

Screenplay

EXT. DESERT. DAY

BALOO and KIT fly the Sea Duck through a vast expanse of desert. The sun is high up in the sky. The desert around them is uneven, covered in dunes and strewn with rock formations. It's a desolate-looking place.

Kit looks out the window of the Sea Duck and admires the rock formations.

BALOO

Kit, how much farther to Raceville? We've been flying over this desert for an hour and I haven't seen anything but sand!

Kit glances at a navigator's map in his lap.

KIT

Shouldn't be too much farther, Baloo. The map says it's about twenty minutes away.

BALOO

That's a relief. Since we only have a couple of days left in our vacation, I want to get back to relaxing as soon as possible...preferably yesterday!

KIT

Ever been to Raceville before, Papa Bear?

BALOO

Nope! But I've heard it's great! We're talking shows, hotels, restaurants, casinos! Two days of nothing but fun and relaxation before we have to go back to work!

KIT

Sounds like fun.

BALOO

Yeah, but I didn't even mention the best part. There's -

KIT

Baloo, LOOK OUT!

(CONTINUED)

A plane suddenly zooms through the sky right in front of the Sea Duck, cutting Baloo off. Baloo has to bank the plane hard to the right to avoid a collision.

KIT

WHOA!

The offending plane is seemingly oblivious to the near-accident. It continues on into the distance, going very fast.

KIT

Whew, that was close - omigosh!

There is another near-collision as another plane, coming from the same direction as the last one, whizzes by the Sea Duck. It is followed by a swarm of planes of all different shapes and sizes (maybe twenty planes in total). Like the ones before, the aircraft all blow past the Sea Duck without slowing down. Kit watches them recede into the distance.

KIT

What was that all about?

BALOO

An air race, kiddo! That's the part about Raceville I was about to mention! Raceville is one of the best cities in the world for air racing! There's at least one big race here every day! And all the top pilots in the world come here to compete!

Kit gazes at the planes in the distance.

KIT

Man, that looks like fun. I want to do that someday.

Baloo wistfully joins Kit in looking at the planes.

BALOO

Yeah...I know what you mean.

KIT

Think *you* could be a racer, Baloo?

BALOO

I *know* I could, Kit! In fact when I was younger I actually did some racing for a bit...even won a few competitions! Man, those were

(MORE)

(CONTINUED)

BALOO (cont'd)
great times! Travelling the
world...coming and going as I
pleased...not a care in the world!
(beat)
Of course then I lost the
Duck...now I'm stuck workin' for
Becky till I get her back!

Baloo sighs.

BALOO
Man, if only I had some more
dough...I'd buy back the Duck from
Becky and just fly. You know what
a drag it is to work for her every
day?
(mocking Rebecca's voice)
Baloo, do this! Baloo, do
that! Baloo, you're late!
(normal voice)
Oh, it's awful!

KIT
You gotta earn a living somehow!

BALOO
Eh, you're right, Kit. No point in
worrying about things you can't
change. Now let's just sit back
and enjoy the rest of our vacation!

TRANSITION TO:

INT.HIGHER FOR HIRE.DAY

It is midday at Higher for Hire. REBECCA sits at her desk, busy at work. MOLLY is sitting on the floor playing with some toys. Rebecca is doing the month-end close of the accounting records - her desk is covered in stacks of paper and she is typing numbers into a calculator. She finishes typing the numbers into her calculator and grins from ear to ear at the result.

REBECCA
I'm so happy, Molly! Today's a
great day and nothing can ruin it!

MOLLY
Why?

(CONTINUED)

REBECCA

I just finished doing Higher for Hire's numbers for the last few months and we just had our most profitable quarter ever!

MOLLY

Wow! Does that mean we're rich now, Mommy?

REBECCA

No, not yet, pumpkin. But Higher for Hire does have a bit of excess cash built up. I need to figure out what we're going to do with it!

MOLLY

I know! You could buy the Frosty Pep factory. Then we could have Frosty Pep whenever we want.

Rebecca laughs.

REBECCA

We don't have quite enough for that. But it's a good suggestion! Hmm...I could just put it in a savings account. But it wouldn't earn that much interest...

Molly turns on the radio in the office, standing on a footstool so can reach the dial.

MOLLY

I'm going to listen to the radio. I want to see if Danger Woman's on!

RADIO ANNOUNCER (O.S.)

You're listening to KNOW, the only station in Cape Suzette for nonstop news, all the time. It's time for the day's business report.

MOLLY

Aw, it's just boring news.

She goes to turn the radio off, but Rebecca motions for her to stop.

(CONTINUED)

REBECCA

Hold on, sweetie. Mommy wants to hear this!

RADIO ANNOUNCER (O.S.)

The market is up big today, after Shere Khan began construction of a massive new shipyard in Cape Suzette. The project is expected to be a huge moneymaker. Khan Industries stock is up over 50% today in response to the news!

REBECCA

Fifty percent?!

RADIO ANNOUNCER (O.S.)

The news also pulled the general stock market up. All the major indexes are up 3 percent. Investors in the market are earning huge returns!

REBECCA

Huge returns, eh? That's it!

MOLLY

What's it?

REBECCA

I've just figured out how I'm going to use Higher for Hire's excess cash. I'm going to invest it!

MOLLY

How do you do that?

REBECCA

It works like this, Molly! First, you find an investment fund or money manager to put your money with. Then, you give your money to them and they invest it for you!

MOLLY

What happens to the money after it's inv-, inves-...?

REBECCA

Invested. After it's invested the money grows over time. Uh...most of the time.

(CONTINUED)

MOLLY

You mean you might actually lose money?

REBECCA

Well, yes.

MOLLY

(to the Lucy doll in her hand)
I don't like that idea.

REBECCA

Oh honey, taking risks is just part of business. You can't make money without risking some of it first! After all, I spent a lot of money to buy this business...and look how much it's paying off right now! Now I just need to find someone to invest with.

Rebecca takes a phone book out of her desk and begins to flip through it.

REBECCA

Let's see. Money managers, money managers...here we go! I should make some calls. Maybe I can meet with some of them this afternoon!

Rebecca and Molly are interrupted when the front door of the office slams open and WILDCAT comes in.

MOLLY

Hi, Wildcat!

WILDCAT

Oh hi, Molly-cat. Hey, Miss Cunningham, I finished loading all the cargo for this afternoon.

Wildcat notices a heavy crate sitting all alone in the middle of the office.

WILDCAT

Hey, I missed one.

Wildcat lifts up the crate, struggling with it a little bit. He brings the crate outside and Rebecca and Molly follow him. There is a rented plane sitting in the water where the Sea Duck would normally be docked. The cargo hold of the plane is open and half-filled with crates just like the one Wildcat is holding.

(CONTINUED)

REBECCA

Wildcat, can you please not mix up the destinations like you did yesterday. Remember - the shipment of pillows is going to Eenzomnia and the expensive crystal glassware is going to Walla Walla Bing Bang - wait, which one is in that box?

Wildcat carelessly tosses the crate off-screen into the plane. The crash of shattering glass is heard off-screen.

WILDCAT

Sounded like the expensive crystal glassware.

Rebecca slaps her forehead. Molly giggles.

WILDCAT

Don't worry Miss Cunningham. They won't be able to tell that one's broken cause I loaded all the boxes like that.

Rebecca sighs.

REBECCA

Wildcat, I do appreciate you making our deliveries while Baloo is on vacation...but you really need to be more careful!

WILDCAT

Sorry, Miss C!

Wildcat closes the door of the cargo hold.

REBECCA

Now fly safely! You're my only pilot while Baloo is gone. And please take care of that plane, too. It's rented!

MOLLY

Hey, can I come, Wildcat?

WILDCAT

Sorry, Molly. I don't think your mom would like that. But I'll be back later this afternoon.

(CONTINUED)

Wildcat jumps into the cockpit of the plane and shuts the door. He starts the engine and the propellers start to whirl. He gives a friendly wave from the pilot's seat. Molly waves back.

WILDCAT

Don't worry, Miss Cunningham! The cargo's safe with me!

REBECCA

And did you remember to lock the cargo hold this time?

Wildcat is already taking off and doesn't hear Rebecca's words. Since Wildcat isn't a very skilled pilot the plane's takeoff is very shaky. Wildcat just misses hitting some boats in the harbor but he gets the plane into the air. In mid-air, the door to the plane's cargo hold flips open. A bunch of crates come tumbling out and splash down into the water. Wildcat flies on, oblivious.

MOLLY

Uh-oh. His cargo went bye-bye.

REBECCA

You know Molly, I never thought I'd actually want Baloo to come back sooner from his vacation...but I think I do!

TRANSITION TO:

INT.MINIVERSAL BOARDROOM.DAY

The boardroom of the Miniversal Corporation is located high up in a skyscraper. It is a typical-looking corporate boardroom, with expensive paintings lining the walls and a large picture window overlooking downtown Cape Suzette. A large plaque on one wall prominently displays the Miniversal corporate logo.

There is a meeting going on. The rectangular oak table in the center of the room has two rows of board members in expensive suits seated on either side of it. The board members are all serious-looking lions and tigers. At the head of the table, SULTAN is seated, dressed in an impeccably fashionable suit. Thrown on the table next to him is a newspaper with the headline "Kahn Breaks Ground on Shipyard, Stock Breaks Records."

(CONTINUED)

SULTAN

This latest development from Kahn is very serious news for our company. Malcolm, have you run the analysis I requested?

MALCOLM, a lion, stands up from the table.

MALCOLM

I have, Mr. Sultan.

SULTAN

Proceed, then.

MALCOLM

I've run some projections and the numbers do not look good. We estimate Kahn's shipyard will be finished in one year. Once it is completed our shipping business in the region will be severely disrupted. We could be looking at a loss of two or three million per year.

Sultan pounds the table with his fist.

SULTAN

I despise Khan. I've watched us lose market share to his company every year since I became chairman of Miniversal. We're always coming in second to him. Now this. If Kahn manages to horn in on our shipping business in this region it will kill us. Fortunately, I have a solution to this problem.

Sultan presses a button on the side of the table and a full-scale model of a section of Cape Suzette Harbor rises up from the center of the table. It is the same harbor where Higher for Hire is located, but the businesses and docks around the harbor have been replaced by ugly gray Miniversal buildings and shipping piers.

SULTAN

Gentlemen, we have to construct a shipyard of our own. You're looking at Cape Suzette Harbor the way it will look a year from now.

(CONTINUED)

MALCOLM

I beg your pardon, Mr. Sultan...but is the market big enough to support two shipyards in this region?

SULTAN

That's the beauty of my plan. The market *isn't* big enough. But if we build *our* shipyard in the right spot, ours will flourish and Khan's will fail! That's why I've selected Cape Suzette Harbor as the location for our shipyard. It's located in a prime spot right next to the cliffs, where the bay flows out to the ocean.

He points to the cliffs which have been included in the model next to the harbor.

SULTAN

Kahn is building his shipyard much farther away from the cliffs. If we build in Cape Suzette Harbor no ship will want to use his yard over ours..they would have to sail an hour more just to get there!

MALCOLM

But Mr. Sultan, sir...Cape Suzette Harbor is all owned by small businesses. How can we construct a shipyard there if we don't own the land?

Sultan nods.

SULTAN

I imagine Kahn had to deal with the same problem. That's probably why he was forced to build his shipyard so far away from the cliffs. We'll need to acquire the land somehow. All of it.

MALCOLM

But how? Buying it from all of the individual business owners will cost tens of millions!

SULTAN

I agree. We have to find another way.

(CONTINUED)

A voice speaks up from the table.

PERRY (O.S.)
Sir, if I may offer a suggestion.

SULTAN
Mr. Perry. I expected to hear you
say that. What did you have in
mind?

PERRY is seated near the back of the table, dressed in a
suit.

PERRY
It might not be possible to buy the
land off the owners at the market
price. But what if we convinced
the owners to...lower their asking
price. I'm talking about pennies
on the dollar here.

Perry grins evilly.

SULTAN
It sounds like you have a plan for
doing that. Do you?

PERRY
I do, sir. With your permission
I'd like to charge of getting that
land.

SULTAN
Your enthusiasm intrigues me,
Perry. Very well. I officially
put you in charge of getting that
land.

PERRY
It will be my pleasure, sir. I
just need to make one phone call.

Perry picks up the telephone in the boardroom and begins to
dial.

TRANSITION TO:

EXT.RACEVILLE TICKET WINDOW.DAY

Baloo and Kit get into the back of a long line at a ticket window outside an airfield in Raceville. It's late afternoon. In the distance, the Raceville skyline is dotted with casinos and hotels.

Baloo taps the shoulder of the man waiting in front of him.

BALOO

Excuse me, is this the line to buy tickets for the next air race?

MAN

It sure is. I got two hundred bucks riding on Amelia Airhead for this one. Who do you got?

BALOO

Oh, me and the kid are just here to watch the race. We're not putting down any money down or anything.

MAN

Huh? How can you not put any money down?

BALOO

I'm not really a gambler.

MAN

You mean...you really are here just to watch the race?

BALOO

Uh, yeah.

MAN

Hey, Jimmy, get a load of this guy. He wants to watch the race but he says he's not putting any money down!

A crowd forms around Kit and Baloo. People begin whispering and pointing.

KIT

Gee, Baloo...this place has more gamblers than the last time we went to Pair O Dice Island!

A familiar voice starts squawking off screen.

(CONTINUED)

IGNATZ (O.S.)
Move over! Step aside! Get out of
my way, you big oafs!

Baloo and Kit exchange glances.

BALOO
If I didn't know better, I'd say
that sounded like...

The crowd parts a little and IGNATZ, wearing a suit, tie,
and hat, flaps his way into view.

KIT
Ignatz!!!

IGNATZ
Kit, old buddy!

Ignatz flaps over to Kit and lands on his shoulder. Ignatz
hugs Kit's neck with his wings while Kit gives Ignatz a
friendly pat on his head.

IGNATZ
I thought it was you two. Of
course I saw Baloo first!

Ignatz points at Baloo's belly.

IGNATZ
That thing can be seen from space!

BALOO
Why, I oughta--

KIT
Baloo, be nice!

Grudgingly, Baloo restrains himself. He clears his throat.

BALOO
What I meant was, good to see you
too, Ignatz.

While Ignatz is talking to the two of them Ignatz mainly
addresses Kit, as he is much closer with Kit than Baloo.

IGNATZ
I haven't seen you two since I left
Cape Suzette a year ago. What
brings you out here to Raceville?

KIT

We're just visiting. Baloo and I are on vacation.

IGNATZ

Still working for that cargo delivery service of yours?

KIT

Yeah. But what about you? What are you doing here? And where did you get those serious threads?

IGNATZ

You like these, huh? I just bought them. Extra-extra-extra small! Anyway, as to what I'm doing here, I live here now!

Ignatz points to a hotel in the distance.

IGNATZ

That's my hotel, over there.

KIT

That's where you're staying?

IGNATZ

No, kid. I mean that's *my* hotel. I own it.

BALOO

What???

KIT

Wow! Really?

IGNATZ

Ignatz's Hotel and Casino, I call it. The best digs in all of Raceville, if you want my opinion.

BALOO

He's pulling our leg, Kit. There's no way this flea-bitten feather duster actually owns a hotel!

IGNATZ

Jealous, are we? Well, mister, it just so happens that I do own it! And if you don't believe me...

Ignatz reaches beneath his suit and pulls out a huge stack of dollar bills.

(CONTINUED)

KIT

Wow! Check out all the moolah,
Papa Bear!

Ignatz looks at Baloo, who is shocked.

IGNATZ

Where's that big mouth of yours
now?

BALOO

All right, maybe you are telling
the truth. But how did you ever
get to owning a hotel??

IGNATZ

Well, after I left you guys I made
a lot of money in Cape Suzette
doing historical speaking
engagements! History *is* my
specialty. But I got bored of
that. So I came out here and
bought a hotel and casino that were
in bad shape. I fixed them up, and
now my hotel is one of the top
draws for tourists in the
city. It's become a big
moneymaker!

KIT

That's great! Isn't it, Baloo?

Baloo crosses his arms and glares at Ignatz. He is clearly
jealous.

BALOO

Yeah...great.

IGNATZ

Anyway, I was looking through this
line for pilots when I saw you
two. Figured I'd say hi.

KIT

Why do you need a pilot?

IGNATZ

For the race, kid! See, I sponsor
pilots for some of the air races
around here! I was sponsoring
someone in this next air race here
but my pilot got sick and couldn't
make it today! So, I have to find

(MORE)

(CONTINUED)

IGNATZ (cont'd)
a replacement! Problem is, the
race will be starting soon and I
haven't found anyone yet! If I
can't find anyone by the time the
race starts I'll have to forfeit!

BALOO
Too bad.

KIT
Why don't you ask Baloo to do it?

IGNATZ
Ha! I said I needed a pilot, not a
tub of lard!

BALOO
Now hold on! That's going too far!
Not that I want to help you, but if
you're looking for a pilot you
won't find anyone better than the
one standing right here!

IGNATZ
Is that so?

Ignatz studies Baloo appraisingly, and looks at Kit.

IGNATZ
Hmmm...what do you think, Kit? Is
he really as good as he says he is?

KIT
It's true, Ignatz! I've been
around a bunch of pilots and
Baloo's the best I've ever seen!
Trust me!

IGNATZ
I do trust you, Kit. It's him I'm
worried about!

Ignatz thinks for a minute.

IGNATZ
Well...not that I want your help,
Baloo, but it's too bad you don't
want to help me! Because if you
did, it might benefit both of us.

Baloo glares at Ignatz, still angry.

(CONTINUED)

BALOO
What do you mean?

IGNATZ
Some of these races have some big jackpots! And whenever I sponsor someone and they win, I split the jackpot with them. The jackpot for this race is one hundred thousand dollars!

Baloo's mouth drops open when he hears the dollar amount. He looks excitedly at Kit, who is equally enthusiastic.

BALOO
That's fifty thousand dollars apiece! I-I could buy back the Sea Duck!

Baloo turns back to Ignatz.

BALOO
Okay, Iggy. Not that I want to help someone who doesn't want my help...but if I decided I wanted to help would you accept my help?

IGNATZ
I have no idea what you just said! But if you're trying to volunteer your services, then I accept.

BALOO
It's a deal then.

Baloo and Ignatz shake hands...wings in Ignatz's case.

BALOO
Hey, there's a problem, Iggy...I don't have a plane to fly in this race! I can't risk flying the Sea Duck cause it's not my plane. Becky would kill me if anything happened to it!

IGNATZ
Not a problem at all. You can fly my plane!

KIT, BALOO
(in unison)
Your plane??

(CONTINUED)

IGNATZ
I think you'll like her. She's
parked at the airfield. Come on,
I'll show ya!

DISSOLVE TO:

EXT. RACEVILLE AIRFIELD. DAY

Baloo, Kit, and Ignatz are walking through an airfield. There are rows of parked planes and hangars scattered throughout the airfield.

IGNATZ
Let's see, my plane should be
around here somewhere.

KIT
Hey, is it just me or do you guys
hear someone yelling?

They stop and listen.

JARRETT (O.S.)
This is ridiculous! How do you
expect me to win in a plane like
this?

Baloo, Kit, and Ignatz peek behind a row of planes and see JARRETT is arguing with who appears to be his sponsor. Jarrett looks to be furious. He is yelling and veins are bulging out of his neck. His sponsor is physically much smaller than he is; Jarrett towers over him imposingly. Jarrett has a wrench in his hand; he waves it menacingly while he talks.

IGNATZ
Bah! You don't want to mess with
him.

KIT
Who is he?

IGNATZ
Trouble is what he is! His name's
Jarrett. He's a pilot from around
here who likes to enter the races.
He's always going around,
intimidating the other racers.

(CONTINUED)

BALOO

So that's one of the other racers?

IGNATZ

No...that's his sponsor.

Kit and Baloo exchange surprised glances.

SPONSOR

Jarrett, take it easy. Try to be reasonable.

Jarrett and his sponsor are standing next to a plane whose engine is partially open. Jarrett points his wrench to something in the engine.

JARRETT

These engine parts are a month old!
I demand you to replace them! How
am I supposed to win if my plane
isn't up to date?

SPONSOR

But we just replaced them! Those
engine parts are good for years!
Replacing them again would cost
money. I can't afford to do it
right now.

JARRETT

What about all the money I've won
for you the past few weeks? Five
races I've taken first place in the
past two weeks! What happened to
that?

SPONSOR

I spent it all on those other
upgrades you requested!

JARRETT

You idiot! Can't you manage a
little money? You don't deserve
the cash I bring in for you! I'm
changing the terms of our deal.
From now on I want eighty percent.

SPONSOR

But that's highway robbery! Our
deal was sixty percent!

(CONTINUED)

JARRETT

Like I said, I'm changing the deal!

SPONSOR

How about seventy
percent? Seventy-five?

JARRETT

Eighty. That's my final offer.

SPONSOR

Jarrett, I quit. I'm sorry, but I
just can't sponsor you any more.
Your threats and demands are just
too much!

The sponsor walks away. Jarrett throws his wrench on the
ground in anger and yells after him.

JARRETT

Fine!! Walk away! Who needs you!
You know how easy it will be for me
to get another sponsor? I'm the
best racer in this town!

He turns back to his plane, muttering something.

BALOO

He's not a very pleasant fellow, is
he?

KIT

He makes my school principal look
like Santa Claus.

IGNATZ

Like I said, stay away from him!
That's the third sponsor that guy's
gone through this month. But
people keep signing up to get him
because he wins a lot of
races. Now, about my plane...

Baloo, Kit and Ignatz walk on.

IGNATZ

Aha! Here she is!

Ignatz leads them to a plane sitting on the tarmac covered
by a tarp.

(CONTINUED)

IGNATZ
She's under there.

Baloo lifts off the tarp and gasps in amazement. Before him is an absolute beauty of a two-seat racing plane. Fiery red, aerodynamically lined, sleek curves everywhere.

BALOO
This is your plane?

IGNATZ
I thought you'd be impressed. I call her the "Scarlet Macaw." You like her?

BALOO
Like her??? Oh baby! What a beauty! I just hope she flies as good as she looks!

IGNATZ
That'll be up to you, Mr. Pilot! You think you can handle her?

BALOO
Hey, I already told you...if it has wings, I can fly it!

IGNATZ
I'd give you a test flight but I don't think we have enough time before the race starts. Come on! Let's get this plane to the starting line.

TRANSITION TO:

INT.HIGHER FOR HIRE.DAY

It is late afternoon and Rebecca is in the middle of a meeting with a MONEY MANAGER. They are alone, Rebecca having shooed Molly to another room so she can have these meetings. Rebecca has been meeting with money managers all afternoon. The meetings have not gone very well (all the candidates she's met today have been bad) so Rebecca looks weary and skeptical from the process.

Like the others before him, this money manager looks like he is not very good at his job. His suit is too big for him and is tattered in several places.

(CONTINUED)

MONEY MANAGER
So as I was saying, Miss
Clarendon...

REBECCA
Cunningham.

MONEY MANAGER
If you invest with us you'll have
the benefit of knowing exactly
where your money is going. Our
fund only invests in one
thing...lottery tickets.

REBECCA
Lottery tickets.

MONEY MANAGER
We like to employ a high-risk,
high-reward strategy.

Rebecca rolls her eyes.

REBECCA
I see. And what rate of return
have your investors earned over the
past year?

The money manager hands Rebecca a thick book.

MONEY MANAGER
I'm glad you asked that
question. This is the most recent
annual report, which has our
returns from last year.

Rebecca flips through the book quickly. All the pages are
blank.

REBECCA
But this report is all blank.

MONEY MANAGER
Well, yes. See, we haven't won
anything yet. But I have a feeling
we're going hit the jackpot soon!

Rebecca ends the meeting hastily. She stands up and starts
pushing the money manager towards the door.

MONEY MANAGER
So, how much money would you like
to invest with us today?

(CONTINUED)

REBECCA

You know, I think I want to meet with some more money managers before I make my decision. I'll let you know, though.

MONEY MANAGER

Great. It was great to meet you, Miss Cockatoo.

Rebecca pushes the money manager out the door and slams it.

REBECCA

That's Cunningham!

Rebecca sighs.

REBECCA

What a disaster! Five meetings with money managers today and not a single one of them that I would trust a penny to! Where am I going to find a good one? Oh well. It's too late to worry about it today. Time to get Molly and go home.

Rebecca goes to her desk and begins packing up her things. A knock comes at the door.

REBECCA

Take your lottery tickets and go home!

The knock comes again, more insistently. Rebecca groans and goes to the door. She opens the door.

REBECCA

I told you--

Rebecca stops when she sees who it is. It's not the money manager, but Griffith who is standing in the doorway. Griffith is a con man, and he is good at what he does. To the average person he looks like a polished businessman with a slick and refined way of speaking. He is handsome in a professional way.

GRIFFITH

Excuse me, ma'am. I hope I am not interrupting anything. Is this Higher for Hire?

(CONTINUED)

REBECCA

Yes. I'm the owner, Rebecca Cunningham.

Griffith shakes Rebecca's hand.

GRIFFITH

Ah, Rebecca. Such a lovely name.

With a sweeping gesture, Griffith delicately takes Rebecca's hand and kisses it. The move works on Rebecca. She is charmed and blushes slightly.

REBECCA

Why, thank you. And you are?

GRIFFITH

My name is Griffith. I run an investment fund, Griffith Investment Advisors. My fund manages money for small businesses just like yours. I've heard about Higher for Hire's recent success and I'd like to talk to you about how I can help you manage your company's excess cash flow.

REBECCA

You're a money manager? What a coincidence...we are actually looking for one, and I've been meeting with them all afternoon! I would like to speak with you! Why don't you come in.

Rebecca steps aside and lets Griffith in.

DISSOLVE TO:

INT.HIGHER FOR HIRE.DAY

Rebecca sits at her desk and meets with Griffith who is seated on the other side. The meeting has been going on for a few minutes.

GRIFFITH

My fund is one of the top money managers in the area, Miss Cunningham. We've been helping businesses like yours for over fifteen years. We invest in a diverse mix of stocks, bonds, and
(MORE)

(CONTINUED)

GRIFFITH (cont'd)
private investments. The exact
amount of each category is adjusted
daily to achieve maximum returns
for our investors.

 REBECCA
Interesting. Tell me, What have
your returns been over the past few
years?

 GRIFFITH
We've done quite well. Over the
last five years we've earned 20%
each year!

 REBECCA
That's outstanding! Do you have
any financial reports I could look
at?

 GRIFFITH
Of course. This is our annual
report, with figures supporting the
returns I just mentioned.

Griffith hands Rebecca a professionally bound
report. Rebecca flips through the book, which is filled
with charts, numbers, and graphs.

 REBECCA
This is impressive, Mr.
Griffith. I can see you run a very
professional operation.

 GRIFFITH
Thank you, Miss Cunningham. Now,
is anything more I can do to
convince you to invest with
Griffith Investment Advisors? Do
you have any questions I can
answer?

The following sequence of questions takes place very fast.

 REBECCA
Hmmm...how many years of investment
experience do you have?

 GRIFFITH
Twenty-five years.

(CONTINUED)

REBECCA
References?

GRIFFITH
Available upon request.

REBECCA
What are your fees?

GRIFFITH
They're waived for the first year.

REBECCA
Ok, I've decided. Congratulations,
you're our new money manager!

GRIFFITH
Congratulations to *you*, Miss
Cunningham. You've made an
excellent choice.

Rebecca and Griffith shake hands.

GRIFFITH
Now there's the question of how
much money you want to
invest. Tell me, how much cash
does Higher for Hire have available
for investment?

REBECCA
Well, I don't know how much you
typically get from your
investors...but here's last month's
bank statement with our excess
cash!

Rebecca hands Griffith a piece of paper from her
desk. Griffith looks at it and shakes his head.

GRIFFITH
Oh my.

REBECCA
What do you mean, "oh my?"

GRIFFITH
For an initial investment we
typically get quite a bit more than
this. We need to cover our costs
too, you understand. I was told
Higher for Hire was doing better
than this. Perhaps it was a
mistake to come here.

(CONTINUED)

Griffith gets up to leave.

REBECCA
Wait! Don't go!

Griffith sits back down.

GRIFFITH
Am I to understand that you may be
able to come up with some
additional cash to invest?

REBECCA
I could...but I would have to dip
into Higher for Hire's operating
funds.

Rebecca hesitates.

GRIFFITH
Why the hesitation? You have the
money, don't you?

REBECCA
Yes. It's just that the business
needs that money. I'm not sure
it's a good idea to invest it!

GRIFFITH
Miss Cunningham, I understand that
you may be reluctant to invest a
bit more than you have just lying
around. But let me remind you that
taking risks is just part of
business.

REBECCA
Now where have I heard that before?

GRIFFITH
Your money will be safe. My fund
has never had a losing year since
it started!

REBECCA
Hmmm...I don't know...

GRIFFITH
And the more you invest with us,
the more you will earn...

That convinces Rebecca.

(CONTINUED)

REBECCA

Well, I suppose it couldn't hurt. After all, we do have some extra cushion so we can afford to risk a bit of a loss.

GRIFFITH

You won't have that problem, Miss Cunningham. My fund never loses money.

REBECCA

I'll have my courier send you a check in the morning.

GRIFFITH

Very good. I guess I'll be on my way. Here is my card with my contact information. It's a pleasure to do business with you, Miss Cunningham.

Griffith hands Rebecca his business card.

REBECCA

Thank you, Mr. Griffith. And good day.

GRIFFITH

Good day.

Griffith leaves through the door.

TRANSITION TO:

EXT.RACETRACK STARTING LINE.DAY

Baloo, Kit, and Ignatz arrive at the starting line with the Scarlet Macaw. Next to the racetrack, bleachers have been set up and are filled with eager, cheering spectators.

IGNATZ

The racetrack works like this. You go for two laps. Each lap is five miles long. You start out in the city but the track heads out into the desert. There's checkpoints every so often that you're supposed to go through. They're all marked on this map of the racetrack. Make sure you hit them all or you'll be penalized.

(CONTINUED)

KIT

What are some of the other rules?

IGNATZ

Well, let's see. No shortcuts. Maximum of two people per plane. No intentionally wrecking the other racers. Of course no one really pays attention to that one...hmmm...what else...

BALOO

Wait, back up. You mean guys try to wreck each other in these things?

IGNATZ

Some of them do. They usually don't try anything near the city but out in the desert who's going to notice? So watch your back, Jack!

KIT

I don't like the sound of this, Baloo.

BALOO

That makes two of us.

IGNATZ

Of course if you want to drop out you're welcome to. If you don't want that jackpot I can find someone else who does.

BALOO

No one said anything about dropping out, Iggy. I'm in this thing. Are you, Kit?

KIT

I'm in, Papa Bear.

BALOO

Then let's go win us a race!

JARRETT (O.S.)

Well, if it isn't Team Parakeet.

Baloo, Kit, and Ignatz look over to the starting spot next to them. Jarrett has just pulled up in his plane. His is a sinister-looking craft, painted entirely in black. Jarrett sneers at them from the open cockpit.

(CONTINUED)

IGNATZ

What do you want, Jarrett?

JARRETT

I just came to offer my condolences. I heard your pilot had to drop out of the race. The flu, was it? Looks like you'll have to forfeit. Or were you able to find a replacement on such short notice?

IGNATZ

As a matter of fact, I did. And here he is!

Jarrett looks at Baloo.

JARRETT

Who? Him?

Baloo, Kit, and Ignatz nod. Jarrett bursts out laughing.

JARRETT

Where did you find him, at a buffet? I hope your plane's sturdy enough to hold his weight!

BALOO

Hey, buddy. I may not look good in a bathing suit, but I bet I could fly rings around you!

JARRETT

I really doubt that. What did you say your name was, pilot?

BALOO

The name's Baloo, pal, and you'd better remember that name cause it's going to be above yours on the leaderboard!

JARRETT

Ha! Why don't you just quit the race now and go get something to eat? You look like you could use it!

BALOO

The only thing you'll be eating is my propwash, once this race starts!

(CONTINUED)

JARRETT
We'll see about that.

The race official comes over the PA system.

RACE OFFICIAL (V.O.)
All pilots to the starting line.

JARRETT
Well, I'd love to stay and chat,
but I have to get ready to claim my
victory. Look for me in the
winner's circle after the race. Ha
ha ha!

Jarrett closes the cockpit of his plane and pulls away to
the starting line.

BALOO
Come on, Kit. Let's go!

There are two individual seats in the Scarlet Macaw, one
right behind the other. Baloo gets into the front seat
while Kit climbs into the back.

IGNATZ
Be careful with her will you? I
just had her painted.

Ignatz flies over to the bleachers to watch the
race. Meanwhile, Baloo slowly taxis to the starting
line. There are eight other pilots competing in the race
(ten total), representing all different animals and
countries. The planes are all various shapes and sizes.

RACE OFFICIAL (V.O.)
Ladies and gentlemen! Welcome to
the ninety-eighth installment of
the Raceville Desert
Classic! Where ten pilots will
battle it out for...one hundred
thousand dollars!

The crowd roars its approval.

RACE OFFICIAL (V.O.)
Our racetrack today consists of a
stretch through downtown Raceville,
followed by a trip into the
wasteland! Should be an exciting
contest! Looks like the pilots are
fueled up and ready to
begin! Gentlemen, start your
engines!

(CONTINUED)

Baloo clicks on the throttle. The engine hums responsively.

RACE OFFICIAL (V.O.)
On your marks, get set...

BALOO, RACE OFFICIAL
(in unison)
GO!!!

There is a rush of motion and sound as all ten planes take off from the starting line. Baloo guns the throttle on the Scarlet Macaw. Her engine gives an aggressive, satisfying roar and the plane explodes out of the gate and into the air.

CUT TO:

EXT.RACEVILLE RACETRACK.DAY

The racetrack continues into downtown Raceville. There are various tall buildings and casinos scattered about. Baloo is struggling to maintain control of the craft. He stares down at the instrument panel, not looking where is he going.

BALOO
Whoa! This engine is more powerful
than I thought, Kit! I'm not used
to flying something like this!

KIT
Baloo, watch out dead ahead!

BALOO
Wha??

Baloo looks up and sees he is headed right for a large billboard with an advertisement for soda pop. It is too late to avoid it, and plane smashes into it, tearing right through.

CUT TO:

EXT.RACETRACK STARTING LINE.DAY

The crowd in the bleachers sees the Scarlet Macaw hit the billboard and groans. Watching from the bleachers, Ignatz shakes his head.

IGNATZ
There goes my new paint
job. Should have known better than
to trust that fat bear...

CUT TO:

EXT.RACEVILLE RACETRACK.DAY

The Scarlet Macaw is still in the air but a large piece of billboard (the soda part) is stuck to the windshield, completely blocking it. Not being able to see, Baloo has gone way off course and the other pilots blow past him. Jarrett sees the scene as he is going by and laughs.

JARRETT

Ha! What a joke!

BALOO

I can't see a thing, Lil' Britches! We need to take this advertisement off the air, pronto!

KIT

If you pull the plane into a loop, it should fall off the windshield.

BALOO

Can't risk doing a blind loop when we're still in the city! There's buildings everywhere!

KIT

I can take a look and see if the area's clear.

Kit climbs out of the plane and looks around.

KIT

Move a little to the right! Keep going...now! The coast is clear, Baloo!

BALOO

Roger, navigator! All right, hold on to your socks!

Kit drops back into his seat and Baloo pulls the plane in a big loop. Gravity causes the piece of billboard to dislodge and fall off.

BALOO

Ha, great going, Kit! It worked! But why I am so thirsty all of a sudden?

Kit looks at a map of the racetrack.

(CONTINUED)

KIT

Baloo, we're way off course. Those other racers have a big lead!

BALOO

Then let's catch 'em!

The Scarlet Macaw rockets back onto the main track.

BALOO

We really need to move if we want to catch those other racers.

Ahead, the racetrack goes right through a bunch of tall hotels and casinos, set up like an obstacle course.

BALOO

Uh-oh. Looks like we might be moving some more!

Baloo starts maneuvering around the buildings. He almost makes it through without hitting anything but towards the end he blunders into a clothesline full of hanging clothes. The clothesline snaps and clothes go flying everywhere. The Scarlet Macaw is unharmed.

BALOO

Oops! Someone just lost his shirt.

KIT

Baloo, look!

A sign ahead of them reads "Leaving City Limits. Entering Desert. USE CAUTION!" A large expanse of desert stretches before them.

KIT

Remember what Ignatz said. Watch out for cheaters!

BALOO

We gotta catch up to them first, before we can start worryin' about 'em!

CUT TO:

EXT. DESERT. DAY

Baloo and Kit fly the Scarlet Macaw through the desert wasteland around Raceville. They are far behind so the other racers are not visible.

BALOO

Kit, I don't see any of the other racers and this desert all looks the same to me. I'm already lost. Where are we supposed to go?

Kit looks at the map.

KIT

According to the map the next checkpoint is at Raceville Rock. There should be some rock formations to the southeast - there! It's that way, Baloo!

BALOO

You got it.

Baloo flies southeast and they quickly reach Raceville Rock, which is an enormous plateau, about two hundred feet high, jutting out of the desert.

KIT

The checkpoint's on top of the plateau. We need to get up there.

BALOO

Going up!

Baloo puts the Scarlet Macaw into a climb and she flies to the top of the plateau. There is a gate set up with a banner that reads "Checkpoint." Baloo flies through it.

BALOO

Got the first checkpoint. Now what?

Kit points into the distance.

KIT

Baloo, over there! I think I see some of the other racers!

BALOO

I see 'em! I see 'em!

(CONTINUED)

KIT
We're catching up to them!

BALOO
Yeah! They might have a big lead
but we're in a faster plane!

KIT
Let's see, the next checkpoint
is...Gambler's Cave.

BALOO
Where would they put a cave in the
middle of the desert?

KIT
Over there!

Baloo and Kit approach a giant rock with a cave opening shaped like the club on a set of playing cards. Baloo flies the Scarlet Macaw inside.

CUT TO:

INT.GAMBLER'S CAVE.DAY

Baloo and Kit are flying through the inside of a cave. It is completely dark; they cannot see anything.

BALOO
Flip the lights, will you, Lil'
Britches?

KIT
Got it.

Kit flicks a switch on his control panel. The headlights of the plane come on, illuminating a narrow corridor lined with stalactites and stalagmites. Baloo continues to fly on.

BALOO
Pretty quiet in here. Doesn't seem
to be too much going---YEOW!!!!

The Scarlet Macaw narrowly dodges a bunch of rocks falling from the ceiling. Ahead of them is a full-scale rockslide.

KIT
It's a rockslide!!!

Baloo deftly guides the plane through the rockslide, zigzagging all the way to avoid rocks.

(CONTINUED)

BALOO

Yeah! We made it! I think I'm
getting the hang of this thing!

KIT

Cave exit dead ahead.

Above them is a an opening in the cave ceiling, sunlight
streaming in. The Scarlet Macaw flies through it.

CUT TO:

EXT. DESERT. DAY

The Scarlet Macaw flies out of the cave and breaks out into
the sunlight. Baloo and Kit see the other racers' planes
just a few feet in front of them. They have caught all the
way up.

KIT

Baloo, look! Those other racers
are right in front of us!

BALOO

Yeah, and this guy's about to be
right *behind* us!

Baloo guns the engine. With a sudden burst of acceleration,
the Scarlet Macaw blows past the plane in front of them.

BALOO

Excuse us! Just passing through!

Baloo promptly passes two more planes. The Scarlet Macaw is
now in seventh place.

BALOO

What's next, Kit?

Kit reads from the map.

KIT

Toothpick Canyon.

BALOO

That's a strange name for a
canyon. I wonder why it's called
that.

Kit sees the canyon ahead and his eyes bug out.

(CONTINUED)

KIT

I think I just figured it out!

Ahead of them is a sheer wall of rock, carved out by the narrowest canyon they have ever seen. The opening is only a few feet wide.

BALOO

This is insane! Even my belly
can't fit through there! Hang on!

Baloo flips the Scarlet Macaw sideways and flies into the canyon. When flown sideways the plane is just able to squeeze through the narrow opening, with barely a foot of clearance on either side. Behind them, one of the other pilots wrecks as he smashes into the canyon wall, bailing out just before his plane hits.

The Scarlet Macaw makes it through the canyon and into the open desert again.

KIT

Baloo, there's only one checkpoint
left before we hit Raceville
again. It's...Sirocco Alley.

BALOO

Sir-what?

KIT

Sirocco. I think I've heard that
word somewhere before but I forgot
what it means.

BALOO

Probably just a name.

Baloo passes two more planes, putting them in fifth place.

KIT

According to the map we should be
right in the middle of Sirocco
Alley.

BALOO

There's nothing around here but
open desert.

KIT

Baloo, I just remembered what
sirocco means!

(CONTINUED)

BALOO
SANDSTORM!!!

Without warning a fierce wind blows the sand in front of them and whips it up into a full-scale tornado of sand. The Scarlet Macaw blunders right into it. Baloo, Kit and the plane are tossed around mercilessly by the storm.

BALOO
I can't control the plane!

While Baloo and Kit are caught up in the storm, one pilot manages to avoid the tornado and pass them, knocking them back down to sixth place.

KIT
Pull up, Baloo!

BALOO
I'm trying, Kit! I'm trying!

Baloo manages to get the Scarlet Macaw free of the storm's grasp and fly on.

KIT
That cost us a lot of time.

BALOO
Still another lap to go, lil' britches. It's still anyone's race.

They fly back into the city limits.

CUT TO:

EXT.RACEVILLE STARTING LINE.DAY

Ignatz sits in the bleachers and watches the first of the racers complete the first lap. Jarrett's plane whizzes by first, kicking up a cloud of dust. The crowd roars as the rest of the racers start to pass by.

RACE OFFICIAL (V.O.)
At the end of the first lap it
looks like Jarrett is in the lead!

The race official starts to call out the names of pilots as their planes pass by.

(CONTINUED)

RACE OFFICIAL (V.O.)
Jarrett is followed by Jackson in
second place...Toujours and
Anderson in a close race for
third. In fifth place it's
Airhart, followed in sixth by that
newcomer, Baloo!

Ignatz jumps up and down and cheers wildly when Baloo passes
by.

IGNATZ
Yeah!! Come on, Kit! Come on,
Baloo!

CUT TO:

EXT.RACEVILLE RACETRACK.DAY

Jarrett flies his plane through Raceville downtown. The
second-place plane, flown by Jackson, is following right
behind him. Jarrett and Jackson approach the part of the
track that weaves between buildings.

JARRETT
This race is getting way too
close. Time to tilt the odds a
little.

Jarrett hits a button on his instrument panel. A panel on
the back of his plane slides open and a small metal nozzle
comes out. The nozzle sprays a stream of black grease onto
the windshield of Jackson's plane.

JACKSON
What the...?

Jackson ejects from his plane just before it crashes into a
building.

Jarrett flies through the gauntlet of buildings and leaves
the scene just as Baloo and Kit arrive onto the scene. Kit
sees Jackson gliding down to the ground in a parachute.

KIT
Baloo, look! That racer wrecked
his plane!

BALOO
Don't feel bad for him,
Kit. That's one less competitor we
need to worry about!

(CONTINUED)

They fly through the gauntlet of buildings and pass the sign that leads into the desert.

CUT TO:

EXT. DESERT. DAY

Jarrett is flying through the desert. The new second-place plane (flown by Toujours) and third-place plane (flown by Anderson) have caught up to him and all three are fighting for the lead.

JARRETT

Sorry fellas. This is my race to win.

Jarrett eases back on the throttle a little, so Toujours's plane can catch up to him. Jarrett adjusts his speed so he is flying directly alongside Toujours.

Jarrett looks through the cockpit at Toujours and Toujours shakes his fist at him.

JARRETT

Au revoir, Mr. Toujours.

Jarrett presses another button on his control panel, and a door on the side of his plane slides open. A mechanical arm comes out with a whirling buzzsaw attached to it. The saw cuts through the tail of the Toujours's plane, slicing it off.

TOUJOURS

Sacre bleu!

Toujours's damaged plane flies backwards and crashes into Anderson's plane. Both planes start spiraling to the ground as Jarrett flies on.

JARRETT

So long, suckers! I'll be saw-ing you later! Ha, ha!

CUT TO:

EXT. DESERT. DAY

Seconds later, Baloo and Kit pass over the scene. Counting the wrecked planes, they are now in third place. Kit sees Toujours's and Anderson's wrecked planes crashed in the desert, spiraling smoke.

(CONTINUED)

KIT

Uh, Baloo. Two more racers just wrecked. That's three in the last minute!

BALOO

Uh...well, they could just be nervous!

KIT

Or maybe someone's not playing so nice.

BALOO

Here comes the cave. Hit the lights!

KIT

Roger!

CUT TO:

INT.GAMBLER'S CAVE.DAY

Kit flicks the light switch just as the Scarlet Macaw enters Gambler's cave.

KIT

Up ahead! Do you see them?

BALOO

Yeah! Yeah!

In the glow of their headlights, Baloo and Kit see Jarrett and Airhart's planes ahead of them. The Scarlet Macaw is very close behind.

In his cockpit, Jarrett turns to look at Airhart in the plane flying next to him. She is staring straight ahead, focusing on navigating through the cave.

JARRETT

Let's if you can handle a game of bumper planes.

Jarrett flies his plane right next to Airhart's, then twists his plane into a 360 degree roll. The impact knocks Airhart's plane into the cave wall, wrecking it. Pieces of the plane fly everywhere.

(CONTINUED)

KIT

Look out!!

The Scarlet Macaw just dodges the wreckage of Airhart's plane as it passes by.

KIT

Did you see what Jarrett did? What a dirty trick!

BALOO

Yeah! Those pilots didn't wreck - Jarrett did the wrecking for them!

KIT

We'd better be careful, or we might be next!

A large boulder suddenly falls from above. The Scarlet Macaw just misses getting crushed.

BALOO

I forgot -- the rockslide!!

Jarrett seemingly has no trouble flying through the falling rocks. Baloo, however, just makes it through, avoiding several rocks by inches.

Jarrett flies through the cave exit followed closely by Baloo and Kit.

CUT TO:

EXT. DESERT. DAY

Jarrett and Baloo approach Toothpick Canyon. Jarrett is in the lead while Baloo is following cautiously behind, keeping a safe distance.

KIT

Jarrett's bound to try something. Stay behind him.

BALOO

I can stay behind him for now...but how are we supposed to win if we don't catch up to him?

As Baloo and Kit watch, Jarrett suddenly slows his plane down. The Scarlet Macaw ends up right next to Jarrett's plane.

(CONTINUED)

BALOO

That rat! He's slowing down so he
can sabotage us!

As they approach the canyon opening, Jarrett flips his plane sideways, while Baloo does the same. The two planes enter Toothpick Canyon at almost the same time, Jarrett flying above Baloo.

Baloo and Kit see Jarrett through the cockpit window. Jarrett flashes an evil grin at them. Then his plane dives downward, ramming into the Scarlet Macaw. The plane shakes but Baloo is able to maintain control. Jarrett rams them again. Again Baloo maintains control.

KIT

What are we going to do? He'll
wreck us for sure!

BALOO

I got a plan. We just need to make
it out of this canyon.

Jarrett and Baloo reach the canyon exit. Jarrett dives his plane to try to ram Baloo again but Baloo suddenly accelerates, causing Jarrett to miss. Now Baloo and Kit have taken the lead!

JARRETT

I'll get you yet!

Jarrett accelerates his own plane, chasing after Baloo.

KIT

We're in the lead! Jarrett's right
behind us! Faster, Baloo!

But Baloo abruptly slows the Scarlet Macaw down!

KIT

What are you doing???

BALOO

We can't go too fast, Kit! We need
to let him catch up to us!

KIT

WHAT?!

Jarrett's plane catches up to the Scarlet Macaw. Jarrett flies alongside them and rams them. The Scarlet Macaw shakes from the impact.

(CONTINUED)

KIT

This is part of your plan?? Is having our plane break apart and crash part of your plan too?

BALOO

Just trust me, Kit! Now if I remember right we should be passing over Sirocco Alley! Now we just need to find a --- there!

In the distance there is a whirling tornado of sand. Baloo makes a beeline for it. Jarrett follows him.

As Jarrett and Baloo approach the sandstorm it becomes harder for Baloo to control the plane. The Scarlet Macaw wobbles from side to side.

BALOO

Steady...

KIT

Baloo!! We're too close!

BALOO

No! We need to get even closer!

Baloo flies as close to the sandstorm as he possibly can without falling in.

JARRETT

Now I've got them. One nudge should put them right into that sandstorm!

Jarrett flies straight at the Scarlet Macaw, trying to ram it into the sandstorm. Baloo dives out of the way just as Jarrett moves in the kill. Jarrett's momentum carries him right into the sandstorm. Jarrett loses control as his plane is tossed about in the whirlwind.

JARRETT

No! This can't be happening!

Driven by the force of the wind, Jarrett's plane stalls and crashes into a sand dune.

KIT

Baloo, it worked! He wrecked himself!

(CONTINUED)

BALOO

He always was a big windbag.

Baloo puts the plane back on course toward Raceville and the finish line. Jarrett watches them go from the cockpit of his crashed plane.

JARRETT

I won't forget this, Baloo. You haven't seen the last of me!

CUT TO:

EXT.RACETRACK STARTING LINE.DAY

The sun is starting to set below the horizon as the crowd in the bleachers waits for the racers to cross the finish line. A few planes appear in the distance. Sitting in his booth, the race official grabs a pair of binoculars to look at them. The official speaks into his microphone.

RACE OFFICIAL

The contestants are approaching the finish line! Here they come now!

The planes get closer.

RACE OFFICIAL (V.O.)

One plane seems to be well out in front of the others...who's it going to be? I-I don't believe it! It's the Scarlet Macaw, flown by Baloo! He's going to take first! He's going to win it!

The Scarlet Macaw zooms across the finish line. The crowd roars. A few seconds later, the remaining racers follow.

RACE OFFICIAL (V.O.)

Baloo wins the Raceville Desert Classic in a stunning upset victory!

The Scarlet Macaw taxis down the runway and comes to a stop. The cockpit opens and Baloo and Kit get out to roars from the crowd. Baloo and Kit wave to the crowd, and both of them stand there for a few moments, just soaking in the atmosphere created by the crowd noise and their victory. This is all done wordlessly.

DISSOLVE TO:

EXT.RACEVILLE AWARDS CEREMONY.NIGHT

Baloo, Kit, and Ignatz stand on a makeshift stage that has been erected at the starting line. The race official is also on stage, dressed in a fancy suit. A crowd of people watches.

RACE OFFICIAL

On behalf of the Raceville Racing Commission, it's our pleasure to name Baloo and his co-pilot Kit Cloudkicker the winners of the ninety-eighth Raceville Desert Classic!

The crowd cheers.

RACE OFFICIAL

We are pleased to present them with the prize jackpot of one hundred thousand dollars!

A worker wheels over a cart with a briefcase on it. The race official picks up the case and hands it to Baloo.

RACE OFFICIAL

Congratulations, boys. That was quite a race you guys ran.

BALOO

Thanks, boss.

Baloo opens the case. It is filled with neatly stacked dollar bills.

BALOO

Oh, baby!

IGNATZ

Not so fast, flyboy. Remember, half of that is mine!

BALOO

No problem, Iggy. I'll be fine just as long as I get enough to buy my plane back.

IGNATZ

Well, I gotta hand it you Baloo. I didn't think you could do it. Maybe I shouldn't judge pilots from their appearance from now on.

(CONTINUED)

BALOO

I told you we could do it, didn't I?

Baloo put his arm around Kit.

BALOO

But this kid deserves a lot of the credit too.

KIT

Gee...thanks, Papa Bear!

IGNATZ

You know Baloo, if we combined your flying skills with my sponsorship, we can make a fortune! There's races going on here that pay out ten times as much this one!

BALOO

Really?

IGNATZ

Listen, I know we haven't exactly gotten along in the past. But I'd like to make you a job offer.

BALOO, KIT

(in unison)

A job offer?

BALOO

Doing what?

IGNATZ

I want you to be my new racing pilot!

KIT

But don't you already have a pilot?

IGNATZ

Forget about him, Kit! Baloo's ten times better. Around here, it's common for pilots to switch sponsors. So it's not an issue if I get rid of someone to hire someone else. Baloo, the bottom line is, if you want the job it's yours.

(CONTINUED)

BALOO

Hmmm...what does the job involve? Besides racing, of course.

IGNATZ

Nothing. You race for me and that's your only responsibility. I pick the races you enter and sponsor you to fly them. You'd only have to work on race days. The rest of your time is yours to do whatever you want. And if you fly like you did today, you'll be rich before you know it! We'll all be!

BALOO

You mean I could work whenever I want? *And* get rich doing it? Man, that sounds like a dream job!

IGNATZ

Of course, you'd have to move up here to Raceville. And I guess you'd have to quit your current job.

BALOO

I don't have a problem with that. But let me discuss it with Kit.

Baloo takes Kit aside.

BALOO

So...what do you think, Kit?

Kit looks apprehensive.

KIT

It does sound great, Baloo. But I don't know...what about Miss Cunningham?

BALOO

Well, it's not like she owns me. I mean, once I buy the Duck back from her I should be free to take whatever job I please!

(CONTINUED)

KIT

But you're her only pilot. She needs you...us!

BALOO

You're thinking small, kiddo. There's other pilots out there! Once she has these 50 G's she'll be able to hire another one easily!

KIT

And moving up here? I've made a lot of friends in Cape Suzette. I'd miss them.

BALOO

Ignatz said this is a part-time gig, remember? When we're not workin' we can visit Cape Suzette whenever we want! You gotta think big picture, Kit. Opportunities like this don't just fall out of the sky! This is our chance to make it big! Strike it rich! Live the good life!

Kit sighs. He looks at Baloo, searching his face.

KIT

You really want this, don't you?

BALOO

I do want this, Kit. But we're a team. I'm not going to do something you're not okay with. I'll only take the job if you're on board with it!

Kit thinks for a long while. Finally, he relents.

KIT

Okay, Papa Bear. Count me in.

Baloo hugs Kit.

BALOO

Thanks, lil' britches.

Baloo shakes hands with Ignatz.

(CONTINUED)

BALOO

Iggy, I'd say you've got yourself a pilot!

IGNATZ

Great! When can you start?

BALOO

In a few days. First I need to go back to Cape Suzette to clear things up with the old boss.

DISSOLVE TO:

EXT.OUTSIDE CAPE SUZETTE.DAY

Two days later. Baloo and Kit are flying the Sea Duck home from their vacation. In the cockpit of the Sea Duck, Kit sits up as he sees the cliffs of Cape Suzette ahead in the distance.

KIT

Almost home, Papa Bear! There's Cape Suzette!

BALOO

Roger that! Got the loot?

Kit holds up the briefcase from Raceville.

KIT

Check!

BALOO

Now remember Kit, when we get there, don't say a word about the cash or the job to anyone. I want to surprise them myself!

CUT TO:

EXT.HIGHER FOR HIRE.DAY

Rebecca, Wildcat, and Molly are standing on the pier of Higher for Hire. Wildcat is moving boxes into the rented plane while a flustered Rebecca watches.

REBECCA

Wildcat, be careful with those! You remember what happened last time!

(CONTINUED)

The faint sound of an airplane engine becomes audible in the distance, then gets louder.

WILDCAT

Do you hear something that sounds like a duck?

Molly points up at the sky.

MOLLY

Look! It's the Sea Duck!

The Sea Duck flies into view and lands in the water. It comes to a stop on the other side of the pier from Wildcat's rented plane. Baloo and Kit get out. Baloo is grinning from ear to ear and carrying the briefcase.

BALOO

Hiya guys, we're back!

REBECCA

Baloo, Kit! I'm so glad you guys are back. We've really missed you out here!

Kit runs over to Wildcat and hugs him. Then he hugs Molly.

Baloo walks past Wildcat with the briefcase in his hand.

BALOO

Hey there, Wildcat. How did the cargo runs go while we were gone?

WILDCAT

Eh, pretty good. I only lost a few thousand dollars worth.

BALOO

Not bad. Sounds like good customer service to me!

Baloo walks over to Becky with the briefcase.

BALOO

Hey Rebecca, wait till you see what I have for you! You're not going to believe this!

REBECCA

Why? What's in the briefcase?

Baloo opens the briefcase in front of her, showing her the money inside.

(CONTINUED)

BALOO
Oh, just fifty thousand dollars to
buy back the Sea Duck. Don't spend
it all in one place!

Rebecca is shocked. She picks up a stack of bills and flips
through it slowly. Baloo laughs.

BALOO
See, Kit? I told you she'd be
surprised!

REBECCA
Where did you get this?

BALOO
Kit and I won it in a race.

REBECCA
Kit, is this legal? Is he telling
the truth?

KIT
Yup! For once!

BALOO
The money's all there, I checked it
earlier. Want me to count it out
for you?

Rebecca is still in disbelief. She is not sure what to say.

REBECCA
Um...no, I guess I trust you...

BALOO
Good. Because I have some more
news.

REBECCA
What are you--

Baloo clears his throat.

BALOO
Guys, listen up! Me and Kit have
an announcement. I've decided to
take another job. So I'm quitting
Higher for Hire. And the job's in
Raceville, so me and Kit are going
to move there. We came to...say
goodbye.

(CONTINUED)

Rebecca, Molly, and Wildcat all look shocked (even more than when Baloo gave Rebecca the money).

WILDCAT
(to Kit)
Wow! Are you really guys moving?

KIT
Yup, that's the plan!

Rebecca looks extremely displeased.

REBECCA
(to Baloo)
Hold on...back up a minute. You got a *job*? Voluntarily? Doing what?

BALOO
I'm going to be a professional air racer!

KIT
It all started when we visited Raceville during our vacation. We bumped into my old friend Ignatz and he offered Baloo the chance to be his racing pilot.

REBECCA
(to Baloo)
And you just accepted it without asking me first?

BALOO
I had to take it, Becky. The job had everything I was looking for! Listen. I've enjoyed flying cargo for you...well, some of the time...

Rebecca gives him an irritated look.

BALOO
..but this is my chance to do something different with my life! Something I really want to do!

REBECCA
But Higher for Hire needs you! I need you! You're my only pilot...

Wildcat gives Rebecca a look as if to say "what about me?"

(CONTINUED)

REBECCA
...well, I mean my only halfway
decent pilot...

Wildcat crosses his arms and smiles, satisfied.

REBECCA
...where am I going to find another
one?

Rebecca glares at Baloo.

BALOO
Aw, Becky, you're a good
businesswoman. You'll find another
pilot soon enough. And I'm sure
he'll be great!

Molly pulls on Baloo's leg.

MOLLY
But why do you and Kit have to
move?

BALOO
We have to go where the job is,
sweetheart! It'd be a pretty long
commute if we didn't.

KIT
Don't worry, Molly. We'll come
visit you and your mom a lot!

WILDCAT
And me too?

BALOO
You especially, Wildcat.

Baloo playfully slaps Wildcat on the back.

MOLLY
Promise?

Baloo holds up his hand as if taking an oath.

BALOO
Promise.

REBECCA
I'm really upset at you,
Baloo. You're putting me and
Higher for Hire in a tough
position.

(CONTINUED)

Baloo puts a friendly hand on Rebecca's shoulder.

BALOO

Come on, Becky...we're friends, right? You know I wouldn't do anything to hurt you or Higher for Hire. I know how much this business means to you. Believe me, I wouldn't be quitting unless it was my dream job. And it is...so I have to take it!

Rebecca's expression softens. She sighs.

REBECCA

You're right, Baloo. This obviously means a lot to you. And it's not like you owe me anything...after all, you did pay me for the Sea Duck. I would be selfish to hold you back from following your dreams.

Rebecca manages a smile.

REBECCA

So...good luck to you.

DISSOLVE TO:

EXT.HIGHER FOR HIRE.DAY

Late afternoon/early evening. A beautiful sunset is turning the water in the harbor pink.

Rebecca, Molly, and Wildcat are standing on the pier next to the Sea Duck. Kit drags a heavy suitcase into the cargo hold. Baloo is standing in the cargo hold, holding a heavy piece of luggage himself. The cargo hold is filled with boxes of Baloo and Kit's belongings. They don't have too much stuff but it is a decent amount.

KIT

That's the last piece of luggage! We should be good to go, Papa Bear.

Baloo and Kit exit the cargo hold and walk out onto the pier.

(CONTINUED)

REBECCA

Are you two sure you have to leave right away? I mean, at least stay for awhile!

BALOO

Nah, we can't. There's a race coming up tomorrow that we're penciled in for. I can't be late...don't want to start my new job off on the wrong foot, do I?

REBECCA

That sure never stopped you before.

Now it is Baloo's turn to give Rebecca a dirty look.

REBECCA

Oh, I'm joking. But you have to admit...it is kind of true!

BALOO

Yeah, yeah. All right, it looks we're all ready to go.

(to Kit)

Well, I guess this is it.

KIT

Yup, looks like it.

Baloo and Kit say goodbye to each of their friends in turn.

BALOO

Goodbye, Wildcat. Take good care of the cargo while Becky looks for a new pilot.

Wildcat salutes Baloo.

WILDCAT

I will, Baloo.

BALOO

(to Molly)

See ya, short stuff. Be good to your mom.

Molly sniffles. She is crying a little.

MOLLY

Sniff, sniff...okay. Don't forget to...sniff...come visit.

(CONTINUED)

KIT
We will.

BALOO
(to Rebecca)
Well Rebecca, it's been a blast
workin' all those hours for
ya. I'm really going to miss it.

REBECCA
Oh, cut the baloney, Baloo.

She gives Baloo a friendly embrace, then hugs Kit.

KIT
Are you sure you're okay with us
leaving like this?

REBECCA
Don't worry about me, Kit. I will
find another pilot eventually. And
even if it takes us awhile, Higher
for Hire's got plenty of money
saved up to hold us over. We'll be
fine. The important thing is you
two get to pursue your dreams!

BALOO
Well...so long everybody!

KIT
Bye everyone!

WILDCAT
Merry Christmas!

Baloo and Kit wave their goodbyes and climb into the cockpit
of the Sea Duck. The engines start up. Baloo gives the
three on the pier a final wave before he taxis through the
harbor, into the air, and into the sunset.

FADE TO:

INT.MINIVERSAL CORPORATION.NIGHT

A few hours later. The skyscraper of the Miniversal
Corporation twinkles in the night with its artifical light.

Most of the Miniversal employees have gone home by now, but
high up in the tower, the light in Perry's office is still
on. Perry sits at his desk and dials a number on his
telephone. Perry puts the receiver to his ear and hears
(voice-over) the ring tone on the other side.

(CONTINUED)

The ring tone sounds several times. Then the callee, a male voice, picks up.

CALLEE (V.O.)
Hello?

PERRY
I expected a status report from you fifteen minutes ago.

CALLEE (V.O.)
I apologize, Mr. Perry. I've been working to execute the plan all day and I must have forgotten.

PERRY
Well, give me the report now. What is the status of Operation Deep Blue Sea?

CALLEE (V.O.)
It's going better than we planned, Mr. Perry.

PERRY
Excellent. I sent a document to you by courier this morning. Did you get it?

CALLEE (V.O.)
Yes, I have it here.

PERRY
That's the master plan for Operation Deep Blue Sea! Keep it safe! All the details of the operation are in there. You must follow the instructions in it exactly.

CALLEE (V.O.)
I will. You can rely on me, sir. Before you know it, all of Cape Suzette Harbor will belong to Miniversal.

TO BE CONTINUED...

EPISODE 2

INT.HIGHER FOR HIRE.DAY

It has been two weeks since Baloo and Kit have moved to Raceville. Higher for Hire is beginning to get used to life without Baloo.

It's a bright, sunny day at Higher for Hire, near midday. REBECCA is walking around the office looking for something.

REBECCA
Wildcat! Wildcat! Where are you?

WILDCAT (V.O.)
Down here, Miss Cunningham!

A trap door in the floor opens and WILDCAT pops his head up from the maintenance tunnel under the building.

REBECCA
There you are! I've been looking all over for you! Have you down there all morning?

WILDCAT
Pretty much.

REBECCA
What are you fixing down there?

WILDCAT
Oh, like, there's nothing broken down there! I was just sightseeing.

REBECCA
Uh...okay...

WILDCAT
Did you need something?

REBECCA
Right...have you seen my interview schedule? I left it right here on my desk and now it's gone!

WILDCAT
Is it a piece of paper about this size?

Wildcat frames a rectangle with his hands.

(CONTINUED)

REBECCA

Yes.

WILDCAT

Did it have the names of all the pilots you're going to interview today for Baloo's old job?

REBECCA

Yes.

WILDCAT

And the times you're going to meet with them?

REBECCA

Yes! Where is it?

Wildcat shrugs.

WILDCAT

Haven't seen it.

Wildcat ducks back into the tunnel.

MOLLY (O.S.)

Look out below!

A perfectly made paper airplane dives in from above and swoops past Rebecca's face.

MOLLY (O.S.)

The Danger Plane is coming in for a landing! *makes the sound of an airplane landing*

The paper airplane hits the wall and uncrumples itself. Rebecca picks it up. It's her interview schedule, only now it's all wrinkled up. Rebecca looks up at the mezzanine above her desk and sees MOLLY sitting up there, wearing her Danger Woman costume.

REBECCA

Molly! Young lady, you get down here right now!

MOLLY

Aw, mom!

Molly comes downstairs, looking defeated.

(CONTINUED)

REBECCA

This is an office! I'm trying to run a business here! You can't just grab papers off my desk and make Danger Planes out of them!

MOLLY

Sorry.

Rebecca puts the schedule on her desk and attempts to smooth out the wrinkles.

REBECCA

It's okay...just don't do it again!

MOLLY

What's that paper for, anyway?

REBECCA

Mommy's going to interview pilots today for Baloo's old job! Soon we'll have ourselves someone new to fly the cargo! Aren't you excited?

MOLLY

Can't we just get Baloo back? He can fly your cargo!

REBECCA

Oh, Molly. I told you, Baloo's gone. It's been over two weeks since he moved to Raceville. We're going to have to find someone else. Wildcat, are you still down there?

Wildcat's voice drifts up through the open trap door.

WILDCAT (O.S.)

Yes, ma'am!

REBECCA

Well, finish up whatever you're doing and get up here! We have shipments going out today!

WILDCAT (O.S.)

Okay!

A knock comes at the door.

(CONTINUED)

MAILMAN (O.S.)

Mailman!

Rebecca goes to the door and opens it.

MAILMAN

Good morning, Miss
Cunningham. Just one letter today.

The mailman hands Rebecca a single envelope.

REBECCA

Thanks.

MAILMAN

Have a good day.

The mailman tips his cap and leaves.

Rebecca looks at the envelope and slaps her forehead.

REBECCA

Oh no!

MOLLY

What is it, Mommy?

REBECCA

It's from the bank. With all the
excitement around Baloo leaving I
forgot to make this month's
mortgage payment on Higher for
Hire!

MOLLY

Uh-oh.

REBECCA

Oh, it's okay, honey. I can still
make the payment...they'll just
charge a late fee. But I hate late
fees!

Rebecca goes to her desk and pulls out the account book for
Higher for Hire. She flips through it briefly.

REBECCA

With all the money I deposited with
Mr. Griffith I'm not even sure
there's enough in our regular bank
account to make the mortgage
payment!

(CONTINUED)

MOLLY

What about the big suitcase full of money you got from Baloo?

REBECCA

I invested that money too. I need to call Mr. Griffith and make a withdrawal. Now, where is that business card of his? Aha!

Rebecca finds Griffith's business card in a drawer. She picks up the phone and dials. There is a click as the other side picks up.

REBECCA

Hello, I'd like to speak with---

RECORDING (V.O.)

We're sorry. The number you have reached is no longer in service. Please try your call again.

REBECCA

Hm. Must have misdialed it.

Rebecca hangs up and tries the call again.

RECORDING (V.O.)

We're sorry. The number you have reached...

REBECCA

Huh?

Rebecca continues trying the number several more times. Wildcat comes up from out of the trap door and sees Rebecca fiddling with the phone.

REBECCA

Wildcat, is this phone broken again?

WILDCAT

Don't think so. What's the problem?

Rebecca stops trying and puts down the phone.

REBECCA

I'm trying to call our money manager. But it says the number has been disconnected...

(CONTINUED)

Rebecca and Wildcat exchange worried glances.

MOLLY

Maybe Mr. Griffith's phone is just broken.

REBECCA

Right, of course! That has to be it.

Rebecca breathes a sigh a of relief.

REBECCA

Molly, you're a lifesaver. For a moment I thought...well, never mind what I thought. I'll just go over to Griffith's office and make the withdrawal in person!

DISSOLVE TO:

EXT.DOWNTOWN CAPE SUZETTE.DAY

Rebecca and Wildcat are standing in front of a low-rise building in downtown Cape Suzette. The building is clearly abandoned; many windows are broken and it is overall in bad shape. The door to the building is chained and padlocked, preventing anyone from going inside.

Rebecca is staring at the building in disbelief.

REBECCA

I can't believe this! Are you sure this is the right address?

Wildcat is holding Griffith's business card.

WILDCAT

Oh, definitely Miss Cunningham. This is 575 Main Street, Cape Suzette. Unless, like, there's another Cape Suzette somewhere.

REBECCA

But this building is abandoned! It can't be the right address...is there any other contact information for Griffith on that card?

(CONTINUED)

WILDCAT

Uh...nope.

REBECCA

Oh dear. Wildcat, I'm beginning to think I made a terrible mistake.

WILDCAT

Hey, Miss Cunningham, uh...I was just curious. Like, how much of Higher for Hire's money did you invest with this guy?

REBECCA

Almost everything!

WILDCAT

Oh.

REBECCA

How am I going to get my money back?

Rebecca gets fired up. She grabs Wildcat's arm and marches him down the street.

REBECCA

Come on, there's not a moment to lose!

WILDCAT

Yeah! Not a moment to lose! We'd better hurry! Um...where are we going?

REBECCA

To the police! We have to get to the bottom of this!

DISSOLVE TO:

INT.POLICE STATION.DAY

Rebecca and Wildcat walk into a Cape Suzette police station. There is a large crowd gathered in the waiting room. The crowd is made up entirely of civilians (BUSINESS OWNERS), of various ages and races. Most of them look extremely displeased and unhappy, and are talking angrily amongst themselves.

A police officer stands at the head of the crowd, trying to keep order.

(CONTINUED)

OFFICER
(to everyone)
All right, settle down! Settle
down! You'll all see the sergeant
eventually.

REBECCA
Wildcat, I recognize some of these
people. They're business owners
around Cape Suzette Harbor, right
next to us. What is going on here?

The officer who spoke earlier comes up to Rebecca, holding a
notepad and pencil.

OFFICER
Okay, lady, what's your name?

REBECCA
Rebecca Cunningham.

The officer takes notes.

OFFICER
What are you here for?

REBECCA
Possible fraud! I think I may have
been swindled by someone named
Griffith! I need to speak with an
officer right away!

The officer puts down his notebook.

OFFICER
Ha! Are you serious, lady? Take a
number. What do you think all
these people are here for?

REBECCA
You mean...

OFFICER
Yup. We've been bombarded by
complaints about Griffith the past
few days. You weren't the only one
to invest in his fund and not be
able to get in touch with him
afterwards!

REBECCA
This is unbelievable! All these
people...

(CONTINUED)

OFFICER
Just wait here. The sergeant on
the case wants to address all of
you.

The officer sees some people in the crowd acting up.

OFFICER
Hey, you over there! I told you to
settle down!

The officer walks away.

REBECCA
(to Wildcat)
Wildcat, can you believe this?

Wildcat has his attention focused on a movie poster hanging
on the wall.

WILDCAT
Yeah, I know. I can't believe they
made a sequel to this movie. The
first one was bad enough.

The door to the police station offices opens and the police
sergeant comes into the waiting room.

SERGEANT
May I have your attention,
everyone. Attention,
please! Listen up. You're all
here for the same
reason...Griffith. I'm the
sergeant in charge of the case.

BUSINESS OWNER #1
Where is Griffith?

BUSINESS OWNER #2
Yeah! Tell us where he is!

SERGEANT
I'm afraid Griffith's
disappeared. As far as we can tell
he's no longer in Cape
Suzette. And we have no idea where
he might have gone to.

The crowd chatters angrily.

(CONTINUED)

BUSINESS OWNER #1
Disappeared?

BUSINESS OWNER #2
You have to find him...I invested
over a hundred thousand with that
guy!

SERGEANT
Quiet, please! I have more
information for you. We've done
some digging into Griffith's
background. It turns out he's
wanted in several other
cities. You've all become victims
of a professional con man!

The sergeant pulls down a shade at the front of the
room. On it is a mug shot of Griffith.

SERGEANT
We know Griffith broke out from
prison in Moola Boola several years
ago. Since then he's been
travelling from city to city,
getting businesses and individuals
to invest with him. Once he gets
enough money from one city, he
skips town with the cash and moves
onto the next. The fund you all
invested in is merely his personal
piggy bank. None of his investors
have seen a single penny back from
him.

REBECCA
(to the sergeant)
How many people in Cape Suzette
were affected by this?

SERGEANT
We've had no less than one hundred
and fifty complaints so far...and
they're still coming in! What's
weird is that all of the victims
own businesses around Cape Suzette
Harbor. No other businesses or
individuals outside the harbor area
appear to have been affected!

REBECCA
(to the sergeant)
Well that's very interesting,
sergeant, but what about the money
(MORE)

(CONTINUED)

REBECCA (cont'd)
we all lost? How are we going to
get it back?

BUSINESS OWNER #2
Yeah! Our businesses will go
bankrupt without it!

SERGEANT
We're doing the best we can to
track down Griffith. But until we
find him, there's unfortunately
nothing we can do to get your money
back! Your businesses will have to
write off the loss! I'm sorry!

REBECCA
(to Wildcat)
Oh no! How am I supposed to pay
the mortgage now?

DISSOLVE TO:

EXT.HIGHER FOR HIRE.DAY

Outside Higher for Hire.

The harbor is alive with business owners going bankrupt and closing their doors. The owner of the waterfront business next door is hammering up a sign on his door that says "OUT OF BUSINESS." Nearby, the staff of a waterfront restaurant is boarding up all its windows and doors. A sign on the restaurant reads "FORECLOSED."

Rebecca stands on the pier of Higher of Hire and meets with a BANKER from the bank. Rebecca is pleading her case.

REBECCA
Yes, I realize that I'm late on my
payment. But you have to give me
more time!

BANKER
I'm sorry, Miss Cunningham. We
can't do that. We need payment now
or we're going to foreclose.

REBECCA
But this is an extreme
circumstance!

She motions with her hand at the business owner closing up shop next door.

(CONTINUED)

REBECCA

I've been a victim of a massive fraud. A con man came through here recently and a lot of the businesses around here have lost almost everything! I can't pay you now but if you give me a month I should be able to raise enough to make the payment!

BANKER

I sympathize with you, I really do! But I'm afraid there's no exceptions in your mortgage contract regarding frauds. Deadlines are deadlines. I'm sorry, but...we're going to have to foreclose on your business.

The banker starts to walk away, but Rebecca stops him.

REBECCA

Please! I've invested my life into Higher for Hire.

BANKER

I'm really sorry, Miss Cunningham. There's nothing I can do.

The banker gets into the back of a limo and drives away. Rebecca sits down on a crate, looking extremely depressed. Wildcat comes over.

WILDCAT

What's wrong?

REBECCA

Thanks to Griffith I can't pay the mortgage and now the bank is going to take Higher for Hire!

WILDCAT

Really?

Tears well up in Rebecca's eyes.

REBECCA

I really messed up this time, Wildcat. I've lost Higher for Hire and it's all my fault. How could I have been so stupid?! I should

(MORE)

(CONTINUED)

REBECCA (cont'd)
have known not to invest so much
money with that...that...phony!

WILDCAT
But remember what the police
said? Like, that guy was a
pro! You weren't the only one he
fooled!

REBECCA
Yes, but I'm supposed to have good
business sense! No real
businesswoman worth her salt would
have gotten swindled so
easily! I'm just...just a failure!

Rebecca cries for a bit. Wildcat stands there and looks
concerned (and a bit uncomfortable). Rebecca wipes her
tears away.

REBECCA
I...I guess you're going to have to
look for another job soon. And me
too! How am I going to take care
of Molly without a job?

WILDCAT
Aw, don't worry Miss
Cunningham. Like, you're really
smart and hardworking. And you
always smell good. You'll
definitely find a job soon.

REBECCA
I hope so. I suppose I'd better
get my resume ready and start
sending out applications! Thank
you for listening, Wildcat.

WILDCAT
No problem!

REBECCA
You know, there's still one thing I
can't figure out about this fraud.

WILDCAT
What's that?

REBECCA
Why would Griffith only target
businesses in the harbor and not
(MORE)

(CONTINUED)

REBECCA (cont'd)
some of the more profitable
businesses downtown? You'd think
they would have more money for him
to steal.

WILDCAT
I don't know. Maybe he likes
swimming?

CUT TO:

INT.BANKER'S LIMO.DAY

Inside of the banker's limo as it drives away from Higher
for Hire. The limo DRIVER passes back a phone to the banker
sitting in the back.

DRIVER
There's a call for you.

The banker picks up the phone.

BANKER
Hello?

PERRY (V.O.)
I want to buy the harbor businesses
your bank recently foreclosed on.

BANKER
Which ones do you want to buy?

PERRY (V.O.)
All of them.

TRANSITION TO:

EXT.DESERT.DAY

BALOO and KIT are flying the Sea Duck in a desert race,
which is already in progress.

KIT
Faster, Baloo!

BALOO
I'm fasting, lil' britches, I'm
fasting!

The Sea Duck passes an opposing racer to take the lead in
the race.

(CONTINUED)

BALOO

All right! We're in the lead!

KIT

Only one lap to go.

BALOO

This one's in the bag, Kit!

KIT

Don't count your races before they're finished, Baloo. Our old pal Jarrett is still back there somewhere...

BALOO

Relax, Kit. We left him behind a few miles ago. There's no way he can catch up to us.

CUT TO:

EXT.DESERT (ROCK FORMATION).DAY

About a mile ahead on the race course, Jarrett's plane darts out from behind a rock formation.

JARRETT

There's no way Baloo will expect me to pop up ahead of him. Good thing I knew about that illegal shortcut through the rocks. Now...where is he?

Jarrett peers through some binoculars.

JARRETT

Ah. Here he comes now. Let's see if he can handle a little reduced visibility!

Baloo and Kit approach the rock formation.

Kit points up ahead.

KIT

Baloo, up ahead. Look who it is!

BALOO

Uh-oh. How'd he get all the way up here?

(CONTINUED)

KIT

Look out!

Jarrett's plane flies straight at the Sea Duck. Jarrett passes just above Baloo. The grease nozzle on his plane sprays a thick mass of black grease all over the Sea Duck's windshield.

JARRETT

Like I always say, grease on earth
and goodwill to men! Ha ha ha!

Jarrett turns his plane around and flies in the direction of the finish line.

In the Sea Duck cockpit, Baloo is struggling to look out the windshield of the plane.

BALOO

What is this stuff? I can't see a
thing!

KIT

Try the windshield wipers!

BALOO

I did! It's no use - they just
spread that stuff across the
windshield even more!

Kit spies a fire extinguisher in the cockpit. Kit points to it.

KIT

Mind if I borrow that?

The passenger side door of the Sea Duck opens and Kit jumps out on his airfoil, holding the fire extinguisher in both hands. A rope tied around his waist leads back into the plane.

BALOO

Be careful!

Kit swings himself through the air so he is hovering next to the windshield.

KIT

Time for your bath!

Kit sprays the fire extinguisher all over the grease on the windshield.

(CONTINUED)

KIT
All set, Baloo! Try the wipers
now!

Baloo turns on the wipers. The grease slides off the windshield easily.

Kit comes back into the cabin.

KIT
Like I always say, a clean plane is
an efficient plane!

BALOO
You are a piece of work, kiddo.

CUT TO:

EXT.DESERT (HOMESTRETCH).DAY

Jarrett is flying through the desert at a leisurely pace, figuring he has won the race. He sees the finish line a short distance ahead.

JARRETT
There's the finish line. Ha! I
wonder what I'll spend the prize
money on. Maybe some new sabotage
devices for my plane. Or...

The Sea Duck zooms by and passes Jarrett, who looks up astonished.

JARRETT
No! Impossible!

Jarrett kicks his plane into high gear and tries to beat Baloo to the finish line, but falls short as the Sea Duck breaks the tape just before Jarrett does.

ANNOUNCER (V.O.)
And the winner is...Baloo!

JARRETT
I'll get you one of these days,
Baloo. One way or another, I'll
get you.

DISSOLVE TO:

INT.IGNATZ'S OFFICE.DAY

Baloo and Kit meet with Ignatz in his office. Ignatz is sitting at a desk. On the desk there is a pile of money, the jackpot for winning the last race.

BALOO

Another day, another victory, eh boss?

IGNATZ

I'm impressed, Baloo. That's four first-place finishes in your last four races. Good work! Here's your share of the jackpot.

Ignatz pushes a sizable chunk of money across the desk at Baloo.

BALOO

Thanks.

IGNATZ

All right, listen up. I've found the next big race you guys are going to be entering.

Ignatz puts a racing poster on his desk for Baloo and Kit to see. The poster is an advertisement for the "Death Valley 500."

IGNATZ

This is it, guys. The big kahuna! The jackpot for this one is ten times what you've been competing for so far. It's the largest race around these parts...the Death Valley 500!

BALOO

Ulp...did you say *Death Valley*?

IGNATZ

That's the name of the desert location where the racetrack is. The whole racetrack is isolated in the desert, miles away from Raceville.

BALOO

Why is called Death Valley though?

(CONTINUED)

KIT

Yeah! Has anyone actually...well, you know?

IGNATZ

Of course they have! That's why the jackpot is so high. You get lost on the racetrack or crashed out there, you're so far away from civilization that you're pretty much done for. But that's only happened a few times throughout the history of this race.

BALOO

How long has the race been going on for?

IGNATZ

The first one was last year.

BALOO

I don't know about this, Ignatz. Can't we enter a race with a safer location?

IGNATZ

Afraid not! I've already signed you guys up for a spot! Remember, when you took the job we agreed that I pick which races you guys enter. And I want to play for bigger stakes from now on.

Baloo sighs.

BALOO

Fine, we'll do it.

IGNATZ

Good!

BALOO

Say boss, me and Kit have been flying races every day since we got here. We were sort of wondering if we could get some time off.

IGNATZ

Time off? What do I look like? You just started two weeks ago and you're already asking for a vacation?

(CONTINUED)

BALOO

The thing is, I didn't realize we would be racing every single day. I thought you said this was going to be a part-time gig!

IGNATZ

Part-time is a relative term, Baloo. You're still not working full days. I don't have you flying more than one race a day, do I?

BALOO

No, but even that one race a day is more than enough. Preparing for these things is tough. And stressful!

IGNATZ

Time is money, Baloo. Every day you're not racing is a day we're not making money. Fine...you guys can have a day off. But you'd better be back tomorrow, or you're fired!

Baloo and Kit leave Ignatz's office.

BALOO

Man, that was worse than asking Rebecca for time off.

DISSOLVE TO:

INT.IGNATZ'S HOTEL ROOM.DAY

Baloo and Kit return to their hotel room in Ignatz's hotel. Ignatz has set them up there until they can find a permanent place. Baloo is holding a bag of money, his take from the race winnings.

Baloo and Kit open the door of the room and walk in.

BALOO

I tell you, Kit, this racing thing isn't all I thought it would be.

KIT

You can say that again. I've never been so tired in my life.

(CONTINUED)

BALOO

It's not just that, kid. Racing is so stressful too! Every time we go out on the track it's like we have a big target on our back. And there's always some dishonest racers trying to wreck you or throw you off course. I'd almost rather face Don Karnage and his pirates. Flying cargo was a cake walk compared to this!

There are two beds in the room. Baloo throws the bag of money onto one of them and plops down on the bed, exhausted.

BALOO

I never realized how much work racing would be. I work just as hard now as I did for Rebecca.

KIT

Yeah, but at least you get paid a lot better now.

BALOO

True, but work is still work. And it still stinks. Say...I know what I'm going to do. What if I saved up all the winnings from all our races from now on? That would add up real quick. If I flew races every day for the next few months, I would have enough to retire! Then I'll quit racing and never have to work another day in my life! What do you think of that plan, Kit?

KIT

Sounds good to me.

BALOO

Anyway, forget all that. Now that we've got some time off, what do you want to do, li'l bratches? We can do fishing or Louie's or--

KIT

You know what I've been wanting to do since we got here? Visit Higher for Hire.

(CONTINUED)

BALOO

Really? It hasn't been that long,
has it?

KIT

No, but I can't stop thinking about
everyone there. I really miss
them. Can we go there, Baloo,
please?

BALOO

Aw, why not? I could stand to see
the old gang again, too.

TRANSITION TO:

EXT.CAPE SUZETTE.NIGHT

Baloo and Kit fly the Sea Duck through the Cape Suzette
cliffs.

BALOO

Well, here we are again! Feels
kind of weird that we lived here
for so long and now we're just
visting.

The plane passes through the cliffs and into view of the
city. Kit gazes in renewed awe at the tall buildings.

KIT

Yeah, I know what you mean. I
can't wait to see everyone
again. Do you think they'll be
surprised to see us?

BALOO

We'll find out soon enough!

CUT TO:

EXT.HIGHER FOR HIRE.NIGHT

Baloo lands the the Sea Duck in its usual spot next to
Higher for Hire, adjacent to Wildcat's rented plane. Baloo
and Kit get out of the plane.

BALOO

Well, Wildcat's rental is still
here. I guess Becky hasn't found a
new pilot yet.

(CONTINUED)

Kit is looking around, sensing something is wrong.

KIT

Baloo, does the harbor
seem...different to you?

Baloo looks around.

BALOO

No. What do you mean?

KIT

It seems a lot quieter than
before. And look - a lot of the
businesses are boarded up.

BALOO

Hey, you're right. I wonder what's
going on.

They walk up to the Higher for Hire offices and Baloo knocks
on the door.

BALOO

Heh, heh. I bet Becky will be real
happy to see us.

The door opens, revealing Rebecca on the other
side. Rebecca looked unhappy before but lights up when she
sees who it is. She hugs both Baloo and Kit, but does not
move from the doorway. Baloo and Kit are still standing
outside.

REBECCA

Baloo! Kit! It's so good to see
you! What brings you two here?

BALOO

A friendly visit. We were in the
area and to decided to drop by.

KIT

Actually Miss Cunningham, we made
the trip specifically to visit
Higher for Hire. We've really
missed you guys.

REBECCA

That's really sweet of you,
Kit. Give me a minute and I'll
come outside.

(CONTINUED)

BALOO

Wait, aren't you going to invite us
in so we can see the old place?

REBECCA

I'm...not so sure that's a good
idea Baloo.

BALOO

What do you mean? Why not?

Rebecca reluctantly steps out of the way and lets Baloo and
Kit into the office.

CUT TO:

INT.HIGHER FOR HIRE.NIGHT

The interior of Higher for Hire looks starkly different than
what we have seen before. Because of the impending
foreclosure, Rebecca has been forced to move out. The
once-cozy office has been entirely stripped of decoration
and all the furniture has been put into boxes. The boxes
are stacked everywhere in the office.

BALOO

Wow! I've heard of minimalist
decoration but this is ridiculous!

KIT

Miss Cunningham, what happened?

REBECCA

I lost Higher for Hire, Kit. I
couldn't pay the mortgage and the
bank foreclosed. I'm moving out of
this building.

KIT

Foreclosed? But how? You--I mean
we--were doing so well!

REBECCA

I was swindled.

BALOO

Swindled? By who?

REBECCA

A few weeks ago a firm called
Griffith Investment Advisors
convinced me to invest almost all
(MORE)

(CONTINUED)

REBECCA (cont'd)
of the company's money with
them. But the fund manager,
Griffith, turned out to be a con
man. I lost everything. So did a
lot of other business owners around
here. Griffith swindled them too.

KIT
That's terrible.

BALOO
Yeah, Becky. I'm sorry...I know
how much this place meant to you!

REBECCA
Don't be sorry, Baloo. This wasn't
your fault, it was mine. I should
known not to invest so much money
with someone I barely knew. And
maybe things are better this way.

KIT
What do you mean?

REBECCA
This experience has really made me
think. About my capabilities, and
whether I want to try to start a
new business now that Higher for
Hire is gone. I think it's time
for me to be honest with
myself. Let's face it...I'm not
cut out to run my own business.

KIT
But you're a great businesswoman.

REBECCA
Thanks, Kit. But any decent
businesswoman wouldn't have fallen
for a scheme that easily. If I
started another company I would
probably just put it in the ground
again. I've decided I'm better off
working for someone else.

KIT
Do you really think so?

(CONTINUED)

REBECCA

Yes, I do. And even if I did feel differently, it doesn't matter anymore. A few days ago I accepted a job working for someone else.

KIT

Who?

REBECCA

Miniversal Corporation. I applied to be their vice-president of marketing and they hired me based on my business background. I start tomorrow.

BALOO

Hey, that's great Becky. Congratulations! See, you're back on your feet already.

KIT

But are you sure that's what you really want to do? You loved running your own business. You shouldn't give up on it so quickly.

REBECCA

I did love it, Kit. And maybe I will go back to it someday. But for now, I think this is the right decision for me. But enough about me! How are you two doing?

BALOO

Thanks for asking, Beckers. We're doing great! The new job is a lot of work but we've already made a ton of money! In fact we were thinking we might be able to retire soon!

REBECCA

That's wonderful, Baloo. I'm...happy for you. Well, since you two are here we should at least get dinner or something! Let me just grab Molly and Wildcat and we can go.

DISSOLVE TO:

EXT.CAPE SUZETTE.NIGHT

Kit and Baloo are flying the Sea Duck back to Raceville later that night. The plane passes through the cliffs towards the open ocean.

BALOO

Man, I am stuffed! What a great dinner! Thanks for suggesting this, Kit. It was nice to see everyone again.

KIT

Baloo, I'm worried. I've never seen Miss Cunningham look so down before.

BALOO

Yeah. I feel bad for her too.

KIT

We should really help her.

BALOO

How? What can we do?

KIT

If only we could help her get Higher for Hire back somehow. You have some money now...maybe you could help her buy it back from the bank!

BALOO

Whoa, hold on Kit. I'm not so sure she even needs our help. It's not like she's out on the street. She just got a new job...you heard her say so herself!

KIT

Yeah, but you know as well as I do how much Higher for Hire meant to her. It was her whole life! And it's not like you don't have the money to help.

BALOO

Do I look like a cash machine? That's my money. I earned it fair and square.

(CONTINUED)

KIT

But she's your friend!

BALOO

It's not like I don't have plans for that dough. I'm trying to save it up, remember? For my retirement!

KIT

Is that more important than helping a friend?

BALOO

It doesn't matter what I'm going to do with the money, Kit. The point is, it's my money! Listen, do you know how long I've lived my life broke? Up until two weeks ago I've never had anything in life! And now that I actually have some dough you expect me to just give it away? It's not like a few dollars would help her, anyhow. It takes a lot of cash to buy an entire business back from the bank!

KIT

Which you have! And she'd do the same for you. Baloo...you have to help her!

BALOO

Forget it, Kit. I've made my decision and that's final.

KIT

Some friend you are.

The rest of the flight back to Raceville is made in silence.

DISSOLVE TO:

INT.MINIVERSAL CORPORATION.DAY

The next day, in Cape Suzette. Rebecca has arrived at Miniversal Corporation for her first day on the job. Rebecca approaches the desk of Perry's SECRETARY, right outside his office.

(CONTINUED)

REBECCA

Hello, I'm Rebecca Cunningham. I'm looking for Mr. Perry? This is my first day on the job and I'm supposed to report to him.

SECRETARY

Ah, you must be must the new vice-president of marketing. I'll let Mr. Perry know you're here. Also, here's your Miniversal ID. It identifies you as a Miniversal employee and you'll need it to get into this building after-hours.

The secretary hands Rebecca a Miniversal ID and picks up a telephone.

SECRETARY

Mr. Perry, Rebecca Cunningham's here to see you. Thank you, sir.

The secretary hangs up.

SECRETARY

Mr. Perry says to go in. He'll show you to your new office.

CUT TO:

INT.MINIVERSAL MARKETING DEPT.DAY

Rebecca and PERRY walk down a hallway on one of the upper floors in the Miniversal building, on their way to the marketing department (Rebecca's new department). Along the wall a series of large windows give a nice view of downtown.

PERRY

Welcome to Miniversal, Rebecca. We're glad to have you on board.

REBECCA

Thank you, Mr. Perry. But let's not get ahead of ourselves..I'm not quite on the board yet!

PERRY

Eh?

(CONTINUED)

REBECCA
Uh, it was a joke.

PERRY
Oh, of course. So anyway, you'll be reporting directly to me for this role. I'm in charge of several departments here at Miniversal, including the marketing department. I also handle some ...special projects...for Mr. Sultan himself.

REBECCA
That's interesting! What kind of projects?

PERRY
Uh...top secret projects. Only very senior members of the company are allowed in on that information. So what did you do before you came here to Miniversal?

REBECCA
Actually, I had my own business. But it sort of...failed.

PERRY
Interesting. Well, I think you'll like Miniversal. The pay is good and the benefits are excellent...but since you already took the job you probably already knew that.

CUT TO:

INT.MINIVERSAL (REBECCA'S OFFICE).DAY

Rebecca and Perry come to a nice corner office. The decor is much fancier and chic than Rebecca's old office at Higher for Hire. The view is also a lot better.

PERRY
This is your new office.

Rebecca goes into the office and looks around, very impressed.

(CONTINUED)

REBECCA

Wow! This is...much nicer than
what I was used to at my old job!

A young lady walks up to Perry. She is Anna, Rebecca's
ASSISTANT.

ANNA

Oh, Mr. Perry! Is Rebecca here
yet? I was told she would be
starting today.

PERRY

Yes, that's her right
there. Rebecca, allow me to
introduce Anna, your personal
assistant.

(Rebecca was clearly not expecting to get an assistant).

REBECCA

Personal assistant?

Anna shakes Rebecca's hand very respectfully.

ANNA

It's very nice to meet you,
Rebecca!

REBECCA

Thank you.

PERRY

Anna is one of top assistants at
Miniversal. We've put her entirely
at your disposal. We think she'll
help make your work a lot easier.

REBECCA

That's so considerate.

PERRY

Well, I have some other business to
take care of, so I'll let you right
to work. You can start off with
the Woodward account. Anna will
fill you in on the details. Thank
you, Rebecca.

REBECCA

Thank you, Mr. Perry.

(CONTINUED)

ANNA

Shall I give you a few minutes to get settled into your office, Rebecca?

REBECCA

That would be wonderful. Thank you, Anna.

ANNA

I'll be right next door. Buzz me if you need anything.

Rebecca goes into her office and starts putting down her things.

REBECCA

I can't believe how nice this office is! And I've never had my own personal assistant before! Maybe this won't be so bad after all.

DISSOLVE TO:

INT. REBECCA'S APARTMENT. NIGHT

Same day, early evening. Rebecca has finished her first day at Miniversal and is back at her apartment. She is standing at the door and has just finished paying a babysitter who is on her way out.

REBECCA

(to the babysitter)

Thank you.

The babysitter leaves. Rebecca closes the door behind her.

MOLLY (O.S.)

Mommy!!!

Molly runs in from off screen and jumps into Rebecca's arms.

REBECCA

It's good to see you too, Molly. How was the babysitter?

MOLLY

Oh, she was fine. How was your first day at work?

(CONTINUED)

REBECCA
Actually, it was great! I think
I'm going to really like working
there!

MOLLY
Even better than working at Higher
for Hire?

REBECCA
Maybe, sweetie!

MOLLY
Mom...do you miss Higher for Hire?

REBECCA
Oh, honey, I told you. Mommy's
moved on. Owning my own business
is just not for me. And there's so
many good things about my new
job. Like, do you remember how I
used to have to work all the time?

MOLLY
Yeah.

REBECCA
Well at this new job I won't have
to work nearly as much as I used
to. That means I'll be able to
spend a lot more time with you!

MOLLY
Really? Then I like your new job
too!

Molly hugs her mom.

TRANSITION TO:

INT.IGNATZ'S HOTEL ROOM.DAY

Early morning in Baloo and Kit's hotel room. Baloo is
searching his luggage for his pilot's hat. Kit is sitting
in his bed reading a comic book. Kit is mad and purposely
doesn't look at Baloo.

BALOO
Well, today's the day of the big
race kiddo! The Death Valley
500! Have you seen my pilot's
hat? I can't find it anywhere.

(CONTINUED)

Kit doesn't look up from his comic book.

KIT
Look for it yourself.

BALOO
Aw come on, Kit. Are you still sore at me?

KIT
Baloo...I just can't understand why you won't help Miss Cunningham.

BALOO
I already explained it to you. Why are you still hung up over it?

KIT
Think of all the stuff she's done for you, Baloo.

BALOO
Kit, I would love to help her. But I told you...she has a job. And it would just cost too much money to buy back Higher for Hire.

Kit gets out of bed and starts toward the door.

KIT
Well, if you won't help her, I will! I'm going back to Cape Suzette!

BALOO
Ha! And do what, exactly?

KIT
I'll...I'll...find the guy that stole her money. Yeah, that's it! I'll find him and make him pay back to all the businesses he scammed!

BALOO
Come on, Kit. You think that guy is still in Cape Suzette? He's long gone by now! You'll never find him! Con men like that never stay in one city for long...they're always on the move! Better just let the police handle it.

Kit's shoulders droop and he sits back down on the bed.

(CONTINUED)

KIT

But what if they don't find him?

BALOO

Life deals you lemons sometime, kiddo. You just gotta learn to make lemonade. Listen, just because I don't want to buy back Higher for Hire doesn't mean I don't care about ol' Becky. I do. So I promise...I will try to think of some other way to help her!

KIT

Do you really mean that?

BALOO

Cross my heart and hope to fly.

KIT

Thanks, Papa Bear.

BALOO

Now, what do you say we go down to the cafe and have ourselves a big breakfast, to prepare ourselves for the race this afternoon!

DISSOLVE TO:

INT.IGNATZ'S HOTEL LOBBY.DAY

The lobby of Ignatz's hotel has chairs and tables set up in a dining area. Baloo and Kit sit at one of the tables, eating. Kit's breakfast consists of a single omelette while Baloo has a massive tray of pancakes, omelettes, muffins, and other breakfast food.

IGNATZ (O.S.)

I told you, I'm not interested in investing anything with you.

GRIFFITH (O.S.)

But this is a great opportunity for your business. I can really help your finances grow.

Kit and Baloo look over to the front desk. Ignatz is behind the desk and talking to Griffith. Baloo and Kit don't recognize Griffith since they have never seen him before.

(CONTINUED)

IGNATZ

How many ways can I spell the word "NO?" My hotel is doing fine financially and we don't need any outside help. Now, get out of here before I call security.

GRIFFITH

Please, that won't be necessary. I don't want any trouble. I'm leaving now. But I'll leave my business card in case you change your mind. Have a nice day.

Griffith drops his card on the front desk and leaves. Ignatz sees Baloo and Kit and flies over to their table.

IGNATZ

(looking at Baloo's tray)
Morning, gentlemen. A little light breakfast before the race?

KIT

Who was that guy?

IGNATZ

Just some annoying salesman. He came in here this morning trying to push some investment fund on me. Said he could help my business. He wouldn't take no for an answer.

BALOO

I thought that's what you're supposed to do when you're a salesman.

IGNATZ

Not if you want my business. He left his card. Let's see..."Griffith Investment Advisors."

Kit and Baloo stop eating. Their utensils clatter to the table.

BALOO

Did you say "Griffith Investment Advisors?"

(CONTINUED)

IGNATZ

Yeah. What's the matter? Do you know him or something?

KIT

Baloo, isn't that the name of the guy who--

BALOO

Yeah, it is! I remember Becky's exact words!

KIT

I wonder what he's doing here in Raceville?

BALOO

Running his scam - what else? See, the address on this card is a Raceville address. Griffith must set up a temporary office in each city that he steals from. We have to tell the cops.

IGNATZ

What are you guys talking about?

BALOO

That guy Griffith you just met with is a big-time crook! He swindled a bunch of people in Cape Suzette out of mucho dinero...including my old boss!

IGNATZ

I thought there was something fishy about that guy!

BALOO

Ignatz, where's the nearest police station? We gotta go there and file a report!

IGNATZ

I don't know if that's such a good idea.

BALOO

Why not?

IGNATZ

This is Raceville, not Cape Suzette. The police around here
(MORE)

(CONTINUED)

IGNATZ (cont'd)
are notorious for being corrupt and
taking bribes. That's one reason
why the gambling industry is so
rampant here. If we involved them
someone might tip off
Griffith...then he would just skip
town!

KIT
What should we do, Baloo?

BALOO
I say we go down to the station
anyway. With the race this
afternoon we don't have time to
look into this ourselves. Besides,
they can't all be bad cops down
there, right?

KIT
Okay, let's do it.

BALOO
Later, Ignatz. We'll see you at
the racetrack. Oh...you can have
the rest of my breakfast if you
want.

Baloo's breakfast looks pretty disgusting. Ignatz makes a
face. Kit and Baloo run out of the hotel.

DISSOLVE TO:

INT.MINIVERSAL (REBECCA'S OFFICE).DAY

Rebecca is in her office, hard at work. Perry stops by.

REBECCA
Good morning, Mr. Perry. How can I
help you?

PERRY
Rebecca, can you please pull the
Woodward folder from the file room
for me? I need it for a meeting
and Anna is out right now so I
can't ask her to do it.

REBECCA
Sure! I'll pull the file right
now.

CUT TO:

INT.MINIVERSAL FILE ROOM.DAY

The Miniversal file room is filled with filing cabinets and shelves. Rebecca is rummaging through a file cabinet. Stacks of paper surround her.

REBECCA

No wonder they gave me a personal assistant. Keeping track of all these records is a full-time job! I don't understand how Anna does it.

Rebecca comes across a file folder marked "CONFIDENTIAL."

REBECCA

This isn't the file I was looking for...whoops!

A single piece of paper falls out of the file and lands on the floor. It is the cover page for the Operation Deep Blue Sea master plan. Rebecca picks it up and starts to put it back in the folder. But as she does so, she happens to glance at it.

REBECCA

"Operation Deep Blue Sea." That's strange...this is a company memo. Why is it not filed with the rest of them?

Rebecca begins to read the cover page.

REBECCA

"In order to defend Miniversal Corporation's shipping interests from Khan Industries, Mr. Perry orders the following operation to build a shipyard in Cape Suzette Harbor. All property around the harbor must be acquired immediately. Spencer Griffith will be in charge of bringing the price down by bankrupting the underlying businesses. Do whatever Griffith says to assist him in this effort, by order of Mr. Perry." I don't believe this...Perry made me lose Higher for Hire?!

Rebecca reads on.

(CONTINUED)

REBECCA

"Once the acquisition is completed, the entire harbor will be demolished in order to begin construction. This document is strictly confidential. Unauthorized readers must be dealt with appropriately."

Rebecca flips through the confidential folder, finding purchase records and a demolition order, signed by Perry.

REBECCA

These are all purchase records for land and businesses around Cape Suzette Harbor...all within the last few days. And this demolition order is for all of Cape Suzette Harbor...and it's scheduled for noon tomorrow!

PERRY (O.S.)

Rebecca, I thought I'd find you here.

Rebecca whirls around. Perry is standing in the doorway of the file room. Rebecca hastily puts the papers back in the confidential folder and stuffs it into the file cabinet. Rebecca stands up to face Mr. Perry, her back against the cabinet.

REBECCA

Oh, Mr. Perry. You startled me!

PERRY

I just wanted to tell you don't need to bother looking for that file anymore. My meeting was cancelled last minute so I don't need it anymore.

REBECCA

Ok, great.

PERRY

Is everything okay? You seem nervous about something.

REBECCA

Me nervous? Do I look nervous? Why would I be nervous? I have absolutely no reason to be nervous!

(CONTINUED)

PERRY

Hmmm...

REBECCA

Uh, Mr. Perry, I just remembered there's something I have to do in my office. It's very important. You'll have to excuse me!

Rebecca runs out of the room.

PERRY

That was odd. I've never seen her like that before...

Perry sees a file sticking out of the file cabinet. He pulls it out and realizes Rebecca was looking at the confidential file.

PERRY

What is this file doing here??? I thought I ordered it to be destroyed!

Perry lights a match and sets fire to the folder. He tosses it in a trash can and watches it burn.

PERRY

So...Rebecca found out about my plan. She must not be allowed to jeopardize the operation! It looks like I'll have to "take care" of our newest employee...

(Close-up shot: The folder continues to burn in the trash can.)

TO BE CONTINUED...

EPISODE 3

INT.RACEVILLE SHERIFF'S OFFICE.DAY

The SHERIFF of Raceville sits at a desk in his office, talking to the MAN from the ticket window line in Episode 1. The Sheriff is a shifty character, a bad cop if there ever was one.

MAN

Would you please let me go? All I did was jaywalk...and when I did there wasn't a car in sight!

(CONTINUED)

SHERIFF

You won't get off that easy. We don't take kindly to jaywalkers in this town.

MAN

Can't I just pay my fine now and leave? I have things to do!

SHERIFF

You bet you'll pay.

MAN

How much is the fine? I'll pay it right now...I just won a lot of cash at the races.

SHERIFF

Is that so? How much do you have on you?

MAN

A thousand dollars.

SHERIFF

Well, what a coincidence. That just happens to be the amount of the fine.

MAN

A thousand dollar fine just for jaywalking? That's outrageous!

SHERIFF

Take it or leave it. Of course you can choose not to pay, but then I'll have to throw you in jail.

The man grumbles and gets a big stack of money out of his pocket. He flips through it briefly, counting it.

MAN

Sorry...I guess I wasn't exact before. There's only nine hundred ninety five dollars in there.

SHERIFF

That's okay. We'll just send you a bill for the remaining five dollars. With interest, of course.

The man glares at the sheriff, throws his money down on the desk, and leaves. The sheriff picks up the money, grins greedily, and puts it in his pocket.

(CONTINUED)

SHERIFF
Another donation to my retirement
fund.

A knock comes at the office door. BALOO and KIT poke their
heads in.

BALOO
Uh, hello?

SHERIFF
This is the sheriff's office. Who
are you and what do you want?

BALOO
The name's Baloo. I want to report
a criminal on the loose.

SHERIFF
Well, it's my job to catch
criminals. Come on in fellas, tell
me who it is.

Baloo and Kit walk in.

BALOO
His name's Griffith. Spencer
Griffith.

SHERIFF
Griffith, eh? I've heard of
him. He's new to town...some kind
of investment manager, isn't he?

BALOO
He's a thief! He's wanted in Cape
Suzette for fraud.

SHERIFF
Fraud, eh? What kind of fraud?

BALOO
Investment fraud! Griffith got a
bunch of Cape Suzette businesses to
invest in his fake investment fund,
then ran off with the money! And
now he's here in Raceville trying
to run the same scam!

SHERIFF
We haven't received any complaints
about Griffith before. He seems
like a legit business owner to
(MORE)

(CONTINUED)

SHERIFF (cont'd)
me. How do I know you're telling
the truth?

BALOO
You can check with the Cape Suzette
authorities! They'll verify
everything I just said. You guys
have to nab Griffith fast! It
won't be long before he's done
running his scam here and skips
town again!

SHERIFF
How much money would you say he
stole from Cape Suzette?

BALOO
Why does that matter? I don't
know, millions probably.

The sheriff gets a sneaky look on his face.

SHERIFF
Millions, eh? How interesting.
Okay, we'll send someone over there
to investigate. Now if you excuse
me, I have important police work to
attend to.

The sheriff herds Baloo and Kit out of his office.

BALOO
Thanks, officer.

Baloo and Kit end up in the hallway of the police
station. The sheriff closes the door to his office.

BALOO
Looks like everything's going to be
okay, Kit! Once the sheriff
arrests Griffith, he'll recover the
stolen cash and everyone in Cape
Suzette will get their money back!

KIT
Yeah, and then maybe Miss
Cunningham can get Higher for Hire
back!

BALOO
See, I told you I'd find a way to
help Beckers! Ol' Baloo knew what
(MORE)

(CONTINUED)

BALOO (cont'd)
he was doing! Maybe we'll even get
a reward for Griffith's capture!

Kit looks at a clock on a nearby building.

KIT
Uh, Baloo...it's almost
noon. Shouldn't we start thinking
about that race this
afternoon? Ignatz said the
racetrack is in the middle of the
desert. It will take time to fly
out there!

BALOO
Hey, you're right! I was so
excited about nabbing Griffith that
I almost forgot! We'd better get
the Sea Duck and get going!

CUT TO:

INT.GRIFFITH INVESTMENT SECURITIES.DAY

GRIFFITH is sitting in his office talking to FRANKIE, his
unsavory-looking henchman. As you would expect from a rich
investment manager, the office is very fancy-looking, like
something you would see at a big law firm or corporation.

FRANKIE
How was business today, boss?

GRIFFITH
Outstanding. I tell ya, Frankie,
people here have been giving me so
much money that I might need to
hire my own investment
manager. Get it? My own
investment manager? Ha ha!

FRANKIE
That's a good one, boss!

GRIFFITH
Just think about it,
Frankie. Three years ago I was in
prison. Now I have more money than
I know what to do with. We're on a
hot streak. The last three cities
we've hit have been gold mines!

(CONTINUED)

FRANKIE

And we even get paid to run that job in Cape Suzette!

GRIFFITH

Yeah. It's not often that a big corporation pays us to defraud a bunch of people. If you ask me, Perry is a lunatic. That Operation Deep Blue Sea of his is crazy! But as long as his money's good!

The intercom buzzes.

GRIFFITH

What is it?

SECRETARY (V.O.)

There's someone here to see you, Mr. Griffith.

GRIFFITH

Tell them to go away. I don't want to be disturbed for the rest of the day.

SECRETARY (V.O.)

It's the Raceville Sheriff.

Griffith and Frankie exchange looks of surprise and concern.

GRIFFITH

Frankie, get out of here. Go to the back room, quick!

FRANKIE

Right, boss!

Frankie leaves through the door.

GRIFFITH

(on the intercom)

Okay, send him in.

Griffith adjusts his tie and combs his hair just as the sheriff walks in.

SHERIFF

Are you Griffith?

GRIFFITH

Yes, sir.

(CONTINUED)

SHERIFF
I'm sheriff of this town. I want
to ask you a few questions.

GRIFFITH
Go right ahead.

The Sheriff closes the office door.

SHERIFF
I'll get right to the point.
What's this I hear about you being
wanted in Cape Suzette?

Griffith gets a surprised look on his face, then composes
himself again.

GRIFFITH
That's ridiculous.

SHERIFF
Is it? I did some checking this
morning. Turns out you're wanted
in a lot of places. If I arrested
you, there would probably be some
competition over which city got to
lock you up.

GRIFFITH
Well, sheriff, you obviously have
me red-handed, so maybe I should
just give up right now! Or did you
have something else in mind? If
you were going to arrest me, I
think you would have done it
already.

SHERIFF
How perceptive of you.

GRIFFITH
All right...what do you want?

SHERIFF
I know you have a lot of money,
Griffith. If you want my silence
it will cost you.

GRIFFITH
Ha! I heard the police in
Raceville were corrupt but I didn't
believe it until now! So you want
me to pay you off, eh? Fine! Come
on, let's go for a little walk.

(CONTINUED)

Griffith and the sheriff leave Griffith's office and walk down the main hallway of the building. Like Griffith's office, the hallway is very professional looking and well decorated. Fancy art and paintings line the walls.

SHERIFF
Well, Griffith, for a phony
business, you sure have yourself a
nice place here.

GRIFFITH
I have to keep it looking fancy
like this. It keeps up appearances
for the investors.

They come to the end of the hallway. There is a door there marked "PRIVATE."

SHERIFF
What's this, the broom closet?

GRIFFITH
You'll see.

Griffith unlocks the door and they go in.

CUT TO:

INT.GRIFFITH INVESTMENT SECURITIES (PRIVATE WING).DAY

Griffith and the sheriff come into another wing of the building. Unlike the business part of the building, it has the appearance of being abandoned, run-down and uncared for.

SHERIFF
I guess you don't show clients
around this part of the office.

GRIFFITH
How perceptive of you. Come on, in
here.

Griffith and the sheriff walk into a back room. The room is filled with money - mostly in bags, but also stacked paper money and gold coins. A desk with a phone on it sits in the corner of the room. Frankie sits at the desk.

FRANKIE
Let me guess...another
bribery. Who are we paying off
this time?

(CONTINUED)

GRIFFITH
This is the Raceville
sheriff! Sheriff, this is Frankie,
my business associate.

 FRANKIE
Pleased to meet you.

The sheriff looks around at all the money.

 SHERIFF
So this is where you keep your
stash, eh?

 GRIFFITH
Are you kidding? This is just
petty cash to me. Most of the
money I've stolen is in offshore
accounts! Frankie, would you be so
kind as to count this gentleman out
one hundred thousand dollars?

 FRANKIE
Sure, boss.

Frankie begins to count out the money.

 SHERIFF
Make it two.

 GRIFFITH
I don't know who's the bigger thief
here...me or you! Fine, two
hundred thousand dollars! Is that
enough for you?

 SHERIFF
You're a smart businessman,
Griffith. It's a deal.

Griffith and the sheriff shake hands.

 GRIFFITH
Let's be clear here. This money
doesn't just buy *your* silence.
After this I never want to hear
from anyone at the Raceville
sheriff's office again! And I want
the name of the person who tried to
rat on me!

(CONTINUED)

SHERIFF

Sure. I did some digging on him when he filed his report this morning. His name's Baloo! He's a fat bear who races planes for a living.

Frankie hands the sheriff a bag of money. The sheriff tips his hat.

SHERIFF

Pleasure doing business with you.

The sheriff leaves.

GRIFFITH

Frankie, I'm afraid this Baloo person may prove to be a bit of a problem.

FRANKIE

How did he know about our operation? Do you think he's been spying on us?

GRIFFITH

I don't know. But we can't take any chances. We have to get rid of him.

FRANKIE

You want to hire someone to bump him off?

GRIFFITH

Yes...but I don't want to do anything to cause suspicion.

FRANKIE

What should we do?

GRIFFITH

I have an idea. The Death Valley 500 is this afternoon. It's the biggest air race in Raceville. Since Baloo's a racer I'm sure he'll be competing in it. Get the car ready, Frankie...we're going to see an air race!

DISSOLVE TO:

EXT.DEATH VALLEY.DAY

Baloo and Kit fly the Sea Duck over a vast swath of desert. Unlike the other parts of the desert they have visited, this one has nothing except sand. No rock formations, no caves, nothing - just pure white sand as far as the eye can see.

BALOO

Man, Ignatz was right. There's absolutely nothing out here! No landmarks at all! Are you sure we're going the right way, Kit?

Kit looks at his map, then at the Sea Duck's gyrocompass.

KIT

The gyrocompass says we're heading 5 degrees north northwest. So the starting line should be dead ahead.

BALOO

Ok, I see it.

A small tent city looms up ahead of them in the middle of the desert. Baloo flies towards it and starts to come in for a landing.

BALOO

Good thing we have our gyrocompass to tell us where to go. We'd be lost out here without it! Sit tight, we'll be on the ground on a minute.

DISSOLVE TO:

EXT.REGISTRATION OFFICE.DAY

After landing the Sea Duck, Baloo, Kit, and IGNATZ are walking to the white registration tent where the racers go to register.

IGNATZ

It's about time you got here! I've been waiting here for over an hour! Where have you guys been all morning?

BALOO

At the sheriff's office! We filed a report against Griffith this morning!

(CONTINUED)

IGNATZ

Squawk! Didn't I tell you not to go there!

BALOO

Oh, come on. What harm could it do?

IGNATZ

You don't know Raceville like I do! I trust that sheriff about as far as I can throw him! You'd better hope he doesn't leak any info to Griffith!

BALOO

Relax, Iggy. He's a cop! His job is to catch criminals! How corrupt could he possibly be?

IGNATZ

I don't know Baloo. But whatever happens, don't say I didn't warn you! Squawk!

BALOO

Never mind about that. Look at all those pilots in line to register!

The line of pilots waiting to register for the race stretches out the door of the tent for several yards.

IGNATZ

I told you! It's the biggest race of the year! Pilots camp out for days just so they can get in line to sign up! You should have got here earlier!

KIT

Everyone must be after that big jackpot.

Baloo sighs.

BALOO

I hate standing in lines. Especially at the end of them! That's the worst spot! Oh well, let's get this over with.

Kit, Baloo, and Ignatz get into line.

CUT TO:

EXT.DEATH VALLEY RACETRACK (JARRETT'S PLANE).DAY

JARRETT is at the Death Valley racetrack too. He has already registered for the race and is working on his plane, looking inside his engine. A shadow falls over him and he turns around to see who it is. It is Griffith.

JARRETT

What are you looking at? Never seen an engine before?

GRIFFITH

Are you Jarrett?

JARRETT

Yeah. Who's asking?

GRIFFITH

My name is Griffith.

JARRETT

Nice to meet you, Griffith. Now get out of here. I have a race to prepare for.

GRIFFITH

I see the racing community was right about you. You are a total jerk.

Jarrett gets angry and approaches Griffith menacingly with his wrench in hand.

JARRETT

Get out of here before you really make me mad.

Griffith throws a thick stack of cash onto the ground in front of Jarrett. This catches Jarrett's attention.

GRIFFITH

Not so fast. I'm here to offer you a business opportunity. That's ten thousand dollars there. It's yours if you listen to what I have to say. And there's plenty more where that came from...if you agree to help me.

Jarrett takes the money.

(CONTINUED)

JARRETT

All right, start talking.

GRIFFITH

I've been asking around the racing community and they told me you're the biggest cheater in this town. I need someone like that to help me. You know a pilot named Baloo?

JARRETT

Sure do! I'd like to punch his lights out! I used to own these races, but ever since he rolled into town a few weeks ago I haven't won anything!

GRIFFITH

Sounds like you dislike him almost as much I do...good! I need you to help me get rid of him.

JARRETT

Get rid of him? You mean kill him? Why, what's your beef with him?

GRIFFITH

That's none of your concern. I just need him gone. Permanently. And I'll pay you handsomely to do it!

JARRETT

I hate that fat bear! What, you want me to shoot him down for you?

GRIFFITH

No. It has to look like an accident. I want Baloo to have some mechanical trouble during the race. He never gets out of this desert, if you know what I mean. Then we'll be rid of him forever, and we'll both be better off for it.

JARRETT

Now we agree on something.

GRIFFITH

So you'll help me, then?

(CONTINUED)

JARRETT

Yeah, I'll help you. In fact, I already know how I'm going to sabotage them. Heh, heh, heh.

Jarrett looks out thoughtfully at the vast expanse of neverending desert on the horizon.

DISSOLVE TO:

EXT.REGISTRATION OFFICE.DAY

Baloo, Kit, and Ignatz come out of the registration office and walk towards the Sea Duck.

KIT

Boy, I thought we'd never get out of there!

BALOO

I'll say! I'm hungry from standing on my feet so long. Think we got time for a quick bite before the race, Iggy?

IGNATZ

No way! The race is about to start! Don't you ever think about anything besides food?

CUT TO:

EXT.DEATH VALLEY RACETRACK (SEA DUCK).DAY

Jarrett is in the cockpit of the Sea Duck, tinkering with the plane's gyrocompass. He sees Baloo, Kit, and Ignatz approaching. Jarrett quickly gets out of the cockpit and slams the door shut. No one saw him in the act of sabotage.

JARRETT

Well, well. If it isn't big boy Baloo. Glad to see you, as always.

BALOO

The feeling's not mutual. What are you doing around my plane?

JARRETT

I was just checking out your aircraft. I was marvelling at how stupid you must be, to enter a

(MORE)

(CONTINUED)

JARRETT (cont'd)
seaplane into a race in the middle
of the desert.

BALOO
I suppose you forgot the last ten
races that seaplane has beaten you
in.

JARRETT
You're right, Baloo. But I have a
feeling that's not going to happen
this time. Call it a hunch.

KIT
I don't trust him, Baloo. He's
probably going to try to cheat
again!

JARRETT
Are you accusing me of using
dishonest tactics while racing? I
would never do such a thing.

Baloo gets into Jarrett's face.

BALOO
The only times you're not cheating
are when you're taking off and
landing! Now if you'll excuse us,
we have a race to win!

JARRETT
Ok, I'm going! Good to see you
again!

Jarrett walks away.

JARRETT
(aside)
Have a safe flight.

ANNOUNCER (V.O.)
Pilots to the starting line.

BALOO
That's our cue, lil' britches!

CUT TO:

EXT.DEATH VALLEY RACETRACK (STARTING LINE).DAY

The race is about to start. The Sea Duck sits at the starting line with the other racers and Baloo is poised to take off.

ANNOUNCER

Ready...GO!

Baloo flies out of the gate along with the other racers. The planes all fly into the desert.

BALOO

All right Kit, where's the first checkpoint?

KIT

Head 10 degrees north northeast for three miles, then turn due east for two miles. That should put us right on top of the checkpoint!

BALOO

Ok, here we go!

Baloo looks at the gyrocompass, then turns the plane in the direction Kit said. The Sea Duck breaks away from the other racers and heads in a different direction from where they are going. Baloo notices this.

BALOO

Hey, how come we're going this way and everyone else is going that way?

KIT

I don't know. The directions I gave you are the fastest way to get to the checkpoint. Maybe they're taking a slower route.

BALOO

Okay...just checking! I trust you, navigator.

Baloo continues flying in the direction Kit told him.

DISSOLVE TO:

EXT.DEATH VALLEY.DAY

Baloo and Kit have been flying for awhile in the desert.

KIT

This is all wrong. We should have hit that checkpoint five minutes ago. But I don't see anything!

BALOO

Are you sure those directions you gave me were right?

KIT

Positive! The gyrocompass says we're going in the right direction. I don't understand what could have went wrong! Maybe the gyrocompass is messed up.

Kit retrieves his handheld compass and holds it up next to the gyrocompass on the dashboard. The needles on the two devices are pointing in different directions.

KIT

Uh, Baloo? We got a problem. I think your gyrocompass is busted!

BALOO

Huh? I just had it checked after the last race!

KIT

The needle isn't matching up to my handheld compass. We're headed in the wrong direction!

BALOO

Oh, great! What a time for the gyrocompass to go bad! I guess we can forget about winning the race now.

KIT

We got bigger problems. We don't know where we've been going the last ten minutes! We're lost in the middle of the desert!

Jarrett's voice comes over the radio.

(CONTINUED)

JARRETT (V.O.)
Experiencing...navigation problems?

BALOO, KIT
(in unison)
Jarrett!!

Jarrett plane pulls up and flies alongside the Sea Duck.

JARRETT (V.O.)
Did you boys like my latest act of
sabotage?

Baloo picks up the radio.

BALOO
So you're the one who broke our
gyrocompass! Oooh, you've pulled
some dirty tricks before, Jarrett,
but getting us lost in the middle
of the desert is low, even for you!

JARRETT (V.O.)
Actually I thought it was quite
clever.

BALOO
Didn't you forget something? By
flying out here with us you're just
as far off-course as we are!
There's no way you can win the race
now!

JARRETT (V.O.)
Who said I cared about winning the
race? This time I have a different
goal in mind! I'm here to put you
out of my misery...forever!

BALOO
Gulp

JARRETT (V.O.)
I've had fun competing against you
but I'm afraid this is your last
race! Besides the gyrocompass, I
sabotaged something else in your
plane too! Care to take a guess at
what it was?

BALOO
Uh...the windshield wipers?

(CONTINUED)

JARRETT
No, but you're getting warmer.

KIT
Baloo...

Jarrett presses a button on a remote control, detonating explosives that he hid in the engines of the Sea Duck. Both engines burst into flames.

BALOO
Omigosh! He's blown out both
engines! We're going down!

KIT
Yaaaah!

BALOO
Aaaah!

JARRETT (V.O.)
Happy landings.

Jarrett flies off. In the Sea Duck, Kit and Baloo clutch each other in fear as the plane spirals down toward the desert, trailing fire and smoke.

FADE TO:

EXT.DEATH VALLEY.NIGHT

Baloo and Kit are slumped over in the cockpit of the crashed Sea Duck. They have been unconscious for several hours and night has fallen in the desert. The Sea Duck is lying with her nose half buried into a soft sand dune. Crashing into the dune allowed the plane to survive mostly intact. The cockpit and cargo hold are a mess, with objects thrown about all over the place during the impact.

Baloo slowly opens his eyes.

BALOO
Did someone...get the license plate
of...that truck?

Baloo comes to and remembers what happened. He sees Kit next to him.

BALOO
Kit! Kit! Are you all right?

Kit starts to come to.

(CONTINUED)

KIT
What...happened?

BALOO
Oh, thank goodness you're okay,
li'l britches!

KIT
How come...we're still alive?

Baloo points to the nose of the plane, buried into the sand.

BALOO
Crashing into this sand dune must
have absorbed most of the impact!
The Duck looks like she survived
okay too...

Baloo looks outside at the charred engines.

BALOO
...for the most part. Jarrett must
have rigged the engines with
explosives while we were waiting in
line! It's already dark
outside...we must have been
unconscious for several hours.

Baloo picks up the radio.

BALOO
Radio's busted. Can't call for
help.

Baloo and Kit climb out of the cockpit and go outside into
the desert. Outside as far as the eye can see is nothing
but desert, bathed in the cold light of the moon.

KIT
What are we going to do?

BALOO
Well, with two busted engines
there's not much we can do. It's
too dangerous to go into the desert
on foot. I guess we just sit here
and wait. Ignatz must know we
never finished the race. Maybe
he'll send out a search party!

They sit in the sand and wait for awhile, looking at
the stars in the sky.

(CONTINUED)

BALOO

Kit?

KIT

Yeah, Papa Bear?

BALOO

I'm sorry I got you into this.
This is all my fault. If I had
never quit Higher for Hire to take
this stupid racing job none of this
would have ever happened.

KIT

This isn't your fault...you didn't
make us crash. Jarrett did.

BALOO

Yeah, but I dragged you into this
whole racing thing! Being a
professional racer wasn't your
dream...it was mine! I had no
right to make you come with me.

KIT

You didn't make me. I wanted to.

BALOO

You did?

KIT

Yeah. I knew how important it was
to you. I wouldn't have missed it
for the world. We're buddies.
Pals. A team. Remember?

BALOO

Couldn't have said it any better
myself. Thanks, lil' britches.

Baloo and Kit hug each other.

BALOO

I don't want to be a racer anymore,
Kit. It's just too dangerous. I
promise, if we get out of this
alive I'll go back to being a
regular old pilot again.

The sound of a motor vehicle reaches them from a distance
and grows louder.

(CONTINUED)

KIT

Baloo, do you hear that? It sounds like a car!

BALOO

Ha! What'd I tell you! Ignatz to the rescue! We're saved!

A covered jeep crests the sand dune they are sitting on, illuminating the Sea Duck and Baloo and Kit. The jeep is being driven by Frankie. Jarrett sits in the passenger seat.

BALOO

Maybe not.

JARRETT

(to Frankie)

There they are. Stop the car.

The jeep stops.

JARRETT

(to Baloo and Kit)

So...you *are* still alive! When I saw your plane go down into that sand dune I figured you might have survived.

BALOO

Wait till I get my hands on you, you lousy--

Baloo starts toward Jarrett menacingly, but Frankie points a gun at him, stopping him in his tracks. Baloo points to Frankie.

BALOO

Who's this, your chauffeur?

JARRETT

Actually he works for my employer.

KIT

Your employer?

The back door of the jeep opens and Griffith emerges.

BALOO

Griffith? What are you doing here?

(CONTINUED)

GRIFFITH

You must be Baloo. It's an honor to finally meet you. I hired Jarrett to get rid of you. I know you tried to turn me in the police.

BALOO

So what? Are you going to shoot us now?

GRIFFITH

Not yet. For now I'm just going to take you prisoner. It's just as well that you survived the crash - now I get to find out exactly what you know, and who else you told, before I really do get rid of you!

BALOO

You'll never get away with this. Someone will find the Duck here. They'll see we're not in it and call the sheriff!

GRIFFITH

The sheriff? Don't make me laugh. I got that guy in my pocket. How do you think I found out you tried to turn me in? No one's going to help you...you're out of luck!

While Baloo and Griffith have been talking, Kit has taken off his hat and looks to be writing something on the inside of it. He makes sure the bad guys aren't looking then throws his hat through the open door into the Sea Duck.

GRIFFITH

Get in the car.

Frankie herds Baloo and Kit into the jeep with his gun.

BALOO

Hey Kit, where's your hat?

KIT

Shhhh...don't say anything about it! Trust me!

Griffith, Jarrett, and the henchman get into the jeep and they drive off, leaving the Sea Duck in the desert.

DISSOLVE TO:

EXT.DEATH VALLEY.NIGHT

The Scarlet Macaw is flying through the desert, searching for the Sea Duck. Ignatz's PILOT is sitting in the front seat at the controls while Ignatz sits in the back, scanning the desert through binoculars.

IGNATZ

Any of sign of the Sea Duck?

PILOT

Not yet, sir!

IGNATZ

Well, keep looking! We've got to find them! They won't last in this desert for long!

PILOT

Hold on - I see something at three o' clock!

Ignatz swings his binoculars in that direction.

IGNATZ

It's the Sea Duck, all right! But why is it so far off the racetrack? Bring us down!

PILOT

Yes, sir!

The Macaw lands next to the Sea Duck. Ignatz and the pilot hop out and go inside the Sea Duck. They search around for Baloo and Kit. Ignatz searches the cockpit while his pilot searches the cargo hold.

IGNATZ

Baloo! Kit! Are you guys okay? Where are you?

The pilot comes out of the cargo hold.

IGNATZ

There's no one in the cockpit.

PILOT

Nothing in the cargo hold, either! Maybe they went on foot into the desert!

(CONTINUED)

IGNATZ
No way! Even Baloo's not that
stupid! Something else must have
happened.

Ignatz notices Kit's hat lying on the floor of the cockpit
next to the pilot.

IGNATZ
Hey! What's that?

PILOT
Looks like a hat, sir.

IGNATZ
That's Kit's hat! I've never seen
him without it before. Give me
that!

The pilot picks up Kit's hat and hands it to Ignatz. Ignatz
turns it over and looks at the inside.

IGNATZ
There's a message written on the
inside. Squawk! Oh man! Kit's in
trouble! Come on, get to the
plane! Start her up! Get moving,
get moving!

Ignatz and the pilot leave the Sea Duck and run back to the
Scarlet Macaw.

PILOT
Where are we going?

IGNATZ
Cape Suzette! And step on it!

FADE TO:

INT.POLICE STATION.NIGHT

Early evening in Cape Suzette. REBECCA is in the police
station pleading her case to the SERGEANT on the Griffith
case, who looks skeptical.

REBECCA
Please listen to me,
officer. There's more to the
Griffith case than meets the
eye! The Miniversal Corporation
was involved too! It's all part of
(MORE)

(CONTINUED)

REBECCA (cont'd)
a conspiracy to destroy Cape
Suzette Harbor! I know this sounds
unbelievable but it's true! You
have to stop them.

SERGEANT
I don't know, lady. Why would
Miniversal want to destroy the
harbor?

REBECCA
Because they want to build a
shipyard.

SERGEANT
Uh-huh. Do you have any proof of
this?

REBECCA
Well...not with me, but-

SERGEANT
Look, lady. We're pretty busy
around here. We don't have time to
follow up on every lead on this
case, especially ones that don't
have any proof behind them. Why
don't you try coming back when you
have some evidence.

REBECCA
But I saw the proof with my own
eyes! There's a Miniversal company
document that describes this whole
plot! It even has a
name...Operation Deep Blue Sea!

SERGEANT
Well, why don't you go back to
Miniversal and get that
document. Until then don't bother
me anymore.

REBECCA
But I can't go back there...someone
saw me before and it might be too
dangerous! Please officer, I'm not
making this up. Do I look like a
crazy person to you?

(CONTINUED)

SERGEANT

Maybe.

REBECCA

What! Same to you buddy!

Rebecca storms out of the police station.

REBECCA

It's no use...without any hard
evidence the police won't even
listen to me.

DISSOLVE TO:

EXT.REBECCA'S APARTMENT.NIGHT

Outside Rebecca's apartment building. Rebecca slowly walks
up the sidewalk toward her building.

REBECCA

If only there were some way I could
prove what I saw to the police!
Why didn't I take that file with me
when I had the chance?

Rebecca passes by a car parked on the side of the road. Two
thugs are sitting in the front seat, watching Rebecca go by.
After she passes by, Thug #1 picks up a radio in the front
seat.

THUG #1

She just went into her apartment
building, Mr. Perry. What do you
want us to do?

PERRY (V.O.)

Wait a few minutes to make sure she
doesn't go anywhere. Then go in.

THUG #1

You got it.

Thug #1 puts down the radio.

THUG #2

You say the dame lives alone?

THUG #1

Just with her kid. She's
practically defenseless.

Thug #1 snaps on a pair of rubber gloves.

(CONTINUED)

THUG #1

This is going to be the easiest job
we've ever had.

CUT TO:

INT. REBECCA'S APARTMENT. NIGHT

Rebecca and Molly are eating dinner in the kitchen. Rebecca is eating slowly; the harbor situation is clearly weighing on her mind. Rebecca pours a cup of hot coffee from a pot and sips it.

MOLLY

You look unhappy, Mommy. What's wrong?

REBECCA

Oh, nothing, sweetie. It's just that the harbor is going to be demolished and there's nothing I can do about it.

MOLLY

Huh?

From another room in the apartment, they hear the sound of breaking glass.

MOLLY

What was that?

Molly starts to leave the kitchen to investigate, but Rebecca grabs her by the arm.

REBECCA

No, honey! You stay here! I'll take a look.

Rebecca grabs a spatula from the kitchen (a knife would probably be too violent for this show) and cautiously creeps out of the kitchen to investigate.

The lights in the apartment (other than the kitchen) are off. Rebecca walks slowly through the darkened apartment into Molly's room. Rebecca flicks on the light and sees that the window of Molly's room has been broken from the outside.

REBECCA

Oh my gosh...mmmph!

(CONTINUED)

A large hand suddenly clamps down over Rebecca's mouth as Thug #1 grabs her. Rebecca struggles but Thug #1 is very strong; she cannot escape.

THUG #2
We got her!

THUG #1
Like I said, easiest job we've ever had!

Thug #1 takes her hand off Rebecca's mouth.

REBECCA
Take anything you want! Just leave me and my daughter alone!

THUG #1
Oh, we're not burglars. We're hitmen!

REBECCA
Hitmen?!

THUG #2
Yeah! We came for you, lady!

THUG #1
Mr. Perry sends his regards.

REBECCA
Mr. Perry? Oh, that's it! I'm transferring to a different boss. Let me go!

THUG #1
And just what are you going to do if we don't?

MOLLY (O.S.)
Leave my mommy alone!

REBECCA
Molly?!

Molly stands in the doorway of her room dressed in her Danger Woman costume, carrying the pot of hot coffee from the kitchen. Molly splashes the coffee at Thug #1 and hits him (Rebecca braces for the hit, but Molly has precise aim so she doesn't get a drop onto her mom).

THUG #1

Ow!

Thug #1 grabs his face in pain, letting Rebecca go. Thug #2 tries to grab Rebecca but Rebecca lashes out with her spatula. She gets a couple of good hits in.

REBECCA

Take that! And that!

THUG #2

Hey! Stop it! Ow!

Thug #2 backs off. Rebecca throws the spatula at him and runs out of Molly's room, grabbing Molly's hand as she passes her.

REBECCA

Good going, Molly!

MOLLY

I'm not Molly, I'm Danger Woman!

Rebecca and Molly run into the darkened living room.

THUG #1

After them! We can't let them get away!

The thugs run into the living room. They look around but there is no sign of Molly or Rebecca.

THUG #2

Where did they go?

The thugs walk around searching the living room. They pass by a couch, which Rebecca and Molly are hiding behind. Rebecca has a large vase next to her. She waits until the thugs have their back to the couch, then stands up on top of the couch and brings the vase right on top of Thug #2's head. He goes down, stunned.

THUG #1

You'll be sorry you did that.

REBECCA

Get to the door, Molly!

Rebecca and Molly run for the apartment door, pursued by Thug #1. Rebecca opens the door to try to leave but Thug #1 gets there and slams the door shut.

(CONTINUED)

THUG #1
Going somewhere?

Rebecca backs away. Molly kicks Thug #1 in the shin.

THUG #1
Ouch! Hey!

Thug #1 lunges at Molly but she evades his grasp.

REBECCA
Run!

Rebecca and Molly run away from the door and back through the living room, stepping on Thug #2 (who is still lying on the ground) in the process.

THUG #2
(to Thug #1)
Yeow! Ouch! Hey, I thought you
said this job was going to be easy!

Rebecca and Molly run onto the balcony, which overlooks the waterfall of the apartment building.

REBECCA
We have to get out of the building!

Rebecca looks over the side of the balcony. There is no obvious way down.

REBECCA
Oh honey, there's no way out!

MOLLY
There's always a way out with
Danger Woman!

Molly looks around and notices the elevator a few yards away from them. The elevator is on the building's exterior and travels on a rail on the side of the building. Molly points to it.

MOLLY
What about the elevator?

REBECCA
But we can't reach it from here!

MOLLY
We can walk there on that thing!

(CONTINUED)

Molly points to a very narrow catwalk along the side of the building. It spans the width between the balcony and the elevator.

REBECCA
That is *the* craziest, most
dangerous idea I have ever heard!

The thugs burst out onto the balcony.

REBECCA
Okay, let's go.

Rebecca and Molly clamber out onto the catwalk. The thugs try to grab them but they are already out of their reach.

THUG #2
They're going for the elevator!

On the catwalk, Rebecca and Molly inch their way towards the elevator, pressing themselves against the side of the building.

MOLLY
Don't look down, mom!

REBECCA
Believe me, I wasn't planning on
it.

They reach the elevator, which is on the way down, about to pass them.

REBECCA
Now when I say jump you jump,
honey...but not a moment before or
after I say so! Got it?

MOLLY
Got it!

The elevator passes by them.

REBECCA
Now!!

Rebecca and Molly jump and land on top of the elevator. They ride it to the ground floor, then jump onto the street.

REBECCA
We made it! Are you okay?

(CONTINUED)

MOLLY
I think so!

REBECCA
Come on! We have to get out of
here!

Rebecca and Molly run down the street. The thugs watch from the window of the apartment as they escape.

THUG #1
Uh-oh. Mr. Perry isn't going to
like this.

DISSOLVE TO:

EXT.HIGHER FOR HIRE.NIGHT

Rebecca and Molly arrive at Higher for Hire. They go to the dock where Wildcat's flat is located.

MOLLY
Do you think Wildcat is still here?

REBECCA
Oh, I hope so baby!

Rebecca knocks on the door of the flat. WILDCAT opens it. He is happy to see who it is.

WILDCAT
Wow! Hey guys! What a surprise!

REBECCA
Oh, thank goodness you still
live here, Wildcat! We thought you
might have moved away!

WILDCAT
Huh? Moved away?

REBECCA
You know, after Higher for Hire
went out of business!

Wildcat looks genuinely confused.

WILDCAT
It did?

(CONTINUED)

REBECCA

Um...never mind. We're just glad you're here. We need your help desperately!

WILDCAT

Sure! How can I help?

REBECCA

Molly and I need someplace to stay for awhile. There are some guys after us!

WILDCAT

Are they door-to-door salesmen or something?

REBECCA

No...they want to kill us! Long story - I stumbled onto this conspiracy at work and the police wouldn't help and then these thugs broke into our apartment and grabbed me and chased me and Molly all over the place and we jumped off a balcony and...

WILDCAT

Gee...I'm sorry I asked!

The sound of an airplane approaching reaches them.

REBECCA

Wait - what's that?

They hear the sound of the airplane landing in the water and turn to look. Ignatz's plane, the Scarlet Macaw, has landed next to the pier.

REBECCA

Are you expecting a visitor?

WILDCAT

No.

Ignatz gets out of the plane. He glides over to Rebecca, Molly, and Wildcat and lands on the pier next to them.

MOLLY

Look! A little birdie!

(CONTINUED)

IGNATZ

Help! Code red, code red! Danger, danger Will Robinson! This is an emergency! I need to speak to someone named Rebecca Cunningham right away!

REBECCA

I'm Rebecca Cunningham. What's going on? Who are you?

IGNATZ

The name's Ignatius. Ignatz for short. But let's skip the introductions for now. Kit and Baloo are in trouble!

REBECCA

What kind of trouble?

IGNATZ

Griffith's kidnapped them! He's holding them in Raceville!

REBECCA

Griffith the con man? The same guy who made me lose Higher for Hire? He's in Raceville?

IGNATZ

Yeah! Kit left this message made out to you! Read it, read it!

Ignatz hands Kit's hat to Rebecca. Rebecca reads the message on the inside of the hat out loud.

REBECCA

"Anyone who reads this, please help. Deliver this message to Rebecca Cunningham at Higher for Hire in Cape Suzette. Tell her Griffith is in Raceville and has kidnapped Kit and Baloo. Miss Cunningham will know what to do. Please help." Oh my goodness. We'd better call the Raceville police!

IGNATZ

No can do, lady! Griffith's already bribed them. Who do you think got Kit and Baloo into this mess in the first place?

(CONTINUED)

REBECCA

But if we can't call the police,
what can we possibly do?

MOLLY

Mom! Kit asked *you* to
help! You've got to save them!

REBECCA

Me? Griffith's a professional
criminal! I'm just a
businesswoman! I don't even
understand why Kit thought I could
help! Oh dear.

Rebecca sits down on a chair in Wildcat's flat.

IGNATZ

Listen...I don't know you, but if
Kit asked you to help all the way
out here in Cape Suzette he must
have a lot of confidence in you.

REBECCA

Yes, but--

WILDCAT

Yeah! And you're like really smart
and stuff!

REBECCA

I don't think--

MOLLY

And Kit and Baloo are your
friends. And friends help each
other!

REBECCA

Can I please just say something!!!

Everyone falls silent.

REBECCA

I want to help them as much as you
all do. But we can't just barge in
there and confront Griffith. We
need some sort of plan!

WILDCAT

Maybe you can send some Miniversal
guys after him, like the ones that
are after you!

(CONTINUED)

Rebecca pulls her Miniversal ID out of her pocket and looks at it thoughtfully.

REBECCA
Wildcat, that's a great idea!

WILDCAT
It is?

Rebecca spies an old trunk in Wildcat's flat.

REBECCA
What's in that chest?

WILDCAT
Oh, just some old clothes and stuff! I picked them all up at a garage sale. Which was kind of weird because it wasn't in a garage.

REBECCA
Is there anything that will fit me?

WILDCAT
Probably.

REBECCA
I have a plan, everyone! I've been wanting to get a chance to get back at Griffith ever since he took Higher for Hire away from me, and tonight's our night to do it! We're going to out-con the con man! Wildcat, put that trunk in the plane and let's get going!

WILDCAT
You want me to come too?

REBECCA
Definitely! You're a vital part of my plan! Get ready - you're about to become an employee of the Miniversal Corporation!

WILDCAT
Cool! Do they have good benefits?

REBECCA
Come on, everyone! We're going to Raceville!

(CONTINUED)

Everyone gets into Wildcat's rented plane (the Scarlet Macaw is not big enough to seat all of them) and the plane takes off from the docks and flies through the cliffs.

DISSOLVE TO:

INT.GRIFFITH INVESTMENT SECURITIES (PRIVATE WING).NIGHT

Baloo and Kit are locked up in a back room in the private wing of Griffith's building. They both have their hands chained to the wall. Baloo tries in vain to pull himself free from his restraints, while Kit stands there passively.

BALOO

Grunt...These chains are too sturdy to break!

Baloo tries to break free a few more times. Eventually he gives up and slumps against the wall.

BALOO

It's no use, Kit. We're never going to get out of here. You know what I'm going to miss the most? Louie's Krakatoa specials. Boy, I could use one right now. Do you think Griffith will give us a last meal?

KIT

Don't give up, Baloo...we still have a chance.

BALOO

Kit, I know you're trying to be optimistic, but look around! This is hopeless!

KIT

I used my hat to leave a message in the Sea Duck! If anyone finds it, someone could still help us!

BALOO

I wouldn't get my hopes up. Who's going to find it in the middle of the desert?

The door to the room opens and Griffith walks in. He is carrying a thick book. The book contains the records of all the businesses Griffith has defrauded over the years.

(CONTINUED)

GRIFFITH

Enjoying your stay, Baloo?

BALOO

Look Griffith, I'm the one who tried to turn you in. It's me you want. The kid has nothing to do with this, so let him go!

GRIFFITH

Quiet! The kid stays. I've been doing some research on both of you.

BALOO

What are you talking about?

Griffith holds up the book in his hand.

BALOO

What's that, your summer reading list?

GRIFFITH

These are records of all the business I've defrauded over the years! I keep detailed research on each company I swindle, including their employee records! Imagine my surprise when I found out you and Kit used to work for Higher for Hire in Cape Suzette! That must be how you know who I am!

BALOO

So you know where we used to work. Big deal.

Griffith chuckles.

GRIFFITH

It's bigger than you think, Baloo. I wanted to make your last moments unpleasant, so I thought I'd let you know that in a few hours your old business is going to be completely blown up!

BALOO

What?

GRIFFITH

Take a look at this!

(CONTINUED)

Griffith pulls out a copy of the Operation Deep Blue Sea master plan and holds it in front of Baloo's face. Baloo reads the cover page silently.

KIT

What is it, Papa Bear?

BALOO

It's some kind of company document from the Miniversal Corporation. They want to build a shipyard in Cape Suzette Harbor.

GRIFFITH

And they're going to destroy the entire harbor to do it. The Miniversal Corporation paid me to go to Cape Suzette and run your business into the ground! And at precisely high noon today it's going to get *burnt* to the ground!

BALOO

You lowlife! Those are people's businesses you're destroying! You'll never get away with this!

GRIFFITH

Who's going to tell on me? You? Anyway, you won't even be around to see the harbor blow up.

Griffith sets down the plan and record book on a table at the side of the room. He takes a revolver from his pocket and aims it at Baloo.

GRIFFITH

Got anything to say before I pop you like a balloon?

BALOO

I guess this means I won't need to save up for retirement after all.

Griffith cocks the pistol. Baloo closes his eyes. Kit also closes his eyes and turns away. Griffith is about to shoot when Frankie comes into the room and knocks on the open door.

(CONTINUED)

FRANKIE
Hey, boss! Boss!

Griffith does not move from his firing stance.

GRIFFITH
In a minute, Frankie! Can't you
see I'm busy?

FRANKIE
But this is important! Two
representatives from Miniversal in
Cape Suzette are here to see you!

GRIFFITH
Miniversal? What do they want? I
did what they asked me to...I have
no further business with them!

FRANKIE
They're here about the prisoners!

GRIFFITH
The prisoners?? Fine...send them
in.

Frankie goes into the hallway. Griffith puts down his
revolver. Baloo exhales a sigh of relief.

GRIFFITH
I wouldn't get too comfortable,
Baloo. I don't know what these
Miniversal guys want but once they
leave I'm going to give you a case
of lead poisoning!

Footsteps echo behind Griffith and he turns around. Frankie
has re-entered the room, with the two Miniversal
representatives standing behind him.

FRANKIE
Here they are, boss...Becky Parker
and Clyde Darrow!

Frankie steps aside to reveal the visitors. Baloo and Kit
gasp when they see who it is. Rebecca and Wildcat are there
dressed in disguise.

TO BE CONTINUED...

INT.GRIFFITH INVESTMENT SECURITIES (PRIVATE WING).NIGHT

We pick up where we left off from Episode 3. REBECCA and WILDCAT (in disguise) have just entered the back room to confront GRIFFITH. FRANKIE stands in the corner while BALOO and KIT are chained to the wall.

BALOO

(aside to Kit)

What are Becky and Wildcat doing here?! They're going to get themselves killed!

KIT

(aside to Baloo)

Shhh! I think they're trying to save us!

GRIFFITH

So you two are from Miniversal, eh? Funny...you don't look like anyone from there I've dealt with before!

WILDCAT

Well, actually we're not from-

Rebecca claps her hand over Wildcat's mouth, cutting him off.

REBECCA

(aside to Wildcat)

Wildcat, I really want to live, so please just let me do the talking!

(normal)

You'll have to excuse Clyde here. He's just my goon and doesn't know what he's talking about. Hard to find good help these days, you know what I mean? Anyway, we're here on orders from Mr. Perry himself. And here's my Miniversal ID to prove it!

Rebecca shows Griffith her Miniversal ID. He looks it over and nods, satisfied.

GRIFFITH

What did Perry send you here for? I thought my role in his operation was finished.

Rebecca nods in Baloo and Kit's direction.

(CONTINUED)

REBECCA

We're here about the prisoners you got there. Since they're from Cape Suzette they're Miniversal's business! Mr. Perry sent us here to take custody of them.

GRIFFITH

How did you know they're from Cape Suzette? Come to think of it, how did you know I even had them? I just captured them tonight, and I didn't tell anyone about it.

REBECCA

Uh...Miniversal's a big company, Mr. Griffith. We have our sources.

GRIFFITH

So Perry wants these guys for himself, eh? What a shame...I was looking forward to rubbing them out myself.

Griffith raises the gun again, pointing it at Baloo. Baloo cringes.

REBECCA

That wouldn't be a smart move, Griffith. Mr. Perry specifically wanted the prisoners alive for interrogation! You wouldn't want to make Perry angry, would you?

Griffith lowers the gun and Baloo relaxes.

GRIFFITH

I suppose not.

BALOO

Whew!

REBECCA

But don't worry. We'll make sure to kill the prisoners after we interrogate and torture them.

BALOO

Huh??

REBECCA

I need a moment alone with these troublemakers so I can ask them a
(MORE)

(CONTINUED)

REBECCA (cont'd)
few questions. Will you guys leave
the room?

WILDCAT
Whatever you say!

Wildcat begins to leave the room, but Rebecca grabs him.

REBECCA
Not you!

GRIFFITH
Well, okay. Come on, Frankie. Now
don't go easy on them! The fat one
is particularly annoying.

REBECCA
(aside)
Believe me, I know.

Frankie and Griffith exit the room and close the door behind
them.

WILDCAT
Hi guys.

KIT
Boy, are we glad to see you two!

REBECCA
Same here, Kit. But how did you
guys get *into* this mess??

BALOO
Us?? What are *you* doing rubbing
elbows with Perry and Griffith?

REBECCA
I'm not! This was all an act so I
could get in here to rescue you!

BALOO
You mean...you're not going to
torture us?

REBECCA
No!

BALOO
What a relief! I have this thing
against pain.

(CONTINUED)

REBECCA

I'm not even going to bother with you. Kit, what happened?

KIT

We found out Griffith was here in Raceville so we reported him to the local sheriff. But Griffith found out about it and crashed the Sea Duck so he could capture us!

REBECCA

Listen guys. This morning I found out that Miniversal was involved in the investment fraud too! And they're plotting to blow up Cape Suzette Harbor!

KIT

We know. Griffith showed us the plan.

REBECCA

Really? Where is it?

KIT

Over on that table over there.

Rebecca goes over to the table and picks up the master plan.

REBECCA

This is the same document I saw in the file room at Miniversal. Griffith must have his own copy. This is the evidence I need to prove Miniversal is behind this whole conspiracy! If I can get this to the Cape Suzette police in time, we might be able to stop the demolition!

BALOO

But the demolition is only a few hours away! There's not enough time to bring that document back to Cape Suzette *and* give it to the police. Besides, you think Griffith is going to gift-wrap that thing and let you walk out of here with it? It's his property!

(CONTINUED)

REBECCA
Leave that to me.

Rebecca pounds on the door.

REBECCA
Griffith, get in here right now!

The door opens and Griffith walks in.

GRIFFITH
What's up? You need me to help you
torture the prisoners?

Rebecca shoves the master plan in Griffith's face.

REBECCA
What is this doing here?!

GRIFFITH
That's the Operation Deep Blue Sea
master plan you guys sent over to
me.

REBECCA
I know what it is! This is a piece
of very incriminating evidence
against Miniversal! How could you
be so stupid as to leave it lying
around?!

GRIFFITH
Huh?

REBECCA
Don't you realize what would happen
to Miniversal if this document
found its way into the wrong
hands? I'm taking this with me
back to Miniversal. We need to
make sure it's safely destroyed!

GRIFFITH
Now hold on a minute. That
document incriminates me as
well. You can't just waltz out of
here with it. It stays here!

REBECCA
Fine. But if you don't let me have
it I'll be forced to tell Mr. Perry
about your insubordination. And
he's not going to be happy about
it.

(CONTINUED)

GRIFFITH
 Hmmm. All right...take it.

Rebecca puts the document in her pocket.

 REBECCA
 Good decision. Now unlock the
 prisoners and cuff them. Clyde and
 I are leaving, and we're taking the
 prisoners back to Miniversal with
 us.

Griffith unlocks the chains binding Baloo and Kit to the
wall and puts them in handcuffs.

 GRIFFITH
 You Miniversal guys sure like to
 push people around.

 REBECCA
 It's our job. And one more thing -
 I need to use your phone. I'm
 calling Perry to let him know we've
 completed our mission.

 GRIFFITH
 It's in the other room.

 REBECCA
 Clyde, get the prisoners ready to
 leave. I'll meet you at the plane.

CUT TO:

EXT.WILDCAT'S PLANE.NIGHT

A few minutes later, in the lot where Wildcat's plane is
parked. MOLLY is waiting in the plane. Wildcat arrives
with Baloo and Kit following in handcuffs.

 MOLLY
 Baloo!

 BALOO
 Molly! You came to rescue us too?

 MOLLY
 Danger Woman always rescues people
 in trouble. Here's your hat back,
 Kit.

Molly gives Kit's cap back to him.

(CONTINUED)

KIT

Thanks.

Wildcat uses a screwdriver to fiddle with Kit and Baloo's cuffs and get them unlocked. Meanwhile, Rebecca arrives on the scene.

REBECCA

Let's go! I just placed a call to Cape Suzette! They're expecting us!

Baloo is overcome with emotion as he thanks Rebecca.

BALOO

Becky...thanks for the rescue. You saved our lives! And you risked your own life to do it! How can we ever repay you?

REBECCA

You can start by getting us into the air! We have to get back to Cape Suzette fast!

BALOO

You got it!

Baloo gets into the pilot's seat of the plane and starts the engines.

KIT

Hey Baloo - what if Miniversal finds out what we're trying to do? Do you think they might send someone to attack us while we're in the air?

BALOO

That's a good point, Kit. I hadn't thought of that.

WILDCAT

This plane doesn't handle so great. Like, I don't think it could stand any sort of attack.

BALOO

You're right, Wildcat. But I know where we can find a plane that will. You got your tools with you?

(CONTINUED)

WILDCAT

Sure...I always carry them around.

BALOO

Good! Then I'm taking us out into the desert - there's a rush repair job out there for ya!

Wildcat's plane takes off.

CUT TO:

EXT.GRIFFITH INVESTMENT SECURITIES.NIGHT

Griffith stands outside his building and watches Wildcat's plane fly off.

GRIFFITH

That's strange. That didn't look like a Miniversal plane. And they're heading in the opposite direction from Cape Suzette!

Griffith heads back into his building.

DISSOLVE TO:

EXT.DEATH VALLEY.NIGHT

Wildcat's plane flies over the site where the Sea Duck crashed. Kit spots the Duck down below.

KIT

Baloo, there's the Sea Duck!

BALOO

Man, she looks even more beat-up from up here! Easy, baby. Papa Bear's here to fix you right up.

CUT TO:

EXT.DEATH VALLEY.NIGHT

Wildcat's plane has landed and Baloo and Wildcat are standing on top of the Sea Duck, surveying the damaged engines. Wildcat's plane is parked behind the Sea Duck, facing in the opposite direction. A tow rope has been attached from Wildcat's plane to the Sea Duck.

(CONTINUED)

BALOO

What do you think, Wildcat? Think you can fix her in a couple of hours or less?

WILDCAT

These engines are in bad shape, Baloo! What'd you do - put a bomb in them or something?

BALOO

Something like that.

WILDCAT

I think I can fix them! Of course you won't be able to take off until we get the nose out of the sand.

Wildcat points to the nose of the Sea Duck, which is still buried within the sand dune.

BALOO

Leave that to us!
(calling out in the direction
of Wildcat's plane)
Ready, guys?!

Kit looks back at Baloo from the window of Wildcat's plane and flashes a thumbs-up sign.

KIT

Ready, Papa Bear!

Kit turns to Rebecca, who is seated in the pilot's seat of Wildcat's plane.

KIT

Start her up, Miss Cunningham. Easy on the throttle. We want the Sea Duck to come out in one piece.

REBECCA

I hope this works!

Rebecca starts the engines of the plane and tries to tow Baloo's plane out. Wildcat's plane shudders but the Sea Duck stays firmly embedded in the sand. Rebecca increases the throttle gradually until suddenly the Sea Duck pops out of the dune, releasing a cloud of sand. Baloo is still standing on top of the Sea Duck when it moves. Surprised by the sudden movement, he loses his balance and falls to the ground.

(CONTINUED)

BALOO

Whoa!!

Kit high-fives Rebecca.

REBECCA

We did it!

KIT

Great job!

Rebecca cuts the engines and gets out of the plane. She sees Baloo lying dazed on the desert floor.

REBECCA

Baloo, what are you doing? You have to help Wildcat fix the engines! This is no time to hide your head in the sand!

BALOO

groan

CUT TO:

EXT.DEATH VALLEY.DAY

Early morning in Death Valley. The sun has just started to come over the horizon. Wildcat gives the engine a final strike with his hammer.

WILDCAT

All finished, Baloo! There's still some sand in the engines but they should be ready to go!

BALOO

And just in time, too. It's already morning here. We'll be lucky to get to Cape Suzette by noon.

Baloo puts the Operation Deep Blue Sea master plan in the pocket of his flight shirt.

BALOO

Okay, Wildcat. You take Molly and Rebecca back to Cape Suzette. Kit and I will fly this piece of paper to the police ourselves.

(CONTINUED)

REBECCA

No, Baloo. I'm going with you.

BALOO

Sorry, Becky...too dangerous! Miniversal's going to do everything they can to ground us.

REBECCA

I have a lot at stake at here, Baloo. Miniversal took Higher for Hire away from me and then tried to take my life! I have to see them brought to justice! I'm going and that's final!

BALOO

Okay. But fasten your seat belt - it's going to be a bumpy ride!

WILDCAT

Good luck, guys!

MOLLY

Be careful, mom!

BALOO

All right everyone - let's haul chocks!

Baloo, Kit, and Rebecca get into the Sea Duck. The Sea Duck's engines sputter but eventually start up, throwing out a cloud of sand as they do so. Baloo takes off and flies the Sea Duck in the direction of Cape Suzette.

CUT TO:

EXT.HIGHER FOR HIRE.DAY

THUG #1 and THUG #2 are wiring the Higher for Hire building with explosives. Around them, much of the harbor has already been rigged to blow up. Bundles of dynamite have been placed all over the buildings, linked together by coils of black wire.

THUG #1

I can't believe how much dynamite the boss wanted us to use on these buildings. There's enough here to blow up the whole city.

(CONTINUED)

THUG #2
Yeah! He must really want this
place gone!

Thug #1 is wearing a radio on his belt. It squawks.

PERRY (V.O.)
Pick up the radio! This is your
boss speaking!

THUG #1
Hello?

INT.MINIVERSAL CORPORATION (PERRY'S OFFICE).DAY

Perry is in his office back at Miniversal, talking on the
radio.

PERRY
Have you finished setting up those
explosives yet? I don't want to
wait a second past noon to blow the
place up.

THUG #1
Don't worry, boss. We're still on
schedule for the noon demolition!

PERRY
Good! Make sure to use all the
dynamite I provided you with. When
you're done I don't want to see a
single brick standing.

Perry's phone begins to ring.

PERRY
I'm getting another call. Perry
out!

Perry picks up the phone.

PERRY
Yes?

GRIFFITH (V.O.)
It's Griffith. I'm calling about
the Miniversal representatives you
sent here tonight. The ones that
just left.

(CONTINUED)

PERRY

What are you talking about? I didn't send anyone.

GRIFFITH (V.O.)

Then I was right - those guys were impostors!

PERRY

What guys?

GRIFFITH (V.O.)

A man and a woman just stopped by my offices posing as Miniversal representatives. They left with the Operation Deep Blue Sea master plan and two witnesses. The woman had a Miniversal badge.

PERRY

A Miniversal badge? Tell me, what did this woman look like?

GRIFFITH (V.O.)

She was a petite bear with long hair.

PERRY

That sounds like Rebecca Cunningham! She must be planning to take that document back to the Cape Suzette police! If she does she'll destroy our whole operation! You must prevent her from getting here! I'll pay you double what I did for the investment fraud!

CUT TO:

INT.GRIFFITH INVESTMENT SECURITIES (PRIVATE WING).DAY

In the back room of his office, Griffith talks to Perry on the phone.

GRIFFITH

I'll get them for you, sir. I know someone who can help.

Griffith hangs up the phone and dials another number.

(CONTINUED)

GRIFFITH
Get me Jarrett.

DISSOLVE TO:

EXT.FOREST.DAY

Early morning. The Sea Duck is now well en route to Cape Suzette. They have already left the desert and are now flying over a mountainous area thickly forested with pine trees.

 BALOO
We've been in the air almost an hour. Any sign of trouble, Kit?

 KIT
Not so far!

 BALOO
Well, keep your eyes peeled.

Rebecca looks in the rearview mirror and sees Jarrett's plane behind them.

 REBECCA
Baloo, there's someone behind us!

Baloo looks.

 BALOO
Oh great...it's Jarrett.

 REBECCA
Jarrett? Who's that?

 BALOO
This pilot we know from Raceville. He's the one who crashed us into the desert!

 REBECCA
You really haven't been making a lot of friends out in Raceville, have you?

 BALOO
It wasn't my fault. He's just mad because we won a few races against him.

Baloo picks up the radio.

(CONTINUED)

BALOO

Listen, Jarrett. There's no race going on right now. Where we're going has nothing to do with you, so buzz off!

JARRETT (V.O.)

You're wrong, Baloo. This has everything to do with me. Griffith sent me to shoot you down!

BALOO

Huh?

JARRETT (V.O.)

Miniversal knows all about the document you're trying to deliver. They offered me a lot of money to see that you don't make it to Cape Suzette. But this isn't about money for me! It's personal! I knew I should have finished you off back in Death Valley. Now I'm here to finish what I started!

BALOO

Uh-oh.

Gunfire erupts from Jarrett's plane, scoring a line of bullet holes on the wing of the Sea Duck.

JARRETT (V.O.)

I made some modifications to my plane especially for you. You like the machine guns I installed?

BALOO

Very nice.

JARRETT (V.O.)

Glad you think so! Here, have a closer look!

Jarrett puts his machine guns on full automatic and flies behind the Sea Duck with it in his sights. Bullets plink and plunk through the Sea Duck's hull.

BALOO

Hang on everyone!

(CONTINUED)

Baloo flies through the mountains with Jarrett in pursuit, past valleys and around peaks. Baloo pulls the plane in a series of maneuvers (loop-de-loop, figure eight, etc) to try to lose Jarrett, but Jarrett stays right on his tail, guns firing the whole time.

BALOO

Is he still behind us?

A bullet strikes the pilot's side window of the plane, cracking it.

BALOO

I'll take that as a yes.

JARRETT (V.O.)

Forget it, Baloo! You can't lose me with amateur maneuvers like that! I'm a better pilot than you'll ever be!

Jarrett's plane suddenly dives past the wing of the Sea Duck, coming very close to the wing. Jarrett has activated the saw blade on his plane and it makes contact with the wing of the Sea Duck, striking sparks. Before Baloo can react Jarrett makes another pass over the nose of the plane, cutting across it.

REBECCA

He's turning the plane into confetti! Do something, Baloo!

BALOO

We're sitting ducks out in the open like this. Maybe I can lose him in the forest!

Baloo dives the plane down into the forest below. The Sea Duck flies through the forest, dodging and swerving to avoid trees.

REBECCA

Are you crazy? Pull up! There's too many trees down here!

BALOO

I'd rather dodge a few trees than face Mr. Congeniality up there!

JARRETT (V.O.)

Baloo, you coward! Stop hiding in the forest and come out here!

(CONTINUED)

BALOO

Sorry, pal. As long as I stay
below the treeline you won't be
able to find us!

JARRETT (V.O.)

That's what you think!

Jarrett's plane flies just above the treeline. The grease nozzle on his plane deploys and unleashes a massive jet of fire onto the forest below. Jarrett has converted the grease nozzle into a flamethrower.

BALOO

I don't believe this! He's got an
entire armory stashed in his plane!

Baloo sees the trees around him and in front of him explode into flame.

BALOO

Maybe you were right Becky...this
wasn't such a good idea.

There is a wall of fire in front of them. Rebecca and Kit cover their eyes as the Sea Duck flies through it. Part of the treeline burns away, creating a hole in the forest canopy and exposing the Sea Duck's location to Jarrett.

JARRETT

Now I've got you!

Jarrett dives through the hole in the trees into the forest. The Sea Duck flies through the forest with Jarrett in hot pursuit, unleashing fireball after fireball at it. Jarrett keeps missing the Sea Duck and setting the trees around it on fire as they pass.

REBECCA

We've got to get out of this
forest! He's going to set the
whole thing on fire!

BALOO

There's a clearing up ahead. We'll
be out in a second!

The Sea Duck breaks out into a clearing, which is dominated by a large tar pit. The pit is filled with black bubbling tar. The air is heavy with steam and the smell of methane gas.

(CONTINUED)

KIT

What is this place?

REBECCA

Looks like a giant tar pit!

KIT

Uh Baloo, isn't tar really flammable?

Jarrett breaks out into the clearing, firing his machine guns.

BALOO

That wacko's going get us all killed.

(into the radio)

Jarrett, stop! We're sitting on a giant tar pit! You want to blow us all sky high?

JARRETT (V.O.)

No...just you.

Jarrett continues flying after the Sea Duck and firing his machine guns. He chases the Sea Duck around the clearing a couple of times.

BALOO

So much for listening to reason.

KIT

Baloo, look!

Kit points in the direction of the forest. One of the trees on the edge of clearing is on fire. A branch overhanging the tar pit is already engulfed in flames, and is about to drop into the pit.

BALOO

Oh, baby! We're getting out of here!

Baloo yanks back on the control stick as hard as he can. The Sea Duck shoots straight up. Seconds later, the tree branch breaks off and drops into the tar. A tremendous explosion goes off behind the Sea Duck. Flames scorch the back of the plane while a shockwave shakes the entire craft. Baloo struggles to maintain control while objects fly throughout the cabin.

(CONTINUED)

The boom from the explosion fades and Baloo gets the Sea Duck back under control. They fly back down and survey the damage. The forest lies in blackened ruins. Most of the trees have been destroyed, flattened by the explosion. Thick smoke curls up from the remains of the forest.

BALOO

Whew! That was some ride! Are you guys all right?

REBECCA

Yes, thank goodness! But what about Jarrett? Is he...?

They look around. Jarrett's plane is nowhere to be seen, and he is no longer following them. Baloo tries the radio.

BALOO

Come in, Jarrett. Do you read me?

There is no answer.

BALOO

I don't know, Becky. I don't see how anyone could have survived that. I'll tell you one thing - wherever he is, I won't be missing him!

The Sea Duck flies onward in the direction of Cape Suzette.

DISSOLVE TO:

INT.MINIVERSAL AIRFIELD.DAY

Miniversal's airfield somewhere in Cape Suzette. The Miniversal corporate logo is painted onto the runway.

Perry is meeting with pilots in a hangar. He stands in front of a makeshift briefing room with a projection screen set up next to him. An assembly has been called and members of Miniversal's air force are sitting in chairs watching Perry.

PERRY

Attention!

MINIVERSAL PILOTS

Sir, yes sir!

(CONTINUED)

PERRY

At ease. Listen up. You're all top pilots of Miniversal's air force. I called this meeting because I have an important mission for you! The very survival of Miniversal Corporation is at stake!

A picture of the Sea Duck comes up on the projection screen.

PERRY

Our target is this yellow seaplane. Her name is the Sea Duck, and she is on her way to Cape Suzette right now.

MINIVERSAL PILOT #1

A civilian plane, sir?

PERRY

Yes, but not just any civilians. The people in that plane are in possession of a document that endangers all of Miniversal Corporation. They are planning nothing less than the complete destruction of our company. We sent someone after them earlier but he failed to complete his mission. You guys are our last hope. You must intercept that plane before it reaches Cape Suzette and get that document! If the passengers don't give it up, shoot them!

MINIVERSAL PILOT #2

Isn't that kind of harsh? They're only civilians!

PERRY

They are dangerous criminals! Don't question my orders! Anyone else who does so will be grounded permanently! Is that understood?

MINIVERSAL PILOTS

Sir, yes sir!

PERRY

Now go! There's not a moment to lose!

(CONTINUED)

The meeting breaks up and the pilots begin filing out of the room. Perry looks at his watch. It is 11 AM.

CUT TO:

EXT.MINIVERSAL AIRFIELD.DAY

Miniversal's airfield. The runway of the airfield has the Miniversal corporate logo painted on it.

The pilots scramble out of the hangar. They run onto the tarmac and get into their planes, which are all sleek fighters. One by one, the pilots begin taxiing down the runway and taking off.

The fighters fly through the cliffs in search of the Sea Duck.

CUT TO:

EXT.OCEAN.DAY

The Sea Duck is passing over the ocean a few miles away from the Cape Suzette cliffs.

KIT

We're almost there, Baloo! Cape Suzette's only a few miles away!

BALOO

Yeah, but it's already 11:30! I don't see how we can get this evidence to the police and still have time for them to stop the demolition!

REBECCA

Baloo, up ahead!

A squadron of Miniversal fighters has appeared on the horizon. The Miniversal corporate logo is stamped on each of the planes.

REBECCA

Those are Miniversal planes!

BALOO

Something tells me they're not rolling out the red carpet for us.

The radio clicks on.

(CONTINUED)

MINIVERSAL PILOT #1 (V.O.)
Attention. This is the Miniversal
air force under orders from Mr.
Perry. You're ordered to land and
surrender your cargo
immediately. If you don't we will
be forced to shoot.

REBECCA
Keep going, Baloo! We've come too
far to be stopped now!

BALOO
(into the radio)
Sorry! This is an important
delivery, and you know what they
say - the mail must get through!

MINIVERSAL PILOT #1
Very well.
(to his squadron)
All units, attack!

The Miniversal squadron goes into attack formation. They
fly toward the Sea Duck and fire their machine guns at
it. Baloo turns the plane around and flies away from the
Miniversal fighters, taking the plane up into the clouds.

BALOO
Hang on!

REBECCA
Where are you going? Cape
Suzette's that way!

BALOO
Do you want to get there in one
piece or a hundred pieces?

The Miniversal fighters pursue the Sea Duck into the clouds,
firing continuously. They continue their pursuit above the
cloudline. Baloo pitches and yaws the plane to avoid the
gunfire coming at it. He tries a few maneuvers (flying
around clouds, etc) to lose the fighters but they stay right
on his tail.

BALOO
Man, these guys are really good! I
can't shake them!

Baloo flies below the clouds again and the fighters follow
him.

(CONTINUED)

MINIVERSAL PILOT #1
Time to end this. Gauntlet
formation, men!

The fighters break off from formation and fly off in different directions.

BALOO
What are those guys up to?

A fighter suddenly flies at the Sea Duck from the left side. Baloo turns the plane to the right to escape.

BALOO
That was close!

The escape path to the right is suddenly blocked off by another Miniversal fighter.

BALOO
Yikes!

Baloo pulls the plane up to try to escape, but two more fighters swoop down from out of the clouds. The Miniversal fighters have formed a rotating spherical formation around the Sea Duck. All paths of escape are blocked off. The fighters circle the plane ominously.

REBECCA
We're surrounded!

MINIVERSAL PILOT #1
We've got them now. All units open
fire!

All the fighters open fire. Gunfire comes at the Sea Duck from all directions.

BALOO
It's like we're in a shooting
gallery...and we're the duck!

The Sea Duck takes heavy damage from the gunfire. The windows of the cockpit shatter and gunfire ricochets throughout the cabin. Instrument panels break. An empty bottle of soda pop on the dashboard explodes. Baloo, Rebecca, and Kit duck and dodge to avoid the bullets.

REBECCA
This is the end, isn't it?

(CONTINUED)

BALOO

I guess so. I'm sorry we couldn't make it to Cape Suzette, Becky.

REBECCA

That's okay...at least we tried.

Rebecca, Kit, and Baloo huddle together as gunfire continues to ricochet throughout the cabin. Baloo closes his eyes and clutches his friends tightly.

BALOO

Goodbye, guys.

Suddenly, the Miniversal fighter directly in front of them has its engine explode. The fighter spirals down toward the ocean, trailing smoke.

BALOO

What the...?

KIT

Baloo, look!

A squadron of Shere Khan fighter planes swoops in and engages the Miniversal planes in combat.

MINIVERSAL PILOT #1

We're being attacked! Defend yourselves!

Miniversal breaks off its attack of the Sea Duck to fight against Shere Khan's planes.

KIT

It's Shere Khan's air force! What are they doing here?!

BALOO

Who cares? They're helping us! And we're going to start helping some back!

The Miniversal and Kahn planes engage in a furious dogfight. Bullets fly everywhere. Both sides start taking losses as planes start to go down. The Khan pilots appear to have the advantage, as more Miniversal planes go down than Khan's.

Baloo does what he can to assist Shere Khan's planes. He brings the Sea Duck down on top of one low-flying Miniversal fighter, sending it into the water. Then he gets two Miniversal fighters to chase him from opposite directions and collide.

(CONTINUED)

The above action takes place for about a minute, with Miniversal losing much of their fighting force.

MINIVERSAL PILOT #1
All units, retreat! Repeat, fall
back! Fall-

The engine of Pilot #1's plane explodes. He bails out as the plane goes down. The remaining Miniversal planes fly off into the distance.

REBECCA
Look! They're retreating!

KIT
All right!

BALOO
Those guys really saved our
bacon! But I still don't
understand why Khan's planes
stepped in like that.

REBECCA
It was because of me.

BALOO
You?

REBECCA
Remember when I made that call
before we left Griffith's
office? I didn't call the police -
I called Khan Industries instead.

BALOO
Really? What did you say to them?

REBECCA
I left a message detailing the
Miniversal conspiracy and our plan
to deliver our evidence. I figured
that Khan would want the evidence
delievered safely. After all,
Miniversal's shipyard was designed
to compete against him. And I knew
that Khan's resources would be able
to protect us better than the
police ever could.

KIT
Great idea, Miss Cunningham!

(CONTINUED)

BALOO

I'll say. I guess Khan got your message.

REBECCA

Looks like it. But it doesn't matter anymore...we failed. Look at the time, it's ten minutes to noon. We can't even get to the cliffs by then. The harbor's as good as gone.

KHAN PILOT #1 (V.O.)

Come in, Sea Duck.

Baloo picks up the radio.

BALOO

This is the Sea Duck.

KHAN PILOT #1 (V.O.)

You guys sure are lucky. We almost didn't get to you in time.

BALOO

You don't know the half of it! Thanks for the rescue!

KHAN PILOT #1 (V.O.)

Not a problem. In return, we have a request for you.

BALOO

Sure! Anything!

KHAN PILOT #1 (V.O.)

There's a small island due north of here. We ask that you land there immediately. We have someone that would like to have a meeting with you.

BALOO

A meeting?
(to Rebecca and Kit)
What do you guys think?

REBECCA

We might as well - we missed our deadline anyway.

DISSOLVE TO:

EXT.TROPICAL ISLAND.DAY

The Sea Duck has landed on a small tropical island in the middle of the ocean. Baloo, Kit, and Rebecca are standing on the beach.

BALOO

Well, we're here...where's this visitor Khan's got for us?

A private jet approaches the island and lands on the beach next to them. The door opens and a set of stairs flips out onto the beach. Shere Khan steps out from the shadows inside the plane into the light.

BALOO, KIT, REBECCA

Shere Kahn!!!

Baloo, Kit, and Rebecca are clearly not expecting to see Khan and are intimidated by him.

SHERE KHAN

Mr. Baloo. We meet again.

BALOO

Uh...yeah.

SHERE KHAN

And you must be Rebecca Cunningham.

REBECCA

Yes sir.

SHERE KHAN

I received your phone message. My associates passed it directly to me a few hours ago. I'm very interested to see this document from Miniversal. Where is it?

REBECCA

Baloo, give it to him.

BALOO

Oh, right.

Baloo gets the master plan out of his pocket and gives it to Khan. Khan scans through it briefly.

SHERE KHAN

Interesting.

(CONTINUED)

REBECCA
Mr. Khan, I-

SHERE KHAN
In a moment, please. I'm not
finished.

Shere Khan finishes reading the document and puts it down.

SHERE KHAN
A well-conceived plot. I suppose I
should be flattered that Miniversal
was willing to go so far to compete
with me.

REBECCA
Pardon me, Mr. Khan, but that
document is worthless now! Even if
it proves the conspiracy, it's too
late to prevent the destruction of
the harbor.

Shere Kahn flips open his gold watch.

SHERE KHAN
I beg to differ. According to my
watch it is currently 11:59 - one
whole minute before the scheduled
demolition.

Shere Khan snaps his fingers. Shere Khan's tiger assistant
appears at his side in an instant.

ASSISTANT
Yes, Mr. Khan?

SHERE KHAN
Notify the authorities. Inform
them that Miniversal's demolition
plans are to be terminated.

ASSISTANT
Yes, sir!

The assistant is gone in a flash.

SHERE KHAN
And that, as they say, is that. If
you return to Cape Suzette you will
find that the harbor looks quite
the same as it did before.

(CONTINUED)

BALOO

You mean that's it? All you had to do was say a few words?

SHERE KHAN

I readied the authorities in advance. I merely needed to see the evidence before I gave them the final word.

REBECCA

But what about all the business owners? We may have saved the buildings but the owners they belong to are still bankrupt!

SHERE KHAN

Patience, Miss Cunningham. I will see to it that the individuals responsible for this conspiracy are caught. Once this Griffith character is apprehended, the money recovered will be used to get the owners back their "businesses."

(Kahn says the word "businesses" with slight disdain.)

SHERE KHAN

I will be taking over this matter from here. Your assistance has been appreciated, but there is no further need for your services. This document is all I need. I will be taking it with me. I trust you have no further use for it?

REBECCA

No, it's all yours.

SHERE KHAN

Very well then.

Khan starts to go back into his plane.

BALOO

Wait a minute Khanny! Thanks for helping us and all...but why'd you do it? What motivated you to care about a bunch of small businesses?

(CONTINUED)

SHERE KHAN

That should be obvious. As CEO of Khan Industries I have learned to always protect my interests. And it is in my interest to see that the Miniversal shipyard is never constructed. Is that clear?

BALOO

I guess. Thanks.

SHERE KHAN

Good day then.

Khan goes back into his plane. The door closes and the plane takes off.

CUT TO:

EXT.HARBOR OVERLOOK.DAY

Thug #1 and Thug #2 stand on a hill overlooking the harbor. Thug #1 has a push-down detonator in front of him. The detonator has wires running out of it down to the harbor below. Thug #2 is looking at his watch, counting the seconds down to noon.

THUG #2

7...6...5...4...

Thug #1 gets ready to push the detonator.

THUG #2

3...2...1...

Just as Thug #1 is about to push the detonator down, a pair of handcuffs clap over his wrists.

THUG #1

Hey!

The police SERGEANT in charge of the Griffith case and his OFFICER are standing next to the thugs. The officer finishes cuffing Thug #1 as the sergeant pulls the wires out of the detonator box.

OFFICER

You guys are under arrest for assisting fraud.

(CONTINUED)

SERGEANT

And attempted murder. We heard about what you tried to do to the lady and kid. Try picking on someone your own size next time.

The officer places Thug #2 in handcuffs.

THUG #2

Well boss, at least we'll get to see our old buddies in the slammer again.

THUG #1

Shut up.

The thugs are lead away by the police officers. In the harbor below, police cars converge on the scene, lights flashing.

DISSOLVE TO:

INT.MINIVERSAL BOARDROOM.DAY

SULTAN and PERRY are in the Miniversal boardroom. Sultan is talking on the phone while Perry is watching him nervously.

SULTAN

Yes, officer. Thank you for informing me of this situation.

Sultan hangs up.

SULTAN

I'm disappointed in you, Perry. Miniversal is likely going to be charged with fraud. We can settle out of court, but it's going to take millions to repair the damage you've caused.

PERRY

Yes, sir.

SULTAN

There's no reason why I shouldn't turn you over to the police. But I'm not going to. In fact, I'm not even going to fire you.

(CONTINUED)

PERRY

You're not?

SULTAN

No. But I am going to reassign you
to a different office.

Sultan grins.

DISSOLVE TO:

EXT.HIGHER FOR HIRE.DAY

Baloo and Kit are sitting on the docks at Higher for Hire
next to the Sea Duck. Rebecca gets out of a taxi that has
just pulled up and walks over to them. She looks unhappy.

BALOO

Hey, Becky. Where have you been?

REBECCA

I just got back from the police
station. They've arrested Griffith
and the sheriff in Raceville and
recovered the money that was stolen
from Cape Suzette.

KIT

That's great! Does that mean
you'll get Higher for Hire back?

REBECCA

I'm afraid not, Kit. That money is
going to be used to pay back all
the people Griffith swindled over
the years. I'll only be able to
recover about half of what I
lost. It's not going to be enough
to buy back Higher for Hire.

KIT

Gee..sorry, Miss Cunningham.

REBECCA

It's okay, Kit. I'll get over it.

BALOO

Why do you look so unhappy? I
thought you didn't want to run your
own business anymore.

(CONTINUED)

REBECCA

I didn't think so either...at first. But last night I realized something. When we went after Griffith and I saw there was a chance to get Higher for Hire back, I knew in my heart that's what I really wanted. *sigh* But I guess some things just weren't meant to be. Well, I'd better head into the office. I'm late for work! Thanks for everything guys. Have a safe trip back to Raceville.

BALOO

Hold on a minute, Becky.

REBECCA

Yes, Baloo?

BALOO

Listen...I got some dough saved up from race winnings. Maybe I could help you buy back Higher for Hire.

Rebecca is taken aback by Baloo's offer.

REBECCA

You would do that for me? But why?

BALOO

Well, you did save my life. It's the least I can do.

REBECCA

Hey, I was just helping a friend. You don't owe me anything, Baloo. I appreciate your offer, but I have to decline. I could never accept a loan for that much because I wouldn't be able to pay it back.

BALOO

Actually I had a different idea. I was thinking about buying a stake in Higher for Hire and coming back to work here again.

Kit perks up when he hears Baloo's idea.

(CONTINUED)

REBECCA

Really?

BALOO

You said you have half of what you need, right? I can contribute the other half. Then we'll each own a share of the business and run it as a partnership. That way I'll get to see more of the business side that I didn't get to before.

REBECCA

But what about racing? I thought it was your dream job!

BALOO

Racing's not all it's cracked up to be, Becky. My first few weeks on the job were enough to make me see that. I've been thinking about moving back for awhile. This is the perfect opportunity to do that.

REBECCA

You're really serious about this, aren't you? You do realize that you'll never make as much money here as you did racing, right?

BALOO

I know that. But money isn't everything. Having a job where I get to work with my friends everyday is more important than a few measly dollars. Right, Kit?

Baloo winks at Kit and Kit winks back.

KIT

Right, Baloo.

REBECCA

I don't believe what I'm hearing. Are you sure you want to go through with this?

BALOO

Yup. So what do you say, Becky? Do we have a deal, partner?

Baloo extends his hand. Rebecca thinks about it, then accepts Baloo's handshake.

(CONTINUED)

REBECCA
Okay, partner.

DISSOLVE TO:

INT.MINIVERSAL CORPORATION (REBECCA'S OFFICE).DAY

A couple of weeks later. It is Rebecca's last day at Miniversal. Rebecca is in her office cleaning out her desk. She is putting personal memorabilia into a large box on her desk. ANNA, Rebecca's assistant, comes in.

ANNA
I hear you're getting your old business back. Congratulations.

REBECCA
Thanks! I'm actually going down there this afternoon - we're moving everything back into our old building.

ANNA
I just stopped by to say goodbye. It was great working with you - even if it wasn't for very long.

REBECCA
Thanks, I feel the same way! I'm sorry I have to leave - were you guys able to find someone else to replace me?

ANNA
Fortunately, we did! We just hired her yesterday.

REBECCA
Great, I'm glad you found someone. I suppose she'll be taking this office.

ANNA
No, actually she's getting Perry's old office. You heard what happened to him, right?

REBECCA
No, what?

(CONTINUED)

ANNA

Perry no longer works here! His office has been cleaned out since last week.

REBECCA

Was he fired?

ANNA

No, Mr. Sultan reassigned him to one of Miniversal's satellite offices. I'm not sure where, but I heard it was a pretty remote location.

REBECCA

Hm. I wonder where he is.

DISSOLVE TO:

EXT.DEATH VALLEY.DAY

A lone wooden shack sits deep in the desert, surrounded by sand. The shack has a crude sign with the Miniversal logo in front. A guard sits outside in a chair sleeping.

Inside the shack, Perry sits at a desk and stamps documents, counting them out loud as he does so. Behind Perry there are stacks and stacks of documents still to be stamped. It is a hundred degrees outside and Perry is sweating.

PERRY

Nine hundred ninety eight, nine hundred ninety nine, one thousand. There...almost done.

Perry looks forlornly at the stacks behind him.

PERRY

Only thirty thousand more to go.
(calling to the guard outside)
Hey...could I get some more ink in here? And maybe some air conditioning? Hello? Hello?

The guard continues to sleep.

DISSOLVE TO:

EXT.HIGHER FOR HIRE.DAY

Later that afternoon at Higher for Hire. The harbor is alive with activity. Businesses are moving back in and reopening. The same business owners that put up "FORECLOSED" signs before are now replacing them with ones saying "GRAND REOPENING."

At Higher for Hire, a big moving truck is parked next to the building and Wildcat and Kit are moving the old furniture back into the building. Molly is helping them by moving really small things. Baloo is talking to IGNATZ on the pier.

IGNATZ

It was nice of Miniversal to pay up to help the other owners around here get their businesses back.

BALOO

That, and the police also made them do it.

IGNATZ

I guess everything worked out in the end. Well, I'll see you around, Baloo. I need to head back to Raceville. I gave my former pilot his job back and we need to prep for a race tomorrow. Sorry you decided to quit racing. I'm going to miss cracking all those fat jokes about you.

BALOO

That makes one of us.

IGNATZ

But I can understand why you decided to stay. You have some good friends here. Well...take it easy! Squawk!

Ignatz flaps his wings and flies away. Baloo watches him fly off. Rebecca enters the scene and comes up to him.

REBECCA

Good news, Baloo. I just got off the phone with some of our old clients. I managed to convince most of them to take us back as their cargo service!

(CONTINUED)

BALOO

Well, isn't that something! You sure do have a mind for business, Becky.

REBECCA

Why, thank you.

BALOO

I had an idea. Now that I'm part owner of this business again, I was thinking a name change might be in order. I never liked "Higher for Hire" anyway. I always thought "Baloo's Air Service" was better.

REBECCA

Oh? And what name would you suggest?

BALOO

How about some combination of the two? Like, what do you think of "Baloo for Hire?"

REBECCA

Eh...doesn't really do it for me. What about "Rebecca's Air Service?"

BALOO

But I'm the one flying the plane. So *my* name should be in the company name.

REBECCA

Why don't you just leave the business stuff to me, okay?

BALOO

Now wait a minute - why can't you just admit that I know business just as well as you do!

REBECCA

Because you don't.

BALOO

I do too!

REBECCA

Do not!

(CONTINUED)

BALOO

Do too!

Baloo and Rebecca start to argue. As they continue yelling at each other, Wildcat, Molly and Kit stand outside and watch them.

KIT

Here we go again!

THE END.