

Aunt Fanny's Fantastical Featherbed

by

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based on

The Wonderful Bed

by

Gertrude Knevels

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INT. BEDROOM -- NIGHT

It is beginning to get dark in the spacious bedroom.

Outside the wind HOWLS and the rain BEATS steadily against the windowpane.

RUDOLF, nine years old, and his sister ANN, eight, sit close to the fire.

Their chubby six-year-old brother PETER has made a playhouse beneath a table and is playing with the cat.

MITTENS, a tiger cat with white paws, MEWS angrily now and then.

Ann looks uneasily over her shoulder at her older brother.

ANN

Rudolf, I almost wish we hadn't
come to stay at Aunt Fanny's
without mother. I don't believe I
like this room, it's so big and
creepy. I don't want to go to bed.
Especially --

(turning around and pointing
into the shadows behind her)
-- especially I don't want to go to
bed in *that!*

The enormous featherbed in Aunt Fanny's old nursery is the biggest and strangest bed you have ever seen. It is a great, old-fashioned, four-poster with a canopy almost touching the ceiling.

The bed is hung with faded chintz, and the billowy mattress is overstuffed and covered by quilts in an elaborate pattern of sprigged and spotted calico patches.

The two front posts of the bed are of dark, shiny wood carved in a strange design of twisted leaves and branches.

To Ann, as she looks at them by the leaping, flickering firelight, it seems as if from between these leaves and branches, odd little faces peer curiously at her, vanish, and appear again.

Rudolf replies so loudly that his younger sister is startled.

RUDOLF

Bother! It's just a bed, that's
all. It'll be jolly fun getting

(MORE)

RUDOLF (cont'd)
 into it. I wanted to take a running
 jump at it when we first came this
 morning, but Aunt Fanny wouldn't
 let me with my boots on.

ANN
 She said she made that quilt
 herself, when she was a girl.

RUDOLF
 We'll all climb in together tonight
 as soon as Betsy goes, and have a
 game of something -- I dare say
 we'll feel just like raisins in a
 pudding!

ANN
 All the same, I don't think I like
 it, Rudolf. I wish Betsy would
 bring the lamp.

It is almost dark now, and they cannot see, but only hear,
 Peter as he comes SHUFFLING out of his den, dragging his
 unhappy "cub," and prowling around the darkest corners of
 the room.

Being a bear, he is not at all afraid, but pounces and
 GROWLS across the room.

Rudolf and Ann hear him TUGGING AT THE DOOR of an
 old-fashioned cupboard in a far corner of the room, and in a
 moment he comes over to the fire, carrying a wooden box in
 his arms.

ANN (cont'd)
 Oh, Peter, you naughty boy! You've
 been at the cupboard, and Aunt
 Fanny said expressly we were not to
 take anything out of it!

RUDOLF
 You are just like Bluebeard's wife.

But Peter pays no attention to either of them. He puts the
 box down on the hearth rug, and gets on his knees to open
 it.

Then, the other two seem to think they might as well see
 what there is to see, and all three heads bend over the box.

ANN

How funny the box smells -- and the toys, too! Sort of old and yet sweet, like mother's glove case. These must be Aunt Fanny's toys that she had when she was little.

RUDOLF

That was a long time ago. I don't see why Aunt Fanny didn't throw 'em away, they're awful trash, I think. Those soldiers aren't bad, but --

Just then Ann's sharp eyes catch Peter as he picks up a little parcel in silver paper lying all by itself at the very bottom of the box.

ANN

What's that?

PETER

Nothing.

He starts to run off with it, but both Ann and Rudolf throw themselves on their little brother.

Peter fights and kicks, but is at last forced to surrender the little parcel.

Rudolf hurriedly tears off the silver paper, under which is layer after layer of pink tissue infolding something which the boy, when he comes to it at last, tosses on the floor in disgust.

RUDOLF

Pshaw, it's nothing in the world but an old corncob!

ANN

Yes, it is, too.

(picking it up)

It's a doll, the funniest old doll I ever saw!

And a strange little doll she is, made out of nothing more than a withered corncob, her face painted on it, and her hair and dress made very cleverly out of the corn shucks.

Ann turns to her other dolls and places the two beauties on the hearth rug, one on each side of the corncob.

ANN (cont'd)

Look at the difference between the new dolls Mother gave me for Christmas and this old corncob doll.

(she BURSTS OUT LAUGHING and speaks to her new dolls)

Marie-Louise and Angelina-Elfrida, how do you like your new friend, made from a corncob?

This seems to make Peter very cross. He tries his best to snatch away the old doll, but Rudolf, to tease him, holds him off with one hand while he seizes the poor doll by her long braids and swings her slowly over the fire.

RUDOLF

Wouldn't it be fun, to see how quick she'd burn?

PETER

Oh, you mustn't, Rudolf! Aunt Fanny mightn't like it. I shouldn't be surprised if she'd punish you.

At that Rudolf lowers the dry, crackly old doll almost into the blaze, but at that very moment AUNT FANNY comes into the room and snatches the doll out of Rudolf's hand.

Aunt Fanny's blue eyes flash, and her cheeks are quite red under her silver hair.

Rudolf looks as if he expects Aunt Fanny to scold, but she only speaks in a rather unpleasant way.

AUNT FANNY

Oh, Rudolf!

She carefully restores the corncob doll to her wrappings, then kneels down and begins to gather up the old toys which the children had scattered over the rug.

Ann and Rudolf help her.

PETER

(uncomfortably)

Aunt Fanny, I was the one to open the old cupboard and take out the box.

Aunt Fanny sits down, and Peter climbs upon her lap and hides his face against her shoulder. Aunt Fanny holds him very tight.

AUNT FANNY

Never mind, Peter, dear. I always meant to show you my old toys some day. I dare say you children think it strange that I have kept such shabby things so long, but when I was a little girl I did not have such beautiful toys as you have now, and the few I had I loved very dearly.

ANN

Was this your nursery, Aunt Fanny?

AUNT FANNY

Yes, dear. I slept all alone in the big bed, and I kept my toys always in the old cupboard. I spent many and many an hour curled up on that window seat, playing with my doll. I did have others, but I think I loved the corncob doll best of all, perhaps because she was the least beautiful.

RUDOLF

Didn't you have any boys to play with? Other boys beside father and Uncle Jim, I mean.

AUNT FANNY

There was one little boy who came sometimes. He lived in the nearest house to ours, though that was a mile away. Those were his tin soldiers you saw in the box. He gave them to me to keep for him when he went away to school, and thought himself too big to play at soldiers any more.

ANN

And when he came back from school, did he used to come and see you?

AUNT FANNY

Yes, he used to come every summer 'til he got big.

PETER

And what did the little boy do when he got big, Aunt Fanny?

AUNT FANNY

(slowly, looking very hard
into the fire)

When he got big, he went away to
sea.

RUDOLF

O-ho! And when he came back what
did he bring you?

AUNT FANNY

He never did come back.

She bends her head low over Peter's so that the children
cannot see how wet her eyes are.

But Ann and Rudolf do see, and politely force back the dozen
questions they have about being lost at sea.

Peter, however, who does not see Aunt Fanny's tears, lets
out a flood of questions.

PETER

Was it a hurricane or sharks or
pirates? Are sea serpents known to
swallow ships whole?

But before Aunt Fanny can answer, the door opens, and in
comes BETSY, Aunt Fanny's old servant. She has a lamp in one
hand and a great brass bed-warming pan in the other.

AUNT FANNY

Oh, Betsy's here, that means it's
bedtime.

RUDOLF, ANN, PETER

(whining)

O-o-oh!

AUNT FANNY

I'll have to answer your questions
later. Goodnight, Peter.

She kisses him, then gets up and kisses the other two.

AUNT FANNY (cont'd)

Don't forget to say your prayers.

ANN

All right.

RUDOLF
Goodnight, Aunt Fanny.

AUNT FANNY
Goodnight, my loves.

She goes quickly away, leaving Betsy to help them undress.

Now Betsy and the children do not get along. She is one of those uncomfortable persons who refuse to understand how a little conversation makes undressing so much less unpleasant.

RUDOLF
What do you know about sea
serpents, Betsy?

BETSY
As little as anyone, I reckon.

ANN
Don't you think hot-water bottles
are so much more fashionable than
bed-warming pans?

BETSY
Don't know much about the fashions.

PETER
May we please pretend that I am a
diver going down to the bottom of
the sea after gold, instead of a
boy being bathed in a bathtub?

BETSY
Just get in the tub.

DISSOLVE TO:

INT. BEDROOM -- NIGHT

A short while later, Peter is dreadfully clean, and he and the other two children are dressed for bed. Betsy is folding their clothes.

Feeling that he needs comforting of some sort, Peter is looking around for Mittens, and discovers him at last, behind the sofa.

PETER
There you are! Come here, Mittens.

Holding the weary cat carefully in his arms, Peter begins to climb by the aid of a chair into the big bed.

Betsy catches sight of him, and poor little Peter's hopes are dashed.

BETSY

No you don't, Master Peter! You
don't take no cats to bed with you
-- not in this house!

She grabs Mittens away, sets him outside the door, and shuts it with a BANG. After she tucks the bedclothes firmly around Peter, she turns her attention to Rudolf and Ann.

BETSY

(to Rudolf)

I told you to wash your face!

RUDOLF

I did!

Now that Betsy is in an argument with Rudolf, Peter slips out of bed and darts out the bedroom door.

BETSY

Then that's some mighty clean dirt
you have there on your cheek.

RUDOLF

It isn't dirt -- I have a dark
complexion.

BETSY

Just on one side of your face, I
suppose. Now do as I say or I'll
wash it for you, and I don't care
if I get soap in your eyes.

Peter returns with the unhappy Mittens once more a prisoner in his arms. This time Peter manages to conceal the cat from Betsy's eyes.

RUDOLF

(unhappily scrubbing his face)
Oh, all right, but tomorrow when
Aunt Fanny asks me why I'm so pale,
I'll be forced to tell her that her
own dear Betsy made me wash off the
bloom of my youth.

BETSY
Bloom of your youth, indeed.

Rudolf quickly dries his face with a towel and jumps into the big bed with Peter and Ann.

BETSY (cont'd)
(gruffly)
Goodnight.

ANN
Goodnight, Betsy.

PETER
Goodnight.

At last all three children are in the big bed, and Betsy departs, carrying the lamp with her. Now the room is in darkness except for the flickering light of the dying fire.

Ann's fears begin to come back to her, and she sits up in bed, peering around into the dark corners.

ANN
I -- I wish Betsy had left the light. But it would have been no use asking her.

RUDOLF
Not a scrap.
(hastily)
Not that *I* mind the dark -- *I* rather like it, only don't let's lie still and -- and -- listen for things. Let's play something.

ANN
Shall we try who can keep their eyes shut longest?

RUDOLF
Oh, that's a stupid game! Besides, Peter would beat anyway, for he's half asleep now. Shake him up, Ann.

She does.

ANN
Peter, wake up.

PETER
I'm not asleep!

RUDOLF

You were.

PETER

No I wasn't! I'm not even sleepy!
Why did you take Mittens?

RUDOLF

I didn't.

PETER

Then you did, Ann.

ANN

No I didn't. I saw you smuggle him
into bed the second time, but he
must have escaped and followed
Betsy out.

PETER

No, he didn't neither, I had him
after she went. He was almost
tamed.

ANN

Then he must be in the room and we
might as well have him to play
with. Rudolf, I dare you to get up
and look for him!

So Rudolf gets up -- just to show he is not afraid (but
jumping out away from the bed so the monster under the bed
can't grab his leg).

Before stepping into the dark shadows, however, he arms
himself with his tin sword, and with this dull blade he
pokes bravely in all the dark corners.

RUDOLF

Here, Mittens! Come out, kitty.

But Mittens does not come forth.

ANN

He *must* have got out somehow.

RUDOLF

Anyway, I sha'n't bother any more
looking for him.

Still wielding his sword, he climbs back into the big bed
between his brother and sister.

Peter is still cross and grumbly.

PETER
Maybe Mittens is still in this bed
somewhere.

ANN
That's nonsense.

RUDOLF
The bed's big, but it's not *that*
big.

ANN
Well, wherever Mittens went, I
think that the very nicest thing to
do would be to make a tent out of
the bedclothes.

RUDOLF
I agree! What do you think, Peter?

There is no response.

ANN
Peter?

Peter has again nodded off. Rudolf and Ann shake him awake.

RUDOLF
Come on, Pete!

ANN
Wake up!

PETER
I'm awake!

RUDOLF
No you're not.

PETER
Yes I am!

ANN
(sternly)
Well then, we must insist that you
join in the game.

PETER
What game?

By tying the two upper corners of the covers to the posts at the head of the great bed, a splendid tent is quickly made, so big that Rudolf, who is to lead the procession into its white depths, seems to feel just the least little bit afraid.

Being a brave boy, he quickly puts these unpleasant thoughts out of his head.

RUDOLF
Are you ready?

ANN
Ready!

PETER
Aye, Captain!

RUDOLF
Then in we go!

Grasping his sword, Rudolf crawls on his hands and knees into the dark opening. Behind him come Ann, and behind Ann, Peter.

INT. BED COVERS -- NIGHT -- CONTINUOUS

How high the white walls rise! Not like a snugly bed-tent, but like a real, white-walled cave.

The three children crawl along, plunging farther and farther into the depths of the white cave.

And they crawl.

And they crawl.

Finally, Peter says aloud what the other two children are thinking.

PETER
It certainly is taking us a long
time to crawl to the foot of this
bed!

ANN
It *must* have a foot.

RUDOLF
All beds have.

Then he stops suddenly as a loud SQUEAL of mingled surprise and terror comes from just behind him.

ANN
 Oh, Rudolf, I don't want to play
 this game any longer -- let's go
 back!

In the half-darkness, Rudolf sees Ann turn around toward Peter, who is close behind her.

ANN (cont'd)
 Go back, Peter.

After a moment, a little voice comes out of the gloom.

PETER
 I can't.

ANN
 You must -- oh, Peter, hurry!

PETER
 (calmly)
 I can't go back, because there
 isn't any back. Put your hand
 behind me and feel.

It is true. The soft drooping bed covers have mysteriously risen and spread into firm white walls behind and on either side, leaving only a narrow passageway open in front.

It is pointless to crawl on their hands and knees any longer, for even Rudolf, who is tallest, cannot touch the arched white roof when he stands and stretches his arms above his head.

He cannot see Ann's face clearly, but he can hear her beginning to sniffle.

RUDOLF
 (sternly)
 Now, Ann, don't you know what this
 is? This is an adventure!

ANN
 I don't care, I don't want an
 adventure. I want to go back --
 back to Aunt Fanny!

And the sniffle melts into a flood of tears.

RUDOLF
 Peter is not crying, and he is only
 six.

This rebuke tells on Ann. Her sobs decrease into sniffles again.

ANN

But what are we going to do?

RUDOLF

We'll just have to go on, I suppose, and see what happens.

ANN

Well, I think -- I think Aunt Fanny ought to be ashamed of herself to put us in such a big bed we could get lost in it!

PETER

Maybe -- maybe she *wanted* to lose us, like bad people does kittens.

RUDOLF

(sternly)

Peter, don't be silly.

(slowly and thoughtfully)

There isn't really anything that can happen to us, because we all know that we really are in bed. We know we didn't get *out*, so of course we must be *in* bed.

Somehow this is not as comforting as it should be, not even to Rudolf himself. He begins to whistle now, a poor, weak, little whistle at first, but growing stronger.

ANN

Why are you whistling?

RUDOLF

Father once told me that whistling is an excellent remedy for boys who do not feel quite happy in their minds.

At this news, Peter begins whistling.

A moment later, Ann joins the other two, whistling loudly.

Grasping his sword, Rudolf starts ahead.

RUDOLF (cont'd)

Follow me!

The white passage is so narrow that the children have to walk along it one behind another in single file.

DISSOLVE TO:

INT. WHITE CAVE -- NIGHT

After the three children have walked what seems a long, long time, the passage curves sharply and widens a little.

RUDOLF
(with relief)
It's getting lighter!

PETER
It is!

ANN
I'm getting tired. Look, Rudolf,
there is a nice flat black rock.
Let's sit down and rest on it.

There is room for them all on the large flat rock, and the three settle on it.

RUDOLF
This rock is warm!

ANN
Hot, almost.

PETER
I'm hungry!

ANN
Oh, dear, what a long, long while
it seems since we had our tea! I
suppose it will soon be time to
think about starving.

RUDOLF
Not yet. I put some candy into my
pajamas pocket when I went to bed,
because the time I like to eat it
best is just before breakfast -- if
people only wouldn't row so about
my doing it. Let me see -- it was
two chocolate mice I had -- I hope
they didn't get squashed when we
were playing! No, here they are.

The chocolate mice are little the worse for wear. The children seem to think they have never seen anything that looks more delicious.

RUDOLF (cont'd)

I will cut them in three pieces
with my sword. You may have the
heads, Ann, and me the middle
parts, and Peter the tails because
he is the smallest.

This arrangement does not suit Peter, and he kicks his heels
angrily against the rock.

PETER

I will *not* take the tails -- the
tails are made out of nasty old
licorice!

He makes a snatch at both chocolate mice and knocks them out
of Rudolf's hand. This makes it necessary for Rudolf to give
Peter a push, and a tussle quickly follows, in the middle of
which something dreadful happens --

The large flat rock they are sitting on gives several
strange shakes and heaves and then suddenly rises up under
the three children and throws them head over heels into the
air.

They are not a bit hurt, but they are very much surprised
when they scramble to their feet and see the rock erect on a
long kind of tail, glaring at them out of two red angry
eyes.

Ann is the first to recognize it.

ANN

Uh, oh, it's not a rock at all --
it's Betsy's bed-warming pan!

The WARMING PAN, giving a deep throaty kind of growl, begins
to shuffle toward them.

WARMING PAN

I'd like to have the warming of you
three. I'll teach you to come
sitting on top of me -- waking me
out of the first good nap I've had
in weeks!

ANN

We're really very sorry! We didn't
mean to sit on you, we thought --

But the warming pan does not want to hear what Ann thinks.
He turns around on her fiercely. As he speaks he comes
closer and closer to her, snorting and puffing and glaring
at her out of his terrible eyes.

WARMING-PAN

You're the young person who made the remarks about my figure this evening! Eh, didn't you? Can you deny it? Called me "old-fashioned" -- said nobody ever used *me* any more. I'll teach you to talk about hot-water bottles when *I'm* through with you!

Although he is round and waddles so clumsily, dragging his long tail behind him, his appearance is quite dreadful.

Clutching his sword, Rudolf thrusts himself in front of Ann and bravely faces the warming pan.

RUDOLF

(to Ann and Peter)

Run! And I will fight this monster to the death.

Ann, dragging Peter by the hand, makes off as fast as she can go, and the warming pan tries his best to dodge Rudolf and rush after her.

Again and again Rudolf's sword strikes the pan, but it only rattled on his brassiness.

Making a horrible face, the warming pan pops three live coals out of his mouth which roll on the ground unpleasantly close to Rudolf's bare toes.

At last Rudolf manages to get his blade entangled with the warming pan's long tail, and trips up the creature.

Without waiting for his enemy to get himself together again, and heartily tired of playing Saint George, Rudolf turns and runs after Ann and Peter.

Long before he catches up to them, however, he hears the pan behind him, snorting and scolding.

WARMING-PAN

Children nowadays! -- I'll show 'em
-- I'll give 'em a thrashing they
won't soon forget! --

Rudolf is obliged to run with his fingers in his ears before that disagreeable voice dies away in the distance.

At last he sees Peter and Ann waiting for him at a turn in the passage just ahead.

INT. PASSAGE -- DAY -- CONTINUOUS

Rudolf flings himself panting on the ground beside Ann and Peter.

RUDOLF

What a beast he was!

ANN

Dreadful! I shall tell Aunt Fanny never, never to let Betsy put him in our bed again.

PETER

I'll tell her that, too!

ANN

Thank you so very kindly, Rudolf, for saving my life. You're the bravest boy I've ever known, even if you are my brother.

PETER

I'm brave, too!

ANN

Of course you are. If you'd had a sword like Rudolf's, you'd have shown that warming pan a thing or two.

PETER

So I would have!

Rudolf has recovered his breath.

RUDOLF

Let's keep moving. That thing could still be after us.

Ann and Peter are happy to oblige.

INT. ANOTHER PASSAGE -- DAY -- CONTINUOUS

No sooner have the three children turned the corner ahead of them than they find themselves in broad daylight.

The passage is now so wide that all three can walk side by side.

EXT. MOUTH OF CAVE -- DAY -- CONTINUOUS

In another moment the three stand at the mouth of the long white tunnel they had been walking through.

There is open country beyond them, and just opposite to where the children stand is a strange little house.

EXT. HOUSE -- DAY -- CONTINUOUS

It is long and very low, hardly more than one story high, and is painted blue and white in stripes running lengthwise.

In the middle is a little front door with a window on either side of it and three square blue and white striped steps leading up to it.

From the chimney a trail of thick white smoke pours out.

As the three children stand staring at the house, Peter cries out.

PETER

It's snowing!

Sure enough, suddenly the air is full of thick white flakes.

ANN

Oh, dear, what shall we do now? We can't go back in the cave because the warming pan might catch us, and if we stay here Peter will catch his death of cold out in the snow in his night drawers -- and so will we all. Oh, what *would* mother say!

RUDOLF

But we are not *out* in the snow, Ann, we are *in* in the snow. It's not even cold.

PETER

And it's not wet.

He is trying to roll a snowball out of the white flakes that are piling themselves on the ground with amazing quickness.

ANN

I don't care, I know mother wouldn't like us to be *in* in it or *out* in it. I'm going to knock at the door of that house this minute

(MORE)

ANN (cont'd)
and ask if they won't let us stay
there 'til the storm's over.

RUDOLF
All right, only I hope the people
who live there don't happen to be
any relation of the warming pan.

It is a dreadful thought. The three children look at the house and hesitate. Then Rudolf laughs, draws his sword, which he had fastened into the belt of his pajamas, and mounts the steps, the others following behind him.

RUDOLF (cont'd)
(whispering)
You be all ready to run if you
don't like the looks of the person
who comes. Now!

He knocks long and loud upon the blue and white striped door.

The door flies open almost before Rudolf has stopped knocking, but there is nothing very alarming about the person who stands on the threshold.

It is only a very large gray LADY GOOSE neatly dressed in blue and white bed-ticking, with a large white apron tied around her waist and wearing big spectacles with black rims.

LADY GOOSE
Nothing today, thank you.

RUDOLF
But please --

LADY GOOSE
(rattling so rapidly that the
children can hardly
understand)
No soap, no baking powder, no
lightning rods, no hearth-brooms,
no cake tins, no life insurance --
nothing at all today, *thank you!*

ANN
But we want something -- we want to
come in!

LADY GOOSE
Oh, I never let in peddlers.

And she slams the door in their faces. As she slams it one of her broad apron strings gets caught in the crack, and Rudolf seizes the end of it. When the Goose opens the door an inch or so to free herself, he holds on firmly.

RUDOLF

Tell us, please, are you the
bed-warming pan's aunt?

The Gray Goose looks immensely pleased, but shakes her head.

LADY GOOSE

Nothing so simple, nor, so to speak, commonplace, since the relationship or connection if you will have it, is, though perfectly to be distinguished, not always, as it were, entirely clear, through his great-grandfather who, as I hope you are aware, was a Dutch oven, having run away with a cousin of my mother's uncle's stepfather, who was three times married, numbers one, two, and three all having children but none of 'em resembling one another in the slightest, which, as you may have perceived, is only the beginning of the story, but if you will now come in, not forgetting to wipe your feet, and try to follow me very carefully, I'll be delighted to explain all particulars.

The children find it impossible to wipe their feet on the mat because it is thick with snow, but they gladly follow the lady goose into the house.

INT. HOUSE -- DAY -- CONTINUOUS

When the door is closed behind the children, they are surprised to see that it is snowing even harder inside the house than out.

For a moment they stand half blinded by the storm, unable to see clearly what kind of room they are in or to tell whose are the VOICES they hear so plainly.

A great FLUTTERING and CACKLING is going on close to them, and a hoarse voice cries out.

GENTLEMAN GOOSE

One hundred and seventeen and three-quarters feathers to be multiplied by two-sevenths of a pound. That's a sweet one! Do that if you can, Squealer.

A WHINING VOICE replies.

SQUEALER

You can do it yourself! I've tried the back and the corners and the edges -- there's no more room --

Then comes the sound of a sudden SMACK, as if someone's face has been slapped when he least expected it, and this is followed by a loud angry SQUAWK.

Now the snowflakes, which have been gradually thinning, die away entirely.

The children suddenly discover that the snowflakes have not been snowflakes at all.

The "snowflakes" were only a cloud of white feathers sent whirling through the house and up the chimney by some disturbance in the midst of a great heap of feathers as high as a haystack in one corner of the room.

From the middle of this heap stick up two very thin yellow legs with shabby boots that give one last despairing kick and then are still.

Nearby at a counter a GENTLEMAN GOOSE in a long apron is weighing feathers on a very small pair of scales, and at his elbow stands SQUEALER, a little duck apprentice with tears running down his cheeks.

Squealer is doing sums in a greasy sort of butcher's book that seems quite full already of funny scratchy figures.

ANN

(whispering to Rudolf)

That must be Squealer, the one who got his face slapped, but what do you suppose is the matter with the other duck, the one in the pile of feathers? He will be smothered, I know he will!

RUDOLF

(whispering back)

I think so, too, yet it doesn't seem polite to mention it.

The lady goose is busily helping the children brush off the feathers that are sticking to them.

PETER

I am sure I swallowed at least a pound!

The lady goose pats him on the back with her bill, then brings forward chairs for them all.

As the children look around more closely, they see that the room they are in is a very cozy sort of place, long and low and neatly furnished with a table, a shiny black cook-stove, a great many bright copper saucepans, and a red geranium in the window.

A large iron pot is boiling merrily on the stove and from time to time the lady goose stirs its contents with a big wooden spoon.

It seems to smell rather good, and Peter, sniffing, begins to put on his hungry expression.

LADY GOOSE

(waving her spoon)

As I said, no, there was not even a family resemblance, although, as is generally known, a Roman nose is characteristic in our family, having developed in fact at the time of that little affair when we repelled the Gauls in the year --

But Rudolf cannot stand much more of this.

RUDOLF

I beg your pardon, but would you mind if we helped the little one out of the heap, the -- the -- duck who is getting so thoroughly smothered?

LADY GOOSE

(kindly)

Not at all, if you care about it. Squawker'll be good now, won't he, Father?

ANN

Oh, I'm sure he'll be good!

She runs ahead of Rudolf and catches hold of one of the thin yellow legs and gives it a mighty pull.

GENTLEMAN GOOSE

(gravely)

He'll be good -- when he's roasted.
Very good indeed will Squawker be
-- with apple sauce!

And he smacks his lips and winks at Peter who is standing close beside him, looking up earnestly into his face.

PETER

I like currant jelly on my duck. I
eat apple sauce on goose.

The Gentleman Goose appears suddenly uncomfortable.

He begins nervously stuffing feathers he had been weighing into small blue and white striped bags, which he throws one after the other to Squealer, who never by any chance catches them as he turns his back at every throw.

GENTLEMAN GOOSE

(in a hesitating, anxious
voice)

I suppose you believe along with
all the rest, what's sauce for the
goose is sauce for the gander,
don't you? I suppose there's
nothing sauce-y about yourself now,
is there?

And apparently comforted by his miserable little joke, he goes on with his weighing.

By this time, SQUAWKER, the other little duck, has been hauled out of the heap of feathers by Ann and Rudolf, and stands COUGHING and SNEEZING and GASPING in the middle of the floor.

As soon as he has breath enough he begins calling out pitifully.

SQUAWKER

Could someone please brush the down
off my Sunday trousers?

The lady goose comes good-naturedly to his assistance.

Squawker seems quite pleased, and turns himself around and around for their approval.

SQUAWKER

What kind of birds are these new
ones?

LADY GOOSE
 Why just three more of us,
 Squawker, dear.

This remark made all three children open their eyes very wide and glance at one another.

RUDOLF
 Nonsense -- we aren't geese!

From the other end of the room comes the voice of the gentleman goose, who speaks without turning around.

GENTLEMAN GOOSE
 What makes you think that?

RUDOLF
 Because we aren't -- we --

LADY GOOSE
 You're molting pretty badly, now
 you mention it, you and the little
 one.

(laying a claw lovingly on
 Ann's head)
 But this one's feathers seem in
 nice condition. How much would you
 say a pound, Father?

GENTLEMAN GOOSE
 Can't say 'til I get 'em in the
 scales, of course.

Smoothing down his apron, the gentleman goose advances toward Ann in a businesslike fashion.

The two little apprentices, carrying bags, follow at his heels.

Ann clings to Rudolf.

ANN
 I haven't any feathers -- they're
 curls! I'm not a bird, I'm a girl
 with hair!

The lady goose has returned to the stove to stir the contents of the iron pot.

LADY GOOSE
 She doesn't want to be plucked!
 Well, now, did you ever! Maybe it
 runs in her family. I had a

(MORE)

LADY GOOSE (cont'd)
 great-aunt once on my father's side
 who didn't like getting plucked --

SQUAWKER
 (chuckling)
 They're feathers, all right. You're
 a perfect little duck, that's what
 I think.

SQUEALER
 Me, too.

The gentleman goose reaches over the lady goose's shoulder, snatches the spectacles off her nose without without a word, sets them crookedly on his own, and looks over them long and earnestly at Ann.

GENTLEMAN GOOSE
 So you want to call 'em hair, do
 you? I suppose you think they
 belong in a hair mattress!

Ann is ready to cry, and Rudolf draws his sword with the intention of doing his best to protect her, when at that moment a new VOICE is heard.

Looking in the little window over the top of the red geranium, the children see the FALSE HARE, a good-humored, furry rabbit with long bristly whiskers and bright twinkly eyes.

FALSE HARE
 Anybody mention my name?

The large Belgian hare leaps lightly into the room. He is handsomely dressed in a light overcoat and checked trousers, and wears gaiters over his patent-leather boots.

He has a thick gold watch chain, gold studs, and cuff buttons, and in one hand he carries a high hat, in the other a small suitcase and a tightly rolled umbrella.

FALSE HARE
 (cheerfully)
 What's the matter here?

GENTLEMAN GOOSE
 (pointing his claw
 disdainfully at Ann)
 Why, this bird says it has no
 feathers, which you can see for
 yourself is not the case. It has
 (MORE)

GENTLEMAN GOOSE (cont'd)
 feathers, therefore it is a bird.
 Birds of a feather flock together.
 That settles it, I think! Come
 along, boys. To work!

At his command the two duck apprentices, who are standing one on either side of Ann, make feeble dashes at the two long curls nearest them.

Rudolf steps forward but the hare is before him. He only needs to stare at the two ducks through a single eyeglass he has screwed into one of his eyes to make them turn pale and drop their claws to their sides.

FALSE HARE
 (to Ann)
 Now once more -- what did you say
 you call those unpleasantly long
 whiskers of yours?

Ann answers meekly, for she is too frightened to be offended.

ANN
 Hair.

RUDOLF AND PETER
 (loudly)
 Hair!

FALSE HARE
 Bless me, that's not at all *my*
 business, is it? Not at all in my
 line -- oh, no!

He gathers up his hat, suitcase, and little umbrella from the floor where he had dropped them.

FALSE HARE (cont'd)
 (nodding pleasantly and
 winking at the children)
 Be sure you don't follow me.

He steps to the door without so much as a look at the gentleman goose.

GENTLEMAN GOOSE
 (angrily)
 Stop, stop! Catch 'em, Squealer --
 at 'em, Squawker -- hold 'em, boys!

It is too late.

The ducks are too afraid of the Hare to do more than flutter and SQUAWK a little, and as the gentleman goose does not seem inclined to make an attack single-handed, the hare, with the children behind him, gets to the door in safety.

Peter, however, has to be dragged along by Ann and Rudolf, for the lady goose has just removed the great pot from the stove, and the little boy is sniffing hungrily at the steam.

Now the lady goose comes after the children carrying a large spoonful of the bubbling stuff.

LADY GOOSE

All done, all done -- don't go
without a taste, dears!

PETER

(eagerly turning back to her)
What's done?

LADY GOOSE

Worms, dear -- red ones and brown
ones, boiled in vinegar, you know
-- just like mother used to make --
with a wee bit of a grasshopper
here and there for flavoring.
Mother had the recipe handed down
in her family -- her side, you
know, from my great-great-
grandmother's half-sister who was a
Davis but married a Mr. Gans and
was potted in the year --

EXT. HOUSE -- DAY -- CONTINUOUS

They get Peter through the door by force, Ann and Rudolf pushing behind and the hare pulling in front.

PETER

I just wanted a taste!

ANN

Peter -- they're *worms*!

PETER

I don't see why the goose's worms
wouldn't be just as good as the
white worms mother cooks with
tomato sauce on top!

RUDOLF
That's spaghetti!

PETER
Well, red worms and brown worms
might taste just as good as
spaghetti worms!

As they hurry away from the goose's house, the children cast one last look behind them.

There at the window is the lady goose waving in farewell the spoon she had stirred the hot worms with.

Suddenly a whirl of white feathers flies out the chimney and the window, hiding the lady goose completely from sight.

At the same instant two feeble SHRIEKS come from within the house.

RUDOLF
Squealer and Squawker both went
into the heap that time, I guess.

ANN
I'm glad of it! *I'd* never help
either of the horrid little things
out again.
(turning politely to the hare)
Would you, sir?

FALSE HARE
(yawning)
I dare say not. That is, of course,
unless I had particularly promised
not to. In that case I suppose I'd
have to.

EXT. COUNTRYSIDE -- DAY -- CONTINUOUS

All three children look puzzled.

ANN
(timidly)
Would you mind telling us what you
meant when you said *this* --
(touching her hair)
-- was not your business?

FALSE HARE
(cheerfully)
Not at all. I meant that it was.

ANN

But you said --

FALSE HARE

Oh, what I *said* was, of course, untrue.

ANN

Do you mean you tell stories?

Ann looks very shocked, as do Rudolf and Peter.

FALSE HARE

Certainly, that's my business -- I'm a false hare, you know. Oh, dear, yes, I tell heaps and heaps of stories, as many as I possibly can, only sometimes I forget and then something true will slip out of me. Oh, it's a hard life, it is, to be thoroughly untruthful every single day from the time you get up in the morning 'til the time you go to bed at night -- 'round and 'round the clock, you know! No eight-hour day for me. Ah, it's a sad, sad life!

He sighs very mournfully, at the same time winking at Rudolf in such a funny way that the boy bursts out laughing.

FALSE HARE (cont'd)

(solemnly)

Take warning by me, young man, and inquire very, very carefully concerning whatever business you go into. If I had known what the life of a false hare really was, I doubt if I should have ever -- but, dear me, this will never do -- you're getting me into mischief! I've hardly told so much as a fib since we met!

Rudolf tries not to laugh as he and Ann and Peter march along beside the False Hare over a stretch of open level country.

RUDOLF

Oh, you mustn't mind *us*. You mustn't let us interfere with your -- your business, you know. We sha'n't mind, at least we'll try

(MORE)

RUDOLF (cont'd)
 not to. Whatever you say we'll
 believe just the opposite.

Ann is still looking very doubtful.

RUDOLF (cont'd)
 (to Ann)
 It'll be as if it were a kind of
 game. You're quick at games.

Ann looks happier at once.

ANN
 (to the hare)
 I think I heard something about you
 the other day -- at least I suppose
 it must have been you. It was at a
 tea party given by a friend of my
 mother -- a Mrs. Mackenzie who
 lives in the city. One lady said to
 another lady, "How fashionable
 false hair is getting!"

EXT. SLOPING COUNTRYSIDE -- DAY -- CONTINUOUS

Now the ground is beginning to incline gradually upward.

The False Hare strokes his whiskers to hide a pleased smile.

FALSE HARE
 Bless me, I should think so! Keeps
 a fellow on the jump, I can tell
 you -- this social whirl. And then,
 when bedtime comes along and a chap
 ought to get a bit of rest after a
 day's hard fibbing, why then --
 there's the dream business. I can't
 neglect that.

The children do not understand.

ANN
 The "dream business"?

FALSE HARE
 Well, I'll just explain, and then I
 really must get back to work. Now
 then, suppose a dog dreams about a
 rabbit? It's a dream rabbit, isn't
 it?

RUDOLF

Yes.

ANN

Of course.

FALSE HARE

And a dream rabbit is not a real rabbit, is it? And a rabbit that's not a real rabbit is a false rabbit, isn't it? Or rather, a false *hare*, as I prefer to be called. So there *I* am. That's where I come in. Simple, isn't it?

RUDOLF

(politely)

You make it sound simple. We're much obliged. And now would you mind telling us where we are coming to, and what is beyond this steep hill just ahead of us?

The hare screws his glass into his eye and looks thoughtfully at the country around them.

FALSE HARE

I can tell you, of course, but it won't be the truth. I really *must* get back to business.

RUDOLF

Oh, never mind telling us at all, then. I see there's no use asking *you* any questions.

EXT. HILL -- DAY -- CONTINUOUS

Now the group is climbing a very steep hill. It is hard traveling, because the hill is covered with thick, fuzzy, whitish-yellow grass which tangles itself around their feet, and gives them more than one fall.

Ann and Rudolf have to stop to pick up Peter. His legs are too short to carry him along as fast as the others.

The False Hare hurries ahead by leaps and bounds that would soon carry him out of sight if he did not stop to wait for the children.

When they finally catch up to him, they find him sitting on his little suitcase, smoking a bubble pipe, and laughing at them.

ANN

Sorry to keep you waiting!

FALSE HARE

Oh, don't mention it, *I* don't mind.
I like waiting for slowpokes! It's
nothing to me if I miss a dozen
appointments and get driven out of
the dream business by that old
what's-his-name -- Welsh Rabbit!

This sort of talk is rather annoying, and the children
decide not to heed it and keep climbing.

EXT. HILL -- DAY

A short while later, all three children are tired with their
climb, and are glad to sink down on the soft fuzzy grass and
rest.

The False Hare bounds ahead, calling back to them.

FALSE HARE

Oh, please, don't hurry!

But when he finds he cannot tease them into following, he
saunters back to meet them, looking as cool and fresh and
neat as when he started.

Peter looks thoughtfully at the hare's suitcase.

PETER

Have you got anything to eat in
there?

FALSE HARE

Gracious, yes!

Peter's little face brightens.

FALSE HARE (cont'd)

Lemme see -- what do little boys
like best? Cinnamon buns an'
chocolate cake an' butterscotch an'
lemon pie an' soda-water an'
gingerbread an' jujubes an' popcorn
balls an' --

He might have gone on forever, but Ann and Rudolf will not
stand any more of it. They rise angrily and, dragging Peter
after them, continue their climb.

EXT. NEAR TOP OF HILL -- DAY

Just as the children have almost reached the top of the hill, the False Hare bounds past them with a laughing salute and a wave of his paw, and drops out of sight over the brink of the ridge.

EXT. TOP OF HILL -- DAY -- CONTINUOUS

A moment more and they all stand on the edge of a cliff so steep that they are in danger of tumbling over.

From beneath, the hare's voice calls up to them.

FALSE HARE

Nobody ever thought of a *sheet* of water -- oh, no!

Before their eyes lies a large body of water, calm and smooth, with a narrow strip of beach directly beneath them.

ANN

Oh!

PETER

How will we climb down?

ANN

It looks impossible!

RUDOLF

The False Hare did it, so we can too. Somehow.

They search around carefully.

RUDOLF (cont'd)

Look -- a set of steps!

He has found a set of rude steps cut in the side of the cliff. They are very far apart, for climbers whose legs are longer, but Rudolf helps Ann and Ann helps Peter.

EXT. BODY OF WATER -- DAY

At last the three children are safely down and standing beside the False Hare, who is strolling along the edge of the water. He sticks his glass in his eye and looks at Ann.

FALSE HARE

Hullo. What makes the whiskerless one so cheerful?

Rudolf and Peter are not surprised when they turn to look at Ann to see that she is ready to cry.

PETER

What's the matter, Ann?

ANN

Oh, whatever will become of us now?
We can't go back. Even if we could
climb up the cliff, I'd never pass
that dreadful goose's house again,
not for anything! But how are we
going to get any farther without a
boat?

The False Hare pretends to wipe away a tear with the back of his paw.

FALSE HARE

No boat -- oh, dear, dear, dear --
no boat!

The faces of the three children brighten immediately, for they are beginning to understand his ways -- that he says the opposite of what he means.

RUDOLF

(waving his sword)

Hurrah!

Sure enough, coming around a bend in the shore where the bushes had hidden it from their sight, is a small boat rowed by two WHITE MICE.

After neatly and carefully turning up the bottoms of his trousers so that they will not get wet, the False Hare bounds on a rock that rises out of the water a few feet from shore, and stands ready to direct the landing of the boat.

The mice seem not to know what to do, and would probably never reach land if this depended on their own efforts, but luckily the breeze is blowing them in the right direction.

Now as the boat is almost within reach, the False Hare begins leaping up and down, clapping his paws and calling out in the heartiest tones.

FALSE HARE

Go it, my dear old Salts! Hurrah,
my fine Jack Tars! You're a pair of
swell old sea-dogs, you are. Only
don't *hurt* yourselves, you know. We
wouldn't like to see you *work*!

It seems as if the white mice know the False Hare and the value of his remarks, for they make no attempt to answer him, but only look more and more frightened and uncomfortable.

When their boat is at last beached, they jump out of it, turn their backs to the rest of the party, and standing as close together as they can get, gaze anxiously out over the water.

Seen close by, there is something familiar about the look of these mice. Rudolf studies them, and speaks in a low voice to Ann.

RUDOLF

Haven't we seen these mice before?

ANN

(in a low voice)

I was just thinking the same thing.

RUDOLF

Even though they *have* grown a great deal...

ANN

And disguised themselves by licking the chocolate off each other!

RUDOLF

I hope Peter doesn't notice!

Peter is walking around in front of the two mice, looking at them long and earnestly.

The mice try vainly not to meet his eye.

PETER

I say, Mr. Mouses, was you always white?

The mice turn pink in their embarrassment and glance nervously at each other.

Peter continues staring steadily at them.

PETER (cont'd)

I thought, that last time I saw you, you was choc'late. Did you wash it off --

(sternly)

-- on purpose?

MOUSE ONE

(hastily)

Excuse me, sir, we don't believe in washing.

Ann shakes her head at Peter.

ANN

Hush! You mustn't be rude to them when they are going to lend us their boat so kindly.

(in a loud voice)

Who is going to row? Will you, Mr. False Hare?

FALSE HARE

(sweetly)

Why certainly, dearie, I *adore* rowing.

Ann rolls her eyes.

ANN

Then you will have to, Rudolf, and I will look after Peter. He is always so apt to fall out of a boat. I dare say the mice will be glad of a rest.

They all get into the boat.

Rudolf takes the oars, Ann sits in the bow with Peter beside her, and the False Hare settles himself comfortably in the stern with a mouse squeezed on either side of him.

From the strained expressions on their faces, it seems as if the mice are hardly enjoying the False Hare's attention.

EXT. ROWBOAT -- DAY

The children seem to love being on the water.

FALSE HARE

Rudolf -- wonderful job rowing!

RUDOLF

Thanks --

(remembering that the False Hare says the opposite of what he means)

-- I mean...be quiet.

Suddenly Ann calls out.

ANN

Sail ahead!

Turning his head, Rudolf sees a small boat heading toward them as fast as it can come.

A moment more and the children see the black flag floating at the boat's masthead.

ANN (cont'd)

Uh, oh! That's a skull and crossbones -- it's a pirate ship!

RUDOLF

Hurrah! How awfully jolly! Just like in a book!

FALSE HARE

(shuddering)

Dee-lightful! If there's one thing I do dote on, it is pirates -- dear old things!

After one glance at the ship, the two white mice give two little SHRIEKS and hide their faces in their paws.

Rudolf ships his oars while he loosens his sword.

RUDOLF

I shall be prepared to fight, though I am afraid we must make up our minds to being captured. Our enemy's boat is not so large -- it's not much more than a catboat -- but there are only six of us, and I suppose there must be at least a dozen of the pirates.

The False Hare smiles a sickly sort of smile.

FALSE HARE

And such nice ones, such gentle, well-behaved, well-brought-up, *polite* pirates! Just the sort your dear parents would like to have you meet. *Those* fellows don't know anything about shooting, stabbing, or plank-walking; *oh*, no! *They* don't do such things.

Ann turns pale at the words, but Rudolf only LAUGHS.

RUDOLF

What luck! I'm nine years old and I've never seen a real live pirate, and goodness knows when I ever will again -- I wouldn't miss this for anything!

Then he sees how worried his younger sister looks.

RUDOLF (cont'd)

(cheerfully)

They may sail right past without speaking to us, you know.

But this is not the case. Closer and closer sails the pirate craft until at last the children can see her name painted in black letters on her side, the *Merry Mouser*.

A group of PIRATES is gathered at the rail, staring at the rowboat through their spyglasses.

There is no mistake about these fellows being pirates -- that is easy to see from their strange bright-colored clothes and the number of weapons they carry.

At the bow stands one who is evidently the PIRATE CAPTAIN. He is dressed in tight gray and white stripes with a red sash tied around his waist, stuck full of shiny-barreled pistols and long bright-bladed knives. His arms are folded on his broad chest.

As Rudolf stares at this fellow, he begins to frown with an expression that says he has seen the pirate captain somewhere before.

Just at that instant Rudolf hears the sound of a STRUGGLE behind him, and turning around he sees that Peter has become terribly excited.

PETER

Mittens! Mittens!

Breaking loose from Ann's hold, he stands up and leans so far over the side of the boat that he loses his balance and falls into the water.

Ann SCREAMS.

The mice roll themselves into a kind of ball and stow themselves under a seat.

The False Hare merely yawns and keeps his paws in his pockets.

Rudolf kicks off his shoes and is ready to jump in after Peter, when he sees that the pirates have lowered a long rope with something bobbing at the end of it.

Peter comes to the surface, seizes the rope, and is rapidly hauled on board the pirate ship.

Ann comes near falling overboard herself in her excitement.

ANN

Oh, Rudolf, Rudolf -- let's
surrender right away quick! We
can't leave poor Peter to be
carried off by those terrible cats!

RUDOLF

Cats? --
(staring stupidly at the
pirates)
-- Why so they are cats, Ann!
Somehow I hadn't noticed that
before.

Cats indeed they are, but cats big and bold, with teeth
sharp and white, and eyes round and yellow.

In a small boat, a couple of pirates -- big, rough-looking
fellows named GROWLER and PROWLER -- are sculling rapidly
toward the children.

Prowler has a blue sash and Growler a green, and each
carries knives and pistols enough to set up a shop.

Prowler calls out in a businesslike kind of way as the two
pirates lay hold of the bow of the rowboat.

PROWLER

Surrender, or have your throats cut
-- the choice is yours, you know.

Rudolf raises his sword, but Ann stops him.

ANN

We have to remember Peter.

Much against his will, Rudolf is now forced to surrender his
beloved sword.

The False Hare hands over all his belongings -- his jewelry,
his suitcase, and his little umbrella -- without the
slightest hesitation, humming a tune as he does so, but his
voice cracks, and Ann and Rudolf notice.

The prisoners are quickly transferred to the other boat, and Growler takes the oars.

PROWLER

Hold on a minute, Growler -- I'll just jump back into their old tub to see if we've left any vallybles behind!

GROWLER

All right, Prowler.

Prowler leaps into the little boat which the pirates have fastened by a tow-rope to their own.

It is then that Rudolf and Ann remember something.

ANN

(in a whisper)

The mice!

Growler hears her speak and looks over.

GROWLER

What did you say?

ANN

(lying badly)

I said, "they're nice" -- meaning, you, and your friend, of course.

GROWLER

Of course.

He does not seem to believe her, but he looks back toward the rowboat.

When Prowler returns, his whiskers are very shiny, and he is washing his face as cats do after a meal. He HUMS a snatch of a pirate song.

Growler eyes Prowler suspiciously.

GROWLER (cont'd)

Find anything?

PROWLER

Oh, 'twas nothing -- nothing of any importance.

GROWLER

If you did, and don't fork it out before the captain, you'll catch

(MORE)

GROWLER (cont'd)
 it. 'Twill be as much as your nine
 lives are worth!

Rudolf and Ann look at each other, but neither of them speak.

Both the pirate cats now settle to the oars and the boat skims along the water in the direction of the *Merry Mouser*.

As they draw alongside, Growler mutters to Rudolf and Ann in a not unfriendly whisper.

GROWLER (cont'd)
 Look here, youngsters, here's a
 word of advice that may save you
 your skins -- don't show any cheek
 -- not to me or Prowler, we're the
 mates -- and above all, not to the
 captain!

ANN
 (timidly)
 What is your captain's name, Mr.
 Growler, sir?

Growler flashed his white teeth at her.

GROWLER
 Mittens -- *Captain* Mittens, the
 Pitiless Pirate -- Mittens, the
 Monster of the Main!

ANN
 Why -- my Aunt Fanny has a tiger
 cat with white paws named --

Rudolf gives her a sharp pinch, and Ann stops suddenly.

ANN (cont'd)
 Ow!

When she looks at Rudolf to see why he pinched her, Rudolf nods toward the two pirates.

A terrible frown has spread over the faces of both Growler and Prowler.

GROWLER
 (whispering in low and earnest
 tones)
 Above *all*, none of that! If you
 don't want to be keel-hauled, don't
 recall his shameful past!

Rudolf and Ann look at one another in disbelief.

EXT. CATBOAT -- DAY

Rudolf, Ann, and the False Hare, under guard of Growler and Prowler, reach the deck of the *Merry Mouser*.

They find Peter dressed in a dry suit of pirate clothing and looking none the worse for his wetting.

He is being closely watched by a big MALTESE PIRATE whose strong paw with its sharp claws outspread rests on Peter's shoulder.

Ann runs up to him and gives him a hug.

ANN

Peter! Are you all right?

PETER

(nods)

But look out -- Mittens is awful
cross at us!

Ann pays no attention to this warning. She is so glad to see her Aunt Fanny's pet again that she runs over to the pirate captain.

ANN

Kitty, kitty! Don't you know me,
Mittens? Come here, puss-puss!

For a moment Captain Mittens stands perfectly silent, bristling to the very points of his whiskers with passion. Then he gives an order in a hoarse growl.

MITTENS

Bring the bags.

Instantly two ugly black-and-white spotted cats, TODDLES and TOWSER, dive into the little cabin and bring out an armful of neat, black, cloth bags with drawing strings in them.

MITTENS

(in a very stern voice)

One moment -- any plunder?

Growler bows low before his captain.

GROWLER

'Ere's a very 'andsome weapon, sir.
(handing over Rudolf's sword)

(MORE)

GROWLER (cont'd)
 Nothing else on the little ones,
 sir, but *this* 'ere gentleman --
 (pointing to the False Hare)
 -- was loaded down with jools.

Hearty CHEERS spring from the furry throats of the crew,
 while broad grins spread over their whiskered faces as they
 listen to this pleasing news.

MITTENS
 (snarling)
 Silence!

And every cat is still.

MITTENS (cont'd)
 (to Growler)
 Now then -- hand 'em over.

Very much against his will, Growler empties his pockets of
 the False Hare's jewelry and hands it over to his captain.

Mittens takes the gold watch and chain, the flashing pin and
 studs, the beautiful diamond ring, and put them all on,
 glaring defiantly at his crew as he does so.

So fierce is that scowl of his, so sharp and white the teeth
 he flashes at them, so round and terrible his gleaming
 yellow eyes, that not a cat dares object, though the faces
 of all plainly show their anger and disappointment at this
 unfair division of the spoils.

MITTENS (cont'd)
 Now, what's in *there*?

He gives a contemptuous kick to the False Hare's suitcase.

Growler opens it and takes out a dozen paper collars, a
 little pair of pink pajamas, and a small black bottle
 labeled "Hare Restorer."

Mittens gives the False Hare a bitter look.

MITTENS (cont'd)
 All of 'em worth about two cents
 retail. Huh! Drowning's too good
 for *you*!

FALSE HARE
 (humbly)
 I feel so myself, sir.
 (wiping away a tear with the
 back of his paw)

You see, I'm so *fond* of the water!

Mittens thinks a moment, keeping his eye firmly fastened on the hare.

MITTENS

I'll fix you -- I'll tie you up in one of those bags!

The False Hare puts his paw behind his ear.

FALSE HARE

Bags? Excuse me, sir, but did you say "bags"?

MITTENS

Yes, I did --
(roaring)
Bags, bags, bags!

FALSE HARE

(cheerily)
Oh, *thank* you! Just my favorite resting-place -- a nice snug bag. Mind you have them draw the string *tight*, won't you?

Mittens flies into a terrible rage.

MITTENS

I have it -- I'll set you adrift! Here, boys, get that boat ready!

Then the hare begins to CRY.

FALSE HARE

Oh, *no*, sir, *please* -- anything but that!

He SOBS so hard that the children look actually ashamed of him.

RUDOLF

Look here, Mittens --

MITTENS

(correcting him coldly)
Captain Mittens.

It is hard for Rudolf, but he dares not anger the cat any further.

RUDOLF
Captain Mittens -- don't hurt him,
 please. He's only a --

Then he stops, because the False Hare is making a terrible face at him behind the handkerchief with which he is pretending to wipe his eyes.

Mittens, not giving Rudolf so much as a look, commands Toddles and Towser, the black-and-white spotted cats.

MITTENS
 Tie his paws!

FALSE HARE
 Oh, *no*, sir!

In a moment Toddles and Towser have tied the False Hare's paws behind him.

MITTENS
 Now -- chuck him in the boat!

The spotted cats lower the SOBBING hare into the mice's little rowboat, give it a push, and set him cruelly adrift.

ANN
 Oh, Rudolf, what will become of
 him? Poor old hare!

A dismal echo comes back from the little rowboat already some distance away.

FALSE HARE
 Po-o-o-r old hare!

Then they see that the False Hare has already freed his paws and is standing up in his boat waving a happy farewell to all aboard the *Merry Mouser*.

FALSE HARE (cont'd)
 (in mocking tones)
 Goodbye, kidlets! Hope you have a
 good time with the tabbies!
 Goodbye, old Whiskers!

At this insult to their captain, all the pirate cats begin FIRING their revolvers, but their aim is very poor indeed, as none of their shots come anywhere near the rowboat.

The False Hare merely bows, kisses his paw to Captain Mittens, and then begins rowing so skilfully that in a few moments he is far beyond their range.

Growler edges up to Prowler.

GROWLER
(chuckling)
I say, old chap -- s'pose that's
what they mean by a "hare"-breadth
escape?

PROWLER
(grinning)
It's one on the captain, anyway.
And we can't chase him because
there's no wind in the sails.

Captain Mittens has crept up behind the two mates and BAWLS
in Prowler's ear.

MITTENS
What's that -- what's that? No
wind? Why not, I'd like to know?
What d'ye mean by running out o'
wind? Head her for Catnip Island
this instant, or I'll have ye
skinned!

PROWLER
(meekly)
Yes, sir, I'll do my best, sir. But
you see, sir, the breeze havin'
died, sir, it'll be a tough job to
--

MITTENS
Prowler!

Mittens, who has been standing close beside the unlucky mate
while he spoke, now comes closer yet and fixes his terrible
eye on Prowler's shining whiskers.

MITTENS (cont'd)
If I didn't know better, Mr.
Prowler, I'd swear you have *mouse*
on your breath.

PROWLER
Mouse, sir?

MITTENS
(very slowly and distinctly)
How long is it -- since -- you --
have -- tasted -- *mouse*?

Prowler trembles all over.

PROWLER

A -- a -- week, sir, that is, I
couldn't swear to the date, sir,
but 'twas at my aunt's and she
never has us to tea on a Monday,
for that's wash-day, so it must 'a'
been --

MITTENS

No use, 'twon't work, Prowler.

He grins and waves a paw to one of the spotted sailors.

MITTENS (cont'd)

Here, you, bring along the cat-o'-
nine-tails!

A black-and-white cat turns to carry out the captain's
order.

At this the children are immediately very much interested.

ANN

Nine tails?

PETER

I have never in my life seen a cat
with more than one tail.

RUDOLF

(whispering to Peter)

It would take nine times as much
pulling!

Then he notices a commotion among the sailors.

Suddenly someone calls out.

CAT

A breeze, a breeze!

In the excitement of getting the *Merry Mouser* under way, the
captain's attention is turned, and Prowler and his crime are
forgotten.

All this time Rudolf, Ann, and Peter have been standing a
little apart from the rest under guard of the Maltese pirate
at whose feet lie the dreadful black bags all ready for use.

In the confusion Rudolf turns to Ann and whispers.

RUDOLF

Do you suppose we could possibly stir up a mutiny? Prowler must be pretty sore at the captain. If we could only get him and Growler on our side, maybe they would help us grab Mittens and toss him overboard!

But Ann shakes her head, and Peter doubles up his little fists and cried out.

PETER

Nobody sha'n't touch my Mittens! I don't care if he *is* a pirate cat! I'm going to ask my Aunt Fanny if I can't take him home with me to Thirty-Fourth Street!

ANN

(putting her hand over Peter's mouth)

Sh-sh!

But it is too late. Mittens has crept stealthily up behind Rudolf and now he pops one of the black bags over his head.

At the same instant, Ann, kicking and struggling, vanishes into another held open by two of the spotted cats, Toddles and Towser, and a third bag descends over Peter's own head.

It is no use struggling, yet struggle they do. There are small breathing holes in each bag, and a few of the holes are even large enough for the children to see through.

At that moment, a cry is raised.

CAT

Land ho!

All cats rush away to join in the general fuss and confusion of getting the *Merry Mouser* ready for her landing.

Rudolf has been working his hardest to get one of the holes in his bag up to his eye, and soon he is able to get a good view of his immediate surroundings.

RUDOLF

(to Ann and Peter)

Chins up -- we're getting close to the island!

ANN
 (in muffled tones from her
 bag)
 Has it got coral reefs and palm
 trees and coconuts?

PETER
 (muffled)
 Has it got monkeys an' turtles an'
 -- an' -- octopusses?

RUDOLF
 N-no, I don't see any of those
 things yet. There are a great many
 trees, some of 'em coming almost
 down to the edge of the water, but
 they're not palm trees, they're
 willows, the kind you pick the
 little furry gray things off in
 early spring --

ANN
 Pussy willows?

RUDOLF
 Yes, and back of that there are
 fields of tall reeds with brown
 tips to them.

ANN
 (giggling)
 Cattails!

RUDOLF
 And there's a big high cliff, too,
 with a little stream of water
 running down, and --

Here Rudolf stops, because Growler and Prowler rush up, cut the strings of the three bags, and release the children from the bags.

The *Merry Mouser* moves up alongside her landing place, and in a moment the children are being led ashore, each under guard of a cat pirate to prevent escape.

All the CATS of Catnip Island are trooping down to the shore to watch the landing of the *Merry Mouser*.

There are cats of all sizes, shapes, and breeds -- black, white, yellow, striped, spotted, Maltese, tortoise-shell, calico, Siamese, Persian, and tiger cats, from tiny furry kittens to gray old grandpas hobbling along by aid of canes.

Captain Mittens, decked out in the False Hare's jewelry, is the first to leave the pirate ship. He steps along jauntily, nose in the air, haughty expression on his whiskered face.

After him comes Growler leading Rudolf, then Prowler with Ann, then the Maltese pirate with Peter by the hand.

The spotted sailors bring up the rear, all but Toddles and Towser, who have been left to guard the ship.

One of the island cats cries out.

CAT

Look -- Captain Mittens has brought
home three prisoners!

As soon as the cats on shore see this, they set up a great YOWL of joy, and begin to dance, prancing and bounding in the air and whirling around and around on their hind legs.

Rudolf forgets where he is and stands still to watch the antics.

RUDOLF

Oh, my eye! Don't I wish I had my
slingshot!

Prowler is just behind him.

PROWLER

Silence -- 'nless ye want to be
skinned alive!

RUDOLF

If you think I'm afraid of a bunch
of silly cats --

But his voice is drowned by the YOWLS that burst from a hundred furry throats as the islanders press closer.

ANN

Oh, Rudolf, do be quiet!

Rudolf, a long way from his sling shot, is obliged to submit.

EXT. CATNIP ISLAND -- DAY -- CONTINUOUS

The pirate cats have cleared a way through the crowd and the procession leaves the beach.

EXT. GROVE -- DAY -- CONTINUOUS

The pirates lead the children into the pussy willow grove which Rudolf had described from the deck of the *Merry Mouser*.

Half hidden among the trees are a number of pretty little houses, each with a neat yard and a high back fence. Each has its name, too, on a small door plate, with names like "Furryfield," "Mousetail Manor," and "Kitten-cote."

ANN

Oh, look, see the darling, little front doors, Peter! Just like the cat-hole in Aunt Fanny's front door.

PETER

Yes, and they've got little gardens to 'em, Ann. I guess that must be the catnip we smell so strong. I don't see any flowers, though, only big tall weeds, rows and rows of 'em -- milkweeds -- that's what it is! What do you suppose they planted that for?

Prowler, who is walking just ahead of Peter, overhears this last remark, and turning, fixes his large, round, yellow eyes on the little boy.

PROWLER

Don't you like milk, young man?

PETER

(puzzled)

Why, yes, but not *that* kind, you know.

PROWLER

Well, milk's milk, these is hard times. It don't do to be too particerler. You like mice, don't you?

PETER

(grinning)

Why, I like *candy* mice, but I never knew that cats did!

PROWLER

(trembling and glancing anxiously around)

Sh-sh! Not a word of that, or I'm a dead cat! You keep mum about that

(MORE)

PROWLER (cont'd)
 little affair, young 'un, and I'll
 do you a good turn yet, see if I
 don't!

PETER
 (whispering)
 All right -- don't you forget!

EXT. PIRATTERY -- DAY

The procession is now approaching a house considerably larger than any of the others and which has "The Pirattery" written in large letters over its door.

ANN
 "The Pirattery"?

Mittens leads the way inside, the mates with the children and all the other pirates follow, together with as many of the island cats as can squeeze themselves in.

RUDOLF
 What's this place?

INT. THE PIRATTERY -- DAY -- CONTINUOUS

The children are informed by Growler as they enter

GROWLER
 The Pirattery is an assembly hall
 for us pirates when on shore.

Its floor and a little platform at one end are strewn with rat-skin rugs, and its walls are adorned with handsomely stuffed and mounted mouse and fish heads, and other trophies of the chase.

Mittens now takes his position on the platform. He is greeted with tremendous CHEERS from the island cats, which are only faintly joined in by the pirates.

MITTENS
 A concert in celebration of our
 victory will now be given, after
 which there will be refreshments --

Peter pricks up his ears at the word "refreshments."

MITTENS (cont'd)

-- and then the plunder taken from the prisoners will be distributed among the officers and crew of the *Merry Mouser*.

This last announcement is greeted by a volley of shrill and joyful YOWLS from the younger cat pirates, but Growler, frowning, whispers in Rudolf's ear.

GROWLER

Don't you believe a word of that, about whacking up on the treasure! He'll never give up so much as a single shirt stud, he won't.

PROWLER

I would 'a' liked them pink pajamas, I would. They'd just suit my dark complexion.

ANN

I can't understand what it is that has made such a change in Mittens! Why, just yesterday when we got to Aunt Fanny's he was asleep before the fire with a little red bow on his collar -- just as soft and nice as anything, and he let us all take turns holding him!

PETER

(mournfully)

He never scratched really *deep* all day, only when we dressed him up in the doll's clothes -- he didn't seem to 'preciate that -- an' -- an' when I pulled his tail -- he didn't *like* that, neither.

RUDOLF

(forgetting to lower his voice)

He's a bad old thief, that's what he is! And if we ever get back to Aunt Fanny's and he's there, *I'll* fix him --

A general warning HISS goes up from the pirate cats who stand nearest the children.

GROWLER

Be quiet, unless you want your ears
bitten off! Don't you see the
captain is going to sing?

Mittens has stepped to the front of the platform and is fixing an angry scowl upon the three children who stand between Growler and Prowler directly beneath him.

When all is quiet in the hall, the captain clears his throat and nods to the Maltese pirate who stands ready to accompany him on the accordion.

In the background a semicircle of other SINGERS clutch their music as they wait to come in at the chorus.

Mittens sings in a high plaintive voice.

MITTENS

When I was young, you know/Not very
long ago/I was a happy Pussycat!/My
fur was soft as silk/I lived on
bread and milk/And I dozed away my
days upon the mat.

CHORUS

He was then a happy, happy
pussycat!

MITTENS

I really blush to say/How idly I
would play/With my tail or silly
spool upon the floor/'Til one
unlucky day/Three children came to
stay--/After that I wasn't happy
anymore!

CHORUS

No, *indeed*, he wasn't happy
anymore!

MITTENS

They drove me nearly wild/My
temper, once so mild/They spoiled
-- the truth of that you'll say is
plain/So I ran away to sea/'Tis a
pirate's life for me/And I'll never
be a pussycat again!

CHORUS

No, he'll never be a pussycat
again!

Rudolf and Ann do not join in the BURST OF APPLAUSE which greets the end of Mittens' song. Peter starts to clap, but his brother and sister quickly stop that.

Growler and Prowler merely yawn, as if they have heard this song more than once before, faintly clapping their paws together in order not to attract the tyrant's attention.

The Maltese pirate begins PLAYING an instrumental piece on the accordion, and the children decide it will be safe to attempt a little conversation.

ANN

(whispering)

Oh, Rudolf, how shall we ever get away from here?

PETER

Don't want to get away. We're going to have refreshments -- Mittens said so.

RUDOLF

Nonsense, you'll have to go if we do. But listen, what are the mates saying?

The two black cat pirates are conversing excitedly under cover of the music, and the children listen.

PROWLER

(in a low voice)

Look here, matey, where's the rest of the swag, the suitcase and the sword, you know?

GROWLER

On board ship, stowed away in the Cap'n's cabin. You don't mean to --

PROWLER

Yes, I do -- I'm no 'fraidy-cat -- I mean to have them pink pajamas!

GROWLER

(indignantly)

And where do *I* come in, eh?

PROWLER

Oh, you can have the shirts and collars, matey. Share and share alike, you know. We'll just slip off to the ship, and --

RUDOLF
 (breaking in)
 And take us with you. Do!

ANN
 (whispering)
 You know you promised to do us a good turn. And if you don't take us, we'll tell, and we'll tell what happened to the mice, too!

RUDOLF
 And while you're about it, you'd better take possession of the vessel. Between us we can easily manage those old spotties that were left on board. Then, when you fellows are masters of the *Merry Mouser*, you'll have Mittens in your power and you can make him whack up on all the treasure!

At this brilliant suggestion, the two mates give a smothered CHEER.

ANN
 But how shall we get away without being seen?

PROWLER
 (looking around nervously)
 Oh, that'll be all right -- just wait 'til you hear 'em announce the refreshments -- that always means a stampede, you know. Then slip through the crowd and out by that door behind the curtain, and hustle down to the ship just as fast as ever you can lay your paws to the ground!

Prowler has hardly finished speaking before the accordion song comes to an end, and the Maltese pirate makes an announcement.

MALTESE
 Ten minutes intermission for refreshments!

From an inner room at the back of the hall, a dozen or so WHITE CATS in white caps and aprons trot forth bearing large trays loaded with curious-looking foods.

CAT CHEF 1
Roasted rats!

CAT CHEF 2
Pickled fish fins, here!

Rudolf and Ann pull Peter toward the door.

PETER
I just want to try one of each!

RUDOLF
C'mon! They won't let prisoners eat
anyway.

The cats greedily throng around the trays.

Peter regretfully allows himself to be pushed through a door at the side of the hall. In the general excitement, the two mates and the children manage to slip away unnoticed.

EXT. THE PIRATTERY -- DAY

Growler, Prowler, Rudolf, Ann, and Peter hurry off in the direction of the shore.

EXT. WHARF -- DAY

The children, Growler, and Prowler reach the wharf and scramble up the side of the *Merry Mouser*.

RUDOLF
I wonder what kind of welcome we'll
get from the cats on guard?

EXT. CATBOAT -- DAY -- CONTINUOUS

Much to their surprise, the children, Growler, and Prowler receive no welcome at all. They find the two spotted sailors, Toddles and Towser, curled up on deck, fast asleep.

GROWLER
A nice mess they'd be in if the
captain caught 'em sleeping on
duty!

Prowler says nothing, but winks at his friend, and takes a ball of yarn from his pocket.

EXT. CATBOAT -- DAY

Moments later, Prowler has bound Toddles' and Towser's paws all in a bunch. He leaves them to continue their nap.

All hands now turn their attention to raising the sail.

EXT. SHORE -- DAY

By the time the cat pirates have discovered their prisoners missing and come rushing down to the shore in pursuit, the *Merry Mouser* is fast leaving Catnip Island.

EXT. CATBOAT -- DAY

The three children lean over the rail looking back at the group of cats gathered at the water's edge.

Captain Mittens, flourishing an angry paw in the direction of the *Merry Mouser*, towers above them all as he runs up and down the beach YOWLING all sorts of commands to which very little attention is paid.

Peter regards him sadly.

PETER

Poor old Mitts. It was an awful mean trick to play on him. He hasn't got any other boat and he looks so mad, I b'lieve he'd swim after us if he could.

PROWLER

(gravely)

He could, all right, but he'd get his paws wet, and that's a serious thing, you know.

Rudolf and Ann smile in the growing breeze.

The forms of the island cats being to fade from sight.

RUDOLF

Now, there's a great deal to be attended to. What do you think we'd better get at first?

PROWLER

My pink pajamas!

He leaps in the air and turns a double somersault.

GROWLER
My paper collars!

He leaps with delight as well.

Rudolf is aggravated with the two mates for thinking of such nonsense at a time like this, but the two rush below to get the False Hare's suitcase.

Suddenly the two spotted sailors, Toddles and Towser, show up and approach a surprised Rudolf.

RUDOLF
How did you get free?

The two cats are still very sleepy.

TODDLES
By chewing the string that bound our paws. I'm Toddles and this is Towser.

TOWSER
Please to make your acquaintance.

He yawns. They do not seem at all disturbed by the change in leadership.

RUDOLF
Um...do you think you could watch the wheel while I look for my sword?

TODDLES
Sure.

TOWSER
No problem.

Rudolf places them both at the wheel.

RUDOLF
Keep each other awake if possible!

The two nod and yawn. Rudolf heads below for the captain's cabin.

INT. CAPTAIN'S CABIN -- DAY

Rudolf enters the cabin and finds his small sword hanging over the captain's berth.

On Mittens' pillow, neatly folded and ready for the night, Rudolf finds Peter's pajamas.

RUDOLF

Peter!

Peter enters the cabin.

RUDOLF (cont'd)

Your pajamas are quite dry now. You can put them back on.

PETER

But I like these clothes.

RUDOLF

Peter, I must insist.

PETER

But I feel like a pirate in these clothes!

RUDOLF

Well you're *not* a pirate, so get back into your pajamas.

EXT. CATBOAT -- DAY

Moments later, Peter sulkily follows his brother out of the cabin. When the two mount to the deck, Peter's sulks give way to a burst of GIGGLES at the sight of Growler and Prowler.

Ann, quite weak with laughter, is sitting on the deck, while the two mates, dressed in their stolen finery, parade up and down in front of her.

Prowler's pink pajamas are a better fit for him than Growler's paper collar, which nearly conceals his nose, with only the points of his whiskers and the tips of his black ears showing.

But Prowler, if possible, looks even more silly than Growler, for he copies the actions of Captain Mittens as closely as he can, folding his paws on his chest and scowling gloomily.

He seems extremely vexed when the children LAUGH, but they really cannot help it.

At last, Rudolf manages to control his emotions and motions for the whole party to sit down in a circle on the deck.

RUDOLF

(firmly)

Now, we need some plan of action.
We *must* make up our minds on where we are going, and what is the nearest land, and what we are going to do when we get there, and who is in command of the *Merry Mouser*, anyway, and --

PROWLER

Would you please go a little slower? You're making my head ache. Reminds me of going to my aunt's to say my catechism.

GROWLER

(sleepily)

The thing ter do, is ter do nothin' 'tall 'til ye git somewheres where somethin's gotter be did, an' then like's not it's too late ter do anything an' all yer trouble's saved for ye!

Rudolf does not seem to think much of this advice, but Prowler seems delighted.

PROWLER

Hurrah, my hearties!

He jumps up, stands on his furry head on the deck, and waves his pink-pajamaed legs in the air.

PROWLER (cont'd)

Now we can have our tea!

The faces of the three children brighten at the pleasant thought of tea.

EXT. CATBOAT -- DAY

A few minutes later, the tea tray arrives, carried by Towser.

ANN

May I pour?

PROWLER

Paw away!

He grins widely as he fixes his round yellow eyes on a small covered dish that Toddles sets before him.

Ann lifts the cover of the teapot to peep inside, but as she sniffs the steam, an expression of disgust wrinkles her nose.

ANN

Ugh! It's catnip tea!

PROWLER

Course it is. Catnip tea and stewed mouses' tails -- an' I asks what could anybody want nicer?

GROWLER

(sweetly)

Little girls that don't like what's put before 'em can go without. Ever hear anything like that before?

He reaches over and takes the covered dish away from Prowler and helps himself to it largely.

RUDOLF

(angrily)

But we don't any of us like this kind of a tea!

PROWLER

Then all the more for us that does.

H snatches the dish away from Growler and empties all that is left of it on his own plate.

Since there is nothing else for the children to do, they sit and watch the two mates eat, all of them feeling decidedly cross, especially Peter.

In a moment, every drop is finished and every crumb licked up.

GROWLER

(to Prowler)

Time for a nap, old boy.

And without so much as a look in the children's direction, the two rude fellows turn tail and march off arm in arm to their bunks.

ANN

Well, *that's* nice! And what are we going to do, I would like to know?

RUDOLF

(thoughtfully)

What we are going to do, is probably to be shipwrecked.

(seeing how frightened his sister looks)

Oh, not *right* away. But there's land close ahead, as sure as sure can be, and, if I'm not much mistaken, Toddles and Towser have both gone to sleep at the wheel.

It is true. The two sea-cats have left the wheel to take care of itself and have curled themselves up in a soft round ball on the deck for a nap.

RUDOLF (cont'd)

I will try to steer and also mind the sheet, I think that's what it's called, but as I don't know much about sailing a boat except what I've read in books, and you and Peter don't know *anything* about sailing, I think the least we'll do will be to run her aground.

ANN

Let's try to wake up Growler and Prowler. They can't be sound asleep yet.

The two mates are not only sound asleep, but SNORING loudly.

Ann and Peter try shaking them, spanking them, even drenching them with the cold remains of the catnip tea, but it is all no use, they cannot get the cats to stir.

EXT. CATBOAT -- DAY -- CONTINUOUS

The *Merry Mouser* is drifting dangerously near land.

At last there comes a dull SHOCK and a JAR, as the *Merry Mouser* runs her nose into a sand-bar, quivers all over, and then stands still.

RUDOLF

The thing to do now, is for us to get into the little boat we are towing and row ourselves ashore.

The children climb over the side of the *Merry Mouser* into the little rowboat.

EXT. ROWBOAT -- DAY -- CONTINUOUS

When all three children are safely aboard, Rudolf cuts loose the tow-rope, takes the oars, and pulls away from the pirate ship.

EXT. BEACH -- DAY

After a short row, the three children reach a gently shelving beach where it is not difficult to make a landing.

Ann stands and stares at the line of low hills that fringe the edge of the water.

ANN

What funny, funny country! It's like a checkerboard going uphill.

RUDOLF

No, it isn't either, because the squares are not square, they're all different shapes and sizes and they're not just red and black but ever and ever so many different colors.

ANN

It's something like the countries in the geography maps, anyway.

PETER

It's like patchwork.

Peter has come nearest the truth. The children leave the rowboat and cross the strip of gray sand to where they see a little pink and white striped path winding up the side of a crimson hill.

EXT. PATH -- DAY

The three children follow the pink and white striped path, and it takes them by so many twists and turns that they hardly notice the climb.

EXT. TOP OF SLOPE -- DAY

When the last loop brings the three children to the top of the slope, they stand still and look about them, surprised and delighted at the beauty of the bare bright hills that slope away in front of them.

The ground under their feet is now a bright beautiful yellow, powdered all over with little white dots that prove to be daisies.

With SHOUTS OF DELIGHT, Ann and Peter stoop to gather these.

RUDOLF

Oh, look, look! Don't let's stop here. It's prettier yet farther on!

So on they run, all three of them.

EXT. PATCHWORK FIELDS -- DAY -- CONTINUOUS

Over the yellow ground, over a stretch of green and blue checks, and across a lavender meadow, the three children run, until they find themselves at last in a wonderful pale blue field scattered all over with bunches of little pink roses.

They wander across the field as Ann speaks, stopping to pull a rose here and there, too busy and too happy to notice where their feet are taking them.

ANN

This is the prettiest yet, though of course it is very old-fashioned. I wonder what it reminds me of? Rudolf, do you remember that picture of Aunt Fanny when she was little in such a funny dress with low neck and short sleeves --

All at once the three children look up and see that they have come to the end of the pale blue field where it borders on a broad brown road.

Just ahead of them stands a little white tent, and from the door of the tent two tin soldiers, CAPTAIN JINKS and a SERGEANT, suddenly spring out and shoulder arms.

CAPTAIN JINKS

Halt!

Of course the children halt. There is nothing else to do, so astonished are they to meet anyone.

Captain Jinks, the taller of the two tin soldiers, who seems by his uniform to be a superior officer, now steps forward.

CAPTAIN JINKS (cont'd)

Give the countersign!

The children stand still and stare, Peter with his thumb in his mouth.

ANN

We haven't got any, sir, so we can't give it to you.

RUDOLF

(whispering)

Silly! He means say it.

ANN

We can't say it either, because we don't know it. But we know lots of other things. Rudolf, he can say the whole of "Twas the night before Christmas, and all through the house not a creature was stirring, not even a mouse -- "

The little officer turns sharply to his companion.

CAPTAIN JINKS

Make a note of that, Sergeant. Head it, "suspicious information: first prisoner, probably dangerous burglar burgling on Christmas eve --"

RUDOLF

But we aren't anything like that. You're entirely mistaken, we --

CAPTAIN JINKS

Say what you are, then, and where you have come from and where you are going and what you are going to

(MORE)

CAPTAIN JINKS (cont'd)
do when you get there -- say it,
quick!

Raising his little gun, the officer points it straight at Rudolf's nose.

RUDOLF
We have come from Catnip Island
where we were captured by the cat
pirates, and we -- we don't know
exactly where we are going, and we
-- we aren't doing exactly
anything!

The officer turns to his sergeant with a triumphant expression.

CAPTAIN JINKS
Aha! Just what I thought. Anybody
that can't give a better account of
himself than that had better be
locked up. Spies! Another of you
came ashore a while ago -- a
glib-tongued, story-telling
gentleman who fooled us into
letting him off, but we've got you
safe and sound and here you'll
stay! Sergeant, arrest these spies!

SERGEANT
(making a note of it in his
book)
Certainly, sir, but please, sir,
how do they be spelled, Captain
Jinks, sir?

CAPTAIN JINKS
S-p-y-z-e, spies, of course, idiot!
Now then, off with 'em. Separate
cell for each prisoner, bars to the
windows. Heavy chains on this
gentleman in particeler.
(pointing to Rudolf)
Bread and water, on a Sunday. Off
to the jail with 'em -- march 'em
along!

SERGEANT
Beg pardon, sir. We'll have to wait
a bit. I hear the Queen's band
playin' --

CAPTAIN JINKS

Then stand at attention and hold
yourself answerable for the
prisoners!

With this command, Captain Jinks faces about to the road,
and stiffens all over until he looks like a little tin
statue.

The children hear the sound of MUSIC, at first faint and
faraway, then growing louder.

The sergeant pulls the children hastily to the side of the
road and bids them in a gruff voice.

SERGEANT

Keep quiet, or he'll settle 'em!

Then he, too, stiffens all over just as Captain Jinks had
done, and both of them present arms.

The head of a procession is coming in sight.

First comes a large company of SOLDIERS almost exactly like
Captain Jinks and the sergeant, except that their uniforms
are a little shabbier-looking, and their arms a little less
brightly polished.

They hold themselves stiffly and march very well, in spite
of the fact that many of them have suffered severe injuries,
such as the loss of a leg or an arm, and all of them are
rather the worse for wear.

After the soldiers comes the BAND, PLAYING SHRILLY on their
tiny instruments, and next, to the children's delight and
astonishment, rolls a number of little carriages drawn by
mechanical horses.

Rudolf is so keenly interested in the working of these
mechanical horses, that he hardly notices the fine ladies,
MARIE-LOUISE and ANGELINA-ELFRIDA, who sit stiffly on the
cushioned seats of the carriages, very grandly dressed, and
holding beautiful pink and blue parasols over their curled
heads.

Suddenly Ann grabs Rudolf's arm.

ANN

(whispering)

Look, look! Did you see them?
Marie-Louise and Angelina-Elfrida,
my own dolls, and they never so
much as bowed!

RUDOLF
 (whispering back)
 Perhaps they didn't recognize you.

ANN
 (angrily)
 They did, too. They just laughed
 and turned their heads the other
 way, horrid things! Just wait, I'll
 tell them what I think of them!
 But, oh, Rudolf, here come more
 carriages and more dolls in them!
 Oh, look, *look*, can that be the
 Queen?

Ann sounds disappointed as well as surprised, and in her excitement she spoke so loud that Captain Jinks himself turns his threatening eye on her.

CAPTAIN JINKS
 Silence!

But Ann pays no attention to him, nor do the other children; the eyes of all three are fixed upon a little figure, the QUEEN, who rides all alone at the very end of the procession.

The children know she must be the Queen by the respectful way Captain Jinks and the sergeant salute.

The wooden horse she rides is not handsome, indeed one of his legs is missing, but he prances and curvets so proudly upon the remaining three that it seems as if he knows he carries a Queen upon his back.

The royal lady keeps her seat with perfect ease, and when she arrives opposite the children, she checks her steed, halts, and gazes down upon them.

CORNCOB QUEEN
 Have you forgotten me?

Then she smiles and the children recognize her at once as the corncob doll.

Though she has grown so much larger and seems so much grander, yet she looks just the same as when they had taken her out of Aunt Fanny's sandalwood box, along with tin soldiers and a three-legged wooden horse.

The Queen still wears her flowing greeny-yellow gown, her hair is in two long braids that hang over her shoulders, and she carries her quaint little head high, in truly royal fashion.

In fact, the Corncob Queen looks very much like the children's Aunt Fanny, though they do not seem to notice.

Now the Queen dismounts gracefully from her horse and comes toward the children, holding out her hand.

But the children dare not look her in the face.

RUDOLF

(whispering to Ann)

I am ashamed to speak to her! After all the unkind things I said about the corncob doll.

ANN

(whispering back)

And how very, very near you came to roasting her over the fire!

RUDOLF

Oh yes, thanks for reminding me of that.

Captain Jinks mutters in Rudolf's ear.

CAPTAIN JINKS

Answer her majesty, or I'll have your head cut off!

Still, Rudolf, blushing fiery red, and not knowing what to say, continues to stare down at his toes.

Peter puts his thumb in his mouth, and Ann hangs down her head.

The little tin captain steps eagerly forward.

CAPTAIN JINKS (cont'd)

(full of pleased excitement)

Shall I give orders to prepare for the execution, your Majesty? These suspicious persons are already under arrest. They would furnish very excellent targets for the artillery practise. If it should please your Majesty to offer a prize for the best shot? Or, if your Majesty is in a *hurry*, now, a nice dip in boiling oil would finish them off very neatly!

CORNCOB QUEEN

(frowning)

Be quiet, Jinks. You talk so much I can't think. If it wasn't for those tiresome revolutions in my capital city, I believe I'd banish you. Let me see, how many of them have you suppressed for me?

CAPTAIN JINKS

(with a low bow)

Exactly twelve, your Majesty, and I beg to announce that we are at this moment on the brink of the thirteenth -- a baker's dozen, your Majesty.

CORNCOB QUEEN

(with a sign)

Oh, it's the baker this time, is it? What's the matter with *him*, Jinks?

CAPTAIN JINKS

Same old trouble, your Majesty. Your court, those doll ladies in particular, have become so haughty--

CORNCOB QUEEN

Naughty, you mean, Jinks.

CAPTAIN JINKS

So haughty *and* naughty, your Majesty, that they've absolutely refused to eat their crusts. Did anybody, I ask your Majesty, ever hear the likes of that?

There is a moment's silence. The Queen shakes her head. The children try to appear at ease, but they are not.

CORNCOB QUEEN

Well, go on, Jinks, what else?

CAPTAIN JINKS

Well, your Majesty, this keeps the baker busy day and night baking 'em bread, not to speak of the cakes and pies, and he says he feels he hadn't order stand it any longer. He's going to strike. As for the populace, your Majesty, they only

(MORE)

CAPTAIN JINKS (cont'd)
 get the stale loaves or none at
 all, and they're wild, your
 Majesty, very wild indeed.

CORNCOB QUEEN
 (with a sigh)
 I suppose they are, Jinks.

CAPTAIN JINKS
 And the worst of it is, your
 Majesty, we're very short of
 soldiers. The Commander-in-Chief
 has taken a whole company to the
 seaboard for to repel the cat
 pirates, and very fierce them
 pirates are, I've heard tell. We
 may have to send him reinforcements
 at any time.

CORNCOB QUEEN
 The Commander-in-Chief, Jinks, is a
 great general. He will manage the
 pirates and the baker, too, if you
 can't do it. And if the worst
 should come to the worst before he
 gets back, why I'll just abdicate,
 that's all, and the baker can be
 king and much good may it do him.
 (turning to the children and
 smiling at them)
 Now, you shall come with me and I
 will show you where I used to live
 before I was a Queen.

She waves her hand, and immediately the carriage in which
 sit Marie-Louise and Angelina-Elfrida is turned and driven
 back to where the children stand.

CORNCOB QUEEN
 These ladies will enjoy a walk.

Very sulkily the two elegant doll-ladies get out of their
 carriage, not daring to disobey, and pass by Ann, noses in
 the air, without so much as a nod.

CORNCOB QUEEN (cont'd)
 (kindly)
 Never mind them, dear. They don't
 know any better. Now jump in!

The children obey, hardly able to believe their good luck,
 and in another moment, much to the surprise and indignation
 of Captain Jinks, they are rolling away from him.

EXT. STREETS -- DAY -- CONTINUOUS

The Corncob Queen is riding close beside the children's carriage.

CORNCOB QUEEN

You are safe now, at least until the revolution begins. If Jinks should fire his cannon, that's a sign it's starting.

(seeing that the children look alarmed)

But don't worry -- I dare say it will blow over without a battle. And now I want you to look about you, for I don't think you have ever seen anything like this before.

The children look around. They are being carried swiftly through the streets of a neat, pretty, little toy town.

As their shyness wears off, the three begin asking the Queen questions.

RUDOLF

Is this your capital city we are coming to?

ANN

Are these the stores where all the dolls' clothes in the world come from?

PETER

Was it real water in the little fountain in the middle of the square?

Both sides of the main street are lined with little shops, and the children lean out of the carriage for a brief glimpse into the glittering windows.

There are clothing shops, shoe shops, candy shops, and a very grand-looking hat establishment where the children are amused to catch a glimpse of Angelina-Elfrida and Marie-Louise trying on hats.

There is a gaily-decorated doll theater where a CROWD of dolls are pushing their way in to see a Punch and Judy show.

There are markets where busy customers throng to buy all sorts of doll eatables -- turkeys and chickens the size of sparrows and hummingbirds, pumpkins as big as walnuts, red apples the size of cranberries, cabbages as large as the end of your thumb, and baked pies as big around as a penny.

Peter's eyes nearly pop out of his head as he passes all these good things to eat.

The last shop they pass is that of the royal baker, and they noticed that its windows are boarded up, while a CROWD of dolls stand around in front of the door, MUTTERING angrily.

EXT. PARK -- DAY

Now the houses are left behind and the coach enters a little park, where tiny lakes glitter and stiff little trees are set on bright green grass.

In the center of this park stands the doll palace.

It is pure white, finished in gold, and has white marble steps leading up to it, and high gilded gates where a guard of SOLDIERS turn out to present arms, and a BAND is beginning to play.

The rest of the procession turns in at the gates of the palace, but to the children's disappointment, their coachman drives on.

CORNCOB QUEEN

You may see my palace afterward, if we have time, but I want to take you first of all to see my dear old home where I used to live when I was a girl, when the little mother took care of me.

The children glance at one another.

PETER

(boldly)

Was that when you were Aunt Fanny's doll? You weren't a Queen *then*, were you?

CORNCOB QUEEN

(smiling)

No, indeed. I was just an ugly little doll -- but the happiest, best-loved little doll in all the world, and with the dearest little mother. Here we are, and you shall

(MORE)

CORNCOB QUEEN (cont'd)
 see for yourself what a snug home I
 had.

EXT. DOLL HOUSE -- DAY

The old doll house looks neat enough from the outside.

INT. DOLL HOUSE -- DAY

The children are interested and amused by the homely
 furnishings and neat little arrangements so proudly
 displayed to them by the corncob Queen.

She leads them through one room after another. The children
 recognize a blue-and-white tea set on the pantry shelf as
 having come out of the sandalwood box.

CORNCOB QUEEN (cont'd)
 That tea set -- why it is almost
 worn out from the number of cups of
 tea my little mother and I took
 together in the good old days!

ANN

It's just the dearest little house
 in the world, and we don't wonder
 that you love it! The things that
 come straight from the toy shops
 are not half so nice as the things
 you make yourself -- we understand
 now.

(thoughtfully)

But I suppose you find it much
 grander being a Queen?

CORNCOB QUEEN
 Grander, perhaps...
 (with a sigh)
 ...but a great deal more of a
 nuisance. However --

Just then the POP of a toy cannon interrupts the Queen's
 speech. They hurry outside.

EXT. PALACE -- DAY

The Corncob Queen's carriage races back to the palace, where
 a CROWD of dolls of all kinds and sizes is gathering on the
 green before the gilded gates.

At the same moment, a troop of SOLDIERS, headed by the
 little tin captain, comes running from the direction of the
 town.

CORNCOB QUEEN (cont'd)

(calmly)

The revolution, just as I expected. Now I am afraid I shall have to send you out of town.

RUDOLF

But why? We don't want to go. We want to stay and fight on your side, and I'm sure we'd be very useful! Why I'd be glad to command your army, and --

CORNCOB QUEEN

Thank you very much, but what would Captain Jinks say to that? He is in command, you know. And if he *should* fail me, why the Commander-in-Chief will soon be back from capturing the cat pirates.

RUDOLF

(crossly)

Who is this fellow you call the Commander-in-Chief, anyway?

CORNCOB QUEEN

I hope that you may all be allowed to see him some day, if you are good. He is a *great* soldier. He never sulks, and always obeys without asking questions. That is more than *some* boys do.

Rudolf hangs his head.

CORNCOB QUEEN (CONT'D)

But now I see that Captain Jinks and the baker are going to hold a conference. I must go and join them. Your coachman will drive you out of town the back way. Now where would you like to go?

ANN

Back to our Aunt Fanny, please. Can you tell us the way?

CORNCOB QUEEN

No, I cannot, but I have a friend who is a dreamkeeper just over the border, and I think he may be able to help you. I'll tell the coachman to drive you there. Goodbye!

RUDOLPH, ANN, & PETER
Goodbye, goodbye!

The coachman touches the horses with his whip, and they are whirled away in a cloud of dust, through which they look back regretfully at the queenly figure on the little wooden horse who waves her hand again in kindly farewell.

They see her joined by Captain Jinks and by the stout BAKER in a white cap and apron, who hands the Queen some kind of document.

RUDOLF
That was the Baker, I guess, and I dare say what he was handing her was the declaration of war! Oh, what a shame it is we are going to miss all the fun!

PETER
And the refreshments. We *always* do!

At that moment they are all three nearly thrown out of the carriage by the furious speed which their driver turns a corner.

EXT. OPEN COUNTRY -- DAY

Now the children's carriage is out in the country, hurrying past bright-colored plains, faster all the time, the horses rushing along so fast that it is almost impossible for the children to keep their seats.

RUDOLF
(to the coachman)
Look out! Don't you see you are going to upset us?

The COACHMAN is grand-looking, in white and gold, with a powdered wig. He shouts back:

COACHMAN
Didn't have no orders -- not -- to!

And they tear on faster than ever. Ann leans forward and catches hold of one of the coachman's coattails.

ANN
Oh, do take care, you might run down somebody!

The coachman's voice sounds faint and jerky.

COACHMAN

That's it -- running down --
 running -- down! Can't -- be --
 wound -- up -- not -- by the --
 likes -- of -- you -- !

The horses are no longer galloping -- they are slowing down, then stopping, but with such a sudden jerk that all three children tumble out into the road.

They pick themselves up, and see the little carriage standing at the side of the road, the horses perfectly motionless, each with a forefoot raised in the air, the coachman stiff and still upon his box, gazing straight in front of him.

Peter speaks mournfully as he rubs the dust from his knees.

PETER

He'll stay like that 'til he's
 wound up again. I wish we had the
 key!

RUDOLF

(crossly)

I wish we did, too, but you know
 what Betsy says -- "If wishes were
 horses, beggars could ride." Well,
 they aren't, so we've got to walk.
 I wonder where we are?

Looking around, the children see that they have come to the last of the many colored fields, where the brown road ends in a stretch of yellow grass.

Just beyond, a thick woods begins, but is divided from the field by a broad strip of color, like a long flower bed planted with flowers of all colors set in different patterns -- stars, triangles, diamonds, and squares.

ANN

That's the border, and over there
 somewhere we'll find the person the
 Queen said would help us get back
 to Aunt Fanny. Come on!

As she speaks, she bounds off across the field, the two boys after her.

EXT. WOODS -- DAY

In no time, the children have run through the tall yellow grass, jumped the border, and stand upon the edge of the wood.

A thin screen of bushes is all that hides from the children's eyes the people whose VOICES they can hear so plainly.

PETER

Maybe it's some kind of picnic
they're having.
(pushing eagerly forward)
Come on, quick!

RUDOLF

(whispering)
No, you don't, either.
(catching Peter and holding
him back)
Let's not get caught this time --
let's peep through first and see
what the people are like.

ANN

Yes, do let's be careful. We don't
want to get arrested again, it's
not a bit nice -- though I suppose
if this is where the Queen's friend
lives, it isn't likely anything so
horrid will happen to us.

RUDOLF

Do stop talking, Ann, and listen.
Whoever they are in there, they are
making so much noise they can't
possibly hear me, so I'm going to
creep into those bushes and see
what I can see.

He carefully parts the bushes and peeps between the leaves, Ann and Peter crowding each other to see over his shoulder.

EXT. GLADE -- DAY

The three children look into an open glade not much larger than a good-sized room and walled on all sides by tall trees and thick underbrush. It has a flooring of soft green turf, and in the middle lies a great rock as large as a playhouse.

This rock is covered with moss, and the strange thing about it is that a neat door has been cut in its side.

Before this door, talking and waving his hands to the CROWD that throngs around him, stands the SANDMAN. He looks like a collection of stout sacks stuffed very tightly and tied firmly at the necks. One sack makes his head, another larger one his body, four more his arms and legs.

The Sandman's broad face wears a good-humored expression, and he smiles as he looked around.

A pile of empty bags lies on the ground beside him, and he picks up one, runs his eye over the crowd, chooses one of them, and pops him into the sack, which he then swings on his shoulder and heaves into the open doorway in the big rock, where it disappears from sight.

He then takes another sack and makes a fresh selection, looking around all the while with sleepy good humor.

The crowd that surrounds the little Sandman are not only people and animals, but all kinds of odd objects that no one would expect to see running around loose.

There is a BIRTHDAY CAKE with lighted candles; a little group of animated SOCKS and STOCKINGS; a stuffed EASTER RABBIT with pink cardboard ears; a jolly SANTA CLAUS; a smoking hot DINNER; a NURSE who rocks a smiling BABY; a grinning ORGAN-GRINDER, his organ strapped onto him, and a MONKEY on his shoulder.

There were too many for the children to take in all at once, but at the sight of one particular member of the crowd, the children GASP with astonishment -- there, lounging by the side of a mild-faced SCHOOL-MISTRESS, still smoking his bubble pipe, is the False Hare.

SANDMAN

Look alive, now! Who's next, who's next?

DOZEN VOICES

Me, me, me -- take me next, Sandman!

There is a scramble and bursts of LAUGHTER, followed by a sharp rebuke from the Sandman.

SANDMAN

No, you don't either -- stand back, you small fry. No shoving!

When Peter recognizes the False Hare, he becomes so excited that it is impossible for Rudolf and Ann to keep him quiet. He LAUGHS out loudly.

The children's presence is discovered, and two tall, silver CANDLESTICKS jump from a satin-lined box and run to draw the children into the middle of the glade.

The Sandman pauses in his business, turns around, and smiles at the children.

SANDMAN (cont'd)

Now then, what are you doing here?
Don't you know this is my busy
night? Who are you, anyway? Not on
my list, I'll warrant. Whose dreams
are you?

RUDOLF

Nobody's. The Corncob Queen sent us
to see if you could tell us a way
to get back to our Aunt Fanny --

SANDMAN

"Nobody's"? Did you say you were
"Nobody's" dreams? Don't see him in
the N's.

He takes a list out of his pocket and looks over it
anxiously.

SANDMAN (CONT'D)

Are you sure --

Ann steps forward.

ANN

Please, he means we're not dreams
-- at least we don't think so. Are
these all dreams?

SANDMAN

All perfectly good dreams, or my
name's not Sandman. We don't handle
the bad dreams here, not us!

Peter looks interested.

PETER

Where does the bad dreams live? I
want to see them!

The Sandman shakes his head at Peter.

SANDMAN

Oh, no, you don't, little boy, no
you don't! Don't you go meddling in
their direction or you'll get into
trouble, take my word for it. They
live way off in the woods and
they're a bad lot. They've got a
worse boss than old Sandman, here!
No, no -- the good dreams are
trouble enough for me. What with

(MORE)

SANDMAN (cont'd)
 the hurry and the flurry and the
 general mix-up, something a little
 off color will slip in now and
 then.

As he makes this last remark, the Sandman casts a doubtful
 look at the False Hare, who grins and tips his hat to him.

SANDMAN (CONT'D)
 Everybody makes mistakes sometimes!

FALSE HARE
 I told Sandy *all* about myself.
 (winking at the children)
 I told him I was just as good as I
 could be!

The children cannot help LAUGHING.

ANN
 I'm afraid you don't know him as
 well as we do, Mr. Sandman.

SANDMAN
 (pretending to frown fiercely)
 Oh, I know about as much as I want
 to know about him. I've almost made
 up my mind to get rid of him, but
 the truth is I don't really know
 just where he belongs.

FALSE HARE
 (meekly)
 Doesn't matter to *me* whether I
 spend the night with a bald-headed
 old gentleman or a bird-dog -- all
 the same to *me*.

The False Hare sighs and touches his eyes with a little
 handkerchief. The children look at one another and burst out
 LAUGHING again.

The Sandman turns his back on the silly fellow.

SANDMAN
 We have a very select set of
 customers, and it's our aim to
 supply 'em with the finest line of
 goods on the market. Wears me to a
 frazzle sometimes, this business
 does, but I've got to keep at it!
 All the folks, big and little, like
 (MORE)

SANDMAN (cont'd)
 good dreams, and want 'em every
 night, and if they get mixed up or
 the quality's inferior, or there's
 not enough to go around, I tell you
 what, it makes trouble for the
 Sandman! But just step a little
 nearer, and you shall see for
 yourselves how the whole thing is
 managed.

The children follow him. He walks back to the pile of empty
 sacks, picks up one, compares the label on it with a name on
 his list, and calls out in a loud voice --

SANDMAN (cont'd)
 Mrs. Patrick O'Flynn, wash lady --
 excellent character -- never misses
 a Monday -- six children -- husband
 not altogether satisfactory. Here,
 now, Noddy -- Blink! I'll want some
 help, boys.

As he calls out these two names, NODDY and BLINK, two fat,
 sleepy boys, slouch from behind the rock where they have
 been waiting.

There is a scramble and a rush and a fuss among the Good
 Dreams, each one struggling and pushing and crowding to get
 ahead of the next.

It takes a tremendous effort on the part of the Sandman,
 together with the help of the sleepy boys, to get the
 correct dreams into the Wash Lady's sack, and to keep the
 wrong ones out.

SANDMAN (cont'd)
 Letter from the old country. That's
 it, boys, more lively there. Tell
 that pound of tea to step up -- no,
 no pink silk stockings today, thank
 you. Tell that landlord the rent's
 paid, I'll let him know when he's
 wanted. Hand over that pile of
 mended clothing -- and the pay
 envelope, mind it's the right
 amount -- all the rest of you, step
 aside!

Waving away a BONNET with a bird on it, a BOTTLE of
 medicine, and a pair of persistent pink STOCKINGS, the
 Sandman closes the mouth of Mrs. O'Flynn's sack, and swings
 it on his shoulder, nodding to the children to watch what
 will happen.

Much excited, they crowd around the open door in the side of the big rock and peer down into what seems to be a dark well with a toboggan-slide descending into it.

The Sandman places the Wash Lady's sack at the top of the slide, and before the children can blink, it slides off into the darkness and disappears from sight.

ANN

Oh, my! Is it a shoot-the-chutes?
Does it bump when it gets there?

SANDMAN

No, no. No bumps whatsoever, the most comfortable kind of traveling I know. In fact you're there the same time you start, and I'd like to know how you can beat that? I ought to know, for I use this route myself on my rounds a little earlier in the evening.

He walks back to his pile of sacks and picks up another of them, examining the label.

SANDMAN (cont'd)

Now then, who's next? Aha -- Miss Fanny Mackenzie.

The children can hardly believe their ears. Ann whispers to Rudolf.

ANN

Oh, Rudolf, what kind of dreams do you suppose Aunt Fanny will get?

RUDOLF

Sh-h! Listen, he's going to tell us.

The Sandman is gravely consulting his list.

SANDMAN

Mm-hmh -- Cook-that-likes-living-in-the-country -- step this way, ma'am, and don't take any more room than you can help. New Non-fadable cheap-but-elegant-parlor-curtains -- one able-bodied-intelligent-gardener-with-a-generous-disposition -- hurry the gentleman forward, boys, he's a curiosity! What's next? Aha! One niece, two

(MORE)

SANDMAN (cont'd)
 nephews -- three perfectly good
 children.

He pauses and looks around him at the throng of jumping,
 pushing dreams.

SANDMAN (cont'd)
 Don't see 'em.

ANN
 (pulling impatiently at the
 Sandman's sleeve)
 Why, yes you do! Here you are!
 (turning to Rudolf and
 whispering excitedly)
 Don't you see? We must make the
 Sandman believe we are Aunt Fanny's
 good dreams, and then he'll send us
 back to her.

RUDOLF
 I'd like a ride on that slide, all
 right!

Peter chimes up from behind.

PETER
 But I don't want to go back to Aunt
 Fanny yet. I shan't go 'til I've
 seen the bad dreams.

Rudolf turns around on Peter angrily.

RUDOLPH
 Nonsense! Of course you'll go.
 You're the youngest, and you've got
 to mind us.
 (thrusting himself in front of
 the Sandman)
 Here we are! We're all ready.

The Sandman looks the boy up and down, consults his list
 again, then smiles and shakes his head very doubtfully.

SANDMAN
 I'm sorry, but I'm afraid you don't
 exactly answer. Listen to this --
 (reading aloud)
 Number one -- "boy: polite and
 gentlemanly in manner -- brown hair
 neatly smoothed and parted -- Eton
 suit, clean white collar, boots
 (MORE)

SANDMAN (cont'd)
 well polished -- Latin grammar book
 under arm --"

He stops. Rudolf, in his pajamas, with his ruffled hair, tin sword, and angry expression, does not answer very closely to this description.

The COOK-WHO-LIKES-LIVING-IN-THE-COUNTRY, the GARDENER-WITH-A-GENEROUS-DISPOSITION, and several other Good Dreams burst out laughing. Only the False Hare keeps a solemn expression.

SANDMAN (cont'd)
 Number two -- "girl: modest and
 timid in her manners -- hair
 braided neatly and tied with blue
 ribbon -- white apron over dark
 dress -- doing needlework with a
 pleased expression -- "

Here the Sandman is interrupted by the Cook and the Gardener.

COOK
 If you don't stop --

GARDENER
 -- we'll die a-laughin'!

The False Hare wipes away a tear.

The Sandman shakes his head again as he glances at Ann in her nightgown, her ruffled curls tumbling over her flushed face, and her un-pleased expression.

SANDMAN
 Afraid you won't do, miss. Let's
 see what's next. Number three --
 "small boy: clean blue sailor suit
 -- white socks -- "

All turn to look at Peter, but Peter is not there. Ann gives a quick glance all around the glade, then bursts into tears.

ANN
 Oh, Rudolf, what shall we do? He's
 gone -- he's slipped away to find
 those bad dreams all by himself!
 You know how Peter is, when he says
 he's going to do anything, he *will*
 do it. Oh, I *ought* to have watched
 him!

RUDOLF

Don't cry, it's just as much my fault. You stay here and I'll go fetch him back. I have my sword, you know.

ANN

No, no, don't leave me. It was my fault -- I promised mother I would always look after Peter. We'll go together. The Sandman will tell us where the bad dreams live --

(turning to the Sandman)
-- won't you?

SANDMAN

(kindly)

There, there, of course I will. I'd go along with you, if there wasn't such a press of business just now, but you can see for yourselves what a mess things would be in if I should leave. You must go right ahead, right into the thick of the woods. Follow that path on the other side of the glade. You needn't be afraid you'll miss those bad ones -- they'll be on the lookout for you, I'm afraid.

RUDOLF

Thanks!

ANN

Thank you for all your kindness.

The children turn to leave.

SANDMAN

One moment -- !

He runs ahead of them to pull aside the wall of prickly bushes and show them the little path which winds toward the heart of the wood.

SANDMAN (cont'd)

Keep right on, and don't be afraid. Remember -- they're a strange lot, those fellows, but they can't hurt you if you are careful. Don't answer 'em back and don't ask 'em too many questions. One thing in particular -- if they offer you

(MORE)

SANDMAN (cont'd)
 anything to eat, don't taste a
 mouthful of it. If you do it'll be
 the end for you!

Rudolf turns to Ann, who looks worried.

RUDOLF
 You know Peter and his appetite...

ANN
 (nods)
 We'd better hurry.

They start hastily forward. The Sandman calls after them.

SANDMAN
 Just one thing more -- about that
 consignment of your aunt's, you
 know -- I'll hold that over 'til
 you get back, and we'll see what
 can be done. Maybe we can fit you
 in yet, somehow. Now goodbye, and
 good luck to you!

RUDOLF
 Goodbye!

ANN
 And thank you!

Rudolf and Ann plunge into the woods. The wall of bushes
 springs back behind them, cutting them off from the shelter
 of the Good Dreams' glade.

EXT. FORREST -- DAY

The path is so narrow that they must walk single file,
 Rudolf first, sword drawn, then Ann trotting behind him.

Soon they come to a part of the wood where the underbrush
 grows so thick that they lose themselves in a network of
 little paths spread out as if to purposely confuse them.

Rudolf and Ann hurry along as fast as they can go, but it is
 hard work making their way through the tangled undergrowth
 where the twisted roots set traps for their feet.

From the dense trees hang down great masses of trailing
 vines and spreading creepers like long, lean, hairy arms
 stretched out to bar their way.

Rudolf has to stop now and then to hack at these arms with his sword before he and Ann can pass through.

Worst of all, the thick growth of trees make the wood so dark that they cannot see more than a few feet ahead of them.

ANN

Oh, Rudolf, I'm sure we're not on the right path any more. Peter is so little -- he never, never could have pushed his way through here!

RUDOLF

N-no. Perhaps he couldn't, but maybe he stuck to the right path, Ann, and if he did he's there by this time.

ANN

But I don't want him to get there! That would be much worse for him than being lost. If he's just around the wood somewhere we can find him and bring him back and then coax the Sandman to send us all home by the slide to Aunt Fanny, but if he's found the bad dreams or they've found him -- oh, Rudolf, how do we know what awful things they may be doing to him?

RUDOLF

(stoutly, though beginning to worry)

Don't be a goose, Ann. You know they are only dreams even if they are bad. What can a dream do, anyway? They're not real.

ANN

Oh, they're real enough. Sometimes the things in dreams are real-er than real things. I'm afraid enough of real cows, but *they* can't walk upstairs like the dream cows can -- and, oh, I remember the dream I dreamed about the dentist, after I had my tooth pulled, the one father gave me the dollar for -- and --

RUDOLF

Bother! I've had lots worse dreams than cows and dentists. Policemen and wild savages, and -- oh, heaps of things, and I didn't really mind 'em, either, but then I'm braver than --

Ann interrupts, stopping and catching Rudolf's arm.

ANN

Sh-h! I hear something -- something strange. Listen!

Rudolf listens.

RUDOLF

I don't hear anything. What was it like?

ANN

Such a creepy, crawly sound, and --

Suddenly she sees something.

ANN (cont'd)

-- Oh, Rudolf -- there is a face -- see it? A horrid little face peeping at us from behind that tree!

Rudolf sees the FACE too, a winking, blinking, leering, little face much like the one that had grinned at Ann from the post of the big bed not so very long ago.

All at once as the children look about them, they begin to see FACES everywhere -- in the crotches of trees, where branches cross high above their heads, even in the undergrowth around their feet.

Rudolf hears distinctly now the NOISES Ann had heard. It is as if the hidden places of the wood are full of small live things which are gathering together and coming toward the children from every direction, closing them in on every side.

Suddenly something LAUGHS in a high cracked voice just behind them.

One of Ann's curls is sharply yanked.

Rudolf's precious sword is plucked from his hand and tossed to the ground.

Still Rudolf and Ann can see no bodies to which the little faces belong.

Then comes the LAUGH again, repeated a number of times and coming now from directly over their heads from the branches of a great tree.

Rudolf and Ann look up just in time to catch sight of the FIDGETS, strange little creatures who are looking down at them from between the leaves.

The Fidgets are dressed in tight-fitting suits of fur exactly the color of the bark, and have small pointed fur hoods upon their heads which make them look much like squirrels.

It is impossible to examine them closely, for they are never in the same place more than an instant.

They swing themselves restlessly from bough to bough, then to the ground and back again in two jumps, peeping, peering, racing each other along the branches, all the time without the slightest noise other than is made by their light feet among the leaves.

Rudolf picks up his sword and speaks in as bold a voice as he can manage.

RUDOLF

Please, could any of you tell us
the right path to --

A burst of sharp SQUEALS, shrill LAUGHS, and jeering REMARKS interrupt his question.

The whole company of strange creatures drop to the ground at the same time and instantly form a circle around the children, snapping their little white teeth, and grinning and CHATTERING like monkeys.

RUDOLF (cont'd)

Are you the bad dreams?

A burst of LAUGHTER contradicts this idea.

RUDOLF (CONT'D)

Who are you, then?

FIDGET LEADER

(mocking)

Who are we?

FIDGET 2
Who are we?

FIDGET 3
O-ho, hear the human!

FIDGET 4
Doesn't know us -- never got
scolded on our account, did he, did
he?

FIDGET 5
Oh, no -- *oh*, no!

FIDGET 6
Bite him, snatch him, scratch him!

FIDGET 7
Catch him!

Closer and closer the horrid little things press around the two children. Rudolf keeps them back with his foot as best he can.

RUDOLF
What do you mean, anyway? Who are
you? You're squirrels -- that's all
you are!

The leader of the little wretches seems furious at the idea.

FIDGET LEADER
Squirrels! No, no!

He makes a dash at Rudolf's leg with his sharp teeth, but Rudolf kicks him away.

FIDGET LEADER
Ow! Squirrels, bah! We're Fidgets,
Fidgets, Fidgets! Don't you know
the Fidgets when you see 'em, you
great blundering human, you? An
old, *old* family, that's what we
are. Guess Methuselah had the
Fidgets sometimes, guess he did,
did, did!

With every one of the last three words he makes a snatch at Rudolf, trying his best to bite him, and at the same time dodging cleverly the blows Rudolf is now dealing on all sides with his sword.

Ann picks up a little stick and is doing her best to help Rudolf in his battle. She speaks angrily.

ANN

I know you, you horrid little things! I've had you often, in school just before it's out, and in church, and when mother takes me to call on her friends -- you've disgraced me often --

Then she stops, afraid of saying too much.

The Fidgets, with a wild SQUEAL, now begin a mad dance around the two children, giving them now a nip, then a pinch, until Rudolf and Ann are dizzy and frightened and weary of trying to defend themselves against such unequal numbers.

All at once, above the shrill CRIES of their enemies, the children hear a new sound, a CRACKLING, RUSTLING noise in the bushes as if some large creature is making its way through the wood.

The Fidgets hear it, too, and hush their shrill voices, break their circle, and hide themselves from sight.

It is all so sudden that Rudolf and Ann have no time to run, but stand gazing at the bushes from which the noises came.

As they stare, the bushes part, and the long, lean head of a horse pokes through. The KNIGHTMARE has a large black head with a white streak down its nose, and two great mournful eyes that stare into the frightened eyes of the children.

Ann gives a little SCREAM and shrinks closer to Rudolf.

The creature opens a wide mouth with big teeth, and speaks in a rough but not unfriendly voice.

KNIGHTMARE

Hullo! Oats-and-Broadswords -- if it's not a couple of lost colts! Where'd you come from, youngsters?

Without waiting for them to answer, it crashes through the bushes and stands before them. What they had thought was a horse from the sight of its head, is a horse no farther down than the shoulders. All the rest is a knight in full shining armor.

While the children shrink from the sight of his big head with its sad eyes and long teeth, they see that this is not a creature to be much afraid of.

KNIGHTMARE

(triumphantly)

Well, I scared 'em away, didn't I?
 (hanging her head a little, in
 a humble tone)

It's pretty poor sport hunting
 Fidgets, I know, but it's about all
 I can get nowadays. Hope they
 didn't hurt you?

RUDOLF

Not a bit, but I'm sure glad you
 came along when you did, for I
 don't know how we ever would have
 got rid of the beastly little
 things. Only when we first saw you,
 we thought --

KNIGHTMARE

Oh, I know, you thought it was
 something worse. That's it, that's
 just my luck! I'm the gentlest
 creature in the world and
 everybody's afraid of me.

(turning to Ann)

My business is to redress wrongs
 and to see after the weak, but --
 bless you -- they won't let me get
 near enough to do anything for 'em!

A great tear rolls down her long nose as she speaks.

KNIGHTMARE (cont'd)

And then, I'm so divided in my
 feelings. If I were only *all*
 knight, or even *all mare*, I'd be
 thankful, but a *Knightmare* is an
 unsatisfactory sort of thing to be!

Ann pulls away from her.

ANN

A *Knightmare* -- oh, how dreadful!
 Is *that* what you are?

KNIGHTMARE

(tossing her long black mane)

There! You see how it is! Nobody's
 got any sympathy for me. How would
 you like it? Suppose you were a
 little girl only as far as your
 shoulders and all the rest of you
 hippopotamus, eh?

ANN

I wouldn't like it at all!

KNIGHTMARE

(with a long sad sigh)

And no more do I.

RUDOLF

(politely)

Would you mind telling us how it happened?

KNIGHTMARE

Not at all. You see I was a great gal for fighting in the old days -- though you mightn't think it to see me now -- and I used to ride forth on my coal-black steed, this very mare whose head I'm wearing now. Well, of course I was a terror to my enemies, used to scare 'em into fits, and I suppose it was one of those very fellows that got me into this fix, dreamed me into it one night, you know, only he got me and my steed mixed. We've stayed mixed ever since, and the worst of it is I oughtn't to be a bad dream at all. I was the nicest kind of a good dream once -- why I lived in a castle, and my people thought a lot of me, they did!

RUDOLF

(sympathetically)

It's too bad, but isn't there anything you can do about it?

KNIGHTMARE

(groaning)

Nothing, nothing at all. At least not 'til I can find a way to get rid of this ugly head of mine. If there was anybody big enough and brave enough, to -- what's this?

She interrupts her speech to stoop down and snatch up something from the grass. It is Rudolf's sword.

KNIGHTMARE (cont'd)

Hurrah, a sword!

RUDOLF
 (stretching out his hand for
 it)
 My sword.

KNIGHTMARE
 Just the thing for cutting off
 heads! Will you lend it to me, like
 a good fellow? My sword is lost.

RUDOLF
 (suspiciously)
 What for?

KNIGHTMARE
 Why, to cut off my head, of course,
 or better yet, perhaps you'll do it
 for me. Come, now! Just to oblige
 me?

Rudolf takes back his sword, while Ann gives a little SCREAM
 and seizes both the Knightmare's hands in hers.

RUDOLF
 (firmly)
 I'm sorry not to oblige you, but I
 can't do anything of the sort. I
 never cut off anybody's head in my
 life, and the sword's not so awful
 sharp, you know, and then how can
 you tell a new head will grow at
 your time of life?

KNIGHTMARE
 (lightly)
 Oh, I'd risk that. I do wish you'd
 think it over. If you knew what a
 life mine is! All my days spent
 browsing 'round on shoots here in
 the wood, without a single
 adventure because nobody's willing
 to be rescued by the likes of me!
 And then the nights! Oh -- the
 nights are the worst of all!

ANN
 What do you do then?

KNIGHTMARE
 Oh, I'm ridden to death! As if it
 wasn't bad enough to scare folks
 all day *not* meaning to, without
 being sent out nights to do it on
 purpose!

She looks over her shoulder as if she is afraid someone might be listening, then she adds in a low voice.

KNIGHTMARE (CONT'D)

And it's not my fault, either, I swear it's not. *They* actually make me do it!

ANN

The bad dreams?

The Knightmare nods. The children suddenly remember poor little Peter.

RUDOLF

I tell you what -- I'll make a bargain with you. My little brother has run away to find the bad dreams, and we have got to find him and bring him back. If you'll lead us to him and help us all you can, why -- why -- I won't promise -- but I'll see what I can do for you.

The Knightmare gives a loud triumphant NEIGH.

KNIGHTMARE

Ods-bodikins and bran mash! You're worth rescuing for nothing, the whole lot of you! But --
(mournfully)
-- I ought to warn you to keep away from that crowd -- they're a bad lot. You'd do better to cut along home.

ANN

We can't do that without Peter!

KNIGHTMARE

Then come with me. It's only a short way to --

She is suddenly interrupted by a fresh commotion in the wood. The undergrowth is parting near the children.

Before they can think of escape, a POLICEMAN, a DENTIST, an INDIAN CHIEF, and a COW spring on them from behind, seize their arms, and throw them to the ground. The Policeman speaks gruffly, in a bad Irish accent.

POLICEMAN

Ye arre arristid in the name of the law! Move on, move on!

DENTIST

One moment, Officer. Imprison these young persons, if you are so disposed, but pray allow me first a little opportunity to practice on them. This young lady -- we will begin by extracting that large molar on the upper left side, we will then have out two or three --

The Indian Chief, in full war-paint and feather headdress, who has been holding down Rudolf, rises up and rushes at the dentist.

INDIAN CHIEF

No, no! Big Chief first! Big Chief Thundersnorer first!

There is a confused sound of STRUGGLING and in another moment, Ann is relieved of her burden which, with a mighty MOO, gets up and joins the others.

Ann sits up and clings to Rudolf, while the Nightmare, who is standing close beside her, lays a protecting hand on her shoulder. When Ann sees what had been holding her down, she gives a little SHRIEK.

The small spotted cow is wearing a red flannel petticoat and button boots on her hind feet. She rears herself up to flourish two angry hoofs over the head of the dentist, a little man in a white linen coat who holds a tiny mirror in one hand and a pair of pincers in the other.

The Indian Chief is brandishing his tomahawk in the face of the Dentist. The fat Policeman stands with folded arms, the only calm member of the group.

The Nightmare steps forward and puts himself between the children and the bad dreams.

KNIGHTMARE

Look here, you fellows, you may as well stop this nonsense first as last. You haven't got any business here, and well you know it. If the Boss finds you've been disposing of prisoners without his permission -- well -- you know what'll happen!

Their scared expressions show that the bad dreams DO know. The Indian Chief, with a disappointed GRUNT, replaces his tomahawk in his belt and seats himself cross-legged on the grass.

The Dentist puts his pincers back into his pocket. The Cow drops clumsily on all fours, SNORTS, and switches her tail.

COW

The Boss has all the fun, anyway.
All the choice bits of torturing.
Why, I've not had so much as a
single toss since I've been on this
job, no I haven't!

She shakes her sharp curved horns at Ann.

DENTIST

And I haven't pulled a tooth out
yet! Not a single one.

He sighs, glancing from Rudolf to Ann.

POLICEMAN

(sadly)

'Tis the Boss who does all the
arristin'.

RUDOLF

(quietly to Ann)

This "Boss" must be a terror.

Ann nods in agreement.

KNIGHTMARE

(soothingly)

Now, come, come, it's not so bad as
that. You all get plenty of fun,
but you mustn't mix it up with
business. We're in a row now, every
one of us, for being out of bounds.
Better move along and have it over,
that's my advice.

The Policeman looked more cheerful.

POLICEMAN

That's it -- move on!

Ann puts her arms around the Knightmare's neck and WHISPERS in his ear. He turns to the Cow.

KNIGHTMARE

Madam, this young lady wishes to know if anything has been seen or heard of another prisoner, a small fat one called Peter?

COW

Sir, he was taken just a little while ago. That's why we four went off in a huff. We wanted a little fun with him, just a bit of play, you know, but the Boss wouldn't have it. He's saving him up for the banquet, and not one of us is to be let at him 'til after that.

Rudolf and Ann look at each other.

RUDOLF

Remember the Sandman's warning?

ANN

"On no account are any of us to taste the food of the bad dreams."

RUDOLF

(rhetorically)

Can Peter be expected to refuse any kind of refreshments?

They know that he cannot. Rudolf pulls at the Knightmare's arm.

RUDOLF (CONT'D)

Take us to him, please. We've got to hurry.

The Knightmare obligingly steps forward, leading Ann by the hand, and the bad dreams -- to the children's surprise -- rise meekly to accompany them.

The Cow goes first, to clear a way through the forest by trampling down everything before her.

The Indian walks next, stepping silently on his moccasined feet, turning now and then to make a horrid face at the children who followed behind him, one on either side of the Knightmare. The Dentist and Policeman bring up the rear.

EXT. WOOD -- DAY

The underbrush is growing thinner and the trees are beginning to be taller and farther apart. Through a veil of branches, the group can now see the light of a fire burning on the ground not far ahead of them under an enormous oak tree.

The fire is a strange bluish color, and as the flames shoot up into the darkness which is almost complete under the shade of that great tree, the children can plainly see strange figures leaping and dancing against the light. The Knightmare whispers to Rudolf and Ann.

KNIGHTMARE

The party's begun, but not the banquet. You can come a little closer, but you mustn't interrupt 'til it's over.

In silence they all move a little closer to the clearing under the tree. Rudolf and Ann gaze anxiously at the scene before them.

They notice that the fire is not an ordinary fire, but a huge blazing plum pudding, which accounts for the strange color of its flames. It is stuck full of bits of crackling holly, and drips sauce in every direction.

On the other side of the fire, just opposite them, is a moss-grown log, and on this log sits Peter. His big eyes, shining with excitement, are fixed on the plum pudding, his nose sniffs the scent with great satisfaction.

As soon as Ann's eyes fall on her little brother, she starts toward him, but the Knightmare holds her back.

KNIGHTMARE (cont'd)

No -- wait a bit, and I'll tell you when the real trouble's going to begin.

The children have no choice but to obey, and their attention is soon occupied by the strange sights before them.

As one odd figure after another spring out of the dark into the firelight, caper and prance, and then disappear into the blackness again, Ann and Rudolf draw closer together and squeeze hands.

Out leaps an old WITCH on a Broomstick; then an angry FARMER with a fierce expression and a short black whip; and a cross COOK, with "I'm going to tell your mother," written plainly on her apron. A great JAM POT dances just behind the Cook, and is followed by a dozen bright GREEN APPLES.

A DANCE-INSTRUCTOR comes next, bowing and smiling at Peter as he passes him; then a BEAR padding clumsily along on its hind legs, its great mouth wide open, showing its long white teeth; then a GOOSEBERRY TART marked "Stolen."

Then comes an ARITHMETIC BOOK with a mean face, rulers for legs, and compasses for arms; then a CLOCK that keeps striking thirteen; then a familiar clumsy figure with one glaring red eye -- their old enemy, the Warming-Pan.

As Rudolf is trying to take these in these, he feels himself sharply pinched by Ann, who whispers to him.

ANN

Look, look, over there where it's so dark, close to Peter. Oh, don't you know now who their "Boss" is?

Rudolf looks.

ANN (cont'd)

Don't you know him? It's Monster-under-the-bed!

Clearly enough now Rudolf sees the two flaming green eyes and black figure of MONSTER-UNDER-THE-BED, crouching on the ground near Peter. Before the dark mass, every one of the dancers makes a low bow as he passes. Ann shivers with fear.

RUDOLF

(whispering)

Oh, well, what if it is? I stopped bothering about *him* ages ago. He's only for babies.

Ann is not deceived by Rudolf's cheerful tone.

ANN

He's horrid. Oh, look, Rudolf, what is he doing now?

Monster-under-the-bed is stretching out a long black arm and pointing to the fire. Instantly the other bad dreams stop their dance and vanish into the darkness.

When they come again into the firelight, the children see that the Cook, the Dance-instructor, and several others carry large dishes in their hands which they now present with low bows to Peter. The Nightmare whispers nervously.

KNIGHTMARE

It's the banquet! If he swallows a morsel, he's lost. He'll go to sleep and dream bad dreams forever and a day -- which won't be pleasant, I assure you.

No sooner has the Nightmare finished his speech than Rudolf and Ann make a rush on Peter, just as he has helped himself to an enormous slice of pie, and while Ann throws her arms around his neck, Rudolf snatches the pie out of his hand and casts it into the fire.

PETER

What did you do that for??

Peter struggles and fusses and is not a bit grateful, but Rudolf and Ann do not care.

The bad dreams are gathering around the three children in an angry circle. Monster-under-the-bed GROWLS.

MONSTERUNDERTHEBED

Seize them, some of you! Where's that fat policeman?

POLICEMAN

Here, sorr.

Very much against his will, the Policeman has been pushed forward until he stands in front of the children, hanging his head and looking very uncomfortable.

MONSTER-UNDER-THE-BED

Arrest them, why don't you?

The Policeman mutters humbly, shifting from one foot to the other and looking more and more unhappy.

POLICEMAN

Please, sorr, oy have.

MONSTER-UNDER-THE-BED

Then do it all over again, and be quick about it -- or --

Monster-under-the-bed makes a terrible face at the Policeman, who shivers, and edging up to Rudolf, lays a timid hand on his shoulder.

RUDOLF

No you don't! I'm not afraid of
you!

And he gives the Policeman a small poke with his sword. The Policeman gives a frightened YELL, doubles up as if he has been shot, and, ducking under the shoulders of the crowd, makes off into the darkness.

Monster-under-the-bed GROWLS furiously. The other bad dreams advance on the children in a body. The dancing flames of the fire show their angry faces.

There are so many of them that by sheer force of their numbers they are slowly pushing the three children back, until they are crowded against the trunk of the great tree where Monster-under-the-bed has been crouching.

Rudolf shrinks back and bumps sharply into Peter, who is pushed violently against Ann, falls back firmly against the tree trunk.

The tree seems to give way behind her, and she falls backward into darkness. Peter falls after her, and Rudolf on top of Peter.

The little door which has opened to receive them snaps shut again.

INT. HOLLOW TREE -- NIGHT

The HOWLS of the bad dreams come very faintly to the ears of Rudolf, Ann, and Peter. At first it seems perfectly dark inside the tree, but after a moment, the children can make out the dull glow of a dying fire in a fireplace.

ANN

(whispering)

Oh, dear, I hope the owner is not
at home!

Rudolf is groping around after the poker. He finds it and stirs the embers into a cheerful blaze. By this light the children are able to see dimly what the room is like.

It is circular in shape and the walls and ceiling are covered with rough bark. The floor is covered with a thick carpet of dry leaves. There are several chairs and a round table all made of boughs with the bark left on, and the mantel is built of curiously twisted branches.

On it stands a round wooden clock and a pair of wooden candlesticks. A pair of spectacles lie on the top of a pile of large fat books upon the table.

RUDOLF

I'd like to know whose house this is.

PETER

(calmly)

It's Monster-under-the-bed's house.

RUDOLF

How do you know?

PETER

'Cause I *do* know.

ANN

(hugging Peter)

Oh, Peter, you naughty boy, you are so provoking! Tell sister what you mean, and what you've been doing and why you ran away to find those horrid creatures!

PETER

(wriggling away from Ann)

Aren't horrid, and it *is* Monster-under-the-bed's house, 'cause he came out by the little door when the bad dreams brought me. He came out of his little door, and he said "Peter, will you come to my party?"

Rudolf has taken a candle from the mantel, lighted it at the fire, and is making a careful search of the walls. No trace of a door or any opening can be seen.

RUDOLF

But there isn't any little door now. Anyway, *I* can't find it.

PETER

(cheerfully)

It's a magic door. Monster-under-the-bed touched something with his foot and that opened it.

ANN

He's shut us up on purpose! It's just like him.

RUDOLF

(gloomily)

He's shut us up to starve us into submission, like they do in books.

PETER

I'm starved *now*, and that was the very *niciest* pie!

But Rudolf and Ann will not listen to him any longer.

RUDOLF

Ann, please light the other candle and help me search for that door.

Ann lights the candle and almost immediately her sharp eyes spy a small opening in the wall far above their heads, like a little round window not much bigger than a knothole.

ANN

Look -- up there!

Rudolf climbs up on the table, but finds he is not tall enough to look through.

RUDOLF

Peter -- come here -- you'll have to climb onto my shoulders.

He hoists up Peter with a wobble.

PETER

Oh, don't drop me!

RUDOLF

I won't.

When Peter gets his eye to the window, he gives such a SHOUT of surprise that he nearly knocks Rudolf and himself off the table.

PETER

OH!

RUDOLF

Hush, you mustn't make a noise! Can you see what the bad dreams are doing?

PETER

(whispering)

Yes, I can see 'em. They're all sitting 'round the fire and Monster-under-the-bed is making a speech.

ANN

(anxiously)

What's he saying?

PETER

I can't hear, but he's awful cross. Now the farmer has gone -- now he's come back again, and -- oh!

RUDOLF

What is it?

ANN

What is it??

PETER

He's got three animals on a chain -- a bear, an' -- an' -- a lion -- an' a great big white wolf!

ANN

Oh, Peter, you *know* they're only dream animals!

PETER

Well, they're 'most as nice as real ones. They look awful fierce --

RUDOLF

What's the farmer doing with 'em?

PETER

He's letting 'em loose, and they're smelling around --

RUDOLF

He's putting them by the tree to guard us -- that's what he's doing.

ANN

(thoroughly frightened)

To swallow us up if we ever do escape! Oh, Rudolf, whatever shall we do?

Rudolf hastily lowers Peter to the floor and gets down from the table.

RUDOLF

Ann, there must be another way out.
In books there always are two ways
out of secret rooms, and this --
(cheerfully)
-- is the bookiest thing that's
happened to us yet. Come, let's
look again for it.

He and Ann begin the search once more, going over the walls
by the light of their candles. Peter is nosing around by
himself in a little recess by the fireplace, and soon the
other two hear him give a gleeful CHUCKLE.

RUDOLF (CONT'D)

What is it? Have you found the
secret door?

PETER

Nope. It's nicer than that -- it's
a cake. I found it right here on
this little shelf that you went
past and never even noticed.

ANN

(scolding)

Oh, Peter, I think you are the very
greediest little boy I ever knew!

RUDOLF

(sternly)

That cake belongs to
Monster-under-the-bed, and you know
it. It's a dream cake, of course, a
bad dream cake, so you can't eat
it.

Peter clasps the small round cake tightly to his chest.

PETER

It's a nice seed-cake like mother
makes, and I *must* eat it.

RUDOLF

The seeds in it are poppy seeds,
and you'll go to sleep and dream
bad dreams forever, like the
Nightmare said, so you shall *not*
eat it!

He tries to get the cake away from his little brother, who
only grasps it the more tightly.

ANN

Wait -- let's try it on the animals!

RUDOLF

That seems a bright idea!

PETER

(unhappy)

It's wasteful.

ANN

Peter!

PETER

Oh, all right.

He reluctantly parts with his cake. Rudolf piles three fat dictionaries that lay on the table, one on top of another, and climbs on them, managing in this way to bring his eye to the level of the little window.

The plum-pudding fire is burning low by this time, and Rudolf can barely make out the forms of the bad dreams who are stretched on the ground around it.

Suddenly Rudolf is greatly startled and nearly tumbles off the dictionaries, for he finds himself staring down into the yellow hungry eyes of the big white WOLF.

The beast gives a low GROWL and opens his great red mouth.

Rudolf drops a generous chunk of cake straight into it.

The big jaws close with a SNAP, and the white wolf looks up for more.

By this time the yellow lion and the big shambling bear have discovered the presence of snacks, and come slinking forward, positioning themselves on either side of their companion.

Rudolf hastily divides the rest of the cake between the two animals. When they have licked it up greedily, Rudolf turns his attention back to the white wolf, and he cannot suppress an exclamation of delight.

RUDOLF

Oh!

ANN

What *is* it, tell us!

Peter jumps up and down impatiently.

PETER

Let me see, let me see!

RUDOLF

(whispering)

He's going to sleep -- the white wolf is. He's rocking from side to side -- he can hardly stand up -- his tongue is hanging out of his mouth -- he looks too silly for anything -- now he's rolled over on his back -- now he's snoring!

ANN

And the other animals -- the lion and the bear?

RUDOLF

They are lying down, too, they will be asleep in a moment! There, Peter, didn't I tell you it was a dream cake?

But even then, Peter does not appear grateful. He goes back to the shelf where he had found the cake and stands looking at it wistfully. Rudolf comes up behind him and looks over his shoulder. Peter speaks mournfully.

PETER

It's no use, there isn't any more.

RUDOLF

(triumphantly)

There's this!

Reaching over Peter, he presses a little round knob of wood half hidden under the shelf.

Instantly the whole shelf, together with a large piece of the wall, swings aside, and the children are standing on the threshold of a little door similar to the one they had entered, but on the other side of the tree.

For a moment the three children hesitate, half afraid to believe in their good luck, and then, taking hands, they step softly out of the hollow tree.

EXT. CLEARING -- NIGHT

Almost at the children's feet lie the great white wolf, the yellow lion, and the shaggy bear, all SNORING soundly.

Carefully avoiding them, the children make for the thick woods ahead. The big tree is now between them and the plum-pudding fire around which the bad dreams lie asleep.

Rudolf whispers as he drags Ann by the hand.

RUDOLF

Hurry, hurry! If we can get to those thick trees I am sure we shall be safe.

ANN

(whispering)

If they only don't wake up!

Just at that moment, Peter stumbles and falls over a twisted root and hurts his knee.

PETER

OW!

Rudolf claps a hand over his mouth and drags him to his feet, but it is too late -- they are discovered.

A tall form shoots up out of the grass just behind them, and instantly a loud WAR-WHOOP rings through the woods.

RUDOLF

It's the Indian Chief -- run for your lives!

The bad dreams are all aroused by Thunder-snorer's war cry, and in an instant the whole pack of them, headed by Monster-under-the-bed, are at the children's heels.

Rudolf and Ann run as fast as they can, dragging Peter after them, but it is difficult and dangerous to run fast through the dark wood.

ANN

Which way do we go?

RUDOLF

I don't know!

Suddenly from just ahead of them come the sounds of great CRASHING and RUSTLING among the bushes, and the TRAMP of approaching feet.

PETER

Aw, what now?

Some new danger seems to threaten the children, but they are too breathless, too bewildered even to try to avoid it.

On they run -- straight into the arms of a tall KNIGHT who is hurrying to meet them, a knight dressed in shining armor and wearing a plumed helmet.

At the same moment a troop of little tin soldiers breaks through the bushes and rushes past the children to attack the bad dreams. All of them quickly run off, except their leader, Monster-under-the-bed, who hides himself behind a tree.

As soon as the soldiers pass, he creeps forth and makes a dart at the children.

But they have a protector now.

The tall knight steps in front of them and raises a glittering sword.

Before the knight can bring it down, the cowardly king of bad dreams gives a horrible YELL and turns to run.

He might have escaped, but as he passes Rudolf, the boy puts out his foot and trips him.

There the dark creature lies on his back, kicking wildly, while the Knight stands guard over him.

Monster-under-the-bed, with his shaggy fur, sharp white teeth, and gleaming green eyes, is still terrifying to Ann, who gives a little SHRIEK and turns her face away.

KNIGHT

Don't be afraid -- this is the end
of Monster-under-the-bed!

The knight stoops and catches hold of the shaggy monster by the shoulder.

A CRACK, a RIP, and the whole silly disguise comes away in one piece -- a fur suit, wooden teeth and claws, and green glass eyes.

The terrible monster is just a big naughty boy in knickerbockers who kicks and BLUBBERS and WHINES.

MONSTER-UNDER-THE-BED

Lemme go, lemme go! I promise I'll never, ever frighten little boys and girls anymore!

The children have to laugh, they cannot help it. The Knight lets him scramble to his feet and run off through the woods as fast as he can go.

KNIGHT

That's the last of *him*. But now tell me, you three...

The knight pulls off the armor helmet and shakes out long, thick hair, revealing the face of a beautiful woman.

KNIGHT (CONT'D)

...what do you think of the change in *my* appearance?

For a moment the three children stare up at the tall figure, admiring yet puzzled. Then Ann claps her hands.

ANN

Oh, I know now who you are -- you're the Knightmare!

The tall figure makes such a low bow to Ann that her fair curling locks brush the ground.

KNIGHT

I'm all knight now, and none of me mare. I'm a good dream now, and I've no doubt the people in the castle will be rather pleased to get me back.

ANN

But how did it happen?

KNIGHT

Well, as soon as you were imprisoned in the hollow tree, I managed to escape from the bad dreams and rushed off to the Sandman to get you help. I found he had already sent to the Corncob Queen for rescuers and just as we were talking they arrived. I agreed to guide their leader through the woods if he would first settle a certain little matter for me -- well, when I asked him if he'd cut

(MORE)

KNIGHT (cont'd)
 off my head, he said he'd just as
 soon cut off my head as not!

All three children burst out LAUGHING.

ANN
 There's only one person we've met
 as fierce as that -- Captain Jinks!

CAPTAIN JINKS
 (sharply)
 Captain Jinks -- at your service.

Turning, Ann finds the little tin captain standing beside
 her. He wheels around to Rudolf and salutes him stiffly.

CAPTAIN JINKS (CONT'D)
 I have to report -- the enemy --
 routed completely!

RUDOLF
 Thank you!

ANN
 That was a splendid rescue!

PETER
 Top notch!

RUDOLF
 What do you think it's best to do
 next?

CAPTAIN JINKS
 Sound a recall and return in good
 order according to commands.

RUDOLF
 Whose commands, Captain Jinks?

CAPTAIN JINKS
 Queen's orders.

ANN
 But, Jinks, sir, who was it brought
 the message to the Queen?

CAPTAIN JINKS
 (with a disgusted face)
 Traveling gentleman! *He's* a nice
 one! Said nobody in the wood was
 trapped in a hollow tree, and even

(MORE)

CAPTAIN JINKS (cont'd)
 if they were, they didn't want to
 be rescued.

For a moment the children are puzzled, then Rudolf realizes who it was.

RUDOLF
 Oh -- the False Hare!

They all LAUGH.

ANN
 I suppose the Sandman didn't know
 that the False Hare always says the
 opposite of what he means. I
 should think he'd make a pretty
 poor messenger!

CAPTAIN JINKS
 Make a better pie.

EXT. GLADE -- NIGHT

The children, the Knight, and the tin soldiers reach a little path and are met and greeted by a whole troop of good dreams who have come to welcome the returning party.

They found the whole group assembled: the Cook-who-likes-living-in-the-country, the Gardener-with-a-generous-disposition, the Pink Stockings, the Nice Nurse, the Good Baby, the Easter Rabbit, the Birthday Cake, the Organ Grinder, the Tall Candlesticks, and the jolly Santa Claus.

Also on hand are Noddy and Blink, and the Sandman himself, with a twinkle in his sleepy eyes, and a grin on his good-humored face.

SANDMAN
 Well, well, well! Glad to see you
 back again, my friends!
 (to Peter)
 Guess you've had enough of the bad
 dreams -- eh, young man?

He gives Peter a kindly dig in the ribs. Peter grins and looks rather foolish.

SANDMAN (CONT'D)
 And now, make way, all of you! Let
 these young people see who's come
 to welcome them.

He leads the children across the glade to where, throned on a pile of sacks, sits --

ANN

The Corncob Queen!

There she is in her greeny-yellow gown, her little head erect, her sweet face smiling, her tiny hands stretched out to greet the children.

In back of her majesty stand a group of doll ladies-in-waiting dressed in their finest clothes, and among them are Ann's very own dolls, Marie-Louise and Angelina-Elfrida. They do not look haughty or cross any more, but smile sweetly at Ann.

CORNCOB QUEEN

Yes, I have come to welcome you back, dears, and to say goodbye, for I suppose you would like to go home to your aunt now, wouldn't you?

ANN

Oh, yes, indeed!

RUDOLF

Please, your Majesty!

Peter is staring at the False Hare who lounges near by, smoking his bubble pipe. He winks at Peter and edges a little closer to him.

FALSE HARE

Mighty glad to see the last of you, old chap.

Peter smiles, he is so pleased.

SANDMAN

(with a sigh)

Yes, I suppose it's time for you to be going, if go you really must. And since you're in such a hurry, I'm happy to be able to include you in that consignment of your aunt's after all. She --

(bowing gallantly to the queen)

-- says it's all right, and what she says goes, though to be sure, it's out of order, slightly out of order!

He takes his list out of his pocket, runs his eyes over it once more, and speaks in a surprised tone.

SANDMAN (CONT'D)

Hullo -- there's one more item on Miss Fanny Mackenzie's list and it seems to be missing! Comparatively unimportant, but I like to have my things complete. "One lost cat!" Now what can have become of that, I wonder?

CAPTAIN JINKS

Prisoner of war, sir! Taken with others by the Commander-in-Chief in the recent glorious victory of the tin soldiers over the cat pirates. Here you are, sir!

He motions to two of the soldiers who stand on guard over something in a dim corner of the glade. The soldiers hustle the object forward. It is Captain Mittens.

Mittens is despoiled of his scarlet sash, his turban, his sword, his pistols, even of his fierce expression. Mittens is no longer a bold and bloody robber of the seas but a humble repentant kitten who lets himself be cuddled into Peter's arms without so much as a single scratch.

Peter strokes the pirate, and the pirate purrs.

SANDMAN

Now then, all ready? All aboard!

It is the Sandman's arms that lift the three children gently into the enormous sack held open by Noddy and Blink, and place them at the top of the toboggan-slide, but the children are feeling too curiously tired and sleepy to understand exactly what is happening.

Rudolf, still clasping his tin sword, pillows his sleepy head on the shoulder of the Generous Gardener.

Ann rests comfortably on the large lap of the Cook-who-likes-living-in-the-country, and Peter snuggles close beside her, holding Mittens tightly in his arms.

The children seem to see the kindly face of the old Sandman peeping into the mouth of the sack at them, while the whole good dream troop pushes and crowds in to peer at them over his shoulder.

At last all grows dim, fades, and melts into mist, until two figures only stand out clearly and distinctly.

One is the Corncob Queen, smiling and waving her tiny hand in loving farewell, and the other is that of a little BOY in long trousers and a frill collar, a merry-faced boy with a toy sword buckled around his waist and a toy ship in his hand.

Though they have not seen him until now, the children recognize him at once -- it is the little boy Aunt Fanny had told them of -- the Little Boy who Went Away to Sea.

Just then, the children seem to feel it impossible to keep their eyes open any longer. They hear the voices of all their friends calling.

ALL FRIENDS
Goodbye! Farewell!

But the children cannot answer. Their eyes have dropped shut -- they are far away.

INT. AUNT FANNY'S BEDROOM -- DAY

In the morning, Aunt Fanny wakes to find all three children in her room. Ann jumps into bed on one side of her, Peter, holding Mittens, snuggles himself on the other side, and Rudolf sits at the foot.

AUNT FANNY
Why, good morning, dears! Did you sleep well in the big bed?

The children look at one another thoughtfully.

AUNT FANNY (cont'd)
Did you have good dreams? I did, I dreamt about you three all night.

RUDOLF
We had funny dreams, at least, I suppose they were --

He stops, looking very puzzled.

ANN
We woke up at the foot of the bed, and we jumped right out to come quickly and tell you something awfully funny that happened to us, but now --

PETER
(sadly)
Now we've forgotten it!

AUNT FANNY
Well, that's the trouble with
dreams. They're so easily
forgotten. Maybe it'll come back to
you after breakfast, dears.

PETER
Breakfast, hurrah!

Aunt Fanny, Rudolf, and Ann laugh.

Peter looks very grave and thoughtful and squeezes Mittens
just a little, whispering in the cat's ear.

PETER (cont'd)
Do you suppose we'll remember our
dreams after breakfast, Mittens?

But Mittens only PURRS.

FADE TO BLACK