

A WHISKER PAST MIDNIGHT

by
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FADE IN:

EXT. PASSENGER SHIP TERMINAL - DAY

SUBTITLE: SOUTHAMPTON, ENGLAND -- NEW YEAR'S EVE 1949

A wide-brimmed hat flaps in the wind, obscuring all but the pink nose of its wearer, LAURA--a white-furred, pink-eared mouse of nineteen (and grace beyond her years).

She sets down her battered brown suitcase, rips off the hat, and shakes her hair free.

A passing WOLF in a pinstripe suit whistles--Laura turns to look, but he fades into the crowd, paws jammed into pockets.

LAURA

Oh, pick on your own species.

She retrieves blueprints from one of her bags, unrolls them, and holds them up against the profile of the ship ahead. It's a perfect match, except for the extra funnel.

LAURA

Gotcha this time, you thieving...

She smirks, sets the hat back on tight, and stalks toward her prize, rolling her blueprints.

LAURA (CONT'D)

Gonna make 'em pay, daddy.

EXT. PASSENGER SHIP TERMINAL -- STAIRWAY ENTRANCE

Laura starts toward a staircase leading into a long building beside the ship--a sign by it reads "2A". It's roped off, and littered with newspapers--one has a huge headline: "TRAVELERS VANISH--AUTHORITIES BAFFLED". Laura frowns at the paper and checks her ticket.

LAURA

My ship's going to disappear
without me soon...

She sighs, stuffs the ticket into her pocket, and heads toward the water, sighting a few crewmen with their own troubles...

EXT. PASSENGER SHIP TERMINAL -- AUTOMOBILE ENTRY

A big car's engine purrs as a low-ranking CREW-RAT in duty clothes inches it along the gangway and closer to the ship. The Crew-Rat gulps, eyeing the long drop to the docks.

A SECOND CREW-RAT stands in front of the car and fearfully motions the driver forward.

Below, an OFFICER RAT puffs menacingly away at a cigarette.

OFFICER RAT
HOLD THAT CAR!

Both Crew-Rats jump nearly out of their skins. The driver stomps on the brakes, making them squeal.

OFFICER RAT
What are you doing, you idiots?
You'll drop it off the side!

EXT. PASSENGER SHIP TERMINAL -- BELOW AUTO ENTRY

Laura watches the Officer Rat pace, fret, and groan at every move his underlings make above.

OFFICER RAT
You'll peel potatoes tonight, I swear!

LAURA
Excuse me, sir, but--

The Officer Rat flicks a glance in her direction and ashes at her shoes. She takes a step back to avoid both.

OFFICER RAT
Go to Information, back that way.

He waves her off and looks skyward, shaking his head at the demands of this unfair world. Laura retrieves her ticket.

LAURA
I know where my cabin is, it's just the stairs--

OFFICER RAT
Quit babbling and show me your ticket.

He grabs it, still not looking at her. His eyes drop to the ticket--he chokes on his cigarette and flips it away. He makes a great show of tugging his uniform into shape.

OFFICER RAT (CONT'D)
Well! First Class, Miss Weiss!
How'd you get down here?

LAURA
Two tired paws and a late train--

OFFICER RAT

--whatever. Come on, I'll see you there myself.

He picks up Laura's suitcase and takes a few swift steps toward a stairway. Laura scratches her head but starts off after him. He pauses and looks up at his unfortunate subordinates.

OFFICER RAT (CONT'D)

Scratch that car and you can spend New Year's in the brig!

EXT. FIRST CLASS EMBARKATION AREA

FRANKIE, a mouse about Laura's age--but stockier, ears a little over-sized, and fur a little darker--emerges with his GRANDFATHER from a staircase.

Grandfather is spry and wiry, though he leans on his round-knobbed cane. As Frankie hefts his drawstring rucksack and starts up the last, steeper step, Grandfather pulls him up.

FRANKIE

I'm glad you know your way around. This place is nuts.

GRANDFATHER

Well, you know how I navigate. I just shut my eyes and point. That's how I ended up with your grandmother, now that I think about it.

Grandfather spots Laura, escorted by the Officer Rat up ahead. He taps Frankie with his cane and points her out. Frankie does a classic double-take, and his jaw drops.

GRANDFATHER (CONT'D)

You ought to introduce yourself. I'd bet my whiskers she's Jewish, and she looks lonely.

Laura glances in his direction and smiles faintly, then looks away as the Officer Rat guides her to the correct line.

FRANKIE

If she's lonely, it's a crime.

The Officer Rat tips his hat to Laura, sets her suitcase down, and whirls around, headed for the exit staircase. His fake smile falls as he passes Frankie and Grandfather, snarling under his breath.

OFFICER RAT
Jewish scum...

Frankie grabs him by a sleeve, stopping him. Grandfather slaps the knob of his cane menacingly against one palm.

FRANKIE
What did you just call her?

GRANDFATHER
I should whack you a good one!

The Officer Rat stammers and stutters, obviously caught.

OFFICER RAT
I--I didn't mean--

FRANKIE
--she's a beautiful young mouse,
and you're so far out of line they
ought to bust you down to a pot-
scrubber!

Grandfather shoulders Frankie aside, brandishing his cane.

GRANDFATHER
Manners be damned, I'm going to
knock his head clear off.

Frankie lets go, to hold Grandfather back. The Officer Rat ducks Grandfather's swipe, and hightails it toward the exit. Grandfather glowers at Frankie.

GRANDFATHER (CONT'D)
I could have taken him, you know.
We have to stand up for our own.

Frankie matches his glare.

FRANKIE
The war's over. Haven't you done
enough hard time already?

Grandfather sighs and nods, disappointed.

GRANDFATHER
He'll get his, sooner or later.
Sooner, I hope.

The Officer Rat slinks down the exit stairway, fur on end and running scared. Frankie moves on toward the gangway, looking back instead of where he's going.

FRANKIE

I just hope the rest of the crew
isn't like--

He bumps right into Laura, who gasps and whirls around, dropping her suitcase squarely on Frankie's foot. He yelps in pain and sits down hard as the latch springs open. Clothes, books, and sundry items spill all over. Laura falls to her knees, putting her paws over Frankie's as they both massage his bruised appendage.

LAURA

I'm so sorry! Are you all right?

FRANKIE

(playing down the pain)
Yeah, yeah. Let me help you pack
this stuff up--

Grandfather bends to help. Laura quickly folds clothes and arranges them in the suitcase with practiced efficiency. Frankie hands clothes to Laura, one item small and lacy-- Laura blushes and snatches it away. Frankie gulps discreetly.

Grandfather picks up a small brown book with a sound of delight. He leafs through it, mouthing words.

LAURA

Please give me that, it's my--

GRANDFATHER

--prayer book. Handy thing to have
on an ocean voyage.

He graciously hands it back to her. He mouths "told you so" to Frankie, who waves him off. Laura puts the book gently on top of the pile of clothes in the suitcase. She puts the top down and sits on the whole affair. Frankie leans heavily on it and they fumble the latches closed. They wipe their brows.

GRANDFATHER

Well, looks like everything's ship-
shape here.

Frankie grins at Laura.

FRANKIE

My foot's gonna be ship-sized in a
second, if that counts.

Laura groans.

LAURA

Again with the foot. What can I do
to make it up to you?

Frankie begins to speak--but thinks it over. His eyes and
Laura's lock--they both know that this is an intimate moment.

FRANKIE

Have dinner with me, and don't
bring the luggage.

Laura laughs as she and Grandfather help lift Frankie up.

LAURA

I'd love to.

GRANDFATHER

Well, let's see you off before
something less fortunate happens to
you. Come on, Hopalong.

Frankie scratches his head.

FRANKIE

See me off? But--

GRANDFATHER

I never said I was going with you.
(to Laura)
I'll take that as far as I can,
Miss...?

Frankie shakes his head in disbelief. Grandfather easily
hefts the foot-crushing suitcase. Laura raises her eyebrows.

LAURA

Thanks, both of you.
(to Frankie)
Oh--I'm Laura.

FRANKIE

I'm Frankie. American, are you?

She nods.

FRANKIE (CONT'D)

I knew there was some reason I was
going back.

She's touched, but sizes him up.

LAURA

Hmm. Fairly witty, sort of cute.
You know, if you were Jewish,
that'd be three for three.

FRANKIE

One-quarter Jewish. That count?

LAURA

What the heck, I'm feeling
generous.

She playfully flicks his ear. She and Grandfather head up toward the gangway as Frankie hobbles a few steps behind, whiskers twitching happily.

EXT. GANGWAY ENTRANCE

The three mice approach the gangway. Hermann--a rat with broad shoulders, whiskers twisted into a handlebar moustache--is checking tickets and luggage, waving passengers on with a friendly air. He catches sight of Laura for a second and shakes his head.

HERMANN

Seeing things, Hermann. Couldn't be
her. Stuck in London for a week.

The nearby bellhops squint and scowl--Hermann puts the smile back on. A little way back in the line, Grandfather sets down Laura's suitcase.

GRANDFATHER

My, that's some suitcase. I need a
little fresh air.

He steps up to the railing--closer to Hermann--and sneakily pulls a ticket from his pocket. It reads "Northern Superior Lines". He rips it quickly into confetti and tosses it over the side. Hermann notices, but Grandfather puts a finger to his lips. Hermann just shrugs.

HERMANN

It's your money.

GRANDFATHER

Pocket change, I assure you.
Speaking of--

Grandfather pulls out a small wad of cash and stuffs it into Hermann's pocket. He nods over his shoulder at Frankie and Laura, who are chatting happily away.

GRANDFATHER

Make sure those two bump into each other as often as possible.

HERMANN

You'd have to pry them apart with a crowbar, I think.

GRANDFATHER

All the same, help them along.

(turns and calls)

This is where I get off, Frankie.

Frankie and Laura step up near Hermann. Grandfather shakes Frankie's paw, tips his hat to Laura, then turns away. He heads for the exit stairway, thumping along with his cane.

FRANKIE

Thanks, Granddad! I'll call you!

Grandfather raises his cane in reply, then disappears down the stairs. It's his way.

Hermann watches all of this with amusement, as Frankie and Laura reach him. Frankie has the suitcase in tow--he sets it down gently, as if it might bite.

HERMANN

So, are you... together?

Laura cuts a mischievous glance at Frankie.

LAURA

Not officially.

FRANKIE

I'm working on it.

Hermann turns to Laura, concerned, as he takes her ticket and looks it over.

RUST

No family with you either, miss?
Parents?

Laura's smile falls and her whiskers droop.

LAURA

They're dead. Excuse me.

Hermann winces. Ears folded back and eyes downcast, Laura snatches the ticket out of Hermann's paw and snags the suitcase. She heads up the gangway--

HERMANN
 (breathlessly)
Mein Gott--it is Laura--

Frankie doesn't hear, and takes a step after her.

FRANKIE
 I--I'm sorry--

She turns, tears beginning to streak her fur, torn between being fair to Frankie and getting the hell out of there.

LAURA
 Later. Please, later.

Frankie nods. She flees into the ship. Hermann comes up behind Frankie and puts a paw on his shoulder.

HERMANN
 For her, I think, the war isn't over. I hope you can bring her some happiness, my young friend.

Frankie scratches his chin.

FRANKIE
 Say a guy wanted to send something to a girl--

INT. LAURA'S CABIN

A Tiffany desk lamp lights a mahogany desk. There's a comfortable couch, and a queen-size bed with a thick bedspread. Not big, but stylish--first class on a budget.

Laura bursts in, drops the suitcase, and slams the door. She flings herself onto the bed, sobbing, bunching the bedspread in her paws. She calms and looks around--she sits up, sniffing and wiping her eyes.

She stands and walks to the ornately carved dresser. On top, in a crystal vase, are a dozen red roses. Laura gently cups one and sniffs it deeply, delighted. She picks up a small card and opens it.

LAURA
 (reading)
 Dear Laura-- I hope these brighten the first day of your trip. See you at dinner, and welcome aboard.
 Frankie Lerner.

Laura closes the card, eyes wide, and "hmm"s in appreciation.

LAURA
That was quick!

INT. FRANKIE'S SUITE

There are two queen-sized beds; a large dresser and mirror; ceiling fans; a fridge and kitchenette; armchairs; a couch by a private balcony; and a lustrous-black baby grand piano. The door opens to reveal Hermann, carrying the rucksack for the awed Frankie.

FRANKIE
All this is mine?

Hermann sets the rucksack against a bed, nodding.

HERMANN
It's a suite for two, but this
time, just you.
(to himself)
Makes my job a little easier.

Frankie rushes to the piano and runs his paws over the smooth black finish, nearly drooling with anticipation.

FRANKIE
Oh, this is going to get some
Gershwin.
(a beat, serious)
My grandfather really did have a
ticket, didn't he?

Hermann backs away, pretending not to hear.

HERMANN
Just ring for the maid or room
service if you need anything, sir.
I really must see to many other--

Frankie leaps up and stops Hermann from closing the door behind himself. Hermann winces but holds his ground.

FRANKIE
Did Granddad have a ticket?

Hermann looks him in the eye, and takes him by the shoulders.

HERMANN
Mr. Lerner, please take a little
advice. You and this... Laura
could be very good together, and
your grandfather stepped out of the
way. You have very little time on
this ship. Make it count.

INT./EXT. FRANKIE'S SUITE

Hermann lets Frankie go and turns to walk away down the ship's corridor. Frankie shakes his head good-naturedly.

FRANKIE

You're a good match-maker, Hermann!

HERMANN

(over his shoulder)

I've been called worse. Hope your paws are busy with more than a piano tonight!

Frankie grins in an aw-shucks way, backs self-consciously into his suite, and shuts the door.

INT. FRANKIE'S SUITE

Frankie leaps to the piano bench again and seats himself, brushing his tail out of the way. He lifts the cover off the keys, rubs a smudge off the instrument's deep black finish, and positions his paws.

FRANKIE

Rhapsody in Blue? Definitely.

He begins to play, but his tail sticks straight out and his hackles rise. He grits his teeth and pulls his paws away from the keys, flapping them as if they've been burned.

FRANKIE

What the--they didn't even tune you!? It's a crime! It's--ugh!!!

INT. LAURA'S CABIN -- BATHROOM

Laura enters, vase of roses in one paw and Frankie's note in the other. She smiles at the note, folds it, and slips it into a pocket of her jacket. She pats it absentmindedly.

LAURA

Now, some water for these.

She sets the roses on a shelf next to the pedestal sink, and reaches for a sink handle--clearly marked "Cold". She turns it on and water begins to splash into the sink. She turns her back to the sink, sorting through a basket of toiletries. She sniffs some soap.

LAURA

Whew! That'll get his attention, or clear his sinuses.

(a beat)

(MORE)

LAURA (cont'd)

God, you know I don't ask you for much. Please, if he asks about my parents, don't let me run away from him again. I hope he's a keeper.

Behind her, clouds of steam billow up from the sink and fog the mirror. She shakes her head to clear it, and reaches for the sink with her left paw as she turns.

LAURA

Okay, let's see about that--

She sticks her paw under the steaming hot flow of water.

INT. SHIP CORRIDOR

Laura's shriek of pain and surprise echoes down the hall.

INT. GRAND DINING ROOM

A string quartet plays--three rats and a lady fox cellist, ROXIE Redd, who grits her considerable teeth and tugs at the collar of her ill-fitting, conservative dress.

ROXIE

You owe me big-time, Hermann...

The tablecloths are neat and pressed; the china is the finest. The ceiling is dotted with skylights, stunningly high. Servers and waiters, rats all, dash between marble columns, tending to their well-dressed clientele.

A bandaged left paw reaches toward a plate of asparagus tips and scalloped potatoes. The paw loses its grip on a fork, which falls flat into the food.

LAURA (O.S.)

Crap.

The paw belongs to Laura, now in evening dress. She puts her knife down beside her plate and hides behind her napkin.

LAURA (CONT'D)

I'm sorry, that wasn't very ladylike.

Frankie, sitting across from her with a jacket and fedora hanging from the back of his chair, waves reassuringly.

FRANKIE

It's okay. You're hurt. That's got to put anybody out of sorts.

As though in agreement, a Holstein COW LADY at the next table takes a break from her salad, mooing uncomfortably. Frankie and Laura cut an irritated glance at her. Laura retrieves the fork and arranges it in her bad paw again.

LAURA

They mixed up the plumbing in my bathroom. Hot water took the fur right off.

Frankie grits his teeth in sympathy.

FRANKIE

That's awful! I hope you heal up quick.

(a beat)

Someone forgot to tune my piano.

Laura pauses in mid-stab and sets her fork aside clumsily. A smile dances around the corners of her mouth, though.

LAURA

You play?

FRANKIE

For the right audience.

COW LADY

(in pain, quietly)

Moo...

Frankie and Laura flinch at this. Frankie grabs an empty pitcher from the table and extends it toward the Cow Lady.

FRANKIE

Lady, please, milk yourself or you're gonna pop.

The Cow Lady snags the pitcher with a grateful dip of her head. Laura makes another futile attempt to use her fork.

FRANKIE

Tape that paw up yourself?

She nods. He extends his own paw.

FRANKIE (CONT'D)

Still have the tape?

Laura eyes him questioningly but retrieves the tape from her handbag. She hands it to him.

LAURA

What do you have in mind?

Frankie sets the fork in her paw and begins to gently wind the tape around it. Laura positively snorts with laughter.

LAURA
You're a nut!

She waves the fork around. It's solid.

FRANKIE
Tape is my secret to worry-free
fine dining.

LAURA
(chuckles)
Well, if we're sharing secrets now,
I've got one...

FRANKIE
Loose lips sink ships. Eh, go
ahead.

LAURA
When we land in New York, I'm
having the entire crew arrested.

Frankie chuckles. Laura keeps a straight face.

FRANKIE
Service isn't that bad. Should be
entertaining to watch, though.

The Cow Lady taps his shoulder, handing him the pitcher--full of milk. She gives him an A-OK sign and he nods politely.

FRANKIE (CONT'D)
(to Laura)
Milk?

LAURA
Yes, please. Careful! Just the
cream off the top.

He pours until she makes a "when" gesture with her free paw.

LAURA (CONT'D)
Tell you what--why don't you play
me something on the piano, and we
can try our luck with room service?

Frankie chokes on his coffee, brushing it out of his whiskers. Laura sips hers with one paw-pinkie extended.

FRANKIE
Aren't you afraid I'll try to get
fresh with you?

LAURA
(shakes head)
I was afraid you wouldn't.

FRANKIE
You and I are going to get along.

Frankie stands, scoots Laura's chair out for her, and they
both head for the door.

The string quartet is near the exit. Frankie holds the door
open for Laura, who pauses for a second.

LAURA
Pardon me, ma'am--

Roxie, sawing dutifully away at her cello but running out of
patience, leans over and speaks out one side of her mouth.

ROXIE
Roxie Redd. Whadaya want?

LAURA
You've played that song twice now.

ROXIE
(hissing)
These idiots only know five songs!

The other players flinch, causing a large hitch in their
performance, and eye her with distaste.

ROXIE
Come by after hours if you want to
hear a real band.
(eyes Frankie)
And be sure to bring your friend.

Laura narrows her eyes at Roxie's silken, predatory tone and
toothy grin. Frankie grins nervously.

FRANKIE
Thanks, but we've already got
plans. Time another, maybe. I
mean, another maybe time--

With that, they're out the door and gone, Laura tightening
her grip on Frankie's arm. Roxie shakes her head wistfully.

ROXIE

Ah--too bad. Mister Mouse was
kinda cute...

EXT. PROMENADE DECK -- EARLY NIGHT

Frankie and Laura walk arm-in-arm past abandoned deck chairs,
and pause at the railing to look out over the rolling ocean,
the last sunlight giving way to deep blue night.

FRANKIE

Well, that was just plain creepy.
I felt like an hors d'oeuvre!

The fork is still taped into Laura's paw. Frankie's in shirt-
sleeves, fedora back on; Laura has his jacket around her
shoulders. Her fur gleams in the twilight--Frankie whistles.

LAURA

My father always said he'd take me
sailing from here to the stars.
The stars look awfully close
tonight, don't they?

FRANKIE

(a beat)

I think I'm looking out at the
ocean with one of the brightest.

She's touched, and grins.

LAURA

You make me feel at home somehow.
It's a rare talent.

The wind picks up--Laura shivers, and Frankie helps her
fasten the coat. He takes her arm again, and they walk more
briskly down the promenade deck. Laura stumbles, catching
herself against the railing. She snuffles a bit--

LAURA

Oh, not now--

She dabs at her nose as it trickles a little blood. Frankie
whips a handkerchief from his pocket and gingerly presses it
to her face. She holds it there.

FRANKIE

Are you all right?

LAURA

Yes, yes. See? It's stopped
already.

They start off again, past a row of gently rocking, suspended lifeboats. On the wall is a "First Class Cabins" sign, its arrow pointing at a closed door with a silver knob.

FRANKIE

You really ought to see a doctor
about th--

Frankie reaches out and grabs the knob. He tries to turn it, but it just clicks back and forth. Frankie pulls his paw back, and flaps it in irritation.

FRANKIE

That just figures.

LAURA

Let's go back.

Footsteps, quick and uneven, sound on the other side of the door, coming nearer. Frankie puts an ear to the door.

FRANKIE

Somebody's in a hurry.

Laura pulls him away just as the door bursts open, CRACK! Hermann (one black eye, split lip, uniform a mess) bowls into them. They fall onto the deck, all three together.

HERMANN

What--oh, curse the luck, why you!?

Frankie, head spinning, gestures introductions.

FRANKIE

Hermann, Laura--Laura, Hermann--

LAURA

(suspicious)

You know, you kinda look familiar
up close--

HERMANN

No time!

Hermann lurches to his feet and catches them both up by the scruffs of their necks. With frantic, last-ditch strength, he hefts them to their feet as they yammer and protest. He points up to a hanging lifeboat.

HERMANN

Get in!

LAURA

Are you crazy!?

Hermann grabs their shoulders and shakes them, snarling.

HERMANN

No, I'm not!

(nods back)

But the Nazi with a rather large
pistol? Pretty sure he's crazy.

Frankie and Laura look at each other and gulp.

FRANKIE

Rrrright.

The two mice clamber onto the guardrail, up support cables,
and to the canvas-covered lifeboat. Frankie whips off the
cover--Laura flaps her paw but can't dislodge the fork.

HERMANN

Laura! Catch!

Startled, Laura looks down as Hermann flings a keyring. She
nearly fumbles it, but hooks it with the fork.

HERMANN (CONT'D)

They may save your lives! Go!

Frankie clamps his fedora on with one paw--and they jump
inside. They set the lifeboat swinging, and Frankie nearly
falls, but Laura grabs his collar and they tumble in.

Hermann clutches the railing and twists to face the door.
Unhurried steps click closer. Just inside the shadowed
doorway, the tip of a cigarette glows.

OFFICER RAT

Talking to yourself, now. Tsk,
tsk. Sad, really.

He steps out into the moonlight, trailing smoke. He sets his
feet apart and holds up an automatic pistol, screwing on a
silencer, with the cigarette still between two paw-pads.

OFFICER RAT

I should thank you. If I'd shot
you back there, we would have had a
terrible time getting the blood out
of the carpet.

Hermann backs against the railing. He eyes the churning,
dark waters far below.

HERMANN

Glad I could be of service.

The Officer Rat kicks him in the stomach, doubling him over.

INT. LIFEBOAT

Laura clutches Frankie's shoulder. Frankie shelters their heads under his hat. Laura nibbles at the tape on her paw.

OFFICER RAT (O.S.)

Traitor!

They wince at the sound of a boot striking flesh again.

OFFICER RAT (O.S.) (CONT'D)

Sneaking, sniveling spy!

(kicks him again)

Amerikaner!

FRANKIE

My kingdom for a slingshot.

LAURA

(spitting out tape)

You could hit him from here?

FRANKIE

I could hit him from New York.

Laura bites her lip. She holds out the paw with the fork.

LAURA

Pull hard. Now!

Frankie winces, grips the fork, and yanks. She hisses in pain as tape and fur rip loose.

LAURA

(through her teeth)

Now shut your eyes.

EXT. PROMENADE DECK

The Officer Rat, crushing Hermann against the railing with a boot, pulls away--Hermann slumps to the deck, coughing and straining. He gives up and lets his chin drop to his chest.

OFFICER RAT

You bore me. No patriotic speeches, no pleas for mercy?

HERMANN

I think--I'll save my breath.

The Officer Rat lifts Hermann's chin off his chest with the barrel of the pistol.

OFFICER RAT

You won't need it much longer.

He begins to pull the trigger, but a whistle from above distracts him. His head jerks up, cigarette dangling.

Frankie stands up in the lifeboat, something springy stretched from arm to arm. Moonlight glints off the fork. He lets fly--the fork pins the Officer Rat's jacket sleeve to the wooden railing, knocking the gun away.

Howling, the Officer Rat scrabbles at the fork. Hermann lunges for the gun--the Officer Rat yanks the fork free, and leaps after him. Hermann gets the first paw on the gun, but the Officer Rat wraps him up and fights for it.

OFFICER RAT

You and your Jews! You can save a couple here and there but we'll get the rest!

The gun waves wildly about and as the Officer Rat forces Hermann's paw down, it goes off with a muffled FFFTTT! sound. Hermann winces and cries out, but keeps fighting.

Frankie dives for cover as another shot shreds through a wire cable by his ear--and through his fedora.

INT. LIFEBOAT

Laura, peeking over the edge, steadies herself--Frankie ducks inside. He hands her the now-stretched-out brassiere.

LAURA

Nice shot!

Frankie shakes his head, and wiggles a paw-pad through the bullet hole in the hat's brim.

FRANKIE

Not really, I was aiming for his face--

LAURA

(winces)

Ouch. Say, Frankie--

She twists around, grabbing for the half-undone zipper on the back of her dress.

LAURA (CONT'D)

--could you zip me up here? And watch the fur.

Frankie takes a half-step toward her--the lifeboat shifts--

EXT. LIFEBOAT

The shredded end of the severed cable suddenly whips upward through a pulley--with a shriek of tortured metal, the lifeboat tips over the side of the deck and plummets.

INT. LIFEBOAT

Frankie and Laura scream as they free-fall, with a death-grip on one of the lifeboat's wooden seats.

EXT. PROMENADE DECK

Hermann, blood seeping through his uniform, slams the Officer Rat's paw against the deck--the gun skitters away. Cable spools out from a winch on the lifeboat supports.

Hermann wrenches free and dives for the winch handle. He throws it as the Officer Rat leaps toward him--with a grating noise the winch seizes up.

The lashing cable yanks taut, cutting the air. Hermann rolls away to duck it, but the Officer Rat isn't as lucky.

OFFICER RAT

Mein Gott!!!

The line whistles toward him and catches him in the chest, carrying him over the railing with a scream.

INT. LIFEBOAT

Frankie and Laura are thrown to the covered end of the boat, a tangle of arms and legs. A sudden impact rocks the boat, with splintering wood and a giant slapping sound. Frankie shakes his head to clear it, and finally darts a paw closer to zip up Laura's dress.

FRANKIE

Better?

LAURA

Much, thank you.

WHAM! The boat shakes again, water pouring in. Frankie and Laura raise their soaked heads and stare in dread. They're skimming alongside the ocean liner, at the end of the cable, about to crash into the bigger ship.

Laura jumps to the stern of the boat, throwing herself against the handle that controls the rudder.

The boat twists and pitches--luckily, away from the ocean liner. Frankie leaps to help her, but she waves him off.

LAURA

I've got this! Bail it out!

Water leaks into the battered lifeboat. Frankie casts about in panic, but grabs his fedora from the bottom of the boat and starts bailing.

EXT. MID-AIR

The Officer Rat clings limply to the shaking cable. He's hurting, but moans and holds on, risking a glance upward.

EXT. PROMENADE DECK

Hermann turns and lurches along the deck, holding his side and scrambling as best he can toward the gun.

EXT. MID-AIR

The Officer Rat sneers. His head whips toward the lifeboat, and he works his way down the cable paw-over-paw.

INT./EXT. LIFEBOAT

Frankie's bailing water like nobody's business, barely sparing a glance up. Laura spots the Officer Rat.

LAURA

Oh, great, just what we need.

Frankie looks up and grunts, then returns to bailing.

FRANKIE

Jeez, you shoot a guy with a fork
one time...

EXT. PROMENADE DECK

Hermann scoops up the gun and stumbles to the railing. He leans on it, sighting in on the Officer Rat--pulls the trigger. CLICK!

He whacks the gun and tries again--CLICK! Cursing, he hurls it, but the Officer Rat dodges. Hermann slumps to the deck, holding his side.

INT./EXT. LIFEBOAT

Laura looks up--the Officer Rat throws himself at the lifeboat with a vicious howl.

He bowls Frankie over, getting his paws around his throat and pinning him down. Frankie struggles and splashes.

OFFICER RAT

First you--then your little tramp!

Laura yanks at the long rudder handle, wrenching it free.

LAURA

"Little"?

She swings, and clobbers the Officer Rat, jerking his head around and flinging him against the side of the lifeboat. Laura leaps to help Frankie up, and they rush to the front.

The Officer Rat staggers to his feet and wobbles toward them. Laura brandishes the handle. Frankie scoops up a flare gun and points it at the Officer Rat, who sneers.

OFFICER RAT

Think that's going to stop me?

FRANKIE

Nope. This might--

He grabs Laura, hooks his arm around the cable connecting the lifeboat to the ocean liner, and points the flare gun down. The Officer Rat's eyes go wide. He starts forward--

OFFICER RAT

No! Don't--

Frankie fires, shearing the cable away in a shower of sparks. He and Laura are reeled up and away, swinging on the cable as the Officer Rat grabs at empty air.

The Officer Rat clutches the side of the lifeboat, as it fades away into the dark.

EXT. PROMENADE DECK

Frankie and Laura rock back and forth to swing the line. They grab the railing and climb onto the deck.

Hermann rests against the wall beside the smashed door, breathing heavily and clutching his bloody side. Frankie and Laura run to him. Laura takes off Frankie's jacket she's been wearing, folding it up.

FRANKIE

You're a bunch of trouble, Herm,
you know that?

Hermann twists around to grimace at his wound.

HERMANN
Go--go now, before another comes--

LAURA
Another? I knew it!

Laura presses the folded jacket against his side. Frankie crouches and whips his belt around the wounded rat.

HERMANN
Bet you're proud of yourself.
Finally caught up after all these--

The two mice cinch up the belt.

HERMANN (CONT'D)
--YEARS! Ach! Not so tight!

FRANKIE
Let the lady do her work.
(to Laura)
How is he? Bad?

Laura nods gravely. They help Hermann to his feet.

LAURA
We need to get him to a doctor--

Herman blazes back to life for a moment, and rounds on them.

HERMANN
No, not the doctor! Can't...

Hermann's eyes turn up white and he stumbles. Frankie and Laura are barely able to keep him from falling, hard.

LAURA
All right, no doctor! My place or yours, Frankie?

FRANKIE
Great question. Lousy timing.

They lurch down the hall. On the deck behind, the now twisted and bloody fork lies forgotten.

INT. FRANKIE'S SUITE

The door flies open as Frankie and Laura push a large room-service cart inside. There's a large bulky object on the lower shelf of the cart, covered in towels. It's Hermann.

FRANKIE
Room service!

LAURA

Shh!

HERMANN

(muffled)

I'm not--an entrée!

LAURA

That's funny. Looks like you're
"on a tray" to me.

They brush the towels off him and drag him out. With their help, he crawls onto the bed, grimacing. Laura grabs one of the folded towels, pressing it against his wound.

HERMANN

Not--bleeding so bad now--lost a
lot though--

LAURA

(to Frankie)

My blood type reads like alphabet
soup. What's yours?

FRANKIE

(sighs)

O-negative. Fill 'er up!

INT. SHIP'S HOSPITAL

Frankie, arm in a makeshift sling, sits on a metal exam table, squinting suspiciously around the room. Murky liquids line a shelf. Spiky instruments bristle on a counter.

Frankie shudders and whips his arm out of the sling to scratch his elbow. As uneven footsteps approach, he jams his arm back into the sling and cradles it, moaning.

The DOCTOR, a rat, opens the door. Thick glasses, a bit loose--patchy labcoat. His leg is in a clunky metal brace.

DOCTOR

What have you done?

He tries--and fails--not to say it like "Vat haff you dunn?"

FRANKIE

(groans)

Whatsit look like?

A nurse enters quietly and sets a chart down on a stack of other ones. The Doctor pushes up his loose glasses.

DOCTOR (CONT'D)
Thank you, nurse. Now, let's have
a look at that arm.

The nurse turns and winks at Frankie--it's Laura, uniform and all. Frankie raises an eyebrow but quickly shifts his eyes back front and center, narrowing them in mock pain.

FRANKIE
Oooh--I'm dyin' here, Doc.

DOCTOR
(sharply)
I doubt it, young mouse.
(voice softens)
I have seen my share of injuries.
You will be all right.

He gently takes Frankie's arm and feels it. Frankie yelps convincingly. The Doctor leans over, "hmm"ing to himself.

Laura whips a tongue depressor out of a glass jar and taps the Doctor on the back of his head. He jerks in surprise and his glasses clatter to the floor.

LAURA
I'm sorry, doctor!

DOCTOR
Glasses, where are my--

Frankie hops off the table and onto the glasses. CRUNCH!

FRANKIE
I think I found 'em.

DOCTOR
(German accent, enraged)
Mein--
(recovers, less accent)
--d if I go and get my other pair?

He grins sheepishly, hoping he hasn't blown his cover.

LAURA
I'll take his vitals for now.

The Doctor squints at Laura and rubs his eyes.

DOCTOR
Yes, good.

Grumbling, he fumbles toward the door, bumping a cabinet.

DOCTOR (CONT'D)
 (pointing at Laura)
 Next time this is coming out of
 your paycheck.

Laura looks down, clasping her paws, properly chastised.

LAURA
 Yes, Doctor.

The Doctor fumbles the door open and leaves. Laura tosses the nurse's cap away and flings open one of the cabinet's lower glass doors, crawling halfway in. Frankie wriggles out of the sling and pitches it into a corner.

FRANKIE
 Hey, keep the cap. You look great
 in a uniform.

LAURA
 I'm never wearing this again--

FRANKIE
 Aww...

Frankie pouts. Laura backs out of the cabinet with a tangled collection of tubing and a couple of bottles.

LAURA
 --unless you ask nicely.

FRANKIE
 I'm asking, I'm asking!

INT. FRANKIE'S SUITE

Frankie pushes Laura (in her civvies again) into the room in a wheelchair--she has the tangle of equipment on her lap. The wheelchair has an I.V. pole attached.

FRANKIE
 Here comes the blood bank, Hermann.
 (to Laura)
 You know how to do this, right?

LAURA
 Don't worry. I've seen this a
 hundred times--Red Cross volunteer.
 They even let me try it once.

She shudders, straps a piece of thick rubber band above Frankie's elbow, tight. He gulps as she wiggles a large needle onto the end of the tubing and uncaps it.

She takes a deep breath and jabs the needle in. Frankie yelps. Laura's eyes widen at the sudden flow of blood.

LAURA
Whoa! Paydirt!

INT. FRANKIE'S SUITE--LATER

A near-empty bottle of blood hangs from the wheelchair's I.V. pole, dripping down the tube into Hermann's arm. Laura thumbs through sheet music at the piano, tapping a key restlessly. Frankie rubs his aching forehead.

FRANKIE
So--who exactly is this guy?

LAURA
I remember seeing him when I was little. Something about my father--

Frankie and Laura look up at the door as a knock sounds-- Laura much more quickly than Frankie.

FRANKIE
Who's that?

LAURA
No idea. Can't be the maid, this late at night.

She gets up from the piano bench, walks to the door, and puts a paw to the doorknob. A cough and a groan make her stop-- Hermann shifts a bit in the bed. His eyes flutter open.

HERMANN
Where--

LAURA
Well, well, our mystery man is still with us.

The knock sounds again. Laura turns the doorknob and opens the door a crack.

LAURA
Yes?

She shrieks and throws her weight against the door, but jabbing through the barest crack, a twisted piece of metal keeps it from closing. A fork.

The fearsome visitor batters the door open and the fork clatters to the floor.

A paw snags Laura and pulls her forward roughly. It's the Officer Rat--soaking wet and grinning.

OFFICER RAT
Hello, Miss Weiss.

He shoves her back through the doorway--she hits the edge of the bed, hard, and cries out--Frankie is nowhere to be seen. The Officer Rat slams the door shut as he stalks in.

OFFICER RAT
Nice and cozy here in your luxury suite?
(gnashes teeth)
I've been freezing on the high seas. A little exercise will dry me off!

Laura stumbles to her feet, scooping up the fork. She strikes at his paws, but he grabs her throat. The fork hits the floor again and he kicks it under the piano. Laura's breath whistles as he squeezes.

OFFICER RAT
Where's the other little vermin that did this to me?

Hermann pushes himself up, straining toward the intruder.

HERMANN
Leave her alone!

OFFICER RAT
Not while she still has a little fight left in her!

He backhands her viciously and shakes her, claws digging in.

OFFICER RAT (CONT'D)
Tell me now! Where is he?

LAURA
I'll never--(gasp)--rat him out.

She kicks the Officer Rat in the groin. He howls in pain, but throws an arm over her neck as she tries to twist away. Her eyes sweep the room--Frankie is crouched under the piano.

The Officer Rat holds Laura at arm's length and draws back his free paw for another blow.

INT. FRANKIE'S SUITE--UNDER PIANO

Frankie winces at the sound of the slap, and Laura crying out in pain and terror. He frantically feels around above his head--and finds a small pack of tools. He flips it open and tries the wrenches on a bolt by a piano leg, one by one.

FRANKIE
(whispers)
Damn metric tools...

The bolt turns, but seizes up. Frankie looks around in panic, then grabs the fork. He jams it under the bolt--it pops loose and rattles away.

INT. FRANKIE'S CABIN

Back in the Officer Rat's furious grip, Laura's eyes glaze over. A trickle of blood runs from her nose.

OFFICER RAT
Come on, Jew-mouse. You don't get
off that easy!

He howls in frustration, tossing her onto the bed.

HERMANN
Oh, Laura, no...

Hermann supports her limp form as well as he can.

HERMANN (CONT'D)
Monster! What have you done?

OFFICER RAT
(cracking his knuckles)
Not half the things I'm going to.

At the sound of squeaking wheels, he looks around. He flings his paws up as the massive piano hurtles toward him, Frankie howling a warcry as he throws all his weight against it.

The piano slams the Officer Rat against the wall and the front legs collapse. The huge strings of the instrument clash and twang, but ring away to silence.

FRANKIE
Waste of a good piano.

HERMANN
Frankie! Help me with her!

Frankie is winded, but he and Hermann get Laura sitting up. She coughs and clutches at her throat, trembling, as they whack her back. She pulls at Frankie's sleeve.

LAURA
What--it all went dark--

FRANKIE
You had one of your little--spells.
It saved your tail this time.

Laura does a doubletake at the ruined piano.

LAURA
No, you saved my tail.

She leans over and holds him closer, tears welling.

LAURA (CONT'D)
Thank you, Frankie.

Hermann sits up better with the others' help. He settles back and looks at them.

HERMANN
Well. Laura Weiss. I don't
suppose you remember me, do you?

LAURA
Should I?

HERMANN
Yes, and none too fondly--I was the
last one to see your father alive.

Laura's jaw drops.

LAURA
You! You took him away in a big
black car.

HERMANN
Nazis--they wanted your father's
ship. Things went bad.

LAURA
Bad? I was just a little kid, and
we had to go--
(trembling with rage)
--we had to go identify his body!

Laura clenches her paws into fists and hails wild blows down upon Hermann. He raises a paw but doesn't try to stop her. Frankie finally holds her back as she starts to sob.

HERMANN

He was such a brave mouse, Laura!
 He asked me to watch over you, keep
 you out of trouble--
 (chuckles bitterly)
 --and for a while, I did. Have much
 trouble traveling lately?

Laura gasps.

MONTAGE (FLASHBACK):

Hermann, letting the air out of Laura's car tires. He sneaks
 away and Laura steps up with her suitcase--she sees the tires
 and throws her suitcase at the car, kicking the doors.

Hermann, with a wrench, lurking around the corner from a
 train station ticket booth--the side rods have fallen off the
 driving wheels of the locomotive, and Laura is screaming at a
 conductor.

END MONTAGE

INT. FRANKIE'S CABIN

HERMANN

Every time you got close to finding
 your ship. Until now.

LAURA

Well, that clears up a few things.
 But I would have never--

She looks at Frankie with a mixture of sorrow and relief.

LAURA (CONT'D)

--never have met Frankie. That's
 one good thing out of all this--

He hugs her. Laura reaches out and bats one of his (slightly
 oversize) ears, sniffing but grinning.

HERMANN

That's good. Keep up your spirits,
 there's ugly work ahead of us.

He begins sliding himself painfully off the bed, with the
 others' help. From beneath the twisted ruin of the piano, a
 faint groan escapes. Herman growls.

HERMANN

First, somewhere more private.

INT. HALLWAY

Laura wheels Hermann--well wrapped in blankets, almost to the point of mummification--down the hall.

FRANKIE

You're sure you're all right? You gave us a scare back there.

LAURA

I gave you a scare? How on earth did that creep get back on board?

EXT. OCEAN - SHIP-SIDE, UNDER-WATER

A long, dark, cigar-shaped object clings to the side of the ocean liner like a sucker-fish. At one end of the object, propellers whirr to life. Docking clamps release, and with a rush of air bubbles a modified U-boat peels away from the side of the ocean liner.

INT. HALLWAY

Frankie shudders.

FRANKIE

Lovely, more Nazis. And with torpedoes, even...

Hermann points an arm toward a narrow door.

HERMANN

Laura--we need those keys you've got hidden so well.

Laura blushes.

LAURA

That would be a little difficult.
(a beat--they're waiting)
Okay, okay.

She disappears around a corner, grumbling, and comes back a long moment later with the keys, readjusting her dress. She hands the keys to Frankie, who shuffles them from paw to paw, surprised.

FRANKIE

Ooh, warm...

Laura's ears glow a brighter pink, as she points at him.

LAURA

Not another word!

Frankie whistles innocently, and unlocks the door.

He opens it--beyond is an elevator. A very small one.

LAURA

Looks like we're all about to get
closer as a team.

INT. LAURA'S HIDEOUT

It's dark and cavernous. The elevator door opens, a rusty grate folding back. Frankie and Laura squeeze out, stretching.

LAURA

Whose paws were those, anyway?

Frankie whistles innocently. Laura finds a light-switch and flicks it on. A thousand tiny lights sparkle high above.

The walls are round and clustered with bookshelves and cubbyholes. Dusty stuffed animals are stationed around the room on a stony ledge, huge painted trees snaking up the walls to a dome with a night sky full of twinkling 'stars'.

Laura squeaks with delight and dashes in, tilting books on shelves (sending swirls of dust flying) and opening drawers.

LAURA

He told me he would, he told me!

FRANKIE

Who, wha--

LAURA

My father! He said he'd save one
room on the ship just for me, just
the way I--

Chortling with glee, she rifles through a lighted vanity, twisting at a tube of lipstick.

No lipstick--a roach scuttles out. Laura flings it away and shrieks, stepping back and clutching at Frankie.

FRANKIE

You okay?

LAURA

(nods)

That's not my color anyway. Not
anymore.

(looks around)

This is a room built for a ghost.

Frankie cocks his head and picks up the receiver of a frilly pink telephone, reaching for the dial. A voice interrogates him in muffled German.

FRANKIE
(taken aback)
No sprechen--

Hermann grabs the receiver and slams it back on the hook.

INT. DOCTOR'S OFFICE

The Doctor sits at his desk and glares at the phone receiver in his hand. A rat Nurse is behind him, giggling and reaching over his shoulder to place the stethoscope on his chest.

She's... wider than Laura, but could be mistaken for her in bad light with no glasses. The Doctor waves her away in mock frustration.

DOCTOR
Ein prankster ist--

INT. LAURA'S HIDEOUT

HERMANN
Don't do that again.

Hermann eyes the phone. He pulls a length of the cord taut, bites neatly through it, and hands the phone back.

HERMANN (CONT'D)
There. That should be safe.

Frankie sets it aside gingerly.

FRANKIE
Probably a collect call anyway.

Hermann wheels over to a bookshelf and gives a stuffed rabbit a pat on the head. The others eye him suspiciously.

HERMANN
What? He's an old friend. I stuffed him myself.

Hermann snatches the bunny off the shelf and wrings its neck. Its head pops off. Frankie and Laura both shriek, but Hermann takes a long drink from the bottle hidden inside.

FRANKIE
(absent-mindedly)
Wabbit season.

LAURA
Duck season.

Hermann coughs and sputters a little on his drink.

HERMANN
(pointing at them)
Stop that!

He sets the headless bunny back on the shelf.

HERMANN (CONT'D)
We have some serious business.
Take-a-drink-of-nasty-old-liquor
business, to be specific.

Taking up one wall of the room is a huge model of an ocean liner... actually, the one they're on.

Hermann flips a couple of latches and the side of the ship swings up and away. Laura makes an intrigued little "ooh!" noise and Frankie grins at her. Hermann swings sections of the ship away, as though peeling it to reveal its heart.

HERMANN
You would have liked this, Laura.
When you were younger, I mean.

LAURA
What--

HERMANN
Would have liked it. I doubt
you'll like it after my--
(a beat)
--my little song and dance. Your
father made this by paw, you know,
every little deck-chair and
porthole.

He uncovers a space in the middle of the ship. It's large enough to make out details, as Frankie and Laura bend closer.

FRANKIE
Hey, that's the Grand Dining Room--

HERMANN
--there's nothing grand about that
dining room, Frankie.

Frankie gulps. Hermann's pawpads flutter around the little diorama, searching. He picks up a seated figurine of a pig lady with pearls, and pushes the seat closer to its table.

HERMANN

So, here is Mrs. Pig. Just had a lovely time in Paris, zipped across the English Channel to visit some relatives on the way home--

(breathes deeply)

--took the wrong ship back to New York.

Frankie and Laura nod in agreement.

FRANKIE

Boy howdy.

LAURA

Understatement of the year--

Sounds of the dining room filter in, with the clink and clatter of plates and silverware, and the hint of a string quartet. Hermann picks up a smug-looking waiter rat.

HERMANN

(waiter voice)

Good evening, madame! Perhaps you would like the ham and bean soup?

No? Perhaps the leftovers from lunch? In a trough?

Frankie shakes his head in disgust. Laura shrugs.

LAURA

Service really is that bad...

HERMANN

(pig lady voice)

Well! I have never been so insulted in my whole life! Bring me the maitre 'd, at once!

(waiter voice, a beat)

He doesn't like pigs much either--

Courtesy of Hermann, the pig lady stands, chair and all.

HERMANN

(pig lady voice)

GET HIM!

Frankie and Laura both jump. The waiter bows stiffly.

HERMANN

(waiter voice)

As you wish, madame.

The waiter zigzags through the tables to the nearest exit. Hermann looks up at Frankie and Laura.

LAURA

H-he's not going for the maitre d',
is he?

Hermann shakes his head, just once.

HERMANN

Our pig lady here, she doesn't
really notice for a minute or two,
she's so angry. But this little
charade is going on at all the
other tables.

Hermann tweezers up another waiter, who flees a table occupied by an otter family with three children (all eating oversized shrimp).

HERMANN

(waiter voice)
Urgent telegram! Have to run!

Again, with another waiter and another table--

HERMANN

(waiter voice)
Trouble in the kitchen! Be right
back!
(his own voice)
But of course, he won't.

Hermann methodically plucks up all the waiters (and a couple of the musicians) and sets them in large groups outside the dining room exits at either end.

FRANKIE

They can't all have gotten out, all
the Nazis--

HERMANN

They practice and practice. Like a
safety drill.

The background sounds of the dining room are heating up a bit, complaining and "what's going on" sounds stirring up.

HERMANN

Before anybody thinks to get up and
investigate, they close the
airtight doors.

CUT TO:

INT. GRAND DINING ROOM

We see a 'real-life' shot of the room. The massive doors clang closed. The diners' heads all swivel at the sound.

LAURA (V.O.)
(dully)
Watertight.

CUT TO:

INT. LAURA'S HIDEOUT

Hermann looks up from the model.

HERMANN
What?

LAURA
(same hollow sound)
Ships have watertight doors, you said airtight.

Hermann growls in frustration. He speaks very deliberately.

HERMANN
Laura--

He grabs her arm firmly but gently.

HERMANN (CONT'D)
--this isn't a ship any more.

Hermann looks back to the dining room, finds a tiny switch, and turns its lights out. He bites his lip. Reaches out. Knocks the pig lady over in her chair. Flicks the dancing couple off their feet. The background sounds are of breaking glass, smashing furniture, screams, coughing. An insidious hiss underneath.

CUT TO:

INT. GRAND DINING ROOM

In a 'real-life' shot, clouds of gas fill the room, a lone paw grasping at a tablecloth and pulling it off with the dishes as its owner drops to the floor.

CUT TO:

INT. LAURA'S HIDEOUT

Hermann keeps knocking over figurines, stone-faced.

LAURA
 ...no. No, no, No, NO, NO!

She tears at her hair. Frankie tries to restrain her.

FRANKIE
 Enough, Hermann! Put it away!

Hermann nods, flinging the doors shut and latching the ship model back together. He wipes his paws on his sleeves.

LAURA
 (recovering)
 How many have they killed? SAY IT!

HERMANN
 It must be hundreds by now.

EXT. OCEAN LINER - SHIP-SIDE

Crew-rats with buckets and brushes, lowered over the side on ropes and platforms, paint over the ship's name.

HERMANN (V.O.)
 This ship has had a dozen names,
 and all of them mean death.

CUT TO:

EXT. DOCKS

A crane lifts away one of the ship's funnels, rats scurrying on deck with hammers and timber.

HERMANN (V.O.)
 Always changing, striking and
 fading in the night.

CUT TO:

INT. ENGINE ROOM

The door to an engine grate creaks open, fires swirling. A crew-rat shoves a lumpy bundle in, wrestling with a leg that has popped out.

HERMANN (V.O.)
 And the engines. Burning, always
 burning...

INT. LAURA'S HIDEOUT

Hermann strains toward Frankie and Laura, pounding his paws on his armrests, sudden venom in his voice.

HERMANN

This floating mousetrap has sprung
for the last time. It has to end!

Frankie and Laura blink at him twice.

FRANKIE

End? So, what, we sink the ship?

HERMANN

If all else fails, yes. That's
Plan "B".

LAURA

What's Plan "A"?

HERMANN

(grins)
Let me show you.

INT. CARGO AREA

The elevator clatters to a stop and the grate draws back. Laura cautiously pushes Hermann out--he's holding his side and wincing again. With his other paw, he clutches his "bunny bottle" full of booze.

LAURA

Well, you're not getting out of
here unless you grow wings--

Hermann chuckles and mashes a round switch on the wall. Huge lights hum into life, illuminating row upon row of parked, tarp-covered cars--and one much larger airplane. It sits perched on a complicated framework "carriage" of steel.

HERMANN

No thanks, I brought my own.

FRANKIE

(whistles)
Look at 'em all!

Frankie dashes around peering under the tarps, slavering over the selection, breathing on and polishing the chrome.

FRANKIE (CONT'D)

Cadillacs! Rolls-Royces! There's
even an old Duesenberg back here!

LAURA

Hello, Frankie--
(gestures)
--giant airplane?

Frankie glances up.

FRANKIE

Giant, shmiant. It's just a
Messerschmitt.

(does a double-take)

Holy crap, it's a jet!

HERMANN

Yes, and your cars are in the way.

Frankie sidles up to the others, with creeping dread.

FRANKIE

What do you want me to do about--

Laura snags a bulging keyring off its hook on the wall and jangles the keys at him. Frankie gulps.

CUT TO:

EXT. OCEAN LINER HULL OUTSIDE CARGO BAY

With a whine of pulleys and rattle of chains, a huge steel panel rolls sideways into the ocean liner's hull.

CUT TO:

INT./EXT CARGO AREA

The Duesenberg idles in neutral, purring like a kitten. Frankie is hunched over the back bumper, looking ashen-gray. Laura gives the bumper a shove but the car doesn't move much.

FRANKIE

I think I'm gonna be sick.

LAURA

Oh, c'mon, be a mouse, it'll only hurt for a second.

Frankie gulps and puts his weight into it. They give a mighty heave--the Duesenberg tilts out into empty space, but crashes onto its undercarriage as the front wheels spin freely. The jolt causes the car's horn to turn on and jam.

HERMANN

Get rid of it! They'll hear!

They lift and push--the Duesenberg flips up and slides out.

INT. OCEAN -- MOMENTS LATER

The car splatters into a tangle of broken glass and whirling, expensive chrome. The horn gurgles and cuts out.

INT./EXT OCEAN LINER

Frankie hangs over the edge, pushing up everything in his stomach. Laura crouches and rubs his shoulder comfortingly.

LAURA

Seasick?

Frankie looks up and rolls a watery eye at her.

FRANKIE

No, carsick.

Looking even more green, he staggers to his feet.

FRANKIE (CONT'D)

One down...

In quick succession, they empty the cargo area with grim efficiency. Quick flashes of plummeting cars, breaking glass, the pair of mice shoving at bumpers.

Frankie sizes up the exit and rolls a spare tire at it. Soon there's only one little car left, covered with a tarp.

LAURA

That one looks harmless enough--

Hermann's fiddling with a wrench underneath one wing of the jet, adjusting the "carriage". He spreads his paws and squints, eyeballing the height of the car against the wing--

HERMANN

No sense risking it! Chuck it out!

Frankie flexes his paws and sighs as he stalks toward it.

FRANKIE

Sorry, little fella, time for one last ride--

Laura pulls aside the tarp and exposes a Volkswagen Beetle.

LAURA

Aww--it's sort of cute--

FRANKIE

Don't get too attached. One, it's German. Two, it's fish food.

They push the Beetle toward the exit, almost running. It flies out of the hole--they rush to the edge to watch.

EXT. OCEAN

The Beetle crashes down but doesn't fly apart. It bobs back up to the surface and rocks in the ocean liner's wake.

INT./EXT. CARGO AREA

Frankie scratches his head.

FRANKIE

Well, I'll be--maybe we should have hitched a ride out of here!

LAURA

If only. Oh--there it goes--

The Beetle slips slowly beneath the waves.

INT. OCEAN

The car slides down into the dark, trailing air bubbles. Suddenly it crashes to a halt with a metallic "clang", hitting a long flat surface--a U-Boat deck.

INT. U-BOAT - DINING AREA

A few surly crew-rats dip spoons into greasy soup. A couple of them look ready to attack each other over their card game.

Suddenly--CLANG!!! The sound of metal hitting the sub. The crew-rats scramble to their feet as an alarm sounds. One flips his bowl of soup over and flings it all over. The U-BOAT CAPTAIN grabs him by the scruff of the neck.

U-BOAT CAPTAIN

Dumbkopf! Battle stations, all of you!

INT. U-BOAT - CONTROL ROOM

The U-Boat Captain claws the shoulder of a Radar Operator.

U-BOAT CAPTAIN

What hit us? Depth charge?

The Radar Operator yanks off his headphones, as a radar sweep shows a string of drifting objects and one large ship.

RADAR OPERATOR

Impossible, sir! There's just the big ship, and metal dropping off!

The U-Boat Captain whips around and snarls.

U-BOAT CAPTAIN
Take us up!

EXT. OCEAN LINER - SHIP-SIDE

The U-boat emerges, water pouring off, with the VW Beetle still hung up on the conning tower.

EXT. U-BOAT - CONNING TOWER

The hatch opens and the U-Boat Captain clambers out. He directs two crew-rats that pop up, and they heave the Beetle over the side. He whips out a pair of field glasses.

U-BOAT CAPTAIN
What madness is this?

Through the field glasses, the U-Boat Captain spots Frankie and Laura, who gulp and duck back inside their hatch.

U-BOAT CAPTAIN
What could they possibly be--
(grits his teeth)
The plane. The plane's in there.

INT. CARGO AREA

Frankie knocks on the side of the airplane. Hermann looks up.

HERMANN
Be careful! This thing's
temperamental--

Frankie jerks a thumb over his shoulder.

FRANKIE
So are all the Nazis swarming
around on that U-boat--

HERMANN
Damn, our cover's blown!

Hermann wheels the chair back and hauls himself out of it. He heaves himself onto one engine of the airplane and slides onto its wing, with Frankie and Laura giving a boost.

HERMANN
Listen! If I don't make it, it's up
to you to sink the ship!

LAURA
You'll make it, Hermann!

Hermann gets to his feet and leans on the cockpit canopy, smearing a trail of blood--

LAURA (CONT'D)
Keep your insides inside, will ya?

HERMANN
Don't worry about me! You have the flyer for my contact?

Frankie pats his jacket pocket. He waves them on--they run for the elevator as Hermann squishes into the cockpit.

On the floor of the cargo area, the floor splits and retracts, spreading apart to reveal a rail down the center.

EXT. U-BOAT - DECK

The crew-rats pry apart metal plates and reveal a cylindrical object on the deck.

U-BOAT CAPTAIN
Take cover!

The crew-rats turn away as explosive bolts pop all around its perimeter. They heft the lid off--revealing a gleaming missile with swept-back wings.

INT. LAURA'S HIDEOUT

Frankie and Laura tumble out of the elevator and race up one of the stairways lining the room. They find a porthole and throw back the metal cover, looking out over the sea--Frankie points out the submarine, a dark stain on the ocean.

FRANKIE
You watch, he'll just blow right by 'em before they know it--

LAURA
God, I hope you're right--

EXT. U-BOAT - CONNING TOWER

The Radar Operator lashes a heavy satchel to the forward railing, and pulls off a canvas cover. Another crew-rat hands him two wires, which he clamps onto terminals at the back--it's a control screen, with levers to one side.

U-BOAT CAPTAIN
If anything comes out of that ship, shoot it down!

RADAR OPERATOR

Yes, sir!
 (under his breath)
 Should have tested this thing...

Down on the deck, a long grooved track lifts from the bow end of the U-boat, as the crew-rats work with cranks.

INT. HERMANN'S COCKPIT

Hermann is strapped into his seat with a flight helmet on and an oxygen mask hanging from his chin. He grips a lever, then pulls his paw back and clenches it.

HERMANN

Please, don't blow up this time--

He straps the mask on and throws the lever. A massive thrust jams him against the seat as the plane leaps forward.

INT/EXT. CARGO AREA

In a massive spurt of steam, the "carriage" and the plane rocket forward--the plane pops out of the ship like a cork.

But there's a shriek of twisting metal--something's wrong--

INT. HERMANN'S COCKPIT

The thrust lessens and Hermann relaxes, but there's an unnatural shudder and a chattering sound.

HERMANN

What the hell--

EXT. SKY - OUTSIDE HERMANN'S AIRPLANE

The "carriage", its lower half a twisted wreck, hangs on beneath the aircraft. The landing gear retract partway but clack uselessly against the carriage.

EXT. U-BOAT - CONNING TOWER

U-BOAT CAPTAIN

Blast it out of the sky!

RADAR OPERATOR

With pleasure!
 (to those on deck)
 Clear the track!

They do, huddling up near the conning tower.

RADAR OPERATOR

Fire!

He throws a switch. The rocket zips up and along the track, into the sky.

INT. HERMANN'S COCKPIT

Hermann wrenches at the controls.

HERMANN

Let go, dammit!

EXT. SKY - OUTSIDE HERMANN'S AIRPLANE

The wings waggle and dip -- the missile STREAKS over one wing and curves back under the airplane, keeping pace--

EXT. U-BOAT - CONNING TOWER

The Radar Operator snarls as the U-Boat Captain hefts him.

RADAR OPERATOR

I had a direct hit--

U-BOAT CAPTAIN

You'll take any hit you can get--

On "get", he slams his fist down by the radar screen and realizes he's hit a button.

EXT. SKY

The missile and jet climb into the clouds--a sudden BOOM and the cloud lights up. Chunks of flaming metal rain down.

EXT. U-BOAT - CONNING TOWER

The crew-rats cheer as the U-Boat Captain snarls for quiet.

EXT/INT. LAURA'S HIDEOUT

Frankie and Laura recoil at the echoing boom, streaks of light from flaming debris reflected on the porthole window. Laura buries her face against Frankie.

INT. LAURA'S HIDEOUT

Frankie slides the porthole shut.

FRANKIE

That's it. We're all alone.

They sink to the stairs and hold each other, sniffing and scared. Laura pulls a bright, crumpled flyer from Frankie's pocket, wipes her nose with it, and shakes it at him.

LAURA

Oh, come on, there's some hope.
We've got plan B.

EXT. SKY - OUTSIDE HERMANN'S AIRPLANE

The clouds part and a slightly smoking--but intact--jet rises out against a starry sky.

FRANKIE (V.O.)

And now you've dripped on it.
Isn't that the one where everyone
ends up dead?

Finally, the landing gear retract (the wrecked carriage is gone). The plane peels away and changes course--

LAURA (V.O.)

So it needs some work. Maybe we
can give it our own little twist.

INT. LAURA'S HIDEOUT

Frankie groans.

FRANKIE

Where do we start?

LAURA

Hermann said we should meet his
contact. I think we need a drink.

She taps the flyer. He takes it, smooths it out, and reads--

FRANKIE

Roxie Redd--oh, no. Please not her.

INT. GRAND DINING ROOM -- NIGHTCLUB

A spotlight picks out a microphone on stage. Roxie Redd, in a blistering-hot red dress, slinks out of the dark and wraps around the mic like she intends to squeeze it to death.

She begins to sing and the room goes silent except for a few catcalls (from actual cats). She growls under her breath by way of a chuckle, and her eyes flash--she's sighted Frankie.

Frankie and Laura sit at a table close to the stage. Laura is scarfing down a sandwich and doesn't look up. Frankie pulls nervously at his collar, caught in Roxie's gaze.

Roxie unhooks the mic from its stand and stalks down the steps in front of the stage, twirling the microphone cable.

Frankie rolls his eyes and curses under his breath as Roxie sidles up to the table.

FRANKIE

(whispers frantically to
Laura)

What do I do?

LAURA

(whispers back)

How should I know?

Roxie steps onto the table with one shapely leg and swings the other around Frankie. She pulls him away from Laura--but Laura scoots closer and clenches a paw on his jacket.

Roxie shuffles her free leg, stirs Laura's drink with one stiletto heel, and knocks it into her lap. Laura stands and brushes off, balling her fists as the audience laughs.

Laura takes her seat and crosses her arms impatiently as Roxie scratches Frankie under the chin with one claw. Frankie looks like he's about to float out of his seat.

Roxie feels a tug on her dress and levels an amused glare at Laura, who lets go of the hem of the dress and draws one paw across her throat in a cut-it-out gesture, eyes smouldering.

For a reply, Roxie swivels around to rest both elbows on the table and stare into Frankie's eyes. She flips her large, bushy tail up to act as a curtain between her and Laura.

Laura tries to peek around, but Roxie deftly moves the tail to block her. Laura takes both paws and "splits" the curtain of fur to peer through, but Roxie shoves her (gently) in the kisser, back through the gap.

From the depths of her cleavage, Roxie retrieves a card and stuffs it into Frankie's pocket. She pushes away from the table, but then looks back over her shoulder, crooking a pawpad in a come-hither fashion. Frankie nearly gets up and goes thither, but Laura grabs him and pins him to his seat.

Roxie returns the mic to its stand and turns away. The spotlight cuts out, the song ends, and the audience applauds, except for Frankie (too stunned) and Laura (too angry).

The TRUMPETER, a male fox in a tuxedo, gets up from his place with the band and snags the mic.

TRUMPETER

Isn't she great, folks? Come back
for our New Year's Eve Spectacular
in just a couple of hours!

The house lights come up and the audience trickles out.

LAURA

That was painful to watch.
Satisfied?

Frankie shakes his head slowly, eyes hungry.

FRANKIE

Not even a little bit.

LAURA

Well, what did she give you?
(picks at his collar)
Besides fleas, I mean.

FRANKIE

What? Oh, yeah.

He retrieves the card and his nostrils flare.

FRANKIE

"Suite 113. 9 PM. Come alone if
you know what's good for you."

EXT. HALLWAY -- OUTSIDE ROXIE'S LAIR

Frankie and Laura regard the door with faint horror. Laura bangs on the door. A moment later, Roxie Redd flings the door open, still in the deadly red dress, and rubbing up against the doorway. She sizes up the situation and growls.

ROXIE

Somebody doesn't know the meaning
of "alone".

FRANKIE

It's not that kind of visit, M-Miss
Redd.

Roxie slumps a little, disappointed.

ROXIE

Ah, well, come in. Can't blame a
girl for trying.

Frankie and Laura shuffle past her, looking around nervously.

LAURA

Says who?

INT. ROXIE'S LAIR

Roxie shuts the door and leans against it, arms crossed. The room looks like a scrapbook and a lingerie closet have attacked each other.

ROXIE

So, what brings you two squares out on a swell night like this?

LAURA

We're here about your detonators.

Roxie uncrosses her arms, sticks her chest out, and wiggles.

ROXIE

Like 'em? They're insured for ten grand. Each!

Frankie's paws, stuck firmly at his sides, make involuntary grabby motions. Laura growls.

FRANKIE

(coughs)

Um, no, no. Explosives, Miss Redd.

Roxie sighs and slumps again.

ROXIE

Well, my evening's shot... who sent you?

FRANKIE

Hermann Rust. He said to tell you he still had the scars from Manila--

Roxie chuckles and whirls about, paws seeking out one of the photos lining her vanity, and plucking it from the edge. It's a slightly younger photo of Hermann.

ROXIE

Well, he should! We were pushing the envelope, after all.

LAURA

(a beat, thinks about it)

That's terrible.

Roxie rolls the photo in her paws, none too gently.

ROXIE

Hermann, eh? Dragging me into another mess. I could kill him.

LAURA

I think someone beat you to it--

EXT. SKY - OUTSIDE HERMANN'S AIRPLANE

Explosions dot the sky, Hermann's airplane swerving wildly. Hermann holds a patchy-looking radio communicator with one paw and the flight control stick with the other.

HERMANN

(into radio)

Cease fire! Cease fire! CIA flight 262, authorization Alpha!

U.S. PILOT (OVER RADIO)

(calmly)

Unidentified German aircraft, reverse course immediately or continue to be fired upon.

The airplane hitches and smoke fills the cockpit--Hermann coughs and chokes but sees through the canopy that an engine is on fire. He rattles the control stick, to no avail.

HERMANN

Lovely. That simplifies things.

EXT. AIRCRAFT CARRIER -- FLIGHT DECK

COOPER, a raccoon in a navy duty uniform, walks along the flight deck, a clipboard in one paw and coffee in the other.

At the sound of distant cannon fire, he squints out over the ocean, where flashes of light come from distant warships.

COOPER

Huh. Wonder what they're shooting at?

He turns back toward a neat line of American warplanes, stretching in front of him. He ticks off items on the clipboard and turns away, sipping his coffee.

Suddenly, the flaming Messerschmitt BARRELS into the planes, gouts of flame leaping into the night sky. Alarms shriek.

Cooper whirls around, dropping the mug and clipboard, rubbing his eyes in disbelief. He hightails it toward a hatch where an otter Crewman peers out in equal horror.

COOPER
Get the captain! GET HIM!

EXT. AIRCRAFT CARRIER -- FLIGHT DECK, SHORTLY AFTER

Amid the chaos, sailors fan out with fire hoses, snaking across the deck spraying water. Fanning sparks away with his hat is the sleepy but outraged CAPTAIN, an elephant.

He grabs a bucket of water from a passing seaman, sucks it down with his trunk, and blows it all over a flaming chunk of metal, quenching it. His trunk bubbles as he finishes, though. He points out Cooper.

CAPTAIN
You, there!

Cooper runs to his side.

COOPER
(gulping)
Yes sir?

NAVY CAPTAIN
Am I bubbling?

COOPER
Yes, sir.

CAPTAIN
Thought I tasted soap. Who's responsible for all this?

Cooper does a double-take and points--Hermann drifts in on his parachute and gets hung up on a radio antenna. Angry seamen begin to circle the base of the tower.

Hanging sideways, coughing in the smoke, Hermann sights the Captain and Cooper, and waves frantically.

HERMANN
Captain! Get me down, I have urgent business!

The Captain sighs, blowing another bubble.

CAPTAIN
Cooper?

COOPER
Yes, sir?

CAPTAIN

Cut him down and get him out of my sight before I trample him.

INT. ROXIE'S LAIR

Laura rests her chin on her paws, on the arm of an overstuffed chair.

LAURA

Poor Hermann. I hope it was quick.

She shudders and Frankie pats her shoulder comfortingly.

FRANKIE

You saw the explosion. Probably instant.

Roxie shakes her head sadly.

ROXIE

I thought that old rat could wriggle out of anything. Rope, handcuffs...

LAURA

Enough with the details--

There's a sudden knock at the door. All turn to look.

ROXIE

Well, I'm popular tonight...

FRANKIE

(whispers)
What if they're looking for us?

LAURA

(whispers back)
I don't know!
(to Roxie)
Don't let them in!

ROXIE

Easy, sister, let me handle this.

Roxie peers through the peephole of the door. Slightly distorted, a couple of CREW-RATS knock again, bumping the door. Roxie jerks back, rubbing one eye.

ROXIE

Okay, you two. They're not going away.

(MORE)

ROXIE (cont'd)
 (snags a feather boa)
 Time to act natural.

CUT TO:

EXT. HALLWAY -- OUTSIDE ROXIE'S LAIR

One Crew-Rat pulls a fist back, but the door creaks open. Roxie laughs smugly over one shoulder as she leans out.

ROXIE
 Yeah, what do you want? I'm busy!

CREW-RAT
 We're looking for some mice, Miss--
 (checks a sheet of paper)
 Redd.

Roxie rolls her eyes, opens the door wider and reveals Frankie, wrapped in the feather boa, a near-unrecognizable lump. Roxie holds the end of the boa like a leash.

The Crew-Rats take a step into the room and scratch their heads. Laura is nowhere to be seen.

ROXIE
 I just got one mouse back here, and
 he's been cooperative--
 (yanks hard on the boa)
 --up until now! Bad, bad mouse!

Frankie flops around helplessly. It's not an act.

CREW-RAT
 (clears throat)
 I think we have the wrong room.

OTHER CREW-RAT
 Sorry to bother you.

The Crew-rats back out--one manages to fumble the cabin door shut as they retreat. Roxie wipes her brow with the boa.

ROXIE
 Whew! Glad that worked.

LAURA (O.S.)
 (from bathroom, muffled)
 Can I come out now?

Roxie seizes a chair and tilts it under the bathroom doorknob, barring it.

ROXIE

No! It's not safe yet!

Roxie whistles cheerily--the song from the nightclub--as she prods Frankie in the side and then tickles his nose. He sneezes. Frankie wiggles his boa-gag loose a little, spitting out feathers.

FRANKIE

Wait--they're gone. What is this?

Roxie twirls the end of the boa and grins toothily.

ROXIE

Your lucky day.

Frankie thinks about it and shrugs in his wrappings.

FRANKIE

...fair enough...

CUT TO:

INT. ROXIE'S LAIR - BATHROOM

Laura rattles the doorknob--no dice. She pounds on the door.

LAURA

What's going on out there?

She growls and paces, paws trailing among the bottles and canisters on the medicine cabinet and sink. She encounters a hairbrush with a huge red furball attached, and recoils.

LAURA

(under breath)

Cheap perfume. Big fluffy tail--

The door creaks open.

LAURA

Finally...

INT. ROXIE'S LAIR

Roxie preens at the vanity, in a new pair of high heels. Frankie wobbles on the edge of the bed, looking frazzled, dazed, but grinning. His collar's turned up, a feather stuck behind one ear. Laura dusts him down and fixes the collar.

LAURA

What did you do to him?

Roxie waves a paw dismissively and smirks.

ROXIE
I never could unwrap a present
without ripping the paper a little.

LAURA
We came here for help, remember?

ROXIE
Do you feel helped, Frankie?

FRANKIE
(nods)
Yes, ma'am.

LAURA
(shocked)
Frankie!

Frankie makes a sizing-up gesture with his paws.

FRANKIE
But we were looking for the other
kind of detonators--explosive.

ROXIE
Oh, those! I stuck 'em in a piano,
up in first class.

CUT TO:

INT. FRANKIE'S SUITE - UNDER PIANO

In the near-dark, the Officer Rat curses and strains. One arm is pinned, up to the shoulder; he slams his free paw against the underside of the piano.

FRANKIE (O.S.)
I dunno, he still sounds pretty
lively under there--

LAURA (O.S.)
Let's just get what we came for.

OFFICER RAT
Sure, sure. Come down here where I
can get my paws on you--

The Officer Rat swipes blindly as Laura squeezes under the piano. The Officer Rat strains toward her but can't reach.

LAURA
Don't even try it, buster.

Laura feels around underneath the far edge of the piano and encounters a paper-wrapped bundle taped firmly down. She pulls at it--to no effect--then sights the poor mangled fork. She picks it up and hacks at the tape, which gives way.

LAURA

Didn't you see this when you were
under here tuning the piano?

The Officer Rat silently pulls out a length of piano wire, still attached to the piano on one end. Laura finally rips the bundle free.

FRANKIE (O.S.)

I was a little more concerned about
the strings--

The Officer Rat lashes out with the wire and gets a loop around Laura's neck. He pulls tight and she puts both paws to her throat, choking.

The fork skitters away--Frankie picks it up, frowns at it, and puts it in a pocket. Laura kicks the bundle back under the piano in her struggle, and the Officer Rat begins to reel her in.

FRANKIE (O.S.) (CONT'D)

Hey, Laura, you okay under th--

He pokes his head under the piano and sizes up the situation.

FRANKIE (CONT'D)

Holy--

He grabs at the wire around Laura's throat. With one paw he grabs a back leg of the piano for leverage--it comes away and the piano shifts. It grinds the Officer Rat further under, and Frankie pulls Laura free as the wire goes slack. Laura gasps, slumped on the floor, but points in horror.

The Officer Rat sweeps up the precious bundle with his free paw and rips it open with his teeth. Multicolored wires and silver cylinders about the size of a cigarette spill out.

OFFICER RAT

What have we here? Little Jews
shouldn't play with such things...

He jams a cylinder underneath the fallen end of the piano.

LAURA

(hoarsely)
Frankie, run!

EXT. CORRIDOR

Frankie and Laura dive out the door as a BLAST of light, scattered sheet music, and a roar of piano strings follows them. They hurry around a corner, then peek back around it.

The Officer Rat limps out of the door, snarling and massaging one arm, picking splinters out of it.

FRANKIE

Okay, I've seen enough--

Frankie and Laura set off again, around one corner, down the corridor, then another. They stop outside a huge pair of doors marked with comedy/tragedy masks and a scrolling film reel. They pant and catch their breath.

Frankie tries one of the huge doors and peeks inside.

FRANKIE (CONT'D)

I don't think he'll chase us in there. Too many people.

Laura shakes her head and takes a step back.

LAURA

N-no. I'm not going in there. Papa always said movies were bad for me.

FRANKIE

Come on, live a little. You might not have long.

Laura nods, bites her lip, and steps through the doors as Frankie holds them open. Frankie looks both ways down the corridor, then shuts the doors.

INT. MOVIE THEATER

The house lights are just beginning to dim. Frankie snags a box of popcorn from a wheeled tray nearby.

FRANKIE

Try to act natural...

LAURA

The last person who said that almost ate you.

Huge curtains flank the screen, and the (mostly full) seats sweeping back from the stage are upholstered in red velvet. Marble columns and alabaster lights line the sides.

Frankie takes Laura by the paw and they find two of the higher seats in back. Frankie puts Laura's seat down, sits down beside her, and hands her the popcorn.

The lights dim and the audience noise dies down. A GIRAFFE is silhouetted in the front row.

AUDIENCE MEMBER
Hey, down in front!

The Giraffe ducks and grumbles.

Above them, the projector whirrs to life, sending a pulsing, flickering light onto the screen. Laura gasps. A movie trailer rolls--ACTION! DANGER! EXCITEMENT! Cars screech around corners and mobsters lean out, firing tommy-guns.

Laura's popcorn begins to rattle frantically in her paw. She clenches her teeth and squeezes Frankie's paw, hard.

LAURA
F-frankie?

Frankie turns as she shrieks and drops her popcorn, eyes darting frantically and body shaking. Neighboring moviegoers protest as Frankie leaps to his feet and hefts Laura like a twitching sack of potatoes.

He lays her down in the aisle--a trickle of blood runs from the corner of her mouth, teeth clacking. Frankie waves his arms at the very confused projectionist.

FRANKIE
Turn it off! Off, damn you!

The other moviegoers take up the call--the projectionist sneers but turns off the projector. The lights come back up.

Frankie sits on the floor, in tears, the other patrons rubbernecking. Laura's propped against him. He brushes her cheek and she stirs.

LAURA
(weakly)
Why are we on the floor?

FRANKIE
Shh, shh. You're gonna be okay.

DOCTOR (O.S.)
Clear out! Give her some air!

The Doctor, medical bag in tow, falls on his knees next to Frankie, and puts a paw on his shoulder.

Frankie knocks the Doctor's paw away.

FRANKIE
You're not really a doctor, get
out!

The Doctor, exasperated, flings his medical bag open. He pulls out a penlight and inspects Laura's eyes, grumbling.

DOCTOR
I am too a doctor. And I've been
looking for you ever since you
called me on the emergency line.

FRANKIE
Emerg--

DOCTOR
The pink phone is for emergencies.

Frankie grabs his paw.

FRANKIE
You know Hermann?

DOCTOR
I used to think so.

FRANKIE
What do we do now?

He nods toward the exit, the audience shaking their heads and shrugging at one another.

DOCTOR
We should go. We're making a scene.

INT. LAURA'S HIDEOUT

Frankie pushes Laura in the wheelchair. She's dozing, head on her chest. The Doctor limps out of the elevator behind them.

Frankie turns down the covers on a bed near the wall, shakes Laura awake gently, and helps her into bed. He tucks her in-- she puts a paw on his arm and pulls him closer.

FRANKIE
What?

LAURA
(weakly)
You smell like cheese, Frankie.
Good cheese.

FRANKIE
It's probably the cologne.

She sniffs his collar.

LAURA
Old Cheddar, huh? Watch it mister,
I'll take a bite out of you.

Frankie goes pink around the ears. He adjusts her pillow.

FRANKIE
Just rest up, sweetheart.

Laura nods and closes her eyes. The doctor waves Frankie over--Frankie looks back with worry as he goes, but sits on a stool, facing the doctor.

DOCTOR
If you didn't sit down I was going
to tell you to. Your girlfriend's
had an epileptic seizure.

FRANKIE
(half-smiles)
Girlfriend--
(smile falls)
--epileptic--oh, jeez...

Frankie sits down and shakes all over. The doctor stands up and holds him by the shoulders.

DOCTOR
Don't you start...

FRANKIE
It's j-just--we had a plan, at
least, and now this...

DOCTOR
Plan?

The doctor narrows his eyes suspiciously.

DOCTOR (CONT'D)
What plan? What on earth did
Hermann talk you into?

FRANKIE
We were trying to--sink the ship.

DOCTOR
Sink the--*Gott in himmel...*

The doctor sits down and retrieves a handkerchief from a pocket of his lab coat, shakily wiping his brow.

FRANKIE

Hermann said if he--if he died,
that was the only way to stop them--

DOCTOR

My brother's dead?

CUT TO:

INT. AIRCRAFT CARRIER - BRIG

Hermann, on a prison bunk, groans and holds his bandaged side (no shirt). He raises an arm--handcuffed to the cell bars.

CAPTAIN (O.S.)

You!

HERMANN

(cringes a bit)

Yes, sir, Captain, sir. I know
I've made a mess. But--

The Captain steps close to the bars and kicks them.

CAPTAIN

But nothing! You just cost the
United States Navy millions of
dollars. That's not the kind of
thing I'm likely to forget.

HERMANN

I'm sorry. Next time I'm running
for my life from a ship full of
Nazis, I'll--

CAPTAIN

Nazis?

He sticks his trunk between the bars of the cell, and drags Hermann close, by the neck.

CAPTAIN (CONT'D)

What Nazis? Where?

HERMANN

(gasps)

Thought--you'd never ask--

CUT TO:

INT. LAURA'S HIDEOUT

The Doctor shakes his head, bolts up from his chair, and heads for the bedside table.

DOCTOR

Frankie, I know Hermann asked a lot of you--too much--but we are out of time.

He opens his medical bag and pulls out a paper-wrapped bundle. He rips a hole in it, pulling out wires and silver cylinders. Frankie's eyes go wide.

DOCTOR

Detonators, yes, but not for blowing up the ship. You know their killing floor?

FRANKIE

The grand dining room?

DOCTOR

We can turn their own trap against them. Hermann thought it was too risky.

(a beat)

Up for it? On your own?

Frankie takes a step toward Laura.

FRANKIE

Ever since this whole mess started, I've hardly left her side. We keep each other alive.

The doctor puts a paw on his shoulder.

DOCTOR

Then I think she would understand. She trusts you.

He holds the bag of detonators out to Frankie.

DOCTOR (CONT'D)

I trust you.

Frankie puts a paw out, winces, but takes the detonators.

FRANKIE

Okay, doc, where do I start?

CUT TO:

INT. PANTRY

Shelves line the walls, with fresh fruit and canned foods. Two large barrels rest by the far wall. Light filters in from a grate above, and around the edges of the closed door.

The door is suddenly booted open--Frankie regains his footing and stands in the doorway.

He steps in and pulls the string for the light. He rolls one of the large barrels against the door, barring it.

Pulling the mangled fork from a pocket of his suit-jacket, he wedges it under the lid of the barrel and pries it off. From under a layer of straw, he retrieves a green apple, turns it over, and takes a bite. He quickly spits it out.

FRANKIE

Plastic explosive apples? That's worse than wax fruit! Uck!

Frankie grabs two of the apples--he stuffs them and the fork into his pockets.

He jumps up onto the other barrel and pushes at a hatch in the ceiling. The door lifts away--he grabs the edge of the hole and hauls himself up.

CUT TO:

INT. LAURA'S HIDEOUT

The Doctor crouches by Laura's bedside and shakes her gently.

LAURA

(opens one eye)
Whozat? Lemme sleep...

DOCTOR

Sorry, Laura. Doctor's orders.

He pulls her up and manhandles her into the wheelchair.

LAURA

Where's Frankie?

DOCTOR

He's doing a little job for me,
don't worry.

Laura recovers a little and sits bolt upright in the chair.

LAURA

He's out there alone? If he gets himself killed, I'll wring his neck...

DOCTOR

Shh. Right now we have to hurry up or the party will start without us.

CUT TO:

INT. GRAND DINING ROOM

The tables have been pushed to the edges of the room. A pole is speared through the "nightclub" stage, topped with a giant crystal sphere--a New Year's Eve ball fit for Times Square.

Tuxedoed musicians settle in on the bandstands and tune up, with double-R logo "shields" in front of each seat.

A banner hangs across the top of the stage--"Happy New Year's Eve 1949"--flanked by nets full of multicolored balloons.

Roxie stands with her paws on her hips, tapping her foot and looking ticked off. She points a paw at the New Year's ball.

ROXIE

Did they have to put it smack-dab in the middle? That's where I go...

The Trumpeter blows the spit valve on his trumpet and shrugs.

TRUMPETER

Sorry, Rox, it's in the contract.

ROXIE

The contract, the ever-living contract--

From the base of the stage, a cable runs to one side of the room and along the wall. It leads to a circuit box near the top of the massive entrance doors.

ROXIE

Why is it wired to the doors? Looks like a fire hazard, and somebody's gonna trip--

TRUMPETER

Something about the power mains, they said.

Back at the stage, Roxie glares at the New Year's ball.

ROXIE

Nuts. We should probably test it out. One of you goons turn it on.

The Giraffe limbers up the slide on his trombone, and snorts.

GIRAFFE

I ain't stickin' my neck out that far for you.

ROXIE

You're a real gentleman, Stretch.

Roxie wraps her paw around a switch on the pole, breathes out hard, and pulls. A brilliant swirling lightshow floods the room, Roxie gasping and all of them shielding their eyes.

The massive entry doors swing shut by a few feet.

Roxie fumbles blindly, and switches off the New Year's ball. The doors open fully again and the ball goes mercifully dark. Roxie rubs at her eyes.

TRUMPETER

You seein' spots?

ROXIE

My spots are seeing spots. I'm practically Dalmatian.

CUT TO:

INT. AIRCRAFT CARRIER -- RADAR ROOM

With a "ping" sound, a greenish radar screen shows a long cigar-shaped blob at the upper left. The NAVY RADAR OPERATOR, a big-eared bat, swivels his chair.

NAVY RADAR OPERATOR

Sir, we have a large contact-- heading and speed matches what the prisoner said--

Hermann rattles his handcuffs against the armrest of the chair where he is chained.

HERMANN

Quit calling me that! I'm with the CIA, dammit!

CAPTAIN

Mister, watch your mouth or I'll hang you from your toes.

NAVY RADAR OPERATOR
Some of us like that, sir.

CAPTAIN
Shaddup.

NAVY RADAR OPERATOR
Yessir.

Cooper opens a door, coughs into his paw, and stands at a respectful distance, eyeing Hermann cautiously.

CAPTAIN
Still no radio contact?

COOPER
Sparky says all quiet. They don't want to talk, or their radio's out.

Hermann rolls his eyes.

HERMANN
Captain, I'm sure they're listening --they'll just try to outrun you.

The Captain smiles grimly.

CAPTAIN
They don't know this ship, then.
They'll answer to me.

CUT TO:

INT. CRAWLSPACE

Frankie clanks up a shaky ladder and onto a swaying catwalk. It's supported by chains, bolted to huge metal girders above. Bare lightbulbs are threaded along the ceiling.

Frankie looks down--bad idea. Twenty feet below, tangled pipes emit hisses of steam.

FRANKIE
Must be the honeymoon suite.

He edges forward, grabbing the chains for support.

A few paces ahead, a hair-thin wire stretches across the catwalk. He brushes closer, pauses, then advances. The wire hooks his leg and makes a twanging sound. He looks down.

FRANKIE
Aw, crap.

He throws himself forward as twin explosions snap at his heels, severing the support chains. A huge section of the catwalk buckles and dangles.

Frankie claws at the broken edge, kicking for a foothold, but looks up in despair as a pair of boots step calmly in front of him. The Officer Rat regards him with crossed arms.

OFFICER RAT

Really, now. I thought you of all people would recognize piano wire.

FRANKIE

I'm out of practice.

OFFICER RAT

Let's work on those fingers, then.

He lifts his boot-heel and brings it down on Frankie's left paw. Frankie cries out. The Officer Rat takes a step back, and Frankie's left paw dangles, twisted at his side.

OFFICER RAT

You scream like a girl.

(laughs)

Laura screamed her lungs out when I killed her.

Frankie's whiskers droop, the pain in his paw forgotten.

FRANKIE

K-killed--

The Officer Rat mimes struggling with a knife.

OFFICER RAT

Slipped a knife between her ribs.

(mock-terrified voice)

"Oh God, Frankie--please, no--"

FRANKIE

Liar! LIAR!

Frankie jams his dangling paw into the pocket of his jacket. The Officer Rat steps closer, wiping his paws on his uniform.

OFFICER RAT

I had to wash my paws after. She could have given me an infection.

Frankie howls and brings his left paw up out of the pocket, clutching the ill-fated fork. He rams it through the top of the Officer Rat's boot.

The Officer Rat shrieks, bending to grab the fork. Frankie grabs him by the collar and yanks--he tumbles into space and through the pipes below. Billows of steam obscure him.

Frankie strains until his eyes bulge, but hauls himself up, panting and sobbing, onto the undamaged section of catwalk.

FRANKIE

He didn't. Oh, Laura, he didn't--

He wobbles to his feet, and continues down the catwalk.

INT. CRAWLSPACE -- TANK AREA

Barring Frankie's way are two chemical tanks about twice his height, and as wide as he is tall. They're marked with skulls-and-crossbones with mouse ears.

Frankie gulps puts an ear against one tank, and knocks. A heavy metallic thud sounds, and Frankie nods.

FRANKIE

Full to the brim, like a bad pot of coffee.

He reaches into his pocket, pulls out one of the plastic explosive apples, and mashes it with his paws.

FRANKIE (CONT'D)

Time to stir it up.

INT. CRAWLSPACE -- BELOW TANKS

Frankie rolls the plastic explosive between his paws, making a "snake". He presses it around the bottom of one tank, and mashes a silver detonator into one end.

FRANKIE

Where's Granddad when you need him?
This is his kind of work.

Where the tanks meet, electrician's tape holds down a clockwork timer with wires attached. Frankie checks it against his own watch, and clicks a button on its side. He rolls out from under the tanks as the timer begins to tick.

INT. CRAWLSPACE

Frankie hightails it away from the tank area. He reaches the blown-out section of catwalk and wobbles at the edge.

A chain dangles--Frankie steps back and takes a running leap at it. He snags it, whips around, jumps off and lands at the far edge. He windmills, but regains his footing.

He looks back and down into the hole, then wishes he hadn't.

INT. CRAWLSPACE -- BROKEN PIPES BELOW

Flailing and scraping, the mangled Officer Rat drags himself away from the steam pipes and wrenches himself onto his back.

His fur has been steamed away in patches, leaving pink skin beneath. He casts one watery, murderous eye up at Frankie (the other is swollen shut).

INT. CRAWLSPACE

Frankie cups his paws and yells down at the Officer Rat.

FRANKIE

A little hot under the collar?

OFFICER RAT

Laugh while you can. You'll choke on your words soon enough!

He throws a mocking salute and rolls into the entry hatch, pulling it closed. Frankie rushes along the catwalk and slides down the ladder, but cannot pull the hatch open.

FRANKIE

Great. Trapped like a--

(a beat)

--like a thing that doesn't want to be trapped.

He sees a long duct running along the side of the room. With a sigh, Frankie kicks through a grate and ducks inside.

CUT TO:

INT. HALLWAY

The Doctor whistles nervously as he thumps along behind Laura's wheelchair. Chattering party-goers in ballgowns and tuxedos push past the wheelchair with irritated glances.

A HIPPO LADY with wide hips snags her gown on the wheelchair and growls at Laura.

HIPPO LADY

Why don't you watch where you're going?

LAURA

Oh, go dance with an alligator.

DOCTOR
Most sorry, madame.

The Hippo Lady sniffs disgustedly and thunders away.

DOCTOR
(bends to whisper)
At least be polite. We don't want
to attract any unwanted attention.

They wheel inside the massive entrance doors.

CUT TO:

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

To the tunes of the swinging orchestra, a frog couple are dancing a mean Lindy Hop out in front--other, more overdressed couples giving them room. Their moves are high-flying; one even does a leapfrog move over the other's back.

Up on the stage, the Trumpeter leans toward Roxie (she's working her cello) and yells to be heard.

TRUMPETER
Ribbeting performance, eh, Roxie?

ROXIE
(rolls her eyes)
Don't quit your day job!

TRUMPETER
If this is my day job, I got a
problem with the hours!

INT. AIR DUCT

Frankie scuffles around in the dark, breathing hard, and brings up a cigarette lighter. He flicks it on and looks both ways down what seems to be an endless tunnel.

FRANKIE
Where the hell am I?

The lighter sets one of his whiskers ablaze. Frankie curses and bats at it, fumbling the lighter. Up ahead, a faint light and muffled music flow from a distant grate.

FRANKIE
Any port in a storm.

He moves toward the light.

INT. HALLWAY

The Doctor peers around a Grand Dining Room entrance door and claps a paw to his forehead. The Officer Rat pops out of a side corridor and stalks toward the entrance, wobbling a bit.

DOCTOR
No, no, not him--

Laura wheels out behind the doctor.

LAURA
"Him" who?

She sees the Officer Rat and her jaw drops.

INT. GRAND DINING ROOM

The doctor quickly leaps back behind the doors and grabs the wheelchair's handles, jerking Laura back.

LAURA
(gulps)
What do we do?

The Doctor takes her arm, and points down at the stage. The New Year's Eve ball gleams as the dancers whirl and the orchestra plays, unawares.

DOCTOR
The New Year's ball will drop at
midnight. When it does--
(brings paws together)
BANG! The doors close. We can't
let him in here, he'll kill you--

The Doctor stands back up, straightens his labcoat, and heads for the door. Laura reaches after him.

LAURA
Doc! Wait!
(pounds a fist)
Why are the men always leaving?

INT. HALLWAY

The Officer Rat is startled as the Doctor blocks his path.

OFFICER RAT
What are you doing here, you half-
bit quack?

The Doctor draws a gleaming scalpel out of a pocket.

DOCTOR

Keeping you busy for a while.
(looks him up and down)
You look cleaner than normal.

The Officer Rat snarls, raises his own paw with the fork in it, and lunges. The Doctor swings his braced leg out and catches the Officer Rat in the side.

The Officer Rat falls to the floor but stabs the Doctor in his good knee. The Doctor's leg buckles and he falls--he swipes at the Officer Rat's shoulder but gets mostly fabric.

The Officer Rat kicks out and knocks the scalpel out of the Doctor's paw. It whistles through the air and sticks in the floor close to the entrance doors.

The Officer Rat wrestles the Doctor onto his back and stabs down with the fork--the Doctor strains to keep it from piercing his chest.

High above, an ashen face looks on through a grate--

INT. AIR DUCT

Frankie gasps and rattles the grate.

FRANKIE

Hold on, Doc--

He bashes and kicks at the grate--with a wrenching squeal, one side of the grate drops out, carrying Frankie with it.

INT. HALLWAY

Frankie yells, paws hooking the grate. The Officer Rat whirls to look--Frankie swings toward him and kicks him in the chest, batting him away from the Doctor and into a wall.

Frankie drops to the floor--the Doctor helps him stand.

DOCTOR

Cutting it a little short, aren't
you?

The Officer Rat groans and claws at the carpet. Frankie and the Doctor stagger toward the Grand Dining Room doors. Laura, in the wheelchair, rolls into the space just inside--

LAURA

Frankie!

FRANKIE
(waving her off)
Get back!

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

Down on the stage, the band wraps up the current number and plays a fanfare. Roxie steps up to the standing microphone and the dancing couples turn to her, clapping.

ROXIE
I don't know about you folks, but I
haven't had enough champagne. I'm
still clothed.

The audience hoots and hollers.

ROXIE (CONT'D)
Try not to fall over for another
fifteen seconds, and it'll be 1950!

The audience cheers.

Up above, Laura waves Frankie and the Doctor closer, but the doors slide shut a little more with each second. Laura braces against one door, but it just pushes her back.

Laura wheels about, looking down over the balcony railing as the New Year's ball begins to drop.

ROXIE
Ten! Nine!

Laura gulps and launches herself toward the curving staircase. She bumps crazily down, party-goers stumbling out of her way--but the Hippo Lady turns around, directly in her path. She gapes as Laura careens toward her.

Suddenly, everything goes into slow motion. Laura jerks hard on the wheelchair's brake, and the wheels grab the stairs. Laura and the chair tilt forward, the wheels kicking up--she does a flip in mid-air over the Hippo Lady.

Laura lets the brake go and the chair slams down on the stairs, popping out of slo-mo and continuing the bumpy ride.

ROXIE
Four! Th--hey, watch out--

Laura skitters across the dance floor, crashes into the stage, flies out of her wheelchair, and smashes into the pole of the New Year's ball. She thrusts both arms up as the ball clicks down a notch, and strains to keep it from falling.

ROXIE
 Laura? What the--

LAURA
 Don't let it drop!

Laura's grip slips a little, and one paw punches out a glass panel from the ball. Laura yells in pain and surprise. Roxie swoops in and pulls with all her might.

ROXIE
 You wrecked my act!

The Trumpeter drops his instrument and rushes to the mic.

TRUMPETER
 Happy New Year, everybody!

He frantically signals--the orchestra start playing "Auld Lang Syne". Balloons drop from on high--the audience just glares. A balloon pops on a PORCUPINE, who hardly flinches.

ROXIE
 Will someone throw some confetti?
 We're losing 'em!

INT./EXT GRAND DINING ROOM

The Doctor wedges himself mostly through the creaking, shifting entrance doors, but his brace snags. Frankie shoves at it, digging into the carpet.

Behind them, the Officer Rat shakes his addled head and wobbles to his feet. He staggers toward the escaping pair, still clutching the mangled fork.

OFFICER RAT
 Oh no you don't. I've got a fork
 with your name on it!

FRANKIE
 You don't hear that every day...

The brace creaks and bends, then pops free--the Doctor is safe on the other side. Frankie wriggles through the gap, collapsing on the other side. The Doctor rushes to the railing and calls down to the stage.

DOCTOR
 Let go!

Roxie steps back and Laura lets go with her free paw. The ball drops a bit, then suddenly radiates beams of light that bounce all around the Grand Dining Room.

The Officer Rat lunges toward Frankie, raking the air with the fork--but the doors slam shut on his arm, crushing it.

Frankie gulps as he looks down at the fork, still clutched in the Officer Rat's paw (muffled screams leak through the door). He tries to move but the fork digs at his throat.

FRANKIE

A little help here?

The Doctor bends over him and pries the Officer Rat's paw open, retrieving the fork. Frankie sits up, breathing a relieved "whoosh", paw on heart.

DOCTOR

(holds out the fork)
Souvenir?

FRANKIE

(waves him off)
Are you crazy? That thing's
nothing but trouble.

Down below on the stage, Roxie shoulders aside the Trumpeter and bellows into the microphone, pointing at the balcony.

ROXIE

Somebody up there better have a
good explanation for this!

INT. CRAWLSPACE -- TANK AREA

The clockwork timer hits midnight. The tanks erupt with twin rings of light as they turn into whizzing shrapnel. The area fills with billowing clouds of yellow gas.

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

The whole room shakes, the chandelier tinkling and rattling. It and all the other major lights cut out, emergency lights springing up on the staircase and around the exits.

Some of the audience rush about, panicked--others head for the exits and yank at locked doors. Roxie falls to her knees, bows her head, and locks her paws together in prayer.

ROXIE

God, I'm sorry about Father
Flanagan. He looked healthy--

Frankie fights his way down the staircase to the stage, and grabs the microphone. He waves for attention.

FRANKIE
 No, hey, it's all right! Please
 calm down. Seriously!

Several party-goers cease their mad dash and turn to look.

FRANKIE (CONT'D)
 It's just the poison gas exploding.

The party-goers shriek and freak out even worse.

FRANKIE (CONT'D)
 (a beat)
 Was it something I said?

Frankie looks down as someone tugs on his pant leg. It's
 Laura, stretched out and hanging from one paw, still stuck to
 the underside of the New Year's ball.

LAURA
 Hey, hero--down here!

FRANKIE
 Oh, jeez--

He drops the mic and falls to his knees, holding her by the
 shoulders and propping her up as best he can.

FRANKIE
 You okay?

LAURA
 Having a ball--too bad I'm stuck to
 it.

FRANKIE
 Somebody said you were--
 (bites his tongue)
 You don't want to know what he
 said.

Laura bites her lip and shakes her head. Frankie holds her
 close, and she holds him closer.

INT. HALLWAY

Faint yellow mist forms around the trapped Officer Rat, who
 begins to cough. He snarls and stretches his free paw toward
 the Doctor's abandoned scalpel, barely brushing it.

INT. OCEAN LINER BRIDGE

Rats in crew uniforms stumble through clouds of yellow smoke, coughing and gagging. One of them paws a telephone handset off its wall-mount and yells into it.

BRIDGE NAZI
(German, with subtitles)
Abandoning ship! Repeat!
Abandoning ship!

INT. U-BOAT

A Radio Operator presses his headset closer to his ears and clicks the send button on his microphone.

RADIO OPERATOR
Say again! Confirm you are aban--

The U-Boat Captain snatches the headset and sneers at the bedlam coming through. He pounds a fist on a countertop.

U-BOAT CAPTAIN
We have our orders.
(striding out of room)
Load the torpedo tubes!

INT. AIRCRAFT CARRIER -- RADAR ROOM

The Navy Radar Operator stands up from his post and points with his bat-wing.

NAVY RADAR OPERATOR
There she is, Captain!

CAPTAIN
Floodlights, now! I want a clear
look at her.

The Captain stalks over to the window and grabs the binoculars Cooper thrusts at him.

EXT. OCEAN LINER (THROUGH BINOCULARS)

In the floodlights' glare, white-uniformed rats jump off the side. Smoke pours from a hole high up on the ship, and yellow gas puffs from the portholes.

CAPTAIN (O.S.)
What in God's name--

INT. AIRCRAFT CARRIER -- RADAR ROOM

The Captain whips around, scratching his head.

CAPTAIN
Their crew's gone crazy!

Hermann grins widely.

HERMANN
Best news I've heard all night.

EXT. U-BOAT

A periscope breaks the surface of the black water, its eye turning about. It catches sight of the aircraft carrier (the U-Boat Captain curses) but turns toward the ocean liner.

INT. U-BOAT

U-BOAT CAPTAIN
Range?

A crew-rat turns from his console.

CREW-RAT
One thousand meters!

U-BOAT CAPTAIN
Speed?

CREW-RAT
Dead in the water, sir!

U-BOAT CAPTAIN
Appropriate. Fire torpedoes!

EXT. U-BOAT -- UNDERWATER

Two torpedoes launch out of their tubes and make a beeline toward the ocean liner, the floodlights criss-crossing above.

One torpedo rams the hull of the liner--a huge whirling mess of metal and churning water billows out in an explosion. Another streaks into the maelstrom and explodes.

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

Some party-goers are thrown off their feet by the twin explosions--several orchestra members lose their seats.

The Porcupine rolls to a stop as he hits a serving table--a bowl of punch wobbles off, splashing him.

PORCUPINE
Someone spiked the punch!

Roxie's still on her knees and praying.

ROXIE

--and I swear I'll visit my mom in
jail--

INT. AIRCRAFT CARRIER -- RADAR ROOM

Everyone gathers around the window and stares in horror as the ocean liner begins to tilt.

HERMANN

Now do you believe me about the U-
boat?

CAPTAIN

Hell's bells--
(grabs a microphone)
Depth charges! Now!

INT. U-BOAT

The U-Boat Captain jerks back from the periscope.

U-BOAT CAPTAIN

Crash dive! Move your carcasses!

Emergency lights flash and wheels are spun--the U-boat tilts down and creaks at every joint as it descends.

EXT. U-BOAT

As the U-Boat plummets, several steel barrels sink around it, trailing bubbles. One of them ticks ominously and explodes.

INT. U-BOAT

Sprays of sparks shower the control room, leaks springing up from pipes and joints in the ceiling.

U-BOAT CAPTAIN

Take us deeper!

U-BOAT CREWMAN

The controls are out!

EXT. OCEAN

Air-bubbles and oil rise to the surface, followed by the wounded, listing sub. Crew-rats fling open the conning tower and clamber out onto the deck, choking on following smoke.

The U-Boat Captain crawls out, drawing his pistol and batting out sparks in his fur, but shields his face as floodlights from smaller U.S. Navy vessels pinpoint the U-boat.

Cries of "FREEZE!" and "PAWS UP!" ring out from the U.S. ships, with a chorus of rifle bolts clicking.

The U-Boat Captain tosses away his gun and slumps against the conning tower, paws up like the rest of his crew.

INT. AIRCRAFT CARRIER -- RADAR ROOM

A general cheer goes up, but the Captain waves it down.

CAPTAIN

Stow the celebration, gentlemen.
That ship is going down fast--

The Captain picks up an axe with his trunk, raises it overhead, and brings it down on Hermann's chair. It falls on the handcuff chain, splitting it (and the chair's arm). Hermann rubs his wrist, one handcuff still attached.

HERMANN

Captain! I know the quickest way
to get to the passengers!

CAPTAIN

I'm all ears.

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

Though a few pockets of calm have emerged (a somber bunch is crowded around the stage), the room is in a shambles.

The "Happy New Year's Eve 1949" banner is half torn-down, chairs scattered (more are being smashed against the locked doors), and the long serving tables are turned over.

For more destruction, U.S. military boots kick holes in the paneling up at the top of the staircase--from the outside.

Flashlight beams poke through a hatch revealed by the broken paneling, as a cloud of dust and debris settles. The Captain, service pistol at the ready, coughs a little and surveys the mayhem.

CAPTAIN

Good God, what a mess.
(louder)
ALL EYES FORWARD! ATTENTION!

He doesn't get much. He sighs, puts his paws to either side of his mouth, and lets out an eardrum-shattering trumpet with his trunk. The chair-smashers and wall-climbers pause.

CAPTAIN

Attention! We are the United
States Navy, and we've come to take
you out of here!

Below, the Hippo Lady raises a substantial arm.

HIPPO LADY

What about our baggage?

The Captain leans over the balcony and squints at her.

CAPTAIN

Lady, you've got enough already.
Double line, up the stairs, NOW!!

The party-goers sort themselves out of the rubble and rush into a rough line that snakes up the stairs. Hermann steps in behind the Captain, holding his bandaged side.

Down on the stage, Frankie's still propping up Laura. Hermann leans on the balcony rail and whistles--Frankie and Laura look up and do a joint double-take.

FRANKIE

Hermann! You look less dead than I
expected!

HERMANN

What have you two got yourselves
into now?

LAURA

Never mind! I need a hacksaw to
get out of it!

The Captain turns and bellows out the door.

CAPTAIN

Get Cooper!

EXT. OCEAN LINER -- OUTSIDE HATCH

Navy crewmen lower lifeboats full of passengers, but the tilt of the ocean liner makes it difficult. Waves crash on the deck. The Captain hefts a young passenger into a lifeboat with his trunk, into the arms of a frantic mother.

Cooper, a bag of tools slung over one shoulder, fights his way through the mob of passengers, and into the hatch.

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

Cooper shoves past a few stragglers at the top of the stairs. Water runs from the hatch down the staircase--he sloshes across the knee-deep dance floor.

Cooper climbs onto the stage, flinging his toolbag down. Frankie rifles through it.

COOPER

We've got two minutes at most--

Frankie furiously attacks the New Year's ball with a hacksaw.

FRANKIE

Don't you give up, Laura! We're gonna get you out of this!

Laura smiles sadly and puts a paw on his leg.

LAURA

No, you're not.

Frankie pauses his sawing. She nods toward the staircase.

LAURA (CONT'D)

You're gonna head up those stairs, and live to be a hundred, and only think of me every once in a while.

Frankie works his mouth, but shakes his head to clear it.

FRANKIE

That isn't good enough.

Frankie whips around, gesturing with the saw.

FRANKIE (CONT'D)

Get out! All of you, get out!

CUT TO:

EXT. OCEAN LINER DECK -- OUTSIDE HATCH

Everyone but Frankie stumbles out of the hatch--Frankie hurries Hermann along with a shove in the back.

Hermann turns and puts his shoulder against the hatch, forcing it mostly closed, Frankie pulling on it from the other side. Hermann leans in to speak through the tiny gap.

HERMANN

The room is airtight but it won't hold for long. Not underwater.

Frankie bites his lip and nods.

HERMANN

Don't let anyone in unless they
know the secret knock.

Frankie nods again and heaves the door closed.

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

Frankie turns the wheel lock on the hatch. The water running down the staircase slows to a trickle, and Frankie slogs down it toward the stage once more.

LAURA

You didn't. Oh, Frankie, you
idiot...

Frankie pauses on the staircase as the whole room tilts.

FRANKIE

The lengths I go to for some alone
time with you, lady--

Laura reaches out and makes a hurry-up gesture. Frankie rushes to her--she grabs him tight and buries her face against him.

LAURA

Why did you have to be so brave and
so stupid?

Frankie brushes her hair gently.

FRANKIE

You kinda bring that out in a guy.

INT/EXT. LIFEBOAT

Cooper and the Captain man the oars as they and the others look back at the sinking ocean liner. The water rushes over the deck, then swallows the funnels one by one. The silence that follows is complete and uncomfortable.

ROXIE

Isn't anybody gonna say anything?

HERMANN

I haven't got the heart.

ROXIE

All right, all right. Well, this
is all I've got--

She coughs and clears her throat.

ROXIE
(singing)
Eternal Father, strong to save--

CUT TO:

INT. FRANKIE'S SUITE

The room fills with water, pieces of the mangled piano rising and whirling about.

ROXIE (V.O.)
(singing)
*Whose arm hath bound the restless
wave--*

CUT TO:

INT. LAURA'S HIDEOUT

Water creeps up the walls of the fairytale castle, and the pink phone floats free of its desk. The ocean liner model nudges it, floating at an angle.

ROXIE (V.O.)
(singing)
Who bidd'st the mighty ocean deep--

CUT TO:

INT. ROXIE'S LAIR

Bottles of perfume slide off the tilting vanity, lightbulbs sparking out as the water hits them. Photos and playbills flutter and swirl away in the water.

ROXIE (V.O.)
(singing)
Its own appointed limits keep--

CUT TO:

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

The emergency lights flutter--glassware and platters crash from the serving tables into the standing water. Frankie and Laura hold each other tight as the light flickers out.

ROXIE (V.O.)
 (singing)
*Oh, hear us when we cry to thee,
 for those in peril on the sea.*

CUT TO:

INT. LIFEBOAT

Roxie wipes at her eyes with the back of one paw, gripping the side of the lifeboat with the other.

ROXIE
 Only time you're gonna catch me
 singing a hymn.

HERMANN
 That's fine, Roxie. Just fine.

All around them, other lifeboats row toward the aircraft carrier. In several, soaking-wet ocean liner crew-rats shift and grumble uncomfortably, their paws bound securely behind their backs and Navy guards training rifles at them.

One of these captives is the Officer Rat, one arm heavily bandaged and wrapped tight to his chest. His remaining paw is handcuffed to an oar-lock.

He sneaks a look down at the paw and opens it--the scalpel gleams there. He smirks and tucks it back into his sleeve.

INT. GRAND DINING ROOM -- NEW YEAR'S EVE PARTY

Blackness covers all. Ominous creaking and groaning waver back and forth. In the massive space, a tiny spark flares.

It flicks again, and a flame stays on--it's Frankie's lighter, which he holds close to the New Year's ball, sending sparkles bouncing back at him.

With his free paw, he starts hacksawing away again.

LAURA
 Stop when I say "ouch."

Frankie breaks through part of the New Year's ball--it falls away with a loud "clunk", still attached to Laura's paw.

LAURA
 Ouch.

A cracking, creaking noise zings nearby--like a rivet popping. Frankie twists around, looking. Laura gulps.

LAURA

That doesn't sound good.

FRANKIE

It's just the ship settling. I think we hit bottom a few minutes ago. Don't worry.

LAURA

Don't worry, he says. I'm the proud owner of the world's biggest, leakiest submarine...

The noise is followed by a series of thumps and grinds. Laura puts her paws (and clunky bracelet) over her head.

LAURA

This is it, it's caving in...

Frankie wraps his arms around her as both of them tremble.

FRANKIE

Don't look, Laura--

Metal rumbles and grates all around them. Up above, the exit hatch suddenly pops open, letting in a rush of water and a yellowish light. Frankie shakes Laura's shoulder.

FRANKIE (CONT'D)

Never mind, go ahead and look--

Beyond the open hatch, Cooper levers at a leaky pipe with a huge wrench. Hermann looks wet and upset.

HERMANN

So much for German engineering--

COOPER

(points with the wrench)
--get 'em out quick!

INT. U-BOAT - CRAWLSPACE

Hermann offers a steadying arm as Laura steps through the hatch, wriggles through a gap, and stands in the shadows inside.

HERMANN

I'm taking a long vacation next. Somewhere very dry.

COOPER

More light, more--oh, there we are!

Cooper takes Laura's lighting-fixture-trapped paw, holds it up above her head and twists at some hanging wire--

LAURA

What are you--

The New Year's ball remnants light up quite nicely. Hermann and Cooper take a step back, shielding their eyes.

LAURA (CONT'D)

Oh. Are you sure that's safe?

Cooper flips open a hefty manual and runs a finger down it.

COOPER

Reasonably.

A sudden jet of steam several paces into the U-boat grabs Cooper's attention.

COOPER

Damn! Hold this!

He pushes past Laura, and shoves the manual at her. She fumbles, but clutches it to her side, with her free paw.

Frankie steps inside the hatch, but stops short to look at Laura--with a light in one paw and a book in the other, she looks very familiar. Statuesque, even.

LAURA

So, here I am, lifting my lamp
beside the golden door. What are
you gonna do about it?

Frankie steps up close, takes the manual away, and drops it.

FRANKIE

I think I'll take a few liberties.

He plants a full-throttle kiss on her--she melts in his arms. Eyes blissfully closed, he kicks the hatch shut.

THE END