenly jumps in front of them, points to Marissa strolling nearby.

The animals hide behind a tree, watch Marissa disappear.

**INT. BAKERY - DAY**

The rotund BAKER has an attentive audience, Mr. Mouse.

MR. MOUSE

Of course, there's still some food around town, scraps of this and that. But, let me tell you, there is absolutely nothing GOOD to eat.

THE BAKER  
I will make you something tasty.

MR. MOUSE  
Excellent idea.

Nearby stands Cora Brown, Max, and Pinky.

CORA BROWN  
We'll never get outta of here.

Cora Brown sits, so does Pinky. Max watches Mr. Mouse, wide-eyed as he watches every graceful movement of the Baker.

**EXT. TROUBADOUR STREET - DUSK**

The gang appear around a corner, run for their lives. A bloated Mr. Mouse rides on top of Pinky.

MR. MOUSE  
I warned you. Not all of the humans  
should be brought back to life!

Behind them, a DOGCATCHER swipes with a large net.

The net catches Max as --

DOGCATCHER  
Gotcha!

MAX  
Hey, let me go!

The other animals stop, double back.

PINKY  
Max, get out. He'll take you to the  
pound where animals get... killed.

Max panics, his wings flap, his body shakes violently.

The Dogcatcher struggles to grab him, hold him.

CORA BROWN  
Listen, dog catcher person, you  
should be helping us. The witch can  
be stopped if you-

DOGCATCHER  
Got me a job, rat. Yous just be  
quiet or yous next.

MR. MOUSE

She's a squirrel and she's correct.  
After we restore the town you can  
return to your netting of animals.

MAX

Let me out! Let me out of here!

Max's panic increases, he kicks, flails with his wings.

The remaining animals look at each other, nod.

They attack the Dogcatcher. Pinky bites his leg while Cora Brown scurries up his pant leg, digs her nails in deep.

DOGCATCHER

Awweeeehhhh.

The Dogcatcher falls to the ground, drops the net with Max.

Mr. Mouse opens a hole in the net, Max crawls out.

MR. MOUSE

Got him.

Pinky backs off while Cora Brown jumps, lands on a crate.

MAX

Wow, Cora Brown, you flew.

CORA BROWN

You think birds are the only  
animals that can fly?

MR. MOUSE

Let's get out of here.

Cora Brown jumps down, they run away.

They do not see Chuck, perched high on a ledge. He smiles,  
flies away.

#### **EXT. ODESSA SQUARE - DAY**

The gang head into the square.

MR. MOUSE

So, you learned that flying,  
leaping ability in the country?

CORA BROWN

That's where I grew up.

MR. MOUSE  
But, you ended up here?

CORA BROWN  
That's right.

MR. MOUSE  
Hmm, like Max, you came here  
without your flock.

CORA BROWN  
It's none of your business, mouse.

#### **AT THE HAPPY PRINCE STATUE**

The statue with gaping holes of missing gold pieces.

MAX  
We're back, Prince. We had a bit of  
trouble that time.

PINKY  
With a dogcatcher.

CORA BROWN  
But, we got away.

MR. MOUSE  
Relatively unscathed.

THE HAPPY PRINCE  
I have another idea for all of you.

#### **INT. CASTLE LIVING ROOM - DAY**

A former human living room now a science lab for a witch.  
Marissa works, Chuck perched on a stand.

CHUCK  
A portion of the gold is gone.  
They're taking it to the humans.

MARISSA  
The humans are weeds.

CHUCK  
Not anymore.

Marissa stops her work, scowls.

**EXT. ALLEY - DAY**

A MAN runs, stopped, trapped. Looks back at Marissa.

MAN

Please, no, I'll do anything.

Marissa waves her hand, the Man transforms into a spiked piece of lead stuck into the ground.

MARISSA

That should be better. That damn Sorcerer must have done something.

**SERIES OF SHOTS ON TROUBADOUR STREETS**

1. Marissa turns the Playwright into a piece of lead.
2. Marissa turns the Seamstress and Sven into pieces of lead.
3. Marissa turns a muffin-clutching Baker into lead.

**END SERIES OF SHOTS****EXT. DIRT ROAD - DAY**

The gang walks, look tired. Max stops, looks around.

MAX

It's around here somewhere.

MR. MOUSE

Just admit you can't remember.

MAX

I'm usually pretty good at this. I just didn't realize there were so many forks in this road, is all.

Max walks, the others follow.

The road bends. Max sees another fork ahead.

MAX (CONT'D)

There it is.

Max runs to the Sorcerer's tree.

MAX (CONT'D)

Um, excuse me. You still in there?

MR. MOUSE  
(whispers)  
Here he goes again.

SORCERER  
The mouse should have more faith.

Mr. Mouse's jaw drops.

MR. MOUSE  
Oh, my. The tree...speaks.

PINKY  
The Sorcerer's in the tree!

CORA BROWN  
Well, I'll be.

SORCERER  
You have the spectral jewel, Max?

Max frowns.

MAX  
Not yet.

PINKY  
We restored some humans, Sorcerer.

MR. MOUSE  
The humans are helping us look for  
the blue jewel.

SORCERER  
Ah, the spectral jewel must have  
done something to the gold pieces.  
However, that has all changed.

MAX  
What do you mean?

SORCERER  
Marissa has retaken the town. I am  
afraid you cannot go back, my  
friends. Thank you for trying, Max.

MAX  
What about the Prince?

SORCERER  
He will be melted.

**EXT. DIRT ROAD/CREEK - DAY**

The gang walks slow, heads droop, spirits low.

Pinky stops, looks at the water, down the road.

PINKY

The last place I saw my dad alive.  
I was allowed to walk him and the  
Lieutenant, Gwen's father, to this  
spot to see them off. My dad was  
escorting the Lieutenant to the low  
country to discuss trade.

Pinky lies down, frowns.

PINKY (CONT'D)

Only the Lieutenant came back.

Pinky drops his head onto his front paws.

CORA BROWN

Sorry, Pinky.

Pinky lifts his head, stands, heads away from the others.

MR. MOUSE

Pinky, where are you going?

PINKY

To my town. Troubadour. I don't  
care if some witch is there. That's  
my home and I'm going back.

Mr. Mouse joins Pinky, scratches his ears.

MR. MOUSE

It's my home, too, Pinky. I was  
born there, and I will die there.  
You're right. Where else can we go?  
(looks at Cora Brown)  
You have another home.

Cora Brown shakes her head.

CORA BROWN

I can't... go back there. I watched  
my brother die. I blame myself.

Cora Brown joins Mr. Mouse and Pinky.

PINKY

Sorry about your brother.

MR. MOUSE

Yes, that must have been hard.

CORA BROWN

I promised to always take care of him. And, I failed.

Cora Brown sits.

MAX

I'm sorry about your brother, Cora Brown...And your town. But, well, my flock is leaving soon.

They look at Max.

MAX (CONT'D)

They have to fly to the wintering place soon. I know where they are.

MR. MOUSE

But, that's not your flock, Max.

MAX

It wasn't so bad. It's all I know. Witches and magic aren't for me. I tried to help, but maybe I'm not meant to be in Troubadour. Maybe I'm meant to be a crane in a crane flock. Whether they want me or not.

CORA BROWN

You sure, Max?

Max hesitates, nods.

MAX

How can I find a new flock when I don't know what I'm looking for?

Max turns, walks away.

The others walk in the opposite direction, look back at Max.

#### **INT. CASTLE - DAY**

Marissa stands in front of the three thieves.

MARISSA

Bring them to me. Alive.

TALL THIEF

Four animals, ma'am?

UGLY THIEF

If'n they been taking the gold,  
well, then, maybe we's take the  
gold from det statue. Then, maybe,  
they'd come follow us-

MARISSA

I don't care how you do it, just  
bring me those four animals.

The thieves file out. Chuck flies into the room, perches.

CHUCK

Why can't you just kill them all?

MARISSA

It's a part of black magic that...

She stops.

CHUCK

Ah, you won't go there.

Marissa scowls at Chuck. He flaps his wings, takes off.

**EXT. FIELD - DAY**

Max walks, head down.

He stops, hears something, looks up, sees a flock of cranes.

CHUCK

Your flock?

Max spins around, sees Chuck perched on a tree branch.

MAX

Yeah, well, sort of.

CHUCK

Better get running then, if that's  
what you're good at.

(he stretches his wings)

Trust me, being a crow has its  
advantages. We don't do flocks.

MAX

Flocks aren't so bad.

CHUCK

You gotta take what you get. It's  
bad enough I have a mother-in-law.

Max turns, walks away.

CHUCK (CONT'D)  
She's putting them under a spell.

Max stops, looks back.

CHUCK (CONT'D)  
They'll completely forget who they  
are. She may even put them to work  
in the castle.

MAX  
They didn't do anything wrong. It  
was my idea to help.

CHUCK  
I suggested she kill them.

Chuck smiles, lifts into the air, flies away.

Max watches Chuck disappear.

He hears his flock, looks up.

#### **IN THE AIR**

Leanne flies with the flock, looks down.

LEANNE  
Max.

She breaks free from the flock.

WILTON  
Hey, Leanne. You can't go.

Leanne flies away.

#### **ON THE GROUND**

Max runs, flaps his wings, tries to fly, but fails. He lands  
hard on the ground. He tries again, still can't fly.

Disappointed, he stands, shakes his head.

MAX  
I can't do it.

LEANNE (O.C.)  
Maybe you don't need to fly.

MAX  
Leanne?

He goes to her.

MAX (CONT'D)  
I'm helping this town-

WILTON (O.C.)  
Helping humans! You just don't get  
it, do you, Max?

Max puts his wing in front of Leanne, pushes her back.

MAX  
I get it more than you, Wilton.

WILTON  
I have something special in mind  
for you, Max.

Wilton advances on Max, who backs up, trips. While on the ground, he sees a small animal trap in the form of a wooden crate, tipped on its side. The latched door is open.

WILTON (CONT'D)  
I found the perfect place for you.

LEANNE  
Wilton, no!

Max gets up, runs. Wilton tries to grab him, shove him in the crate. At the last moment, Max escapes, jumps on the crate.

WILTON  
I'll get you in there.

Max jumps down, runs. He stops, looks back at Wilton.

MAX  
I'm sick of running.

Max lowers his body, squares his shoulders. He hesitates, then charges at Wilton like a bull.

Wilton leaps, Max runs right past him, stops, looks back.

WILTON  
Missed.

Max crouches again, runs at full speed, Wilton jumps.

WILTON (CONT'D)  
This is fun, Max.

Max, full of fury, charges again. Wilton leaps again.

WILTON (CONT'D)  
Woo hoo. That was my best yet.

Max won't have it anymore. His nostrils flair, he kicks at the ground, steadies himself with his wings.

LEANNE  
Max, don't do it.

Wilton laughs.

WILTON  
I'm fine, Leanne. Don't worry. Once he's tuckered out, I'll lock in that box and we'll be on our way.

Max takes a deep breath, he's ready. He charges.

Wilton jumps higher this time, so high that he hits his head hard on a tree branch, falls to the ground, knocked out.

Max and Leanne stand over Wilton.

MAX  
I hate being trapped.

LEANNE  
We all do.

Leanne smiles.

LEANNE (CONT'D)  
He'll be all right. What were saying about a town?

MAX  
I need to get back. I'll just start running and hoping I get there in time to save my new friends.

LEANNE  
I have a better idea.

# **EXT. SKY - DAY**

Leanne flies with Max on top of him, barely hangs on.

MAX  
I'm not too sure about this.

LEANNE  
We've got a witch to stop, Max.  
Just hang on tight.

Leanne turns, Troubadour looms ahead.

**EXT. STATUE OF THE HAPPY PRINCE - DAY**

The Three Thieves quickly remove the gold, put it into sacks.

Cora Brown, Pinky, and Mr. Mouse nearby.

PINKY  
Can't we stop them like we did with  
the Dogcatcher?

CORA BROWN  
They're three.

MAX  
And, they're more menacing.

The Three Thieves finish. They take their haul, slink out of  
the square. The animals join the Prince.

PINKY  
Prince, you okay?

The Happy Prince does not respond.

PINKY (CONT'D)  
Prince? Say something!

CORA BROWN  
Hello up there?

MR. MOUSE  
What's going on?

Cora Brown hesitates, listens.

CORA BROWN  
The Prince doesn't speak anymore.

MR. MOUSE  
The gold? Did that allow him to be  
able to communicate?

THE HAPPY PRINCE  
He said it was his tears.

MR. MOUSE  
Perhaps he was wrong.

PINKY  
Guys, let's go.

MR. MOUSE  
Where, Pinky?

PINKY  
After the gold.

Pinky takes off, the others follow.

**EXT. CASTLE - DUSK**

The Ugly Thief picks the lock of the front gate as the other two Thieves wait. Finally, the lock is open and they enter.

Watching them, hidden behind bushes are Cora Brown, Pinky, and Mr. Mouse. They come out from hiding.

CORA BROWN  
I'll go find a way inside.

Cora Brown takes off. Mr. Mouse shrugs, looks at Pinky.

MR. MOUSE  
I'm actually getting used to her.

**EXT. CASTLE - EVENING**

Cora Brown returns. Pinky and Mr. Mouse sit on the grass.

CORA BROWN  
Doors and windows locked. Upper windows all boarded up. Now what?

MR. MOUSE  
You... don't know what to do?

PINKY  
Look!

The animals look up, see Leanne with Max on her back.

Leanne circles once, lands perfectly. Max jumps down.

CORA BROWN  
Max, you're back.

PINKY  
I'm happy to see you, Max.

Pinky's tail wags, he does his happy dance as --

MAX  
What do you call that, Pinky?

PINKY  
My happy dance.

MAX  
You dance, too?

PINKY  
My way, sure do.

Max gestures at Leanne.

MAX  
Um, this is Leanne. She's from my flock and she's here to help.

LEANNE  
Max told me everything while we were flying.

MR. MOUSE  
Piggyback riding, Max?

MAX  
I... was just flying with her.

MR. MOUSE  
Of course, you were.

Mr. Mouse smiles, winks at Pinky.

CORA BROWN  
We need to get inside the castle.

PINKY  
Let's use the secret entrance.

They all look at Pinky

#### **EXT. BACK OF THE CASTLE - NIGHT**

The gang walks as --

MR. MOUSE  
All I'm saying, Pinky, is try to mention these things sooner.

PINKY  
Okay, then I'll tell Cora Brown you like her now.

CORA BROWN  
Excuse me?

Mr. Mouse points to an ivy-covered brick wall.

MR. MOUSE  
Is this the wall, Pinky?

PINKY  
I don't see the black brick. You  
gotta push the one brick to open  
the secret door.

CORA BROWN  
It's all covered in ivy, Pinky.

PINKY  
Yep, I can see that.

MR. MOUSE  
Where is it exactly? What side? Up,  
down? Where?

Pinky cocks his head, stares, shrugs.

PINKY  
I'm not sure. I was just a pup, and  
the humans always opened it.

LEANNE  
Well, it's back there somewhere.  
Let's start pulling down ivy.

Leanne jumps in and starts pulling the ivy. Pinky joins her.

MAX  
Isn't she great?

Max smiles, joins Leanne.

Mr. Mouse looks at Cora Brown.

MR. MOUSE  
Ah, young love. What about you?

CORA BROWN  
Ivy gives me gas.

MR. MOUSE  
It's hardly appetizing.

CORA BROWN  
'Course, we don't need to eat it,  
just chew pieces and spit it out.

MR. MOUSE  
If I could think of it as... Oh, I  
don't know. What?

CORA BROWN  
Frosting.

She smiles at him.

CORA BROWN (CONT'D)  
Green frosting.

MR. MOUSE  
Oh, the sugary, buttery kind?

CORA BROWN  
Absolutely.

MR. MOUSE  
Now you have my attention.

Mr. Mouse and Cora Brown dig in.

#### **EXT. BRICK WALL - DUSK**

Pockets of missing ivy. The black brick exposed.

Max jumps on Leanne's shoulders, Cora Brown scurries up Max,  
positions herself on Max's shoulders.

She pushes the black brick.

A LOUD NOISE, an unseen center line of bricks gives way as a  
door opens inward. It's simple but impressive.

PINKY  
Wow, that's better than I remember.

Cora Brown and Max get down.

MAX  
Let's go in.

The gang slowly enters, last is a very rotund Mr. Mouse.

CORA BROWN  
Always overdoing it.

MR. MOUSE  
I'm coming.

He hiccups.

**INT. THRONE ROOM - NIGHT**

The animals slink into the room, stop, stare at the raining and blowing statues of the King and the Queen.

PINKY

That's the King and Queen.

MR. MOUSE

They look, well,... I imagine  
they've looked better.

MAX

You think we can talk to them?

Max looks at the others, he slowly approaches the statues.

MAX (CONT'D)

Hello, I'm Max. I know your son,  
the Prince. He's... okay. Sort of.

Max hesitates, listens.

MAX (CONT'D)

Can we... talk?

Max waits again, turns, looks at the others behind him.

CORA BROWN

Let's find the gold.

MR. MOUSE

And, give it to them. Restore the  
ones in charge of this place.

Mr. Mouse nods, so does Cora Brown. Pinky looks worried.

**INT. CASTLE HALLWAY - NIGHT**

Cora Brown sticks her head through a half-closed door. Mr. Mouse groans, pulls out another tooth.

MR. MOUSE

Lost another one.

He tosses the tooth, it clanks against the stone floor.

CORA BROWN

Hush.

Inside the room, Cora Brown sees the Three Thieves around a table, they dole out equal piles of gold, drink liquor.

UGLY THIEF  
I'm thinking she'll let us keep it.

BEARDED THIEF  
As a reward.

TALL THIEF  
That's right. We's done good.

Cora Brown backs into the hallway, they move from the door.

CORA BROWN  
Let's come up with a plan.

PINKY  
I say we attack. This is my castle.  
I gotta protect it!

CORA BROWN  
But, we're only animals.

MAX  
We can attack BECAUSE we're  
animals. We're quicker than them  
and we have claws. Pinky can bite.  
Mr. Mouse can...

He stops, looks at Mr. Mouse, who is asleep in the corner.

PINKY  
We have surprise on our side.

MAX  
That's right. Look, I'll attack the  
tall one. Pinky you get the one  
with hair on the face. Cora Brown  
and Leanne you go after the other  
one. Leanne, you-

LEANNE  
Fly in his face and whack him with  
my wings?

MAX  
Exactly.

CORA BROWN  
Finishing each other's sentences?  
And, the mouse missed it.

**INT. CASTLE ROOM - NIGHT**

The Three Thieves divide the gold and now pound down gulps of whiskey. It is a party atmosphere, thief style.

The animals get into position. Cora Brown nods, a signal.

Pinky bites the Bearded Thief's ankle, does not let go as --

BEARDED THIEF

What the...?

Max jumps on a table then onto the shoulder of his thief. He swipes with his wing while pecking the Tall Thief's face.

Cora Brown scurries up the Ugly Thief's pants, digs her nails in along the way.

Leanne flies, flutters her wings into the thief's face.

UGLY THIEF

Whoa!

Their attack goes well.

Mr. Mouse staggers in.

MR. MOUSE

I'm here to assist.

He stops, sees a table with a white sack. His eyes bulge.

MR. MOUSE (CONT'D)

That. Can't. Be.

He sees the words, "SUGAR," printed on the sack.

Mr. Mouse's stamina returns as he darts toward the table.

On route, he knocks into Pinky's leg, knocks the dog off balance forcing him to let go of the Bearded Thief. The Bearded Thief quickly grabs Pinky by the scruff of the neck, tosses him into a corner of the room.

Mr. Mouse leaps onto a chair, then onto the table.

The chair tips, knocks into the back of the Tall Thief, allows him to get a respite from Max's attack.

He jumps to his feet, grabs a broken chair leg, whips it, smacks Max to the ground.

Mr. Mouse gapes at the word on the sack.

MR. MOUSE (CONT'D)

Oh my heavens!

He lunges, knocks a cup off of the table and into the body of the Ugly Thief. It hits Cora Brown, knocks her off him.

The arm of the Ugly Thief hit Leanne, she falls to the floor.

The Ugly Thief kicks Cora Brown into a wall.

Mr. Mouse quickly digs a hole and disappears inside the sack.

But, the attack is over.

The Bearded Thief grabs his buddies.

BEARDED THIEF

Let's get outta here before the misses comes.

UGLY THIEF

She wants 'em, she can have 'em.

They grab their gold, freeze at the sound of a BUZZING NOISE. They listen as the sound gets louder and closer.

A LARGE SWARM OF BEES dart in the room, attack the Three Thieves. The Thieves suddenly fight for their lives, shout "Bees," "Help," "Argh, get them off."

They abandon the gold, rush out with the bees in pursuit.

Max joins his friends, helps Leanne to her feet.

PINKY

Lotta bees.

MAX

Where'd they come from?

CORA BROWN

And, why not bother with us?

They look at one another, no answer.

A LOUD LAUGH. Marissa strides in, gleeful.

MARISSA

That'll keep them busy.  
(to the animals)  
The troublesome animals.

The animals stare, say nothing.

MARISSA (CONT'D)  
I can communicate with animals.  
Now, tell me how did you return the  
humans to their proper form?

More silence.

MARISSA (CONT'D)  
You better talk to me.

CORA BROWN  
Well, ma'am, you killed the people  
in this town-

Marissa gestures, Cora Brown flies into a wall, is dazed.

MARISSA  
I killed no one!

Max steps up, pushes Leanne and Pinky behind him.

MAX  
Don't you hurt us again.

MARISSA  
Well, look at you. Broken wing,  
without your flock. Yet, brave.

Cora Brown slowly stands.

MAX  
We know what you did to this town.  
We know how evil you are.

MARISSA  
Do you?

Cora Brown joins them.

PINKY  
I say let's get the gold and scram.

MARISSA  
The castle dog says it's the gold?

MAX  
Look, don't hurt us. We'll just  
leave, we know our way out.

MARISSA  
I think not.

Marissa raises a hand, a silver mist appears, it flies  
quickly over the animals like a cloud, falls onto them.

The faces of Max, Cora Brown, Leanne, and Pinky change, become blank-looking (like the King's Court).

MARISSA (CONT'D)  
You will not bother with my town  
again, do you understand?

All four speak in a rote-like voice.

MAX  
We do.

CORA BROWN  
We understand.

PINKY  
We must leave.

In a daze, the animals head to the door. Marissa holds up a hand, Leanne stops while the others leave.

Marissa stands in front of Leanne.

MARISSA  
I'm going to give you... special  
instructions.

The witch whispers in Leanne's ear, she turns, walks out.

Marissa glances at the sack, sees Mr. Mouse moving inside.

MARISSA (CONT'D)  
Show yourself.

The movement stops.

MARISSA (CONT'D)  
Come out.

Slowly, Mr. Mouse peeks out, his nose covered in sugar.

MR. MOUSE  
May I help you, madam?

MARISSA  
That's my sugar you're eating.

MR. MOUSE  
Oh, okay, then, I'll just leave.

Mr. Mouse retreats back into the sack.

MARISSA  
That's NOT leaving.

MR. MOUSE  
(from inside the sack)  
It's not?

Marissa reaches into the sack, grabs Mr. Mouse by his tail.

MARISSA  
Who told your friends remove the  
gold from my statue?

MR. MOUSE  
I... I don't...well, the Prince-

MARISSA  
Prince?

MR. MOUSE  
Oh, no, not the Prince. A man, uh,  
two men. No, no, three! Three men.  
Those thieves, that's who. Those  
three thieves removed the gold.

MARISSA  
Not. All. Of. It.

MR. MOUSE  
Are you certain?

Marissa takes a deep breath, takes Mr. Mouse to the door,  
drops him on the ground.

MARISSA  
Get out. I'm tired of you.

MR. MOUSE  
Gladly.

Mr. Mouse looks back longingly, yet ever-so-briefly, at the  
sack of sugar, sighs, then dashes away.

#### **EXT. TROUBADOUR STREETS - DAWN**

Mr. Mouse steers Cora Brown, Pinky, Leanne, and Max, keeps  
them together. It's not easy. Max wanders away, Mr. Mouse  
rushes to him, prods him back.

MR. MOUSE  
Stay together. And, be more  
cooperative, please.

**EXT. STATUE OF THE HAPPY PRINCE - DAY**

Mr. Mouse has all four next to each other.

MR. MOUSE

Hello, Prince. I'm Mr. Mouse, or whatever you want to call me. We've met, even though I was unable to hear you earlier.

Pinky wanders away. Mr. Mouse grabs him, brings him back.

MR. MOUSE (CONT'D)

Right, well, here's my dilemma. The witch, your witch, seems to have done something dreadful to my friends. See, they're under some sort of spell, I think. And, well, since I don't know how to undo it-

Mr. Mouse notices Cora Brown wander off. He sighs, chases her down. He has an idea, forces all four to sit on the ground.

MR. MOUSE (CONT'D)

That's better.

(to the statue)

About your tears. You no longer have your gold or your ability to talk, but I was wondering if your tears could be of assistance to possibly cure them?

Mr. Mouse waits, gives up. He sits, slouches, tired.

MR. MOUSE (CONT'D)

Or, maybe not.

After a moment, he sees tears in the prince's eyes.

MR. MOUSE (CONT'D)

Here goes nothing.

With a frown, Mr. Mouse gets behind Pinky and moves him closer to the statue. Both he and Pinky get hit by tears.

MR. MOUSE (CONT'D)

I hate water.

He does the same for Max, Leanne, and Cora Brown. With each animal, Mr. Mouse gets drenched by the falling tears.

After a moment, the others look restored.

LEANNE  
Max, what happened?

MR. MOUSE  
The witch put you under a spell.

PINKY  
I didn't like it.

CORA BROWN  
I had such strange thoughts.

Cora Brown stands in front of Mr. Mouse.

CORA BROWN (CONT'D)  
Mr. Mouse, you have my gratitude.

MR. MOUSE  
Does that mean we're friends now?

CORA BROWN  
I guess we could try.

PINKY  
What's wrong with friends? I love friends. Got lots of 'em.

Pinky does his Happy Dance.

MAX  
The witch's hair.

CORA BROWN  
What's that, Max?

MAX  
The Sorcerer said it was important for me to get some of the witch's hair. Just like the blue jewel.

MR. MOUSE  
We still haven't been able to find that one, lad.

LEANNE  
I'd like to meet a sorcerer.

MAX  
That's exactly what I was thinking. But, there's one other thing first.

Max heads off, Leanne follows, then Pinky.

CORA BROWN  
Adorable, aren't they?

MR. MOUSE  
It's getting a little mushy for me.

**EXT. CASTLE - DAY**

Chuck flies out a castle window, lands near a mound of ants.  
He approaches the mound, licks his chops.

Pinky appears suddenly, he pounces on top of Chuck. Chuck  
tries to fly away, but Pinky's manic energy keeps him down.  
Pinky hovers over Chuck, drool galore.

The other animals appear.

MAX  
We have some questions for you.

CHUCK  
I'm not answering any questions. I  
have chosen my affiliation.

CORA BROWN  
You might have to rethink that.

Pinky licks Chuck, who is instantly soaked.

CHUCK  
Stop it, dog.

CORA BROWN  
The dog can do more than that.

Pinky growls, shows his teeth, looks menacing.

MR. MOUSE  
Now that's a castle guard dog.

Chuck squirms, he's honestly afraid.

CHUCK  
I don't know anything.

MAX  
You know where the witch took the  
spectral jewel.

CHUCK  
The what?

MAX

Pinky.

Pinky slobbers more, growls, even a bit.

CHUCK

Okay, I'll tell you what you want to know. Just get the dog off!

**EXT. DIRT ROAD - DAY**

The gang in front of the Sorcerer's tree, the mouth moves.

MAX

All we have to do is find the ship and get it back.

MR. MOUSE

Sounds easy enough.

LEANNE

Mr. Sorcerer, why is one jewel so important?

SORCERER

It is not just any jewel. The spectral jewel is a very powerful tool used against black magic.

Max looks at Leanne.

MAX

You can find the ship.

LEANNE

All right. Black, you say?

SORCERER

Leanne will need to remain with me.

LEANNE

You want me to stay and not fly?

MAX

I should stay.

SORCERER

But, you cannot. I propose you go and find the black ship.

MAX

Um, I can't fly.

SORCERER

Max, I don't think you've ever  
asked your heart if that's true.

MAX

My heart?

Cora Brown nods at Mr. Mouse.

CORA BROWN

Why don't you show Max the docks  
while Pinky and I get the hair?

SORCERER

Do not linger for long. I believe  
the Prince will be melted soon.

MAX

Melted? He'll be gone then.

SORCERER

And, the entire town will be  
forever locked into Marissa's  
spell. Including me.

Mr. Mouse grabs Max's arm, they walk.

MR. MOUSE

Let's go, chap. The docks are my  
favorite place. It's the best place  
to get sugar, right when it comes  
off the boats.

They disappear. Cora Brown looks at Pinky.

PINKY

I'll bite off every hair on that  
witch's head, I will.

They walk away. Leanne looks at the Sorcerer's tree.

LEANNE

Sorcerer, why did you have me stay?

SORCERER

Because I will be in need of an  
assistant, and Max can do this.

LEANNE

Even if he can't fly?

**EXT. STATUE OF THE HAPPY PRINCE - NIGHT**

Marissa in front of the Happy Prince, puts a hand on the statue, the real face of The Happy Prince appears.

MARISSA

How are you able to communicate  
with those animals?

THE HAPPY PRINCE

They've done nothing wrong!

MARISSA

How were you able to speak to them?

THE HAPPY PRINCE

My tears. I cried on them and the  
next thing I knew we could speak.

MARISSA

Hogwash! You can have no tears.

THE HAPPY PRINCE

You are correct. My tears are gone.

MARISSA

Your time is up. My blacksmith is  
almost ready for you. When you are  
melted, it will finally be over.  
Goodbye, Happy Prince.

She removes her hand, the prince's face returns to lead. She  
laughs, strolls away.

**EXT. DOCKS - NIGHT**

A SHIP CAPTAIN climbs out of a rowboat, looks around, sees no  
one. His FIRST MATE in the rowboat.

SHIP CAPTAIN

Can't see no one around. Last time  
I was here, had me some decent fun.

FIRST MATE

Let's go pull into port down the  
coast. It don't feel right here.

The Ship Captain shrugs.

SHIP CAPTAIN

Right, let's get out of here.

Nearby is Max and Mr. Mouse.

MR. MOUSE

Let's start at Dock B, I know some mice over there.

MAX

I have a better idea.

Max grabs Mr. Mouse by the back of his neck.

MR. MOUSE

What are you doing, bird?

As the Ship Captain and First Mate push the rowboat away from the dock, they don't notice Max jump onto the back of the rowboat. He searches, finds a tarp, ducks underneath it.

**INT. UNDER THE TARP - NIGHT**

MR. MOUSE

Why are we here?

MAX

You'll see.

The rowboat lurches.

MR. MOUSE

I'm not going to survive any of this. My obituary will read, "Town Mouse drowned on a vessel barely considered a boat."

**EXT. ROWBOAT - DAY**

It moves away from the dock.

**EXT. SHIP - DAY**

CREW MEMBERS hoist the Ship Captain and the First Mate from the rowboat onto the ship, stow the rowboat.

When the coast is clear, Max and Mr. Mouse jump out of the rowboat, run to a crate, huddle behind it.

MR. MOUSE

Now what?

MAX

You talk to your friends.

MR. MOUSE  
There are no mice here.

A GRAY MOUSE strolls right past Max and Mr. Mouse.

MAX  
You sure?

**INT. BELOW DECKS - DAY**

Mr. Mouse with the Gray Mouse, a ROTUND FEMALE MOUSE, a SKINNY MOUSE, and a few OTHER MICE.

MR. MOUSE  
You never hear what the humans say?

GRAY MOUSE  
We never listen.

SKINNY MOUSE  
Don't care 'bout them.

ROTUND FEMALE MOUSE  
They's toss us into the drink if  
they's finds us. So we keep a hid.

SKINNY MOUSE  
Sorry, we don't know nothin'.

Mr. Mouse frowns, looks at Max nearby.

**EXT. BOW - NIGHT**

Max stares at a full moon that reflects off calm ocean, looks beautiful. Mr. Mouse joins him.

MR. MOUSE  
These mice here are dreadful.  
Proper mice should always keep up  
with the news, human or not.

MAX  
Look how enchanting it is. My flock  
could see things like that, not me.

MR. MOUSE  
Max, I found a rat who said he  
heard a human talk about a black  
ship. They tried to approach it but  
apparently they couldn't, the ship  
had some kind of barrier around it.  
It passed and headed south.

MAX

When?

MR. MOUSE

Two days ago.

Max looks back at the water.

MR. MOUSE (CONT'D)

Max, perhaps practicing would help.

MAX

I've done that.

MR. MOUSE

Like you really mean it?

Max glares at Mr. Mouse. Behind him, he sees an angry mob of animals approach, the Gray Mouse, Skinny Mouse, and Rotund Female Mouse lead the pack. The rat is in the back.

Mr. Mouse turns, sees the mob and the rat.

MR. MOUSE (CONT'D)

The rat's a rat.

The angry mob surround them.

ROTUND FEMALE MOUSE

We thinks yous gotta go.

SKINNY MOUSE

This here's our ship, see.

GRAY MOUSE

There's plenty of fish in the sea.

The angry mob gets closer.

MR. MOUSE

Now listen here, proper mice do not behave like this.

GRAY MOUSE

On the seas they do.

The Gray Mouse and Skinny Mouse laugh.

ROTUND FEMALE MOUSE

You propositioned me.

MR. MOUSE

Well, that was clearly a mistake.

The mob gets closer, Max and Mr. Mouse are pushed against the side of the ship. Max suddenly grabs Mr. Mouse by the scruff of his neck, jumps to the top of the rail.

MR. MOUSE (CONT'D)  
What are you doing?

Max turns, looks out over the water.

MR. MOUSE (CONT'D)  
Max, remember now, you can't fly.

Max steadies himself, looks back at the mob, they're right underneath them. The Rotund Female Mouse grabs Max's foot.

Max pulls his foot free and pushes off, with mouse in beak.

MAX  
I did want you to practice some.

The pair lose altitude, quickly fall toward the water.

Max flaps frantically with his bent wing. Mr. Mouse squirms, pulls up his feet.

MR. MOUSE  
Max, get better! Quickly!

Max tries, flaps, he doesn't have the strength. His feet hit the water, he thrusts with all his might, lifts a few feet.

MAX  
I gotta go back.

Max manages to fly back to the ship.

They hover over the ship as the angry mob of mice shout at them. Two of the mice use a mouse trap to torpedo pieces of cheese, buttons, and nails at them.

MR. MOUSE  
Look out!

Mr. Mouse has to duck, a nail misses. Max zig zags.

MR. MOUSE (CONT'D)  
I'm getting sea sick.

Max tries to pull up vertically, as he does he concentrates on trying to flip his crooked wing. He pushes with every bit of strength he has into this maneuver.

MAX  
I can do this. I can do it.

It works! Amazingly, Max's wing straightens and flaps.

Max finds a hidden strength as he gains altitude.

MR. MOUSE

I don't like the water! Argh!

Max picks up his pace, gains confidence, flaps easier as, with Mr. Mouse in his beak, becomes smaller in the sky.

**EXT. DIRT ROAD - DAY**

The three thieves approach the Sorcerer's tree. One carries a large ax, another a lantern. They are alone.

TALL THIEF

Let's do this quick. We gotta go get that statue down next.

UGLY THIEF

Are we's in the right place?

The Bearded Thief lifts the lantern.

A magical beam extends from it, hits a tree, moves on. It freezes at the Sorcerer's tree. The beam of light grows as lantern BEEPS like an alarm, the sound pierces.

TALL THIEF

Turn that thing off.

BEARDED THIEF

She said when da tree's down.

UGLY THIEF

It hurtin' my ears.

BEARDED THIEF

Then, let's get a choppin'.

The Bearded Thief puts down the lantern.

The Tall Thief grabs the ax, lifts it over his head, is about to let it fly when a huge rock falls from the sky, hits the Tall Thief on the head. He falls, unconscious.

BEARDED THIEF (CONT'D)

What the..."

Another rock falls, nails the Bearded Thief, he's out cold.

The Ugly Thief looks up, sees only trees, searches.

UGLY THIEF  
Rainin' rocks?

The Ugly Thief takes off, is tripped by a Sorcerer's tree root, falls, hits his head on the tree, is out cold.

The Sorcerer smiles.

Leanne flies out of a tree, lands, smiles.

LEANNE  
Rock dropping. Never done that.

SORCERER  
Looks like you enjoyed yourself.

Leanne stands near the ax.

LEANNE  
I'll go hide this.

SORCERER  
Excellent idea, my dear.

**INT. CASTLE HALLWAY - DAY**

Cora Brown and Pinky walk, stop. Pinky points at a door.

PINKY  
That one was hers.

CORA BROWN  
Now, we wait to get inside.

PINKY  
I know a way inside.

Cora Brown smiles.

CORA BROWN  
Pinky, you are truly special.

Pinky wags his tail.

**INT. BEDCHAMBER - NIGHT**

Marissa asleep on a bed, snores.

A door to a bureau opens, Cora Brown and Pinky emerge, see Marissa's hand flopped over the bed, her body barely visible.

Cora Brown and Pinky quietly crawl out of the bureau. Slowly make their way to the bed.

Cora Brown jumps on top of Pinky, then leaps to the bed. She waits to see if the motion wakes the witch, it doesn't. She nods at Pinky, who crouches, wiggles, jumps. He hits the very edge of the bed, almost falls off, steadies himself.

Cora Brown confirms Marissa is still asleep.

CORA BROWN

Now, Pinky.

Pinky approaches Marissa's head. When he's close, he sees Marissa's hair is tucked into a protective net.

PINKY

I can't get the hair.

Cora Brown joins him, shakes her head. She thinks.

Marissa snores.

PINKY (CONT'D)

Loud snore.

Cora Brown has an idea. She gets close to Marissa's face, points at the abundant nose hair.

PINKY (CONT'D)

Huh?

CORA BROWN

There's plenty.

PINKY

We can't. Can we?

CORA BROWN

We have to. Both of us. I'll go first, then you.

Pinky unsure. Cora Brown approaches Marissa's nose, peaks in close, frowns, then reaches her mouth up to Marissa's left nostril, opens her mouth, bites down.

Pinky, watches, flinches at the sight. Is relieved when Cora Brown returns with a mouthful of nose hair. Until, he realizes it's his turn.

Cora Brown nods, careful not to lose the nose hair.

Pinky gulps, slowly approaches the witch's nose.

Marissa snorts, Pinky flinches, frowns, look back at Cora Brown, who nods reassuringly.

Pinky looks back at Marissa's nose, closes in on the right nostril. He gets closer, her nostril is right there.

Pinky closes his eyes, opens his mouth, delicately puts some of the nostril hair into his mouth, bites down, pulls, backs away slightly.

Pinky smiles, wags his tail, holds a mouthful of nose hair!

#### **SERIES OF SHOTS:**

1. **EXT. OCEAN** - Max puts Mr. Mouse down on top of a rope which ties a boat to a dock. He talks to THREE SEAGULLS MOS as Mr. Mouse struggles to remain balanced on the rope.

2. **EXT. IN THE AIR** - Max talks to a GREAT BLUE HERON MOS while Mr. Mouse clings to Max's back.

3. **EXT. PIRATE SHIP** - Max talks to the CAPTAIN'S PARROT MOS. Mr. Mouse hides on the Captain's hat. The Captain notices him, tries to grab him. Max grabs Mr. Mouse, they get away.

4. **EXT. BROKEN PIER POSTS** - Max talks to the GRAND OLD PELICAN who perches on a broken pier post. Mr. Mouse is next to Max, barely hangs on to Max's leg, terrified.

#### **END SERIES OF SHOTS.**

#### **EXT. OCEAN - DAY**

Dark clouds, rough waves.

Max, with Mr. Mouse in his mouth, flies, exhausted.

MR. MOUSE  
There it is!

Max sees a black ship without sails, heads toward it.

#### **EXT. BLACK SHIP WITHOUT SAILS - DAY**

Max lands, puts down Mr. Mouse, who flops onto the deck.

MR. MOUSE  
Thank you, Max, for flying me over  
a gigantic puddle and scaring the  
daylights out of me.

Max sees a mast crack and break. It lands on the deck.

The ship is falling apart.

He sees Gwen as she pounds a board with a hammer and nails, tries to keep the ship in one piece.

MR. MOUSE (CONT'D)

Is that her?

Max and Mr. Mouse join Gwen. She sees them, stands, scared. They see her necklace dangling.

MAX

The jewel.

MR. MOUSE

That's her all right.

MAX

(to Gwen)

I'm Max, a friend of the Prince.

Gwen confused, shakes her head, backs away.

MAX (CONT'D)

The Prince, your love. He's trapped inside a statue in Troubadour?

Gwen walks into a cabin wall, her hands find a broom.

MAX (CONT'D)

Marissa, the witch, put him there?

Gwen clutches the broom, moves toward them.

MR. MOUSE

Can she understand us?

SWISH! Gwen takes a swing at Max, he ducks just in time.

MR. MOUSE (CONT'D)

Definitely not.

MAX

Thanks for that.

Gwen rushes at Max again, swings, misses once more.

MAX (CONT'D)

What do I do?

MR. MOUSE

Run.

(peeks at the water)

'Course, you'll run out of space.

MAX

That's not helpful.

Gwen takes yet another healthy swing, Max has to leap, fly on top of the cabin to escape.

MR. MOUSE

You're flying is much improved,

Max. Now get her to understand you.

Max sees a mast at the other end of the ship, flies to it. He furiously begins to peck a name into the wood, "Gwen."

Gwen lifts the broom above her head, ready to strike the fatal blow.

Max finishes the "N," looks up, sees the weapon about to pulverize him. He closes his eyes.

Mr. Mouse can't look, either as --

MR. MOUSE (CONT'D)

Oh, dear.

At the last second, Gwen purposely misses.

Max opens his eyes, sees Gwen staring at the name.

GWEN

You wrote my name?

Max nods, which startles Gwen, she drops the broom.

GWEN (CONT'D)

You can understand me?

Max nods again.

GWEN (CONT'D)

A bird understands a human? How?

Max quickly pecks, "Prince."

GWEN (CONT'D)

Prince? You know my love?

Gwen falls to her knees, is eye to eye with Max.

Max nods, touches the necklace, is drawn to it.

GWEN (CONT'D)  
The witch put it here.

MR. MOUSE  
Give her one more clue, Max.

Max goes to the mast, pecks, "Sorcerer."

GWEN  
Not sorcerer, witch. Marissa. She  
brought it here and said it had to  
remain on the ship.

MR. MOUSE  
Max, grab it and let's go.

Max hesitates, stares at the sad face of Gwen.

Instead of taking the spectral jewel, he takes to the air.  
Mr. Mouse watches Max fly away.

MR. MOUSE (CONT'D)  
Where are you going? Max?  
(watches Max fly away)  
I'll never understand that bird.  
(to Gwen)  
Hello, there.

**EXT. DIRT ROAD - DAY**

Cora Brown and Pinky back at the Sorcerer's tree.

They see Leanne guarding the three thieves who are tied up  
and muffled by lower tree branches. They look uncomfortable.

LEANNE  
Did you get it?

CORA BROWN  
We did. Now what?

SORCERER  
Put it on me.

PINKY  
Don't you need the spectral jewel?

SORCERER  
Things have changed a bit. Marissa  
has unknowingly helped our cause.

The lantern magically lifts into the air.

Cora Brown understands. She places the hair on the lantern.

The lantern floats to the tree, perches on a large root.

The Three Thieves squirm, look petrified.

Energy (the beam) from the lantern spills out, grabs the hair, transports it to the tree, disappears into the tree.

A larger beam hits the tree, disappears inside.

The gang waits.

Suddenly, the Sorcerer's tree begins to grow. Slowly at first, then it picks up momentum as the branches sprout in all angles and the trunk expands.

The rapid growth knocks down other trees in its path. Bark pieces torpedo everywhere.

The animals run for cover, duck behind another tree, watch the tree grow into the tallest and widest tree in the woods.

When it is finished growing, the tree shrinks quickly. The branches disappear, the bark-less tree trunk squeezes down until it is only a twig.

The twig disappears, in it's place is the Sorcerer. He stands in the middle of the thieves. He stretches.

SORCERER (CONT'D)

It was wonderful to be a tree, but  
enough is enough.

The animals emerge from their hiding place.

The Sorcerer sees the thieves stand, try to slink away. He gestures. Each thief is suddenly propelled forward, crashes into a different tree. They are forced to hug their tree with hands bound by imaginary rope on the other side.

CORA BROWN

Mr. Sorcerer, what do we do now?

SORCERER

We need to get to Troubadour. I  
must prepare to face the witch.

PINKY

Wait, no. We need to stop them from  
melting the Prince first.

SORCERER

There is an order to things, Pinky.  
I must face her first. And, I must  
get the spectral jewel to do it.

LEANNE

But, Max isn't back yet.

SORCERER

He'll come. I trust him.

They walk away.

UGLY THIEF

Hey, don't leave us here.

**INT. BEDCHAMBER - NIGHT**

Marissa bolts upright in bed, fire in her eyes.

MARISSA

Freed?

(she frowns)

Okay, old man, this time I kill!

She leaps out of the bed.

**EXT. PIER - NIGHT**

Max lands next to the Grand Old Pelican, on the same broken  
pier post, asleep. Max coughs as --

MAX

Um, sir? I need to speak to you.

GRAND OLD PELICAN

Did you find your ship, Max?

MAX

I did. Sir, I need to borrow four  
of your strongest flyers to reunite  
two people in love.

The Grand Old Pelican shakes his head.

GRAND OLD PELICAN

I think not. Humans shoot at us.  
Not for food, for sport.

MAX

I understand your position. I was  
once shot down by a human.

(MORE)

MAX (CONT'D)

But, that same human healed me. I have met more humans since then and I believe these ones have good hearts. I have felt their tears.

GRAND OLD PELICAN

I will not help humans.

MAX

Sir, I can communicate with these humans. I can explain your... OUR situation. They can help us. I understand you have to protect your flock. But, I need to protect mine. My new flock. I have to help them.

The Grand Old Pelican frowns.

#### **EXT. OCEAN - MORNING**

FOUR LARGE, STRONG PELICANS fly in a very peculiar formation, they create a "blanket" with one wing each while stroking the air and flying with their free wing.

Sitting atop the "blanket" is Gwen. She holds Mr. Mouse in her lap, neither look comfortable. Max flies next to them.

MR. MOUSE

(holds on for dear life)

If I go in, that squirrel better not find out!

#### **EXT. ODESSA SQUARE - DAY**

The Blacksmith removes the Prince from his base, he struggles, manages to tip him onto the cart. He lifts the cart, slowly pushes the statue out of the square.

Cora Brown, Pinky, Leanne, and the Sorcerer nearby. They look up and see the four pelicans land.

Gwen and Mr. Mouse get off, the mouse collapses, exhausted.

The four pelicans fly away.

Gwen sees Pinky.

GWEN

Pinky?

Pinky's tail wags so hard his body rocks back and forth. He starts his happy dance, aborts it when Gwen kneels. Pinky pounces on her and slobbers her with doggie kisses.

GWEN (CONT'D)  
Oh, I missed you, Pinky.

Gwen picks up Pinky, he folds happily into her arms.

SORCERER  
Gwen, are you the Memory Keeper?

GWEN  
That's what Marissa called me.

SORCERER  
I'm pleased Max figured out that you were needed here as well. I will need your happy memories.  
(sees the spectral jewel)  
As well as your jewel.

CORA BROWN  
Where is Max?

Gwen backs away, puts a hand to her mouth.

GWEN  
I...heard that squirrel talk.

PINKY  
Her name is Cora Brown. The magic around here sometimes makes it so you humans can hear us.

GWEN  
Pinky! I can hear you, too?

LEANNE  
There he is!

They look up to see Max in the air. He appears to dance in the sky, playful, enjoying it. They watch in awe.

LEANNE (CONT'D)  
I knew he could do it.

Max lands, a perfect landing in front of them all.

An awkward moment.

MAX  
Just thought I'd do some flying.

LEANNE

That was some flying, Max.

MAX

Thanks.

CORA BROWN

I think we should get going.

SORCERER

Cora Brown is correct. Time is not  
on our side right now.

MAX

I'll fly ahead as a lookout.

LEANNE

I'll go with you.

MR. MOUSE

Come on, kiss already, will you?

MAX

I... can't. We need to save a town.  
There's no stopping for-

Leanne plants a kiss on Max's mouth.

LEANNE

A quick one.

MAX

Oh, wow, okay.

SORCERER

Come, my friends. Let's hurry.

The Sorcerer rushes out.

PINKY

(to Gwen)

I'll protect you and the Prince  
with my life. Just like my dad did.

GWEN

I know it, Pinky.

Gwen carries Pinky, they leave.

Max and Leanne take to the sky.

Cora Brown goes to Mr. Mouse, helps him to his feet.

CORA BROWN  
We gotta save our town now.

MR. MOUSE  
This town will be the death of me.

They walk out of the square together.

**INT. CASTLE FOYER - NIGHT**

The Sorcerer, Gwen, and the gang make their way inside.

GWEN  
He's not melted yet?

SORCERER  
Luckily, the fire went out. The  
Blacksmith has to heat it up again  
and that takes a bit of time.

CORA BROWN  
Interesting how the fire just  
happens to go out.

SORCERER  
Yes, indeed.

Sorcerer halts the group.

SORCERER (CONT'D)  
Miss Cora Brown, will you give me  
one of your tail hairs? Mr. Pinky,  
I need one of your friends.

PINKY  
Friends?

MR. MOUSE  
A flea.

Cora Brown plucks a tail feather while Gwen searches Pinky's  
body for a flea. She finds one.

SORCERER  
(to Mr. Mouse)  
Mr. Mouse, pluck a whisker, please.

MR. MOUSE  
I knew I would have to do something  
that required pain.

CORA BROWN  
I'll do it for you.

MR. MOUSE

Don't touch me. I can do my own  
plucking, thank you.  
(he plucks one)  
Ouch, that hurt.

SORCERER

(to Max)

Max and Leanne, I'll need feathers  
from your wings.

Leanne plucks a feather from her wing. Max reaches with his  
bad wing to pluck a feather from his good wing. The Sorcerer  
puts his hand on Max, stops him.

SORCERER (CONT'D)

From your other wing, Max.

MAX

How come?

SORCERER

It has a certain bend to it. It is  
right for you, a part of you, and  
it is what I need right now.

Max switches, plucks a feather from his "bad" wing.

The Sorcerer gathers all of the items in the palm of his  
hand. A blue light appears from his other hand, the light  
touches each of the items, then disappears.

He looks at Gwen.

SORCERER (CONT'D)

Open your hand, please.

Gwen opens her hand, palm facing upward. The Sorcerer puts  
the items in the palm of Gwen's hand.

SORCERER (CONT'D)

Gather around Gwen, my friends.

The gang moves close to Gwen as the Sorcerer closes Gwen's  
hand around the items.

SORCERER (CONT'D)

You know what to do, young lady.

GWEN

But, I don't understand.

The Sorcerer closes his eyes, recites a spell.

SORCERER

The Memory Keeper with the spectral  
jewel, protect these souls as only  
you know how.

The Sorcerer steps back, points at Gwen's hand.

A second blue light appears. This one grows in size. When it  
is the size of a human, it finally lifts off Gwen's hand. It  
hovers nearby, tiny lights of energy can be seen inside it.

Max notices the color of the spectral jewel around Gwen's  
neck changes from blue to green.

The bubble floats to Cora Brown, encloses itself around her  
so that Cora Brown is inside the bubble.

One by one, it repeats the process with the others.

Max is last. The blue bubble floats toward Max. He flinches,  
steps away.

MAX

I don't think I want-

The blue bubble encloses around Max.

All but the Sorcerer are inside the bubble.

MARISSA

No!

The Sorcerer, Gwen, and the gang look at the top of the  
staircase. Marissa.

SORCERER

We meet again, Marissa.

MARISSA

Too soon, old fool.

Marissa strikes first. Her bolt of energy hits the Sorcerer  
like lightening, but he blocks it with ease.

Marissa sends another bolt at the Sorcerer, she throws  
another and another. The Sorcerer blocks them all.

As Marissa continues to attack, the Sorcerer effortlessly  
fends off her attacks, he does not strike back.

MARISSA (CONT'D)

Ahhh! How can this be?

SORCERER

That was a fine tree you trapped me in, Marissa. I think you overlooked the healing power of trees.

MARISSA

I overlooked nothing, old man.

The blue bubble lifts off the ground. Marissa notices it and aims her magical blows at the bubble.

The bubble bounces around the foyer like a ball in a pinball machine, but does not break.

### **INSIDE THE BLUE BUBBLE**

The animals and Gwen are thrown all over. Leanne tries hard to maintain composure, but Max panics. He flaps his wings, lunges at the bubble, tries to break out as --

MAX

I can't be in here!

CORA BROWN

Max! Control yourself!

Max ignores her, stabs at the bubble with his beak.

CORA BROWN (CONT'D)

No, Max. Stop it!

Cora Brown and Leanne try to stop Max.

### **BACK IN THE FOYER**

Marissa stops her attack.

SORCERER

This town was never meant to be yours. Dark magic changed you.

MARISSA

You have no idea. It has changed me all the way to the other side.

SORCERER

Marissa, you can't-

MARISSA

Too late, old man. Now, I'm going  
to destroy you and your friends  
properly, like I should have done  
in the first place.

Unnoticed by the Sorcerer, Marissa gestures.

Two birds suddenly fly into the great hall, Chuck and Wilton.  
Both are under a spell, their eyes glow red.

The pair of birds circle above the Sorcerer.

The Sorcerer knows he's in trouble.

He mumbles a counter spell, but it's too late as the birds  
fly past each other, one clockwise, the other counter  
clockwise, weave a magical string-like spell on the Sorcerer.

#### **INSIDE THE BLUE BUBBLE**

LEANNE

Wilton, no. Stop.

#### **BACK IN THE FOYER**

The birds quickly wrap the Sorcerer with the magical string.

Marissa is free to attack the blue bubble again. She hits it  
with a flurry of spells.

#### **INSIDE THE BLUE BUBBLE**

Max flies around wildly.

LEANNE

Max, breathe. You can do this.

MAX

I need to get out!

Max squawks, does not stop his attempt to escape. Leanne  
grabs him, hugs him tightly as --

LEANNE

It's okay, Max. I got you.

Max is a little better, but still not in great shape.

#### **BACK IN THE FOYER**

Marissa attacks. The blue bubble bounces again and again.

Near the ground, Marissa's attack finally breaks it, the riders tumble to the floor.

Max stands, Leanne's arms still around him. He sees the Sorcerer in trouble, his face pale, labored breathing.

Marissa approaches Gwen and the gang.

Gwen scoops up Cora Brown, Mr. Mouse, and Pinky, pushes Max and Leanne behind her.

Max looks up at Gwen's necklace, he stares at it.

Marissa arrives in front of them.

GWEN  
Leave us alone!

MARISSA  
You made it off your ship. No  
matter. You are about to die.

Marissa lifts her hand.

Max sees Gwen and his friends cry, the Sorcerer almost dead. He looks at his bad wing locked with Leanne's wing.

Suddenly, Max flies to Gwen's neck, yanks and pulls off the spectral jewel with his beak, lands with it in his mouth.

Max faces Marissa.

MARISSA (CONT'D)  
Even animals can be fools.

Max backs up, lures Marissa away from the others.

Unseen by Max, Leanne follows him.

MARISSA (CONT'D)  
Didn't the old Sorcerer tell you  
that when a witch crosses over, a  
spectral jewel cannot stop her?

Max puts the spectral jewel down at his feet.

MAX  
He said evil can be stopped. It's  
not about how something looks, but  
how it feels. Love, trust, and  
belonging to a flock.

MARISSA  
If only that were true.

She turns, looks at Leanne.

MARISSA (CONT'D)  
Bring it to me.

Leanne steps forward, looks at Max with hazy, distant eyes, but ones with tears in the corners.

MAX  
Leanne?

LEANNE  
I... it's something about that  
jewel. I need to... get it.  
She's... crossed over to a place...

Leanne stops, shakes her head.

MARISSA  
I can no longer touch it, but I can  
destroy it in a special way. My  
assistant here is going to help me.

Max looks at Leanne.

MAX  
You'd never help a witch.

LEANNE  
I... don't... want... to...

Leanne stands over the spectral jewel, looks at it, at Max.

LEANNE  
Max, I... love...

She stops. Her body shakes, her eyes roll in their sockets.

MAX  
(to Marissa)  
Stop it! Not Leanne. No!

MARISSA  
She must help me, Max.

Max tries to hold Leanne, but she's too cold to touch.

MARISSA (CONT'D)  
Bring it to me, dear.

Leanne can't move. Max again looks at his friends, at the Sorcerer. He sees Chuck and Wilton performing their tasks.

He doesn't know what to do. He looks down at the jewel.

MAX

I'll do it.

Leanne tries to speak, but cannot.

Max leans down, but instead of picking it up in his beak, he reaches out with his crooked wing. Max scoops the spectral jewel with his bad wing, cradles it, sees his reflection.

He takes a few steps toward Marissa.

MAX (CONT'D)

It's something you want.

Marissa smiles.

Max hugs the jewel close to his body, feels a strange energy--as if the jewel communicates to him. He smiles.

Marissa's smile disappears. She raises her hand, but too late as Max shoves the jewel deep into her heart.

For a moment, Max, the spectral jewel, and Marissa are one. The energy, light, and power roots them to the floor, but spins the room. Objects fly, curtains flap, debris swirls. The animals run for cover. The birds are whacked into a wall.

The spell breaks.

The reverb throws Max across the room.

Marissa crumples to the ground.

The spectral jewel spins on the floor.

Silence.

The Sorcerer gasps, staggers, the spell around him gone.

Wilton stands, dazed, his eyes no longer red.

WILTON

What happened? Where am I?

Chuck regains his senses, takes to the air, flies away.

The Sorcerer and Gwen rush to Max, helps him to his feet.

MAX

What happened?

SORCERER

You believed it yourself. Max, you flew again, retrieved the jewel, and brought Gwen back. You believed in all of it. Marissa didn't know the spectral jewel's powers come from a place of inner light.

Max looks at Leanne.

MAX

You okay?

She nods, stares at the floor.

MAX (CONT'D)

I know it wasn't you. I know you.

She smiles at him.

GWEN

Mr. Sorcerer, if the spectral jewel was that powerful, why did the King give it to the Prince?

SORCERER

They weren't aware of its powers. The spectral jewel was slipped into the kingdom by a peddler years ago. They knew it had value, but they didn't know how powerful it was.

CORA BROWN

Peddler? You. You knew about her.

SORCERER

Miss Cora Brown, you are very smart. But, consider learning how to forgive yourself. Only then, will you be able to fly.

Cora Brown nods.

Marissa struggles to stand, Gwen and the animals back off.

Marissa is now a combination of animal and human, arms human, hoofed feet, feathers, and a tail. Her body is twisted. She looks like no other creature ever.

She looks around, but cannot move. She seems very confused.

SORCERER (CONT'D)

Do not be afraid, she is harmless.

GWEN

What happened to her?

SORCERER

Her black magic mixed with the spectral jewel, and it changed her. She's on the side of not quite belonging anywhere. Not good, or dark. She's stuck in the middle.

Marissa takes baby steps around the foyer, examines the room and its contents as if for the first time.

PINKY

Are all of the spells gone?

SORCERER

Not all. The strong ones will need my assistance to be undone.

MAX

The Prince?

SORCERER

He is not safe yet.

#### **EXT. BLACKSMITH SHOP - NIGHT**

The Sorcerer, Gwen, and the gang rush to the shop.

#### **INT. BLACKSMITH SHOP - NIGHT**

The furnace burns hot. Only one statue remains, the Prince.

He lies on a platform, ready to go into the flames.

The Blacksmith puts his hands on the statue.

The door bursts open, the Sorcerer rushes in as --

SORCERER

Stop!

Gwen and the gang file in behind him. Pinky carries the spectral jewel in his mouth.

SORCERER (CONT'D)

Do not melt that statue!

The Blacksmith looks at the Sorcerer, his eyes glazed. He reaches out with a hand. With one finger he touches a wall of magic, it sparks, threatens anyone to attempt to cross it.

The Sorcerer nods, looks at the others.

SORCERER (CONT'D)  
Marissa.

MAX  
What is it?

SORCERER  
A magical wall.

GWEN  
Break through it!

The Sorcerer frowns, shakes his head.

SORCERER  
It will take... too long.

The Blacksmith releases a brake, pushes The Happy Prince into the flames, only his feet stick out.

Max is frantic, he looks around, looks up, sees a hole in the ceiling, and an open window on the other side of the room.

Max takes to the air, flies through the hole, disappears.

#### **EXT. BLACKSMITH SHOP**

Max wastes no time, he flies around the shop building, locates the open window, flies inside the --

#### **INT. BLACKSMITH SHOP**

He lands on a table on the other side of the magical wall, behind the Blacksmith.

MAX  
Pull him out!

BLACKSMITH  
(rote-like)  
He... must... be... melted.

Max flies, lands on the feet of the Prince, the flames close.

MAX  
Listen to me, the fear of Marissa holds you back. Troubadour is your flock. You are a part of this town. If you destroy the Prince, you destroy the town and yourself.

A glint of a response appears in the Blacksmith's eyes.

MAX (CONT'D)  
 I used to let fear hold me back.  
 But, no more. I'm free now, part of  
 a flock, too. You can go back.

The Blacksmith stares, looks at the Prince, then he nods.

Max flies off the Prince as the Blacksmith grabs a pair of heavy gloves, grabs the Prince's feet, and pulls him out.

#### **EXT. BLACKSMITH'S SHOP - NIGHT**

The burnt statue of the Happy Prince floats outside as the Sorcerer magically guides it. It hovers until the Sorcerer gestures to place it gently on the ground.

Gwen kneels down, the others nearby.

GWEN  
 My Prince, are you still alive?

THE HAPPY PRINCE  
 Gwen? My Gwen? You're here?

GWEN  
 I'm right here.

MAX  
 He can talk again?

SORCERER  
 He can indeed.

The Sorcerer watches Gwen cry, her tears fall on the statue.

SORCERER (CONT'D)  
 Pinky, give Max the jewel.

Max takes the spectral jewel from Pinky.

SORCERER (CONT'D)  
 Bring it here, Max.

Max joins Gwen. He puts the spectral jewel on top of the statue. More of Gwen's tears hit the statue.

The Sorcerer sees spectral jewel tears appear - like colored ice cream sprinkles. They fall onto the Prince, disappear.

SORCERER (CONT'D)  
Memory Keeper, think about this  
place as it used to be, think about  
your prince as he was.

SORCERER (CONT'D)  
My young prince, close your heart.

THE HAPPY PRINCE  
My heart?

SORCERER  
Yes, stop it from beating. Calm  
everything inside. Be at peace.

Gwen and Max wait. So do the others.

SORCERER (CONT'D)  
Now, open it. Open it wide.

Anxious moments pass.

Finally, the lead casing around the Prince fades away. Gwen,  
Max, and Pinky back off.

The casing fades first at the Prince's head, then moves to  
his neck and shoulders, then to his arms and his hands. His  
chest is then freed and the boy engulfs real air. Finally,  
his legs and feet are freed.

The Happy Prince is a human again. He is drenched in sweat,  
his clothes are tattered, he has mild burns and scratches.

Gwen helps him sit up and they embrace.

SORCERER (CONT'D)  
My work here is not quite finished.

The Happy Prince looks at the Sorcerer.

THE HAPPY PRINCE  
My parents?

SORCERER  
Restoring your parents is first on  
my list, young man. The ones with  
powerful spells take a bit longer,  
but they will be fine, as well as  
all the rest of them.

Max touches the Prince's shoulder with his beak. The Prince  
strokes his beak and feathers.

## THE HAPPY PRINCE

Max, how can I ever thank you?

## MAX

You were trapped but you believed in me. You already thanked me. You taught me how to believe in myself.

**INT. CASTLE BALLROOM - NIGHT**

A celebration!

The room sparkles, gorgeous decorations, plenty of food, and dozens of statues. Happy TROUBADOURANS enjoy a festival.

Among them are the Seamstress and her son, the Playwright, the Lieutenant, the Blacksmith and his family, the King's Court, and even the Dogcatcher!

Gwen wears a gorgeous gown and her necklace, she stands next to the Happy Prince, dressed in fine garments.

The KING, bearded and playful, sits on his throne. Next to him, on her own throne, is the stunning QUEEN. Jingles, Pinky's mother, sits in her lap.

**A CORNER OF THE BALLROOM**

Max with Leanne, Cora Brown, Pinky, and Mr. Mouse, huddle together, watch the humans.

Leanne gently pokes Max with her beak, smiles.

## LEANNE

You know, I was always on your side. I just didn't know how to go against the flock. You taught me.

## MAX

Flocks aren't so bad. I think I had to discover how to accept who I am. I'm Max, a member of the flock of the world. Accepting and tolerant of all different kinds of flocks.

The Happy Prince and Gwen join them. The Happy Prince leans down to Mr. Mouse, points at a table.

## THE HAPPY PRINCE

That's my gift to you, Mr. Mouse.

Mr. Mouse sees a food table, a BAKER places sweets of all kinds, including a huge, flowered cake.

MR. MOUSE  
Oh, I have walked into my dream.

CORA BROWN  
An eating dream?

MR. MOUSE  
You will NOT ruin this for me. Not when there's sugar in the house!

Mr. Mouse bolts for the table.

CORA BROWN  
That blasted mouse will eat himself into an early grave. He needs someone to watch over him.

Cora Brown chases after Mr. Mouse.

The Happy Prince kneels next to Pinky.

THE HAPPY PRINCE  
Jingles is back to her old self. Pinky, why don't we try to find your father? I will do anything I can to find him.

PINKY  
Thank you, Prince.

Pinky looks at Max, who smiles, nods.

MAX  
Go ahead.

Pinky jumps on Max, knocks him down, licks, Max giggles.

Moments later, Pinky gets off, goes to the King, who opens his arms, welcomes him to his lap. Pinky does a twirl or two on the King's lap before comfortably settling down.

The Happy Prince strokes Max's feathers.

MAX (CONT'D)  
Do we belong here?

The Happy Prince smiles.

THE HAPPY PRINCE  
You belong more than we do. You gave us back our lives. You...  
(MORE)

THE HAPPY PRINCE (CONT'D)  
 cared about humans, Max. We can  
 never repay you. You are always  
 welcome here.

MAX  
 Well, can you do me one favor?

**INT. MR. MOUSE'S FOOD TABLE - DAY**

Mr. Mouse's face covered with frosting, he pulls his head out  
 of a cake he devours, pulls out a tooth.

MR. MOUSE  
 Oh, well, another gone.

He tosses it, it hits Cora Brown, she crosses her arms.

MR. MOUSE (CONT'D)  
 Come join me, there's plenty.

Mr. Mouse smiles, shoves his head back into the cake.

Cora Brown strolls over, sniffs, tastes the frosting.

CORA BROWN  
 Not bad.

She grabs a handful, sits, eats next to Mr. Mouse's butt.

**A CORNER OF THE BALLROOM**

The Happy Prince approaches Leanne, leans down, smiles.

THE HAPPY PRINCE  
 I have an invitation for you.

LEANNE  
 For what?

THE HAPPY PRINCE  
 Not what. Where.

The Happy Prince stands, points to a group of humans, they  
 suddenly part to create an inviting path to a dance floor...

Where Max waits for Leanne.

Leanne smiles. She strolls down the aisle, joins Max on the  
 dance floor. Max bows, smiles.

MAX  
 These humans have an actual dance  
 floor.  
 (MORE)

MAX (CONT'D)

I think they need to see the crane dance. And, I think we should show them. Will you dance with me?

LEANNE

I'd like nothing better than to dance with you, Max.

MAX

We're going to do more than just dance.

Max, with a twinkle in his eye, holds out his crooked wing. Leanne takes it, Max walks her to the center of the floor.

Max and Leanne begin the dance of the crane.

At first, they are separate. Their heads sway, their bodies move, they step away from each other, then step back, close.

Together now, their moves flow, become instantly coordinated, they show dance steps cranes are born with.

The humans, Cora Brown, Pinky, and Mr. Mouse watch Max and Leanne dance, they look spectacular, mesmerizing.

Max breaks away, suddenly takes to the air,.

Leanne smiles, she understands. She also lifts into the air.

Their dancing continues above the dance floor, just below the high ceiling.

Max and Leanne dance/fly effortlessly. It is stunning.

**EXT. SKY - DAY**

They continue to fly/dance like they are alone.

But, they are not alone.

The flock of cranes, including Gilberath and Wilton, hover in the air, watch the dancing/flying couple. They watch the most beautiful dancing they've ever seen.

FADE TO BLACK.