

PINOCCHIO

Written by

Guillermo del Toro
and
Patrick McHale

Based on

"Pinocchio" by C. Collodi

DARKNESS:

CRICKET (V.O.)
By the time master Geppetto made
Pinocchio, he had already lost a
son...

FADE IN:

EXT. THE HILL - DUSK

CRICKET (V.O.)
Now this was quite a few years
before my time, but I learned the
story... and then it became my
story...

Some autumn leaves are blowing by.

Small hill by a pine forest, and RED birch trees. AUTUMN. A
lonely figure standing by a wooden grave marker. This is
GEPETTO. Able-bodied and in his mid-seventies, but sorrow
ages him. A shock of white hair- matching his unruly beard-
haloing his strong, noble face.

He is consumed by grief. He kneels by the grave, brushes off
the snow.

Embedded- and framed- by the wooden grave marker, there is a
photograph of a beautiful boy of TEN, Carlo. And the
inscription on the grave reads:

CARLO, MY ANGEL, Gone back to heaven, February, 1916.

CRICKET (V.O.)
Geppetto lost Carlo during the
Great War. They had been together
only ten years-
(beat)
-but it was as if Carlo had taken
the old man's life with him...

Geppetto looks at the photograph and smiles a tremulous
smile. A tear rolls down his cheek.

CAMERA pushes on the photograph. We transition to:

EXT. GEPETTO WORKSHOP - TREE (THE PAST) - DAY

Cold WINTER day. CARLO swings in a tree swing. Looks up at
planes passing overhead. Jumps off the swing. He rushes back
to the house, pretending to be an airplane.

CARLO
(airplane sounds)

INT. GEPPETTO WORKSHOP - DAY

The workshop is a WARM wonderland of toys and marionettes.
Everything is hand-carved: doors, furniture, shelves,
utensils.

CARLO
Papa, Papa...

GEPPETTO
Yes?

CARLO
Guess what I saw!

GEPPETTO
What?

CARLO
Guess!

GEPPETTO
I have no idea.

CARLO
I saw some planes!

GEPPETTO
Oh, did you? Good.

Geppetto is carving a puppet. Carlo tries to steal a look.

CARLO
What is it you're making this time,
Papa?

GEPPETTO
Guess.

CARLO
A soldier? A magician? A witch?

GEPPETTO
No, no, no, no, no, no, no! You'll
have to wait and see, Carlo. All
good things require patience!

-DRAG WOOD BACK TO THE HOUSE.

-FEED THE FIRE TOGETHER.

CRICKET (V.O.)
They wanted for nothing; all they
needed was each other's company.

-HAVE A MODEST BUT ABUNDANT MEAL TOGETHER. CROSS THEMSELVES
AND EAT.

GEPPETTO
(quietly praying)

INT. GEPPETTO BEDROOM - NIGHT

Carlo is in his hand-carved bed, decorated with Italian fairy-tale pictures. Light snow falls outside a window.

Geppetto reads Carlo a fairy tale.

GEPPETTO
And the old witch warned the little
hedgehog- do not tell lies, or your
nose will grow and grow- up to
here!

Geppetto extends his finger out from his nose to demonstrate it growing. Carlo's eyes sparkle, still immersed in the story.

CARLO
His nose would grow?

GEPPETTO
Lies, my dear boy, are found out
immediately, because they are like
long noses- visible to all but the
teller of the lie...
(beat)
And the more you lie... the more it
grows...

They both laugh as Geppetto encompasses Carlo in the blanket, tickling him through the fabric.

CARLO
(yawns)
Sing me Mama's song so I can sleep,
please, Papa?

GEPPETTO
Alright.

Geppetto grabs his accordion and starts playing a sweet LULLABY.

He clears his throat and then begins.

GEPPETTO
(singing)
My Son... My son... You are my
shining Sun. My moon. My stars.
My clear blue daylight sky.

Carlo closes his eyes and what follows is a series of vignettes over different seasons.

-GEPPETTO PUSHES CARLO ON A SWING.

CARLO
Higher, Papa! Higher!

GEPPETTO (SONG) V.O.
And if you looked at me today, my
heart would heal so fast. And if
you held me right away, I'd be
complete at last... At last...

-GEPPETTO TEACHES CARLO TO CARVE MARIONETTES.

EXT. BUTCHER'S SHOP

Geppetto installs a pig-doorbell on the BUTCHER'S SHOP.

GEPPETTO
Try it.

Carlo pulls the strings to test it out.

He's paid with sausages and HAM!!

GEPPETTO (CONT'D)
Thank the ladies.

The BUTCHER SISTERS laugh at how excited Carlo is. How cute.

Geppetto walks Carlo up to the school and gives him a book.

GEPPETTO (CONT'D)
For you.

CARLO
(small gasp)
For me?

GEPPETTO
For you, Carlo.

Waves goodbye to Carlo as he heads off to SCHOOL. Carlo joins happy kids.

GEPPETTO (SONG) V.O. (CONT'D)
You are my favorite, favorite
thing. Better than Sunset- Better
than spring: You bring me joy, You
make me sing. In the morning and
the evening too. You are everything
to me and I love you.

INT. GEPPETTO WORKSHOP

Carlo studies his SCHOOLBOOK beside his father. Geppetto proudly glances at his studious son.

Geppetto carves the FACE OF A CHRIST.

INT. CHURCH - DUSK

Geppetto and Carlo install the unpainted crucifix in church.

GEPPETTO
Pull, Carlo! Pull!

TOWN PRIEST
Magnificent work, Geppetto.

GEPPETTO
Thank you.

EXT. THE HILL - DAY

Geppetto rests in a bed of moss near the forest, a picnic spread out before him. Carlo flies a kite nearby, giggling with childish glee as it dances upon the wind.

GEPPETTO (SONG) V.O.
My Son, My Son: You are my golden
Sun.

-GEPPETTO AND CARLO CHOP DOWN A TREE.

As it starts to fall Geppetto lunges forward to quickly pull Carlo out of the way.

GEPPETTO
(stuttering)
Watch out, Carlo!

-CARLO LOOKS FOR A PERFECT PINE CONE.

GEPPETTO
(speaking)
When one life is lost, another must
grow.

CARLO
How about this one?

Carlo shows him a scraggly-looking pine cone.

GEPPETTO
(speaking)
No- no- no- no, Carlo. It has to be
perfect- complete. See? This one's
missing some of its scales...

Carlo nods, examining the imperfect pine cone.

-GEPPETTO CARVES. CARLO WATCHES AND HELPS.

GEPPETTO (SONG) V.O.
My Son, My Son: You are my shining
Sun...

INT. GEPPETTO WORKSHOP - DUSK

Geppetto carves a pair of clogs for Carlo.

Then PAINTS them beautifully in bright colors.

INT. GEPPETTO BEDROOM

Carlo yawns and sleepily nestles back down in his pillow.
Geppetto puts down his accordion and gets into his own bed.

CARLO
Good night, Papa...

GEPPETTO
Good night, my son.

EXT. TOWN STREETS - DAY

WINTER -- February, 1916

Snow still lingers around town. Geppetto and Carlo go by, dragging a WOODEN CART filled with the paints and tools. Geppetto is well groomed. Carlo sits on the back of the cart, proudly wearing his new brightly colored clogs.

CARLO

I love my new shoes, Papa.

GEPPETTO

I'm very glad, Carlo.

CARLO

We're going to church first, right?

GEPPETTO

Oh yes, yes.

Carlo spots a stray dog on the side of the road.

CARLO

Hello there, little dog.

We see the town: a BEAUTIFUL village with turn-of-the-century buildings peppered amongst Medieval hamlets and workshops: The spirit of the town is LIVELY. Geppetto and Carlo wave to people as they travel through town.

STREET SWEEP WOMAN

Buongiorno, Geppetto.

Carlo and Geppetto pass by an alley with sleeping dogs and lighthearted posters. They pass by more townspeople going about their day.

CARNIVAL WORKER #2

Morning.

GEPPETTO

Morning!

THE BUTCHER says "hello" as do the YOUNG TWIN DAUGHTERS.

BUTCHER

Master Geppetto! You gonna finish that crucifix today?

GEPPETTO

We're gonna do our best! Ladies.

TWIN DAUGHTER 1
Such a perfectionist!

TWIN DAUGHTER 2
Such a perfectionist!

The BLACKSMITH and his WIFE hammer horseshoes.

THE BLACKSMITH
(he will become PODESTÀ)
A model Italian citizen!

PODESTÀ'S WIFE
And such a good father.

FRUIT VENDOR
Carlo, nice shoes. Catch!

The FRUIT VENDOR tosses him an orange.

CARLO
Thank you, sir!

MILLINER
Good morning.

CARLO
Hi!

Geppetto and Carlo head up towards a MASSIVE STONE CHURCH, romanescque and looming above the town, casting a shadow over it. A few people bustle about in front. THE DOCTOR AND HIS WIFE pass by and greet them.

DOCTOR
Buongiorno.

GEPPETTO
Buongiorno, Dottore.

THE TOWN PRIEST awaits Geppetto on the steps.

TOWN PRIEST
Ahh, Carlo. Geppetto.

The Priest reaches out and shakes Geppetto's hand to welcome him.

Carlo runs ahead and sees the nearly finished Crucifix.

INT. CHURCH - EVENING

Geppetto still painting. Carlo looks up from his SCHOOL BOOK.

CARLO
It looks great, Papa! Is it almost
time to go home?

GEPPETTO
Almost. Send up a little more red
for me.

CARLO looks in Geppetto's COMPLEX TOOL/PAINT BOX and passes a
paint jar, using a bucket.

CARLO
Oh! I forgot to show you what I
found!

GEPPETTO
What is it, my boy??

CARLO
You'll see...Ta-da!!!

Carlo has hidden a PINE CONE in the bucket.

GEPPETTO
(laughing)
The PERFECT pine cone! It still has
all its scales!

CARLO
I thought I could plant it myself
and watch the tree grow. And then
carve toys for myself- like you do.

Geppetto laughs, proud.

GEPPETTO
I think that's as good an idea as
any boy ever had, Carlo...

Geppetto tosses the pine cone down to Carlo. He fumbles and
bats it around several times before safely securing it.

CARLO
Isn't it?

A low rumble drones above their heads.

CARLO (CONT'D)
What's that sound, Papa?

Geppetto listens.

CARLO (CONT'D)
Is it a plane?

Geppetto grows concerned, but shakes it off. He climbs down the scaffold- agile- nimble.

GEPETTO

Gather the tools- quickly. We'll go home to a warm fire and hot soup.

CARLO

Can we have some hot chocolate too?

GEPETTO

(distracted)

Sure, sure.

CARLO

It seems like a hot chocolate sort of day...doesn't it?

GEPETTO

Oh yes, yes, yes. Fa-fine.

Geppetto isn't listening. His attention is on the ominous sounds outside. He heads towards the exit of the church. Carlo starts to follow him.

EXT. CHURCH - NIGHT

Geppetto stands at the foot of the church and looks up in the sky.

CARLO

Papa, what is it?

GEPETTO

Nothing. I'm sure it's nothing, but...

CARLO

Oh wait, my pine cone!

Carlo returns to collect his pine cone.

The sky is peppered with planes, going to war. Bombs explode in the distance.

CRICKET (V.O.)

It was later said that Geppetto's little town was not even a target- that these planes were heading back to base and simply let go of their bombs to make their ballast lighter...

One of the planes- THE BIGGEST ONE-

-Releases 3 large bombs.

THE BOMBS FALL- whistling-

-heading for the ground-

GEPPETTO

(gasps)

Carlo!

Geppetto runs back to the church-

Inside the church Carlo finds his missing pine cone.

-But it is too late! The bombs hit the church and burn the frame. Debris flies everywhere.

Geppetto falls to the ground. His ears ringing.

All he can see is fire.

Something lands near him: Carlo's perfect PINE CONE.

GEPPETTO (CONT'D)

No. Carlo.

Geppetto passes out.

CAMERA TRACKS INTO: THE BURNING CHURCH.

CUT TO:

EXT. THE HILL - DUSK

Geppetto plants the pine cone by Carlo's grave, and cries. A few MOURNERS keep their distance.

Then they move away, leaving Geppetto alone with his grief.

Two men hammer the headstone into the ground.

DISSOLVE TO:

INT. CHURCH

CRICKET (V.O.)

Geppetto never left his side- and that was that. He worked very little, he ate even less...

(MORE)

CRICKET (V.O.) (CONT'D)
and the Church's crucifix remained
unfinished...

-The bombed out church- the broken, maimed crucifix, examined
by the angry Town Priest. He begins to pray.

EXT. THE HILL

-Geppetto in the WINTER, cleaning Carlo's grave.
-Geppetto in the SPRING, laying flowers on the grave.
-Geppetto in the SUMMER, telling stories with puppets.
-Geppetto in the FALL, singing a song with his accordion.

INT. GEPPETTO WORKSHOP - THE YEARS PASS.

CRICKET
The years passed, the world moved
on, but Geppetto did not...

Geppetto DRINKS alone in his cold, lifeless bedroom. He
stares at Carlo's old SCHOOL BOOK and a few other mementos.
He passes out, asleep.

FADE OUT.

FADE IN:

EXT. THE HILL - SUNSET

SPRING -- Saturday, APRIL 9, 1939.

A PINE TREE has grown out of Carlo's grave. Storm clouds.

CRICKET (V.O.)
And this is where I come in...

CAMERA discovers SEBASTIAN J. CRICKET. A somewhat elegant
cricket, but still a cricket. He hops along the grass, uphill-
carrying a CANVAS BAG AND A SUITCASE in one arm, and a
LEATHER-BOUND VOLUME AND A KNAPSACK tucked under the other.

CRICKET (V.O.)
Y'see I was a writer- and for years
I'd been looking for the ideal
conditions to set my illustrious,
fascinating life-story to paper.
Until at long last... I found it:

The Cricket approaches the grave and looks UP-

- To a nook in the pine tree.

CRICKET (V.O.)
My sanctuary. HOME!

INT. NOOK - SUNSET

It begins to rain outside, but the nook is spacious and dry. The Cricket examines the space- standing on its own two hind legs- like a proud homeowner. He is making it "cozy".

CRICKET (V.O.)
HERE I could write my memoirs! And what a tale it would be! I had lived in a barrister's fireplace in Sardinia, sailed on the Adriatic in a fishing boat! Nested one Perugian winter with an acclaimed sculptor!!

Cricket takes a portrait- places it on a knot in the nook and then displays his inkwell and quill.

He writes the title of his book:

CRICKET
"Stridulations of My Youth"
By Sebastian J. Cricket.

Then:

The Cricket looks out the nook.

EXT. THE HILL - SUNSET

Geppetto sprawled beside grave, bottle in hand in the rain.

GEPPETTO
(weeping)
I dreamed of you, Carlo...I dreamed, you were right back here with me. My son.

The Cricket watches Geppetto, crying by the grave.

CRICKET
Oh dear.

GEPPETTO
If only I could have you back here... I'm so sorry...

CRICKET (V.O.)
I watched the old man weep and it
moved me... And it turns out that I
wasn't the only one watching him...

The Cricket looks into the woods.

FROM THE WOODS

THE WINGED FIGURE watches Geppetto.

CRICKET
In my many wanderings on this
earth, I've learned that there are
old spirits living in the
mountains, in the forests...

The Cricket and her make eye contact.

CRICKET (CONT'D)
Who rarely involve themselves in
the human world-

The GLOWING EYEBALLS fade into the bark of the trees.

CRICKET (CONT'D)
But on occasion... They do.

GEPPETTO
I want you back, Carlo- right
here...with me!

GEPPETTO SLAMS HIS FIST AGAINST THE TREE.

GEPPETTO
Why won't you listen to my prayers!
Why!!

A deluge of rain pours down from the branches.

The Cricket takes one last pitiful look at furious Geppetto,
as he marches away, stumbling- shakes his head, and goes back
inside.

INT. NOOK - NIGHT

Cricket sits down and starts to write again-

CRICKET
Ahh, where were we? Ah yes,
Perugia.

when--

His handwriting shakes- wavers. The whole nook shakes.

CRICKET (CONT'D)
Whoaaaah! What in my antennae-?
Oooof!!!

EXT. THE HILL - NIGHT

From Cricket's POV inside the nook, we see Geppetto using an axe to chop down the tree. Lighting! THUNDER!

INT. NOOK - SAME

The Cricket's world SHAKES with every hack of the axe, causing him to lose balance. He scrambles to keep his papers safe.

GEPPETTO (O.S.)
I will have him back. I'll make
Carlo again.

CRICKET
Wuhh...Hey!!

GEPPETTO
Out of this accursed pine!!

EXT. THE HILL - NIGHT

Rain pours down. Wind whirls. Lightning! THUNDER CRACKS!

Geppetto hacks the tree with an axe.

INT. NOOK - NIGHT

C-c-crack! Tree falls. Cricket goes weightless (ref: Magnolia ambulance scene).

CRICKET
ahhhahaha!

It lands HARD. His papers strewn all over.

EXT. THE HILL

Geppetto drags a piece of the trunk back towards-

EXT. GEPPETTO HOUSE

-His house.

CRICKET
(Gasps)

INT. GEPPETTO WORKSHOP

The Cricket pops out of the tree like a submarine captain, dizzy from his journey. He is inside the workshop.

He follows Geppetto in his drinking binge: stumbling drunk and retrieving sharp carving instruments.

SHINK! A bark spud slides across surface, almost decapitating Cricket!

CRICKET
What on earth? Nooo!

He narrowly escapes and hides in a cuckoo clock.

As Cricket watches with morbid fascination, camera adjusts to reveal a TINY MAN standing right behind him! Wait, no, it's just a wooden peg doll from the cuckoo clock. Phew!

HE almost kills the Cricket as the clock strikes the hour.

CRICKET (CONT'D)
Oww! Ohhh! Oooh!

Geppetto looks at a picture of Carlo (one ear visible in photo). He witnesses Geppetto carve Pinocchio- furiously. Vehemently.

CRICKET (CONT'D)
It's a house of horrors!
(gasps and covers his eyes)

He finishes one beautifully carved ear, little curls of hair on one side of his head. He touches the ear tenderly.

He cries at the sight. He prays- to no one in particular.

Geppetto hammers some nails. Attaches a carved hand. Hinges a knee. Places the head on the neck joint.

We see an unfinished, basic puppet, sketched but crude.

PINOCCHIO.

GEPETTO
I... I will finish you tomorrow...

Geppetto stumbles to the stairs.

GEPETTO (CONT'D)
Yes, tomorrow...

But passes out halfway up the steps- slides down and slumps on the floor.

A glowing eye blinks into view in front of Geppetto. It inspects him.

Cricket watches curiously. Another eye floats in to inspect Cricket.

CRICKET
Shoo, Shoo, Shoo, Shoo, Shoo!

Cricket sees eyes are swarming all around Pinocchio.

CRICKET (CONT'D)
Hey! Get away from there! Go away!
Bugger off!

Cricket jumps to Pinocchio, trying to scare away the eyes.

CRICKET (CONT'D)
No, no, no, no, no! This is my
home! No trespassing! Go, go, go,
go. Get away from here! Go! Go
away! Go away!

Eyes drift away.

CRICKET (CONT'D)
Yes, that's right!

The eyes begin to form a FIGURE. The FIGURE DISPLAYS its wings (covered with eyes in place of feathers) and reveals the benign face of a PALE WOOD SPRITE. The face has clear similarities to Carlo's mother's face, but is simplified and statuesque.

CRICKET (CONT'D)
Now what?

The Cricket watches as the Pale Figure approaches Pinocchio.

CRICKET (CONT'D)
(in awe)
Whoa!

WOOD SPRITE
 Little wooden boy... May you rise
 with the sun and walk the earth...

CRICKET
 Excuse me- Can I help you?

Unnervingly, the FIGURE half turns, ALL EYES ON THE CRICKET,
 WINGS FLUTTERING.

CRICKET (CONT'D)
 This is *my* home we're talking
 about!

He hops towards the Wood Sprite.

CRICKET (CONT'D)
 (harrumphs)
 May I ask- Who on earth are you?

WOOD SPRITE
 On Earth? A Guardian. I care for
 the little things, the forgotten
 things- the lost ones.

CRICKET
 Well, I am Sebastian J. Cricket:
HOMEOWNER. And I have every right
 to be consulted about your schemes
 and machinations regarding my
 property.

WOOD SPRITE
 Well, since you already live in the
 heart of the wooden boy, perhaps
 you can help me.

CRICKET
 Help you what?

WOOD SPRITE
 To watch over him: guide him to be
 good.

CRICKET
 I'm not a *governess*, madam, I am a
novelist- a raconteur- currently
 immersed in writing my memoirs.

WOOD SPRITE
 Well, in this world you get what
 you give. Take on this
 responsibility, and I will grant
 you one wish.

CRICKET
And that could be anything?
Anything at all?

Cricket scratches his antenna with his hind leg.

CRICKET (CONT'D)
The publication of my book? Fame?
Fortune?

WOOD SPRITE
Anything.

Cricket looks to Pinocchio, who lays in the corner, half in shadow, limbs akimbo.

CRICKET
Hmm, maybe I CAN help. I'll try my
best and that's the best anyone can
do!
(beat)
Hehe, that's rather clever, isn't
it?

Cricket turns back to Wood Sprite, who touches the puppet with her GLOWING RIGHT HAND:

WOOD SPRITE
Little wooden boy. Made of pine- We
shall call you Pinocchio- may you
rise with the sun and wander the
earth and bring joy and company to
that poor heartbroken man- be his
son- fill his days with light- so
he'll never be alone.

The Cricket is perched on Pinocchio's nose. ZAPPP! He is electrocuted by the Wood Sprite's magic. He falls to the table.

She then fades away...

The light fades away as well.

INT. FIREPLACE - MORNING

Geppetto wakes up at the bottom of the stairs. Through the fog of sleep we hear faint footsteps and clattering.

He looks around, hungover but curious of the sounds.

He notices: The Puppet is gone.

He notices: The picture of Carlo, knocked over and covered in wood shavings.

He looks under the workshop table: Nothing.

He hears more noise. Reacts quickly and bumps his head on the table.

Clattering. It's coming from above. A ladder leads to an attic crawlspace over the workshop.

GEPPETTO
Who goes there??

Geppetto grabs an AXE from the ground and moves cautiously.

GEPPETTO (CONT'D)
I...I'm warning you. I...I have a
weapon!

He climbs the ladder, and enters the attic.

INT. ATTIC - MORNING

Suspenseful horror movie sequence: Geppetto pops his head into the dim attic.

In the dark corner is a strange, unnatural writhing-and-rattling THING. Geppetto approaches trepidatiously. As his eyes adjust he sees there is something ALIVE in the attic.

The THING steps into the light like Frankenstein, revealing its grotesquely lit face: it is PINOCCHIO!

PINOCCHIO
Good morning, Papa!

Pinocchio is alive!

GEPPETTO
ARRRRRGH!!!

Geppetto screams in absolute horror!!

GEPPETTO (CONT'D)
W-what is this??! What kind of
sorcery?!

PINOCCHIO
You wanted me to live! You asked
for me to live!

GEPPETTO

Who- Who--are you!??

PINOCCHIO

My name is Pinocchio! I'm your son!

Geppetto frantically holds the axe.

GEPPETTO

You're not my son! Don't come near me!

Sebastian J. pops out of Pinocchio's chest.

CRICKET

The boy is telling the truth,
Master Geppetto!

GEPPETTO

Arrrgh!! It's full of cockroaches!

Geppetto recoils.

The old man backs up in terror, hitting his head on the low ceiling, tripping backwards through the crawlspace door, hitting his chin as he falls down...

INT. GEPPETTO WORKSHOP - MORNING

...and landing on the hard floor of the workshop. The axe tumbles from his hand.

Pinocchio descends the ladder with disjointed, inhuman movements; he's not yet in full control of his body (ref: a baby's weird twitchy movements / floppy wooden puppet).

Geppetto, flat on his back, tries to pull himself further away from this monstrosity.

Pinocchio starts to look around the room in wonder. He picks up the axe and looks at it with curiosity.

He gasps and runs off, giggling, as he sees something else of interest.

Having lost interest in the axe, he tosses it aside. Luckily this time Geppetto is able to catch it before it strikes him.

PINOCCHIO

(gasps)

Wow...What is this?

Another gasp, as Pinocchio sees a row of glinting empty bottles. He rushes over.

PINOCCHIO (SONG) (CONT'D)
All the things my eyes can see...

GEPPETTO
No...No. Get away from me!

PINOCCHIO
Everything is new to me.

GEPPETTO (SONG)
You, you stand back! Don't come
near me!

PINOCCHIO
Yo dee lo dee lee
What do you call it, call it?

GEPPETTO (SONG)
It...It's a clock. Don't touch it!

PINOCCHIO (SONG)
What to do with it, with it?

GEPPETTO (SONG)
It sings at 6 o'clock.

Pinocchio hops around the room causing destruction in his glee.

PINOCCHIO (SONG)
Yo dee lo dee lo yo dee

GEPPETTO
Oh no! Argh!

Pinocchio begins to pick up objects he sees around the room.

PINOCCHIO
Yo dee lo dee lo yo lee
What do you call it, call it?

GEPPETTO
No, no, please!

Geppetto chases him, trying to calm him- picking up after him. Sebastian stays inside the nook- holds on for dear life.

GEPPETTO (SONG) (CONT'D)
That's a hammer.

PINOCCHIO (SONG)
What to do with it, with it?

GEPPETTO (SONG)
You tap, you smash, you shatter.

PINOCCHIO (SONG)
Love it. I love it.
Yo dee lo dee lo yo dee lo dee lo
dee dee

Pinocchio smashes with the hammer, shattering all the bottles.

GEPPETTO (SONG)
Oh no! No! Ugh!

PINOCCHIO (SONG)
Everything is new to me,
To me

GEPPETTO (SONG)
Ca-Careful!

Pinocchio grabs a broom and swings it around, dancing with it like Fred Astaire.

Cricket, inside the nook, hangs on for dear life.

Pinocchio climbs up and swings from the ceiling. In his enthusiasm, he knocks some knives off a shelf. They come dangerously close to stabbing Geppetto, but he manages to leap out of the way as they pierce the ground all around him.

GEPPETTO (CONT'D)
Ahh, sharp! Sharp!! Ahhh!

PINOCCHIO (SONG)
The world is rich with funny words
They ring like bells those tiny
words
They glow, they shine, they dance
in my mind
Like a chorus line, those silly
words of mine
La la eee dooo
La la eee dooo
What do you call it, call it?

GEPPETTO (SONG)
Uhh, a--a chamberpot.

Pinocchio begins running around again clutching the bedpan.

PINOCCHIO
What to do with it, with it?

GEPPETTO (SONG)
Um-uh I...oh.

PINOCCHIO (SONG)
Love it
I love it
Yo dee lo dee lo yo dee lo dee lo
dee dee
Everything is new
Everything is new to me

Yo dee lo dee lo yo dee
Yo dee lo dee lo yo dee

Love it, love it

GEPPETTO (SONG)
Oh dear, oh dear. Well, alright,
alright, that's enough. That's
enough. Ohhh. Don't. Don't! No! No!
You have to stop!

PINOCCHIO (SONG)
Everything is new to me!

Geppetto stares disgusted at his unholy creation.

Geppetto throws a blanket over Pinocchio- yodelling.

Then nervously runs and pushes Pinocchio- blanket and all-
into a closet.

Closes the closet door. Locks it. Pinocchio BANGS loudly,
trying to escape.

PINOCCHIO (CONT'D)
That was so much fun, Papa!

GEPPETTO
You're not my son!
(beat)
What is wrong with you!?

It's quiet. He stares at the door apprehensively.

PINOCCHIO
I'm sorry.

Geppetto opens the door slowly to look inside.

Pinocchio sits in the corner. A glove is stuck on the end of

his nose. He makes for a ridiculous figure, and for a moment, Geppetto's heart begins to soften.

GEPPETTO

I--uh...

(searching for the words)

Just stay here- don't come out

The CHURCH BELLS ring. Backs away from the door.

GEPPETTO (CONT'D)

Time for Church-

Trying to pretend like it's a normal day, he heads to front door.

PINOCCHIO

Church?! I wanna go to Church!!

Church!! Church!! Church!!

GEPPETTO

Stay there. You- you understand?

Opens the front door, and closes roughly behind him.

Pinocchio continues to bang on the locked closet door.

PINOCCHIO

Church!! Church!! Church!! Church!

SMASH! Pinocchio BURSTS out of the closet- yelling!!

PINOCCHIO (CONT'D)

Church!!!

CRICKET

No no. He told you to stay-

PINOCCHIO

(sing song)

I'm going to church, I'm going to church, I'm going to church!

Pinocchio continues to head towards the door.

CRICKET

No, no, no! Please stop, you must obey your Papa.

PINOCCHIO

"Obey"?

CRICKET

To do as you are told...

PINOCCHIO
But I don't want to obey.

CRICKET
Well, you must try your best, and
that's the best anybody can do.

MUSIC SWELLS as if in the start of a musical number. Cricket
sings oh, ever so briefly with a perfect baritone voice...

CRICKET (CONT'D)
My dear father loved to say---

Pinocchio opens the door, slamming it into the Cricket,
crushing him and cutting off his song.

PINOCCHIO
I'm going to church!! I'm going to
church!!

Pinocchio opens the door and leaves.

CRICKET
Ugggh.

EXT. TOWN STREETS AND PIAZZA - DAY

The town has changed. POSTERS OF FASCIST PROPAGANDA are
everywhere. Portraits of Mussolini take entire walls.
Pinocchio goes by one that reads: **BELIEVE, OBEY, FIGHT**. He
waves to the mural.

PINOCCHIO
Hiiiiii! Okay, byeeeee!

Some houses are in disrepair- destroyed, abandoned.

Pinocchio-

-hears the bell and sees-

THE TOWN'S CHURCH.

PINOCCHIO
Oooh!

Pinocchio makes some playful noises as he proceeds to hop up
each church step.

INT. CHURCH

The Town Priest prepares to bless palms with holy water and incense. Everybody is singing.

TOWN PRIEST
Ostende nobis, Domine,
misericordiam Tuam.

CONGREGATION
Et salutare Tuum da nobis.

TOWN PRIEST
Pater omnipotens, aeterne Deus.

CONGREGATION
Et clamor meus ad Te veniat.

TOWN PRIEST
Pater omnipotens, aeterne Deus.

Everyone closes their eyes and clasps hands in prayer. Pinocchio watches with wonder. Without realizing it, he wanders down the aisle.

Pinocchio looks at the Christ, backlit by a sun-ray, majestic... missing an arm.

He catches the eye of CANDLEWICK.

CANDLEWICK
Look- Father- over there- what is
that??

Someone in the crowd screams.

MILLINER
Dio Mio!

PRIEST
Ahh! An abhorration.

PINOCCHIO
Papa! Papa! Over here!

PARISHIONER WOMAN
It speaks!?

TWIN DAUGHTER 1
Avra il Diavolo!

GEPPETTO
Pinocchio!

PINOCCHIO
 (runs to Geppetto)
 Papa! It's me! I came to church!

The crowd lets out a collective gasp.

CARNIVAL WORKER #1
 It's a demon!

TWIN DAUGHTER 1
 Witchcraft!

WOMAN 2 makes the gesture of the horns to protect herself
 from Malocchio, the "evil eye"!

TWIN DAUGHTER 2
 Malocchio!!

PINOCCHIO
 (correcting her)
 Pinocchio!

People are disgusted and terrified, making sign of the cross
 on themselves.

GEPPETTO
 No!! No!! Please. It's...It's a
 puppet- To- to entertain!!

Everyone chatters/gossips/argues with each other.

CANDLEWICK
 If he's a puppet, where are his
 strings?

The Podestà calmly stands and begins to walk down the aisle.
 The crowd continues to murmur.

PODESTÀ
 That's true. Who controls you,
 wooden boy?

GEPPETTO
 Of course, I control him.

PINOCCHIO
 Who controls YOU?

Geppetto picks him up and covers his mouth- but Pinocchio
 struggles to escape.

GEPPETTO
 (being kicked and hit by
 Pinocchio)
 (MORE)

GEPPETTO (CONT'D)

No one talks to the Podestà like that.

(awkwardly chuckling)

He- oh, he's a puppet, just a puppet.

PINOCCHIO

No, I'm not! I'm made of flesh and bone and meaty bits!! I'm a real boy!

His nose grows! People scream again!

MILLINER

Demon!!

TWIN DAUGHTER 2

Arrrrrgh!!

TWIN DAUGHTER 1

A monster!!!

OLD WOMAN

Il Diavolo!

GEPPETTO

No, no...no! He's harmless!!

PODESTÀ'S WIFE

It's an abomination!

BUTCHER

(Shouting in Italian)

TWIN DAUGHTER 1

This is the work of the Devil!

TOWN PRIEST

ENOUGH! This is a house of God. You drunken fool! You carving this, this...thing! While our blessed Christ hangs unfinished all these years! Take that unholy thing away! Take it away! Now!

BUTCHER

(Shouting in Italian)

GEPPETTO

Yes, yes, Padre. Uh-uh-uh sorry, sorry, sorry, sorry. He'll be fine.

Geppetto picks Pinocchio up and tries to leave the church!

PARISHIONER WOMAN

Get out!

OLD WOMAN

Shame on you, Geppetto!

FRUIT VENDOR

Burn him!

MILLINER

Chop 'im up!

BUTCHER

Oh mio dio!

(continues cursing in
Italian)

Candlewick sticks his tongue out at Pinocchio and Pinocchio
responds in kind.

OLD WOMAN

Get out!!

PARISHIONER WOMAN

Curse you, Geppetto!

PODESTÀ'S WIFE

The lord will punish him!

OLD WOMAN

(yelling in Italian)

TWIN DAUGHTER 1

Get out!!!

The church doors slam behind them.

CUT TO:

INT. GEPPETTO WORKSHOP - AFTERNOON

It is raining outside.

Geppetto is filing off the excess nose from Pinocchio.
Pinocchio is fidgeting. And yodeling.

PINOCCHIO

Yo dee lo dee lo yo lee. Hello!

GEPPETTO

Stop fidgeting, please!
(he doesn't)

Cricket watches from a ledge while tuning a tiny fiddle. He waves at Pinocchio.

GEPPETTO (CONT'D)
Carlo never acted like this.
(sighs)

PINOCCHIO
Papa- Why did my nose grow today?

GEPPETTO
You lied, Pinocchio. And a lie is-
plain to see as your nose... And...

PINOCCHIO
And the more you lie, the more it
grows... Is that it?

Pinocchio extends his finger out from his nose to illustrate.

Geppetto is startled- how does Pinocchio know that??

GEPPETTO
That- yes- that's it-

A KNOCK on the door. Geppetto goes to answer. Lightning illuminates: The Town Priest and The Podestà (in Fascist Regalia). More lightning illuminates:

Candlewick- Glaring menacingly.

The Podestà gives a ROMAN SALUTE!

They all do.

INT. GEPPETTO HOUSE / DINING ROOM - NIGHT

Geppetto pours his visitors some hot chocolate.

GEPPETTO
There you go.

TOWN PRIEST
Chocolate! Thank you, Geppetto. We
appreciate your hospitality

PODESTÀ
Candlewick, go sit by the fire.

Candlewick obeys.

TOWN PRIEST

We are here to talk about the incident at the church today. The community was startled by your creation...

PODESTÀ

(interrupts)

As Podestà, I must ensure that this "puppet" of yours poses no threat to our community?

GEPPETTO

Oh no, no, nothing like that!

PINOCCHIO

Ooh, is that--hot chocolate?

The Podestà stares at Pinocchio with bewilderment.

CANDLEWICK

You're a puppet. You've never eaten anything in your life!

PINOCCHIO

Oh- oh- That must be why I'm SO hungry!! Oh, I'm STARVING, Papa! I'm STARVING to DEATH!

GEPPETTO

You are not. Now go sit by the fire and let me talk to our guests.

PINOCCHIO

But I don't want to! I want hot chocolate! PLEASE, Papa! PLEASE, PLEASE, PLEASE, PLEEEEEEASE--

The Town Priest and Podestà exchange shocked looks.

Geppetto quickly pours a cup of chocolate for Pinocchio.

GEPPETTO

There there now- here you go.

PINOCCHIO

Oh boy! Thank you, thank you, thank you, thank you--

GEPPETTO

Yes, yes- Pinocchio. Go, go warm your feet by the fire. Obey your Papa.

PINOCCHIO

Oh, yes! I WILL obey if I get
CHOCOLATE! O'boy, o'boy, o'boy.

Pinocchio goes to the fireplace, spilling hot chocolate as he goes.

GEPPETTO

(to his guests)

He really is a charming boy.

TOWN PRIEST

Podestà watches over the town's
moral well being, you understand?
His authority cannot be questioned.

PODESTÀ

That's right- and I won't be
mocked.

Pinocchio sits down, puts his feet close to the fire and proceeds to IMITATE CANDLEWICK'S EVERY GESTURE as he sips chocolate noisily. Candlewick sees this as a challenge.

(As the adults talk, Candlewick and Pinocchio continue their game of "copy cat".)

GEPPETTO (O.S.)

I will do just as you wish. You
have my word.

PODESTÀ

So what about this wooden boy? Will
you let him run wild through town
all day?

GEPPETTO

Oh no, no, no, no, no... I- I'll
keep him- locked up! Right here in
the house.

Pinocchio hears this.

PINOCCHIO

I won't be locked up! I'll smash
the windows out, I will!

PODESTÀ

This *abnormal* boy lacks discipline.
But he seems strong. Sturdy. Made
of good Italian pine.

GEPPETTO (O.S.)
 Oh, very good pine, yes. Not
 perfect, you see, but uh he...he
 means well.

Pinocchio's game of "copy cat" continues with Candlewick.

CANDLEWICK
 (low voice)
 Hey, try to get closer to the fire-
 to get warm...

PODESTÀ
 Son, come here. Look at my boy,
 Candlewick.

GEPPETTO
 Yes, yes.
 (laughs nervously)

Pinocchio gazes at the fire and starts to inch closer.

Meanwhile, Podestà gestures for Candlewick to come closer.

PODESTÀ
 A model Fascist Youth: proud and
 brave- virile like his father! And
 his teeth- perfect teeth. And no
 sign of jaundice!!

PINOCCHIO (O.S.)
 Papa- Papa- my feet feel hot- like
 chocolate- Look!

Geppetto turns: Pinocchio's legs are on fire!!! He screams.

CRICKET
 FIRE!! My house is on fire!!

PINOCCHIO
 (excited)
 Yes, look at me! Look! I'm on fire!
 Yay!

Geppetto screams and grabs the puppet, he dashes back and forth around the room and finally sinks the legs into a bucket of water.

PINOCCHIO (CONT'D)
 Awww, look what you did, Papa! You
 ruined the nice light on my feet!

PODESTÀ

This is what you get with an undisciplined mind. You must send this child to school!

GEPPETTO

To school?! Pinocchio??!!

PODESTÀ

Yes. Tomorrow.

Cricket watches from above, considering what the Podestà has said. Perhaps school would be good for the boy.

PINOCCHIO

(intrigued)

School?! Hehe.

INT. GEPPETTO BEDROOM - NIGHT

It's raining. Geppetto closes the upstairs window.

GEPPETTO

Oh, what a day... What a day...

PINOCCHIO

(imitating)

Oh, what a day! What a day!!

GEPPETTO

Hahaha. Time for bed.

Geppetto lifts Pinocchio off of his bed and carries him over to the bed that belonged to Carlo.

PINOCCHIO

You know, Papa? I liked my old legs! And I liked them on fire!

GEPPETTO

Pinocchio, *if you go to sleep*- I'll make you a new pair of legs in the morning.

The Cricket pops out and watches as Geppetto tucks him in.

PINOCCHIO

Just like the old ones?

GEPPETTO

(chuckling)

Better than the old ones.

PINOCCHIO
Better!!?? Can I have cricket legs,
Papa? Can you make me four of them?

GEPPETTO
(chuckles softly)
No, no, no, no. Just two...Two will
do.

Geppetto gets into bed.

PINOCCHIO
(to Geppetto)
Good night, Papa...

GEPPETTO
Good night, my--
Goodnight...Pinocchio.

For a moment, it was as if Pinocchio WAS Carlo.

Pinocchio sees the Cricket.

PINOCCHIO
Sebastian-

CRICKET
Yes, Pinocchio?

PINOCCHIO
Who's Carlo?

CRICKET
Carlo was a boy. Geppetto lost him
many years ago.

PINOCCHIO
Where did he put him? How can you
lose a whole person??

CRICKET
I mean he... he died, Pinocchio.
He's no longer alive...

PINOCCHIO
Is that a bad thing?

CRICKET
Yes, it's a great burden for a
father to lose a child so young.

PINOCCHIO
What's a burden?

CRICKET

It's something... painful you must
carry, even though it hurts you
very much...

Long beat as Pinocchio closes his eyes...

The Cricket smiles and goes back home.

CRICKET (V.O.)

I wrote a lot that night.

INT. NOOK - SAME

CRICKET

I had so much to say- not about my
own life, for a change, but about
imperfect fathers and imperfect
sons- and about loss- and love.

The Cricket is writing on a small "desk".

CRICKET (V.O.)

And for that one evening at least,
we were, all of us, blissfully
oblivious.

He intensifies the flame in an oil lamp.

DISSOLVE TO:

EXT. STREETS / MAIN PLAZA / TOWN - DAWN

Geppetto pulls his cart as they head for the church. A NEW
ARM for the CRUCIFIXION is in tow.

Pinocchio is excited about his new legs. They are in fact,
just badly patched and unremarkable.

PINOCCHIO

You were right, Papa! These legs
are much, much, much, much better
than the old ones!

(beat)

Ha, look at me! I can walk
backwards, hup! And- and- jump
forwards, hup! I couldn't do it
before!!

Geppetto strains as he pulls his heavy cart- he's old. He
briefly looks at Pinocchio, smirks, then shakes his head,
rolls his eyes, and continues ignoring the wooden boy.

On a building nearby- a wild, gnarly monkey, SPAZZATURA, hangs a banner:

"COUNT VOLPE'S MAGNIFICENT MARIONETTES"

Spazzatura hears voices and looks below:

PINOCCHIO (CONT'D)
Ooooh! Papa! Can you see this? He
looks just like me!

From above, Spazz watches Pinocchio as he goes by. The monkey is amazed at the sight of the living puppet. Cricket sees Spazz gazing at Pinocchio and gasps.

CRICKET
What is that?

GEPPETTO (O.S.)
Pinocchio!! C'mon. Hurry up. Hurry
up.

PINOCCHIO
Oh boy, oh boy, oh boy! I love
these new legs, Papa!!

Pinocchio runs to catch up and jumps back in the cart.

PINOCCHIO (CONT'D)
Can we go to a carnival?

GEPPETTO
Perhaps, Pinocchio. Perhaps...Right
now we have work to do.

PINOCCHIO
Work! I love work! Papa, what is
work?

GEPPETTO
Oh, Pinocchio, please no more
questions.

They round the corner and head towards the church. Spazz has been following them the whole time.

Spazz runs away-

EXT. PERIPHERY STREETS - EDGE OF TOWN - SAME

He runs down the town streets-

And heads for a set of ROMANESQUE ruins-

EXT. ROMANESQUE RUINS - SAME

There, a CARNIVAL is setting up around Count Volpe's puppet theater...

There's a MERRY GO ROUND and COTTON CANDY VENDING CARTS and ticket booths and the FREAK SHOW cart, and a GIRAFFE, AN ASTROLOGER's cart and a--

BARREL MAN

Stupid monkey!

Spazz runs past and under a few of the carts and knocks on the door of an ornate, beautiful one.

INT. COUNT VOLPE LIVING HEADQUARTERS - SAME

A Baroque paradise of rotting suede and leaf of gold and garish lamps; somewhat like the church's red interior.

This is Count Volpe's Palace. And at its center, in a throne-like chair sits COUNT VOLPE himself: an elegant, sleek trickster- SATAN himself-

COUNT VOLPE

(grumbling)

I'm coming!

Full of rage, Volpe kicks open the door with a Tex Avery-like explosion, knocking Spazz to the ground.

COUNT VOLPE (CONT'D)

What is it?! What are you doing here? I told you to put up posters and draw big crowds! This carnival is going to pot! And you! Can you not see how desperate the situation is!?

Spazz tries to communicate. Count Volpe lifts his SILVER CANE threateningly!

COUNT VOLPE (CONT'D)

A... WHAT??

Count Volpe is intrigued.

COUNT VOLPE (CONT'D)

A "living puppet"? Are you absolutely sure?

Spazz continues to gesticulate.

COUNT VOLPE (CONT'D)
 This could get us to the top again.
 This could make us kings again!!!

EXT. CARNIVAL - SAME

As if from nowhere we see Spazz playing a small violin. Count Volpe begins to sing:

COUNT VOLPE (SONG)
 We were a King, once
 Can we be king, twice?
 We were bathing in milk
 Played for diamonds and silk.
 Once
 But we want it twice!

Volpe prances down the steps and grabs Spazz, spinning and twirling him, half dance partner, half child's top.

COUNT VOLPE (CONT'D)
 My show was a magnet, for the crowd
 No one could resist Volpe's crown.

He bounds out of the puppet wagon.

COUNT VOLPE (CONT'D)
 Now the little ones
 Now the married ones

He hoists up the TWO-HEADED PERFORMER, then hugs the FAT LADY and MANGIAFUOCO together.

Volpe steals a magazine from one of the CARNIVAL WORKERS.

CARNIVAL WORKER #3
 Hey!
 (He trails off, cursing in
 Italian)

COUNT VOLPE
 Prefer Garbo
 Gardel, Valentino
 La voce di Caruso
 Jazz on the radio

He rips out the pages highlighting the stars of the day. He tosses them aside one by one.

Volpe ties Spazz to a bunch of balloons and releases them in the air. He grabs a rifle from the shooting gallery and shoots them down before he floats away.

COUNT VOLPE (CONT'D)
 You were the Kings, once
 Mon Dieu was it, nice!
 You were knights of the night
 Full of glory and might
 Once
 So let's get it twice!

Volpe and Spazz stick their heads through holes and pose in a large carnival cutout board.

Volpe leaps from post to post as the CARNIVAL WORKERS hammer them in.

COUNT VOLPE (CONT'D)
 Believe in you!
 Believe in me!

Song ends.

The bells of the church ring the MATINALE.

INT. CHURCH - DAY

GEPETTO
 Now let it down. More. That's it,
 that's it. Just a little
 more...Stop.

Geppetto assembles the arm of Christ and then descends on the rope to an expecting Pinocchio.

GEPETTO (CONT'D)
 There we go. Ahh, very good, child!
 Very good!

He goes to his toolbox.

PINOCCHIO
 Papa- there's something I don't
 understand...

GEPETTO
 What is it, Pinocchio?

PINOCCHIO
 Everybody likes *him*.

GEPETTO
 Who?

Pinocchio points at the Christ.

PINOCCHIO

Him. They were all singing to him-
(beat)
He's made of wood too... Why do
they like him and not me?

Geppetto is touched by Pinocchio's innocence.

GEPETTO

Come here, Pinocchio. People are
sometimes afraid of things they
don't know- but they'll get to know
you- and like you. And- and for
that...
(beat)
Are you ready for school?

Pinocchio nods excitedly.

GEPETTO (CONT'D)

Then, I have something I'd like to
give you. Ta-da!

Geppetto reveals a schoolbook. It is CARLO'S old book: the
name "CARLO" emblazoned on the front.

PINOCCHIO

I love it, Papa! I love it! I love
it!

Pinocchio is overwhelmed with joy.

PINOCCHIO (CONT'D)

What is it?

GEPETTO

It is a schoolbook... a very
special schoolbook, one which
belonged to a very special boy...

PINOCCHIO

Carlo? The boy you lost?

Geppetto nods.

PINOCCHIO (CONT'D)

Was he a very good boy, Papa?

GEPETTO

Yes, he was.

PINOCCHIO

...And you loved him very much?

GEPPETTO
I did... I, I do.

Pinocchio embraces Geppetto- it is a simple but desperate hug- immensely moving. True gratitude, the way only a child can dispense it.

PINOCCHIO
Then I will be just like Carlo! I will obey and go to school, and I will be the very, very, best at whatever they do there! I'll make you proud!

Pinocchio promptly turns and marches out of the church.

PINOCCHIO (CONT'D)
Off to school, off to school. Going to school. Going to school. Off to school...

Geppetto chuckles and smiles tenderly as they march off.

PINOCCHIO (CONT'D)
Hup! Hup! Hup! Hup!...

EXT. MAIN PLAZA - DAY

Pinocchio steps out of the church...

Count Volpe and Spazz are hovering in the shadows. Eyes glinting.

COUNT VOLPE
He exists! Oh, the stringless wonder exists! You beautiful, brilliant baboon!!! I must have him!!

EXT. PERIPHERY STREETS - EDGE OF TOWN - SAME

Pinocchio runs excitedly through town, towards the school. A GROUP of KIDS in fascist uniforms pass them by - SINGING A FASCIST HYMN!!

KID/S
I fight for the land!
I fight for our sea!
I can feel a hand-
It is now guiding me-

Pinocchio heads towards them.

PINOCCHIO

Whoa! Off to school! Off to school!! Going to school, going to school.

(he leaps down the stairs)

School! Oh boy, oh boy, oh boy!
What do you learn in school, Mr. Cricket?

CRICKET

You learn reading and writing! You-
you learn the multiplication
tables!

PINOCCHIO

What's the mul...mulplitication
tables?

CRICKET

Well... Say you have 4 carts, each
with 27 apples...

PINOCCHIO

I don't care what the table says; I
have no apples and I refuse to lie!

CRICKET

No no, it's just math. So you
multiply the 4 and the 7. 4...plus
7... and-- and you get...

PINOCCHIO

I get confused. I don't think I
like school anymore, Sebastian.

COUNT VOLPE

Ahhh, we have found him! Look,
Spazzatura! Our miracle!

Volpe grabs Pinocchio by the nose and gives him a gentle
twirl.

PINOCCHIO

Hey, watch it!

COUNT VOLPE

Our sensation! Our star!

PINOCCHIO

Who? Me?

COUNT VOLPE

Yes, *mon étoile*! I am COUNT VOLPE!!
You have been chosen!

(MORE)

COUNT VOLPE (CONT'D)

Come partake in the fun, fanciful,
carefree carnival life as the star
of my puppet show!

Cricket climbs up onto Pinocchio's shoulder.

CRICKET

Don't listen to him, Pinocchio! You
promised your Papa you would go to
school!

PINOCCHIO

Oh yeah, I promised my Papa I'd go
to school. See? He gave me Carlo's
book!

Pinocchio holds up his book with pride. Count Volpe gently
takes it and mockingly admires it.

COUNT VOLPE

CARLO'S book! Yes, yes! A classical
canonical work!!

Count Volpe tosses the book to Spazz, who is not ready for
it. It hits him just as he is about to pounce on Cricket.

COUNT VOLPE (CONT'D)

I can see you are intrinsically an
intellectual. But banal book-
learning cannot compare to
witnessing the wide world with
one's own eyes from atop the
glorious stage!

Volpe lifts Pinocchio up, spinning him around. This causes
Cricket to be thrown off him and onto the ground. Volpe
places Pinocchio on a ledge overlooking the entire town.

PINOCCHIO

Wow...

Spazz takes this opportunity to try and crush Cricket with
the book. He narrowly misses.

CRICKET

Ahh! Wha! Gahh! Whoa! Dear sir!!!

COUNT VOLPE

You shall see ALL the nations of
the earth for yourself as they bow
at your feet!

PINOCCHIO

My brand new feet!

CRICKET

No! No! Wait! You have to go to school!

PINOCCHIO

Oh- Can we do it tomorrow?

COUNT VOLPE

Regretfully no, for today is the only day that our cacophonous carnival will visit your vicinity. But if you must go to school, then you must go to school...

They move away.

COUNT VOLPE (CONT'D)

Come, Spazzatura... we must find someone else to eat all our ice cream and popcorn and hot chocolate...

PINOCCHIO

Hot chocolate??

CRICKET

Oh no.

Spazz lunges at Cricket, but he again manages to avoid him.

COUNT VOLPE

Yes, of course. All the hot chocolate you can drink! And all the games you can play!

PINOCCHIO

Oh, boy! Oh, boy! Maybe it'll be okay if I'm a *little bit* late for school...

COUNT VOLPE

Yeah, perfectly fine! No one will even notice!

Cricket jumps up and down, desperate to get Pinocchio's attention.

CRICKET

Don't listen to him Pinocchio! Wah!

COUNT VOLPE

(smacking Cricket away)

Ah, we have one last detail to take care of.

He produces a LONG, LOOOOONG contract- which strikes Cricket as it unfurls, knocking him down the stairs.

COUNT VOLPE (CONT'D)
Sign, here- here and here. Need a pen?

CRICKET
No, Pinocchio, don't!!!

Spazz crushes Sebastian with the book. He cackles with glee.

PINOCCHIO
Like this?

COUNT VOLPE
(signs his own name too)
Perfect!! I will now make you burn bright like a star! Know any songs, my boy?

They practically scoop Pinocchio off the ground as they push him along towards the carnival.

PINOCCHIO
Just one, I've got it stuck in my head.

Spazz takes a last look at Pinocchio's school book and tosses it on the ground.

The Cricket lies on the floor: a HEAP.

CRICKET
Oh, the pain! Life is such hideous pain!

DISSOLVE TO:

INT. CHURCH - DUSK

Later in the day.

Geppetto is just finishing up painting the crucifix. He's on his way down, beginning to pack up when:

PODESTÀ
Master Geppetto, would you mind coming down?

The Podestà enters with the Town Priest.

TOWN PRIEST

Ah! At last, our savior is
restored!

The Podestà does a Roman salute. Geppetto responds,
halfheartedly. In doing so he accidentally tosses his
paintbrush, which lands with a splatter at The Podestà's
feet. The Podestà turns cold. Scary.

GEPPETTO

Oh- I- I'm so sorry.

PODESTÀ

Your boy- didn't show up at school
today...

GEPPETTO

But- he left this morning. I...I
sent him there.

PODESTÀ

Obviously, the puppet is quite a
dissident. An *independent thinker*-
I'd say...

GEPPETTO

Um...uh...uhh...yes.

PODESTÀ

You better look for him. I trust
that we'll see the wooden boy
tomorrow, at school.

GEPPETTO

Tomorrow, oh yes, yes- of course.

They exit, leaving Geppetto alone.

EXT. CARNIVAL - DUSK

We see the carnival now fully set up. A crowd of people play
at the High Striker, swinging a hammer to test their
strength.

INT. BACKSTAGE PUPPET THEATRE - DUSK

Pinocchio sits backstage, surrounded by POPCORN, SWEETS and
ICE CREAM- HOT CHOCOLATE after a grand day at the carnival.

He is accompanied by 3 fellow puppets: DEVIL, COLUMBINA and
PUNCHINELLO. They are all controlled by Spazz from up above.

We hear VOICES from the puppets, as Pinocchio hears them, even though Spazz is doing the puppeteering.

PINOCCHIO

Boy! The carnival sure is grand!

Devil offers him some more treats.

SPAZZATURA (AS DEVIL PUPPET)

How 'bout some more popcorn!
Ehehehehe.

PINOCCHIO

Oh, I couldn't eat another bite,
Mr. Diavolo!

SPAZZATURA (AS DEVIL PUPPET)

(indecipherable monkey
noises)

Pinocchio takes the popcorn and eats it.

PINOCCHIO

(to puppets)

Ughh, I better get going to school
I guess...

SPAZZATURA (AS COLUMBINA)

Stay a while, Pinocchio.

Count Volpe enters.

COUNT VOLPE

A-ha, I am sorry to keep you
waiting, my little puppet!

PINOCCHIO

I don't like being called a puppet.

Count Volpe starts tying string on Pinocchio's arms and legs...

COUNT VOLPE

My boy, puppets are *le meilleur qui soit!* The TOPS! Lift your arm.
Puppets are well respected in every
station of life!

PINOCCHIO

But I thought it was best to be a
normal boy.

COUNT VOLPE

Oh, no no NO! People love puppets!!

Spazz manipulates all puppets to attention.

COUNT VOLPE (CONT'D)
 Like Il Diavolo. Columbina.
 Punchinello.
 (beat)
 But of course there is but one
 puppet who is KING of them all...

PINOCCHIO
 Oh, boy, I'd like to meet that guy!

COUNT VOLPE
 Pinocchio!

PINOCCHIO
 Wait?! That's ME!

COUNT VOLPE
 That's right! You are a wonder! A
 miracle! They'll love you!

PINOCCHIO
 Who?

COUNT VOLPE
Les Idiots! The wonderful children
 of the world! Lift your leg.
 Everyone shall love you and call
 your name! *Pinocchio! Pinocchio!*
Pinocchio...

As Volpe whisks Pinocchio away, Spazz gets pulled down from the rafters by the still-attached strings. He hits the ground hard, letting out an audible grunt of pain.

INT. PUPPET THEATER - SAME

COUNT VOLPE (O.S.)
Pinocchio!! The living puppet!

Count Volpe opens the curtains to reveal Pinocchio.

He hangs from his strings, limp and inert.

Scant applause. The audience is cautiously curious.

COUNT VOLPE (CONT'D)
 Violà!

He sees the crowds confusion.

COUNT VOLPE (CONT'D)

Ohhh?

He hums merrily. Count Volpe brandishes his sword and slices Pinocchio's strings.

Pinocchio collapses to the ground, a pile of wood and strings.

The audience gasps.

Count Volpe takes a VIOLIN and starts the melody of "My Son".

COUNT VOLPE (CONT'D)

A one, and a two, and...

Suddenly Pinocchio springs to life. He taps the stage with his foot. Slowly he starts discovering a little tap dance; knocking his body parts together to make a rhythm.

PINOCCHIO (SONG)

My gum...My gum
I pop my bubble gum
I scream, I cry
For ice cream and for pie.

The audience Aaaah's and claps vehemently. Pinocchio starts having fun on stage!

EXT. PERIPHERY STREETS - EDGE OF TOWN - NIGHT

Geppetto looks for Pinocchio with the aid of an oil lamp.

GEPPETTO

Pinocchio!!! Pinocchio!!!
Pinocchio!!!

He finds the mangled, torn book of Carlo on the road.

GEPPETTO (CONT'D)

No- Carlo's book? What?

He picks it up and brushes it clean revealing the Cricket still crushed underneath.

CRICKET

Over there!

Geppetto looks in the direction Cricket has pointed and sees the lights of the carnival off in the distance. He can just make out the faint trace of Pinocchio, singing something strangely familiar.

GEPETTO

That song...How could he know that
song?

Geppetto takes off running, accidentally stepping on Cricket
and crushing him once again.

CRICKET

Ugh, one nightmare after another.

INT. CARNIVAL - NIGHT - CONTINUOUS

Geppetto enters the carnival grounds.

He hears the song "My Son" coming from afar.

He heads towards the tent it appears to be coming from and
enters.

There stands Pinocchio on stage.

INT. PUPPET STAGE - NIGHT

Big finale.

PINOCCHIO (SONG)

You are everything to me
And I love you
My gum... My gum
I pop my bubble gum
What a treat, I'm standing on my
feet
I'm free as the wind
Oh I'm flying,
Bubbling
Popping
Tapping
Gumming
Your son...

PUPPET CHORUS (SONG)

Pop a bubble gum

PINOCCHIO

Your son

PUPPET CHORUS (SONG)

Pop a bubble gum

PINOCCHIO (SONG)

Is happy to have

PUPPET CHORUS (SONG)

Pop a bubble gum
Pop a bubble gum

PINOCCHIO (SONG)

Fun!

Song ends.

Then HUGE OVATION. The audience loves him!!! Count Volpe's eyes light up.

Pinocchio bows to everybody! Count Volpe steps in front of him.

INT. PUPPET SHOW - NIGHT

COUNT VOLPE

Thanks! Thank you! Thank you! And
all those treats are for sale at
the carnival. Thank you!

Money pours into Count Volpe's collection box!!!

Geppetto arrives amidst the rapturous applause and showering of money.

GEPETTO

Pinocchio, what's all this?? What
are you doing?

PINOCCHIO

Papa! I'm a star, Papa! A star!
They love me! They accept me!

Geppetto swats away one of the many young fans that grasps at both him and Pinocchio.

GEPETTO

(grunted)
Oh, what do you...?

Geppetto scoops him up him and starts walking away.

GEPETTO (CONT'D)

Errr--Enough of this nonsense! You
were supposed to be at school. And
how do you know that song anyway?

Count Volpe continues relishing in the crowd's applause,
unaware that his star performer is GONE.

Spazz tries to warn him, but Count Volpe is busy collecting money.

COUNT VOLPE
You simian simpleton!

He finally realizes Pinocchio is gone. He grabs Spazz by the neck and squeezes him!!

COUNT VOLPE (CONT'D)
My star! Where is my star??!!

EXT. CARNIVAL - NIGHT

Pinocchio walks away, hand in hand with Geppetto. The crowd of children follow.

GEPPETTO
You ruined Carlo's book! And...and
you didn't go to school- Why? You
promised me you would behave!!
Like...like...like...

PINOCCHIO
Carlo.

GEPPETTO
Yes.

PINOCCHIO
I was going to, Papa- but- but-

Geppetto stops by the road. A truck goes by.

GEPPETTO
Yes, Pinocchio, what?

PINOCCHIO
Ten bandits came out of the bushes
and took-

His nose starts to grow. A small crowd of KIDS has begun to gather. They clap and applaud, thinking this is still part of the performance.

PINOCCHIO (CONT'D)
They came out of the bushes and
they- they took the book-

It grows again.

GEPPETTO

Oh, oh I see. And then what happened?

PINOCCHIO

They had an axe and they- they wanted- they wanted chocolate- hot chocolate-

His nose grows some more.

GEPPETTO

Pinocchio- you shouldn't lie to me!! I am your Papa!!

PINOCCHIO

But I'm telling the truth!!

Nose grows. Crowd grows. The FREAKS, circus performers and general public gather around.

GEPPETTO

Then why is your nose growing?

PINOCCHIO

It's NOT!!

Pinocchio's nose grows so long that it branches out.

GEPPETTO

Lies, lies, and more lies!

PINOCCHIO

(screaming)

I! AM NOT! LYIIIIIIIIING!!!!

Branches bloom with needles and pine cones. The GAWKERS applaud!!!

GEPPETTO

Will you look at you!

(to the crowd)

Go away! This is not a spectacle!!!

COUNT VOLPE

BUT IT IS! Unhand my Carissimo, you carousing...

(spitting out leaves)

kleptomaniac-

He grabs Pinocchio by one arm and Geppetto holds him by the other.

GEPETTO
Do not touch him! I made him!

COUNT VOLPE
And I discovered him!

Crowd murmurs, watching the tug of war.

GEPETTO
He's not your puppet, he's mine!!

CRICKET
(interrupting)
Perhaps we should...

COUNT VOLPE
Oh, he is neither! He's an actor.
MY actor!!

A TRUCK approaches as they start a contest of wills, pushing and pulling on Pinocchio until-

COUNT VOLPE (CONT'D)
Give him to me!

GEPETTO
Never!

Geppetto pulls one final time-

-and Count Volpe lets go!! Pinocchio (nose in full bloom) ricochets away and finds himself in the path of the truck.

CRICKET
Oh, dear-

PINOCCHIO
Haha! That was so much fun, Papa!

GEPETTO
No!

It hits him- square on. Flower petals fly everywhere.

He lands on the ground- nose broken back to normal.

Out of the truck climb the Podestà, his Wife, and Candlewick.

PODESTÀ'S WIFE
(softly)
Oh no.

GEPETTO
Pinocchio!

PODESTÀ

He came out of nowhere! T-that's
what happens when you let children
run wild!

Pinocchio lies on the road. Everyone approaches his body.

PINE NEEDLES FALL GENTLY on the immobile puppet.

The Cricket looks at him mournfully.

CRICKET (V.O.)

Pinocchio was dead. That much was
apparent to any astute observer...
but, little did I know, that death
was not the end.

FADE OUT.

FADE IN:

INT. EXT. DARKNESS

BLACK RABBITS carry Pinocchio in a coffin. They ascend a
circular mound in the darkness.

RABBITS IN CHORUS

Thou art gone- Thy life hast fled
All shall now bewail thee dead.

The coffin top begins to rattle.

RABBIT 1

Did you hear that?

PINOCCHIO

(gasps)
Who's there?!

RABBIT 3

I thought he was dead?

RABBIT 1

He is dead! I saw the paperwork
myself.

PINOCCHIO

Hello? I'm not dead!

They climb higher and higher.

As they sing, they hear noises coming from inside. They try to ignore it.

RABBITS IN CHORUS

No more flesh
And no more bone
No more trouble
To bemoan.

INT. LIMBO ANTEROOM

They reach what looks like a bureaucratic office with a modest card table, four chairs, filing cabinets, a punch clock and a coffee maker.

All the Rabbits punch the clock.

Pinocchio still in coffin, peeks out to see what's happening.

Listening to muzak, the Rabbits have sat down to pick up their poker game.

RABBIT 3

Alright... eh, so where were we?

RABBIT 1

Who's deal?

RABBIT 4

It's my deal, right?

RABBIT 1

Alright boys, ante up!

RABBIT 3

What's the limit again?

RABBIT 2

20's the limit, ya mook.

RABBIT 1 (O.S.)

You got something under there,
don't ya?

RABBIT 2

Not me.

RABBIT 3 (O.S.)

Probably has a leibedik 6.

RABBIT 4 (O.S.)

Hahaha, very funny.

At this Pinocchio slowly emerges from the coffin, curious.

PINOCCHIO
(gasping)
Are you playing a game? Can I play?
I wanna play.

RABBIT 4
Flush! HehHehHeh.

He takes the chips.

All the other Rabbits groan.

Pan to reveal Pinocchio standing next to them.

PINOCCHIO
I wanna play! Please, please,
please!!! Can I play!?

RABBIT 3
What part of dead don't you
understand, schmendrik?

PINOCCHIO
It's boring in there! I hate being
dead!

A LIGHT begins flashing!!

RABBIT 1
Uh-oh- Now you did it.

PINOCCHIO
What's that?

RABBIT 4
Processing. Go see the boss, kid.
Through there- you'll see her.

Pinocchio heads towards a large ornate door on the other side
of the room. The Rabbits return to their poker game.

RABBIT 1
Gimme a friggin' ace!

RABBIT 2
(laughs)

Pinocchio opens the door and enters.

INT. LIMBO

It's all dark.

PINOCCHIO
Hello? Hello?

Two headlamp-like eyes open and illuminate the darkness-
-they cast their light on Pinocchio.

DEATH
Who are you? I feel as though
you've been here before.

PINOCCHIO
I am Pinocchio. I'm a boy... and I
think I'm... dead.

DEATH
Ah, yes, I see. The wooden
boy...with the borrowed soul. My
sister's folly.

Light fades slowly, revealing a beautiful Sphinx with a
silver mask identical to the Wood Sprite's (Again, subtly
reminiscent of Carlo's mother's face). This is DEATH.

DEATH (CONT'D)
The sentimental fool. She gave you
life, Pinocchio- when you were not
supposed to have it- NO more than a
chair or a table should. As a
result... You cannot truly- *truly*-
die...

PINOCCHIO
Oh, boy, oh, boy- And...and that's
GOOD, right?!

DEATH
Well- it means that you are not-
nor will ever be- a real boy like
Carlo.
(beat)
The one thing that makes human life
precious and meaningful, you see,
is death.

Death reaches down and grabs a handful of sand.

PINOCCHIO
Oh...

DEATH

Don't get me wrong- you will die
many, many times-

She lets it flow through her fingers.

She taps the plinth she lays upon, activating a set of
increasingly large hourglasses.

DEATH (CONT'D)

(clears throat)

This being one of them. But they
are not REAL deaths. Just waiting
periods. There are rules, you see,
despite my sister's disregard for
them.

She sets down the first one- a tiny hourglass.

DEATH (CONT'D)

We will both have to wait for the
sand to run out.

(beat)

You will stay here, with me, a
little longer each time you cross-
until the end of time.

The sand has almost run out.

PINOCCHIO

And then? After that sand runs out?

DEATH

I will simply send you back. Every
time.

PINOCCHIO

I see. Well, in that case, I'd like
to ask you ONE thing--
Ahhhhhhh!

THE TIMER RUNS OUT.

DEATH

See you next time.

A black hole opens under Pinocchio and he falls down.

INT. DOCTOR'S HOME - NIGHT

Pinocchio lies on a table. The DOCTOR examines his chest,
looking for a heartbeat.

Everyone waits around: Count Volpe, Geppetto, the Podestà, Candlewick, Spazz, Podestà's Wife, etc.

DOCTOR

No- No-

CRICKET

Oh, Pinocchio.

DOCTOR

(looks for a pulse again)

Niente-

Sebastian watches nervously from above.

DOCTOR (CONT'D)

There's not much we can do. I'm afraid: The body is rigid.

GEPPETTO

But he's always been rigid! He's made of wood!!

COUNT VOLPE

Even if he's dead- I could still book him...

GEPPETTO

How dare you, sir? Show some respect!!

COUNT VOLPE

YOU show respect! To me and my projected quarterly earnings!

PODESTÀ

Gentleman, please. This is no time for your petty grievances.

Spazz mocks the Podestà.

The Town Priest says a prayer and throws holy water on Pinocchio.

DOCTOR

How do you intend to dispose of the dead body?

PINOCCHIO

A dead body? Where?

THEY ALL TURN!!! The women gasp in fright.

GEPPETTO
Pinocchio! You're alive!!

PODESTÀ
(interrupts)
He is immortal!!

COUNT VOLPE
Long live the arts!!

PODESTÀ'S WIFE/DOCTOR'S WIFE
(crossing themselves)
It's a miracle!!!

PINOCCHIO climbs down. Staggeres a bit. Geppetto steadies him.

GEPPETTO
Take it easy, my child. Lean on me.
We- we are going home!!

COUNT VOLPE
Eheheh, wait a moment!! I have a
legally binding contract!!

He produces his LONG LOOOONG contract.

COUNT VOLPE (CONT'D)
Signed by both artist and
management.

Geppetto stares at the signatures with bewilderment.

COUNT VOLPE (CONT'D)
He either performs or you owe me-
ten million lira!!

GEPPETTO
Well, that's ridiculous!! It's just
a smiling sun!!

COUNT VOLPE
It's still his signature, is it
not??!!

PINOCCHIO
I drew that!!

Spazzatura chuckles manically.

COUNT VOLPE
A-ha! I demand full restitution
before the law!! Including
transportation, transmutation, all
the future representation...

The Podestà pushes in to get to Pinocchio!!

PODESTÀ

Our country comes first! This boy cannot be killed!! He is the ideal soldier!! He must be drafted into the youth camps- by law!!

He salutes, everybody salutes (two or three times).

PODESTÀ (CONT'D)

(to Pinocchio)

You will learn to fight and fire a weapon and be a real Italian boy!

GEPPETTO

We...we must go- we truly must go. We will all speak later, I am sure!!

COUNT VOLPE

Not to me, sir!! Speak to my lawyers!!

EXT. BIRCH WOODS - NIGHT

Geppetto and Pinocchio walk through the woods. Geppetto is cold, clutching/rubbing his arms, Pinocchio entirely unbothered by the frosty night air.

GEPPETTO

(heartbroken)

What a day, what a day...

PINOCCHIO

A fun day!

GEPPETTO

What will we do??

PINOCCHIO

Oh, don't worry, Papa! I'll go to war! It sounds quite fun! I can learn to fight and- and fire a weapon and- march like -

GEPPETTO

(on verge of tears)

No, Pinocchio, war is not fun! War is not good! War... war took Carlo away from me...

PINOCCHIO
Then I simply won't go!

GEPPETTO
(getting frustrated)
But you HAVE to go now. It's the law!

PINOCCHIO
Even when it's something bad?

GEPPETTO
Yes, we ALL have to obey the law, whether we like it or not!!

PINOCCHIO
Why?

GEPPETTO
I...I don't have time- or patience enough to explain that to you.
I...I owe that man a fortune and...and you, you will be taken far away and recruited into military youth camps, and now...now, now look what you've turned me into. I made you to be like Carlo! Why can't you be more like Carlo?!

Geppetto is spent, exhausted- his eyes tear-stained.
Pinocchio blubbers, understandably heartbroken.

PINOCCHIO
Because I'm NOT Carlo! I don't wanna be like Carlo! Carlo is...

GEPPETTO
Enough!!!
(beat)
You are such a burden.

Geppetto shakes his head, defeated.

He walks away, saddened. Pinocchio stays behind. He is crushed.

Cricket, who has just caught up with them, stares sadly at Pinocchio, heartbroken for the boy.

Geppetto keeps walking, tear-stained.

FADE OUT / IN:

INT. GEPPETTO BEDROOM - NIGHT

Geppetto is sound asleep. Pinocchio lies awake. Tossing and turning in his bed. A tear rolls down his cheek. He looks longingly at his father.

PINOCCHIO
(to himself)
His nose didn't grow.

CRICKET
What's that?

PINOCCHIO
When he called me a burden- his
nose didn't grow. That's how he
really feels...
(sniffs)
I don't want to be a burden... I
don't want to hurt Papa and make
him want to yell at me like that...

CRICKET
Oh, Pinocchio- sometimes fathers
feel despair- like everybody else-
and they say things- things they
only THINK they mean *in the moment*.
But with time they learn that- that
they never really meant it at all.
Do you understand?

PINOCCHIO
(Excited gasp!)

Pinocchio leaps out of bed.

CRICKET
Hey! Hey! Where are you going?

CUT TO:

INT. GEPPETTO'S WORKSHOP - NIGHT

Pinocchio is excitedly climbing down the steps.

PINOCCHIO
I've got a plan!

CRICKET
Pinocchio, what-- what are you
doing?

PINOCCHIO

You'll see. I am going to the
carnival! That way I can help Papa
AND I won't go to war!

He leans on Geppetto's WORK TABLE and pulls a pencil and a
piece of paper. The Cricket jumps onto the desk.

PINOCCHIO (CONT'D)

I'll leave him a note, explaining
everything.

CRICKET

No, Pinocchio- don't do this!!

Pinocchio draws a SMILING/LAUGHING SUN. The Cricket smiles.

CRICKET (CONT'D)

Aw- that's-

SLAM!! Pinocchio puts an upside glass and a heavy hammer on
top- the Cricket is trapped!!

CRICKET (CONT'D)

No! No!--

No! No! Don't do this!

PINOCCHIO

You tell him, that I will send him
money. And tell him, I love him-
and I won't be a burden anymore...

Through the distorted glass, the Cricket sees Pinocchio
leaving!!

CRICKET

No!!!

He starts pushing the glass with all his might- moves it
nearer and nearer to the edge of the table.

CUT TO:

EXT. CARNIVAL - NIGHT

Cold winds blow as Pinocchio knocks on Count Volpe's door.
Footsteps are heard- cursing and then the door pops open.

Count Volpe- sword in hand- half-awake!!

COUNT VOLPE

What is that!! What do you want in
the middle of the-

(MORE)

COUNT VOLPE (CONT'D)
 (sees Pinocchio)
 My beloved star!!! How can I be of
 assistance??

PINOCCHIO
 (shivering)
 If I work for you- will you forget
 the money you want from my Papa?

Spazzatura peeks from behind Count Volpe's legs, jealous!

COUNT VOLPE
 Oh, absolutely, my dear boy!

PINOCCHIO
 And will you send him my share of
 the profits??

COUNT VOLPE
 HehHeh, clear accounting all the
 way!! Fifty-fifty right down the
 middle!!

Volpe draws a line in the sand.

They shake hands, vigorously.

SPAZZATURA BARES HIS TEETH to Pinocchio.

COUNT VOLPE (CONT'D)
 Everybody up!!!!

Lights turn on in every caravan!!

COUNT VOLPE (CONT'D)
 We're leaving!!!

INT. GEPPETTO WORKSHOP - SAME

The Cricket manages to push the glass and now there is an
 opening.

He maneuvers himself out of the glass- The fall is enormous,
 but he will brave it.

But the glass tilts and falls, bringing the Cricket down with
 it!!

They crash on the floor below!! And the HAMMER follows.

CRICKET
 Ahhh...

The hammer just misses him. Cricket is alive!
Cricket starts to walk away, but the hammer teeters.
It falls and crushes him!

CRICKET (CONT'D)
The pain- ughh...

CUT TO:

INT. GEPPETTO BEDROOM - MORNING

Next morning. Geppetto wakes in bed, groggy. He puts on his glasses and looks to Pinocchio's bed.

GEPPETTO
Pinocchio- Son- I just wanted to
say...

The bed is empty. A moment of regret. Dread...

INT. WORKSHOP - MORNING

Geppetto walks down the stairs.
Pinocchio isn't there.

GEPPETTO
Pinocchio?

Geppetto looks under workbench, etc.
Finds the Cricket and the broken glass.

GEPPETTO (CONT'D)
Oh, little Cricket...

Geppetto reaches down and gently picks him up.

Geppetto's eyes discover the handwritten note with crudely drawn SMILING SUN FACE.

CRICKET
(coming to)
He's gone...to the carnival!

CUT TO:

EXT. ITALIAN COUNTRYSIDE / RUINS - MORNING

Geppetto rushes through the outskirts of TOWN. DESPERATE!
Rushing towards the carnival.

Geppetto arrives:

The lot is now vacant: cars and trucks are gone- ground is
crisscrossed by the tire tracks.

Geppetto looks around, in terror.

GEPPELTO

Pinocchio!! Pinocchio!! Pinocchio!!
Oh- oh- How will I ever find
him??!!

CRICKET

Oh, now you want to find him. After
all the things you said? After you
called him a burden. A burden!? Why
are you so blind? So, absolutely
blind? The boy loves you- he has
much to learn, but he loves you for
who you are. Would it kill you to
do as much for him?? You should
start acting like a father- a real
father. Not an old, stubborn goat-
who is so busy moaning and crying
about his losses- *me, me, me, poor
me*- that he cannot see the love he
actually HAS.

GEPPELTO

It's a schedule...
(exhales)

CRICKET

I may be a bug, sir- but I have a
thing or two to teach you
about...Hey!! Where are you going?

Geppetto has picked up a flyer of-

-COUNT VOLPE's MARVELOUS MARIONETTES!! On it are the dates
and locations of the upcoming shows.

GEPPELTO

After my son!

He dashes off, waving the flyer excitedly.

CRICKET

Excuse me- If I may- Perhaps we
should- Wait!!

Cricket follows.

CUT TO:

MUSICAL MONTAGE

EXT. ROAD - DAY

A SWEET VOICE RISES in the soundtrack, Pinocchio singing a
PURE, ITALIAN HYMN!! Music carries over the next scene.

PINOCCHIO

Ciao Papa
Mio Papa
Time has come to say farewell
For how long will I go? Is it far?
No one knows, no one can tell

Geppetto tries to hitch a ride on a country road.

A sign nearby reads ALLESANDRIA - 50km

A truck speeds by, not slowing down.

GEPPETTO

Wait! Wait! Wait!!

INT. COUNT VOLPE'S THEATRE - NIGHT

Pinocchio is on stage, singing to the crowd.

PINOCCHIO

If I am gone for a long, long,
time,
I'll pack away a fine piece of
shine,
The sound of birds chirping with
bells,
Drawings of plums, two bags of
shells,
The smell of bread, a drop of wine,
Your memory, father of mine.
Farewell
My Papa

CUT TO:

INT. TRUCK - DUSK

Volpe, Pinocchio and Spazz drive to the next town. Pinocchio looks at a map, tracking their progress.

INT. COUNT VOLPE'S THEATRE - NIGHT

Pinocchio dances around on stage with Columbina.

Spazz looks down at the scene with disdain.

Pinocchio happily signs autographs after the show, while Volpe collects money from the crowd.

DISSOLVE TO:

EXT: FAIRGROUNDS - MORNING

A coin lies buried in the dirt.

Geppetto reaches down and picks it up, brushing it off.

He looks around at the now empty area. He has just missed the carnival.

DISSOLVE TO:

EXT. ROAD - DAY

Pinocchio looks out the window and waves to a crowd of fans below from the caravan.

CUT TO:

EXT. COUNT VOLPE'S THEATRE - NIGHT

Pinocchio on stage singing.

PINOCCHIO

Ciao Papa
Mio Papa
Time has come to say farewell
I am ready to go. Going far.
Now I know it will be swell

Spazz glares at him from behind a curtain. Jealous.

CUT TO:

INT. TRAIN - NIGHT

Geppetto and Cricket ride a train to the next town. Cricket wipes the fog from the window so he can look out. Geppetto studies a map, then stares out into the distance as well.

CUT TO:

INT. PUPPET WAGON - DAY

Pinocchio stares wistfully out the window as they travel to the next town.

Volpe sits drinking his tea. He offers a sort of "cheers" in Pinocchio's direction.

PINOCCHIO

I shall be gone for a long, long,
time,
Shall be picking many peaks to
climb
Maybe I'll see a camel cry.
Dangerous pirates with a black eye
Rain or shine, I'll keep in my mind
Your memory, father of mine.
Farewell
My Papa

DISSOLVES BETWEEN POINT IN A MAP. SIGNALING THE JOURNEY-
THROUGHOUT THE MONTAGE.

CUTAWAY TO:

EXT. URBAN SETTING - DAY

A city somewhere. A FATHER and SON gaze enthusiastically at a poster on the wall. Pinocchio and Count Volpe are prominently featured.

Behind them, Spazz pastes the same poster on a wall with his tail.

Pinocchio is supposed to be helping him but just gazes sadly at the father and son instead.

We FADE from the poster image of Pinocchio to:

EXT. URBAN SETTING - NIGHT

Pouring rain.

Geppetto stares at that same poster some time later.

It is now faded and torn, partially covered by new posters.

DISSOLVE TO:

INT. COUNT VOLPE'S THEATRE - NIGHT

Pinocchio, performing. The crowd throws flowers on the stage as the curtains close.

Volpe stands in the wings, enthralled.

Spazz watches them from the catwalk above. He throws the cross braces in disgust.

DISSOLVE TO:

EXT. FORREST - DAY

Geppetto trudges along and comes across a pine cone.

He picks it up holding it in his hands.

DISSOLVE TO:

EXT. COUNTRYSIDE - NIGHT

Pinocchio holds a pine cone in his hands.

He sits on the steel girders of a power line tower.

Far off in the distance the faint sound of explosions can be heard.

CUT TO:

EXT. TOWN BRIDGE - NIGHT

PINOCCHIO

And as I gambol on my long, long,
climb, I hold on tight to our best
of times.
Eyes in the rain, I try to hide
Tears of a boy who shouldn't cry.
Forevermore, I'll keep in mind
Your memory, father of mine.
Farewell
My Papa.

Back at town. Cold dark night. Candlewick leans against a building. The Podestà is by his side. Podestà's Wife is standing further away, teary eyed.

Headlights of a truck illuminate them.

The truck is eerily quiet. Its wheels are wrapped with rags. It stops a couple yards from Candlewick. We faintly see the silhouette of The Driver.

Candlewick looks to his mother. She rushes towards him and gently places her SCARF around his neck. She kisses him on the forehead and smiles sadly.

Candlewick tightens the scarf, looks to his father and nods, and climbs into the back of the truck. Candlewick salutes as the truck departs.

CUT TO:

INT. COUNT VOLPE'S THEATRE - NIGHT

Pinocchio stands backstage, alone. On his head sits a red helmet. A rifle is slowly LOWERED to him from above.

He has a look of resignation on his face.

Curtains open. Spotlight hits. He puts on his happy show face. Pinocchio rolls out on the tank.

PINOCCHIO

I fight for the land
I fight oversea!
I'll fight up to the end
Glory to Italy!

Around Pinocchio dancing marionettes appear; it's a chorus line! A showstopper!!

The audience applauds. The theatre is full. Count Volpe is sweating as-

Spazz puppeteers with all his might!!!

PINOCCHIO (CONT'D)

The flag in hand
For Fatherland
Il Duce, Il Duce
We sing out and we pray
The horizon in sight
Stand up, follow the light

Volpe stands in the wings, beaming with pride.

A wired eagle drops from the eaves and Pinocchio climbs aboard.

PINOCCHIO (O.S.) (CONT'D)
Like an eagle soaring, magnificent
and free
I'll be marching, marching on the
path to victory
We are brave! We are young!
Italia! Be jolly
Italia! We are strong

A giant Mussolini backdrop flies in.

The puppets march furiously.

Cannons full of confetti explode!

APPLAUSE! APPLAUSE! APPLAUSE!

The curtains close.

Count Volpe steps out on stage, script in hand. He bows repeatedly.

COUNT VOLPE
Thank you! Thank you! Thank you!
Viva Benito Mussolini, nostra Duce!
Viva! Viva!! Viva!!!

He holds up the script and kisses it.

INT. BACKSTAGE PUPPET THEATRE - CONTINUOUS

Off in the wings, Pinocchio remains stuck on the eagle, exhausted.

CUT TO:

EXT. PIER - DAY

Geppetto runs along the pier, as fast as he can. He slows, out of breath, and we see the ship to CATANIA.

It has just left.

INT. SHIP - NIGHT

Count Volpe is counting money. Pinocchio gazes out to sea.

COUNT VOLPE
Another great week, my boy!! Just
one last stop.

PINOCCHIO
Don't forget to send my share of
the money back home to Papa.

COUNT VOLPE
Oh, I wouldn't DREAM of forgetting!
See? Fifty-fifty-

Count Volpe separates the earnings into an equal piles.

COUNT VOLPE (CONT'D)
Minus expenses, transportation and
promotion.

He divides it in half and that half in half and half of that.

COUNT VOLPE (CONT'D)
Tomorrow, we go to a small town by
the sea- CATANIA. And there we will
perform for his excellency: Il
Duce!

Volpe produces an OFFICIAL, SEALED TELEGRAM from his pocket.

PINOCCHIO
Il Dolce?

COUNT VOLPE
No, my brightest star. Our fearless
leader: Il Duce, Benito Mussolini!!
He heard of your act and he's
coming to see us. Ha!

He holds the telegram up for Pinocchio to see. Pinocchio
yawns, unexcited.

COUNT VOLPE (CONT'D)
He and I are very close. Here we
are in Roma...

He unfolds a photo wallet.

The photo shows Volpe amidst the crowd (a selfie) with
Mussolini in the distance.

COUNT VOLPE (CONT'D)
That's him back there...
(beat)
You will make me- and your Papa- so
proud!!

Pinocchio nods and smiles, then gazes back out to sea.

PINOCCHIO

Proud...

CUT TO:

EXT. PIER

Geppetto (Cricket in backpack pocket) walks down an old pier. Most ships are DOCKED.

Out at sea, explosions can be seen far off in the distance.

Geppetto stands before a ship captain, shows him the flyer- and points at the name of a SEA TOWN: CATANIA.

GEPPETTO

Eh- Excuse me, sir? Catania. Do- do you go there? Can- can you take me there? Please? It's just across the strait.

CAPTAIN

That's not the sea out there, it's a graveyard.

GEPPETTO

Oh dear- Oh- Oh...

CAPTAIN

The Dogfish, risen from the icy depths to take its tribute in blood and steel. A monster, the size of twenty ships. Full of hunger and rage.

CRICKET

Oh please...that's just children's stories.

GEPPETTO

Captain, my son is on the other side of the gulf. He is performing tomorrow!!

Geppetto gives him a few silver coins.

GEPPETTO (CONT'D)

This is all I have in the world.

(beat)

Take it. It-- It's yours. I just want to see him again.

The captain considers.

CUT TO:

INT. PUPPET STAGE

Pinocchio is practicing his routine. Pinocchio dances, but falters. He is tired- weak.

COUNT VOLPE
Step and turn and step and turn and
look alive! And step, step, step.

PINOCCHIO
Can I take a moment to rest??

COUNT VOLPE
No! Your tempo is getting sloppier
and sloppier!! No rest whatsoever!!

Volpe laughs, utterly uncaring.

Spazz watches from above.

Pinocchio collapses.

PINOCCHIO
(out of breath)
Five minutes, please.

COUNT VOLPE
Three minutes.

Count Volpe starts his stopwatch. He thumps Pinocchio on the top of his head with his cane and leaves. The other puppets surround Pinocchio.

We see that Spazz is controlling the puppets from above.

SPAZZATURA (AS DEVIL PUPPET)
Are you feeling okay, Pinocchio?
We're concerned.

SPAZZATURA (AS COLUMBINA) (CONT'D)
You look so tired and worn out. You
need a good long rest.

SPAZZATURA (AS PUNCHINELLO) (CONT'D)
Some trousers and another ear
wouldn't hurt either, if y'ask me.

SPAZZATURA (AS DEVIL PUPPET) (CONT'D)
 Why not go home and visit your Papa
 for a while. This is no place for
 you.

PINOCCHIO
 Sigh I can't. I have to keep
 working and working and sending
 money.

SPAZZATURA (AS DEVIL PUPPET)
 Yeah...

SPAZZATURA (AS PUNCHINELLO) (CONT'D)
 The truth is... Count Volpe is
 using you. He hasn't sent a penny
 to your father.

PINOCCHIO
 What?!

SPAZZATURA (AS PUNCHINELLO)
 He keeps all the money for himself.

SPAZZATURA (AS COLUMBINA) (CONT'D)
 He doesn't care about you.

SPAZZATURA (AS DEVIL PUPPET) (CONT'D)
 You're not his favorite.

SPAZZATURA (AS PUNCHINELLO) (CONT'D)
 Spazzatura is his favorite.

SPAZZATURA (AS DEVIL PUPPET) (CONT'D)
 He's always been. He's a genius.

PINOCCHIO
 No! Count Volpe wouldn't lie to me!
 I- I'm his star! You're- you're all
 just jealous! Hmmf!

Pinocchio leaves in a huff.

Spazz sticks out his tongue as he goes. He tried.

Count Volpe hears the tail end of this exchange.

CUT TO:

EXT. GULF SEAS - DUSK

A small VAPORETTO ship chugs amidst the MINED SEAS.

On board- Geppetto and the Cricket.

GEPETTO

You think we will find him,
Sebastian? My Pinocchio?

CRICKET

I do. You see...

(begins to sing)

My dear father loved to say:
Hop to the top of a day
The drops are easy to swallow.
My dear father loved to say:
Mop your tears and mend your
sorrows
To not drown yourself wishing...

Geppetto looks back at the Captain. He has a life jacket on
and stands by the edge of the ship.

CAPTAIN

Arrivederci!

He salutes and goes overboard.

And then, something eclipses the sun. They both look-

A mouth. An enormous mouth, the size of ten Holland tunnels,
is swallowing the sea and the small Vaporetto.

They enter the throat and the darkness, screaming!!!

CUT TO:

EXT. CARNIVAL - DAY

Pinocchio does stretches and vocal warm-ups in preparation
for the big upcoming show...

PINOCCHIO

(tongue sticking out,
singing scales)

Ya ya ya ya ya ya ya ya ya!

He passes a sign with his own image on it. He does a little
pirouette.

PINOCCHIO (CONT'D)

Haha, it's me!

As he lands, some kids run up to him.

YOUNG BOY
It's him! It's him!

YOUNG GIRL
Look, here he comes!

OLDER GIRL
It's Pinocchio! Let me talk to him.
Let me see! Let me see!

PINOCCHIO
Thank you, thank you. Oh, you're
very kind.

Kids fight for his attention like Little Rascals.

PINOCCHIO (CONT'D)
Not right now! I'm sorry!

Pinocchio ducks into the puppet theater tent.

KIDS
Awww!

INT. PUPPET THEATER

Pinocchio enters and hears the sound of a silver cane
cracking and pitiful squealing.

Curious, he hides behind a large throne/chair, only to see:

INT. TENT CORRIDOR - DAY

Count Volpe is caning Spazzatura in the empty theater.

COUNT VOLPE
You worthless, mangy, deranged ape!
What have you been saying to him!?
Huh? On the night before the big
performance! You could cost me
everything!! You know who is
coming?? You have ANY idea??

SMACK He hits him with the cane.

COUNT VOLPE (CONT'D)
I found you- at the bottom of that
cage- in the rain! You were left
there to die. Nobody wanted you!
And I saved you!! Rescued you!! I
should've let you die!!

Pinocchio steps in.

PINOCCHIO
Hey! Stop that!

Count Volpe turns.

PINOCCHIO (CONT'D)
Don't hurt him anymore!

COUNT VOLPE
This does not concern you,
Pinocchio. You're a star! Go
rehearse your steps.

Spazz whimpers- he is MOVED by Pinocchio's defense of him.

PINOCCHIO
I DEMAND that you stop! You said
it: I am the STAR of this show and
I won't have my co-star treated
this way!

Count Volpe scowls. Pinocchio is offended!

PINOCCHIO (CONT'D)
And what is this I hear about my
Papa not getting any money? I might
just go home right now and ask him!
Whuddaya think about that? You can
perform for Il Dulce yourself!

Pinocchio starts to walk away but Count Volpe grips Pinocchio
with his cane. The mood turns very grim. Count Volpe's eyes
flash with evil.

COUNT VOLPE
I think you misunderstand our
relationship, my little fire
hazard. *I* am the puppeteer, you are
the puppet. *I* am the master, and
you are the SLAVE.

He pulls out his cane SWORD- directs it at Pinocchio!!

COUNT VOLPE (CONT'D)
And you will do as I command until
your wooden body rots and I use you
to warm my furnace!!

Count Volpe slashes at Pinocchio with his sword, slicing the
tip of his nose off.

Pinocchio cries out in terror.

COUNT VOLPE (CONT'D)
You may have NO strings- but I
control you. You obey me. Capiche?

As Volpe exits the carnival tent, he snaps his fingers and summons Spazzatura.

COUNT VOLPE (CONT'D)
Spazzatura.

Spazz follows and climbs up onto his shoulder. He looks back pitifully at Pinocchio as they walk away.

EXT. OCEAN - DAY

We see the Dogfish floating on the surface asleep.

INT. DOGFISH - CONTINUOUS

Geppetto fishes of the side of a dilapidated ship.

GEPPETTO
A son knows when his father is
alive. He will look for us, you'll
see. You have nothing to worry
about.

He reels up the fishing rod, revealing Cricket at the end, being used as bait.

CRICKET
Easy for you to say! Aaah!

A fish leaps out of the water, chomping at Cricket. Geppetto is quick to react and manages to grab it!

GEPPETTO
We are having dinner tonight!

CRICKET
Hahaha! We're so lucky!

The Cricket does a happy little dance. They celebrate.

EXT. PUPPET THEATER / CATANIA - NIGHT

A SUPER-DUPER-DUPER long red limousine arrives and a small man gets out of it: MUSSOLINI. Next to him, a thin man: his RIGHT HAND MAN.

Spazzatura plays a trumpet, announcing his arrival. Everybody in the circus OOOH's and AAAAAH's

Podestà, Candlewick, and the FASCIST YOUTH from the camp stand at attention, giving the Roman salute and holding up signs for Il Duce.

COUNT VOLPE

Ahh Your Excellency! I wrote this number for you.

Mussolini ignores Volpe and instead looks at the poster announcing Pinocchio.

MUSSOLINI

I like a' puppets.

Mussolini continues on into the theater, leaving Volpe expectant and standing alone.

INT. BACKSTAGE PUPPET THEATRE - EVENING

Spazz is sweeping, looking miserable, licking his wounds. Pinocchio motions to him from across the room.

PINOCCHIO

Hey! Spazzatura-

Spazz considers. Looks around nervously, as he approaches.

PINOCCHIO (CONT'D)

(whispering)

Y'know... I think we oughta make the big show-stopper EXTRA special for the ol' important Dolce tonight- I got some real good ideas-

Pinocchio whispers into Spazz's ear. Spazz grins.

Spazz looks over his shoulder, turns back to Pinocchio, and nods. He's in!

Count Volpe enters backstage as Pinocchio and Spazz finish conspiring in hushed tones.

PINOCCHIO (CONT'D)

(I think I'll definitely want ...whisper whisper whisper)

Spazz scurries off to prepare.

COUNT VOLPE

In bocca al lupo, my puppet.
Delight the Duce and I will shower
you with glory.

PINOCCHIO

Oh, we'll give him a show he will
never forget.

Pinocchio gives Spazzatura a thumbs-up, and he responds in kind. The plan is a go. Pinocchio takes the stage (curtains still down).

INT. PUPPET THEATER - DAY

LIGHTS! MUSIC! CURTAIN OPENS.

Once again Pinocchio rolls out on stage in a tank. He leaps out, dressed as a soldier!!

PINOCCHIO

I fight for the land!
I fight oversea!
For Baby-poops-his-pants
Right there in front of me!

Around Pinocchio marching marionettes appear; it's a farting chorus line! Spazz puppeteers with delight!!!

MUSSOLINI

Poop?

The Right Hand Man shrugs.

RIGHT HAND MAN

Yes, poop Your Excellency.

PINOCCHIO (O.S.)

The poop in hand
For Fatherland
Il Duce, Il Duce
Go smell your farts and pray
Eat your boogers, your slime
You can also get mine

Volpe stands on the side of the stage clutching the script. Baffled. He is so nervous he takes a bite out of it.

A giant POOP MARIONETTE drops down from the catwalk and begins dancing alongside Pinocchio.

Mussolini is not happy. Candlewick laughs uproariously. But his smiles fades under the gaze of the Podestà.

PINOCCHIO (CONT'D)

Like a bag of poop, magnificent and
free
You are farting, farting in the
men's lavatory
You're a poop! We are young!
Eat caca! Big baby
Eat caca! We are strong.

SPAZZATURA

(echoing) Caca!

A giant Mussolini backdrop flies in. But this time it is
vandalized and insulting.

Pinocchio flushes himself, twirling down an oversized toilet.

Song ends. The kids go wild. Count Volpe is so nervous he
takes a bite out of the script. Everyone waits to see
Mussolini's reaction.

Mussolini quietly turns to his Right Hand Man.

MUSSOLINI

These a' puppets I do not like.
Shoot him. And burn it all down.

The Right Hand Man pulls out a pistol, cocks it, and fires at
Pinocchio.

CUT TO:

INT. LIMBO ANTEROOM

The Rabbits sit around the table playing poker.

Pinocchio pops out of the coffin.

PINOCCHIO

Oh hi, it's me!!

RABBIT 3

Aww! It's HIM again!

Pinocchio sits by their side (legs dangling like any kid)-
tries to sneak a peek at the cards. The Rabbits hold them up
to their chests!

PINOCCHIO

I cannot die!

RABBIT 2

We know!

PINOCCHIO
I can't die.

RABBIT 2
Uggh.

PINOCCHIO
(sing song)
I can't die!!

ALL RABBITS
Through the door!

Pinocchio exits through the large door.

CUT TO:

INT. LIMBO

Pinocchio climbs down and goes to meet Death.

Death sets down a MEDIUM SIZED hourglass (larger than last time).

PINOCCHIO
Can you believe it?! I've escaped
war- bullets- fire- I was run
over!! I could get killed a lot!
I'm the luckiest boy in the world!

Death stands and begins circling Pinocchio like a cat.

DEATH
As I see it you were charged with a
terrible burden.

PINOCCHIO
Burden? No, I'm not. That's a
horrible thing to say to a boy!

DEATH
Life can bring great suffering. And
eternal life can bring eternal
suffering.

PINOCCHIO
Aw, it's not so bad as all that.
Yeah, I get a little beat up every
time, but as soon as I get back I'm
going home to my Papa.

DEATH

Ahh, but Pinocchio... what if you don't see your father again?

PINOCCHIO

Of course I will! Why wouldn't I?

DEATH

While YOU may have eternal life, your friends... your loved ones... they do not. Every moment shared with them may be the very last. You never know how long you have with someone...

Time runs out.

DEATH (CONT'D)

...until they're gone.

PINOCCHIO

Huh? I- I don't understand.
Can...can you tell me more--please?

A black hole opens under Pinocchio and he falls down.

PINOCCHIO (CONT'D)

No. No! Noooooo!!!

INT. PADDY WAGON - NIGHT

Pinocchio wakes up, gasping!!

Pinocchio is in a paddy wagon. It's full of boys. They're jostled as it drives along.

Candlewick is among the boys. Podestà sits across from Pinocchio.

PODESTÀ

A-HA!!! I knew it! You came back to life-

Pinocchio's still getting his bearings. The kids buzz with excitement and surprise. Pinocchio spots Candlewick among the kids and excitedly waves.

PINOCCHIO

Hi, Candlewick.

Candlewick signs back an understated but delighted "hey"-- but their attention quickly goes back to Podestà.

PODESTÀ

Most of us- we have but ONE life to
give to our Fatherland, but YOU!!!
You have no limit!!

PINOCCHIO

Me?

PODESTÀ

Yes, you. Follow my orders, learn
to obey and you will be the perfect
soldier.

PINOCCHIO

But my Papa...

PODESTÀ

You'll return home a hero! Any
father would be proud of such a
son!

Podestà looks at Candlewick. Candlewick looks at Pinocchio.

Pinocchio looks around confused and smiles, oblivious.

SOLDIER driving the truck (through a window in the paddy
wagon):

SOLDIER

We're here.

A HUGE BEAM OF LIGHT inundates the paddy wagon: Spielbergian,
glorious, brutal!!

Pinocchio squints, trying to see.

EXT. YOUTH CAMP - NIGHT

TWIN SEARCHLIGHTS focus on-

-The paddy wagon enters through the gates of an imposing,
brutalist edifice in the vicinity of a cliff. It's a
monstrosity, imposing, like a castle or a prison.

TWO MORE SEARCHLIGHTS crisscross the sky, looking for enemy
planes.

INT. YOUTH CAMP - NIGHT

They all follow the Podestà down a long corridor. It ends at
a balcony overlooking a large, open courtyard below.

Nationalistic music swells (EJA! EJA! ALALA!) like a tidal wave as we reveal the training of several dozen kids: Stabbing with bayonets, climbing under and above obstacles, etc.

Pinocchio and Candlewick look at each other like "whoa!"

PINOCCHIO

Wow!! What's all this?

CANDLEWICK

The ELITE MILITARY PROJECT- for special, PATRIOTIC youth!

PINOCCHIO

What's an elite?

CANDLEWICK

We are!

CONFIDENT BOY

Hehe, we're gonna learn to be elite soldiers!

PINOCCHIO

Learn- like school? T-to read and write and do the "mulplitication" thingies?

Everyone laughs.

CONFIDENT BOY

Haha! You're funny!

INT. YOUTH CAMP DORMATORY - NIGHT

The boys all sit, attentive in their beds.

The Podestà walks along the line of beds, addressing the youth.

Pinocchio and Candlewick lay on top of their covers in cots next to each other.

PODESTÀ

Listen up! They're reporting hostile planes in the area. But we will carry on with the exercises tomorrow. Anyone here afraid of the enemy?

Pinocchio raises his hand enthusiastically.

PINOCCHIO

Uhh ha.

KID/S

No, sir!

CANDLEWICK

No, sir!

Pinocchio discreetly lowers his hand before anyone notices.

PINOCCHIO

Nuh uh.

PODESTÀ

Good! You may be boys, but you have
the hearts of MEN! Tomorrow you
train for the glory of the Italy!
Tomorrow you will make your
Fatherland proud!

He salutes!!

CUT TO:

LATER.

Pinocchio lays in bed. Candlewick is deep in thought. Tense.

CANDLEWICK

Pinocchio- Pinocchio-

PINOCCHIO

Yeah.

CANDLEWICK

What do you think my father meant
about those planes?

PINOCCHIO

I don't know. I still don't really
understand what we're even doing
here.

CANDLEWICK

We're preparing to be soldiers. For
war.

PINOCCHIO

But my Papa said war is bad.

CANDLEWICK

That's 'cause he's a coward.

PINOCCHIO
A coward? My Papa?

CANDLEWICK
Well-- he's afraid of war, isn't he? My father says if you're afraid to die for your country- you're weak. You're a coward.

PINOCCHIO
Are you afraid?

CANDLEWICK
I'm not afraid at all!

PINOCCHIO
Well, neither am I, or my Papa. I love war!

CANDLEWICK
I love it more!

PINOCCHIO
I love it, twenty-four seven, every day and any time!!

CANDLEWICK
Well, so do I-

PINOCCHIO
Well- we'll see about that! Won't we?

They go back to bed, their backs turned.

CANDLEWICK
(sotto voce)
I'll show him I'm no coward. I'll make him like me.

Pinocchio turns- whispers:

PINOCCHIO
Y'know, all fathers love their sons. But... sometimes fathers feel despair- like everyone else- and they say things they only THINK they mean *in the moment*. But with time they learn that they never really meant it at all. And they may even call you ugly things- like a burden... or a coward... but inside, they love you.

Candlewick is silent. He takes it in. Gets serious.

CANDLEWICK
Are *you* scared? Of dying?

PINOCCHIO
Me? Naaaah. I died a couple times
and it was alright. There's rabbits
and card games, and a LOT of sand.
BLUE sand.

Candlewick can't help but laugh with relief at Pinocchio's ridiculousness.

CANDLEWICK
(chuckling)
You're so weird.

PINOCCHIO
No weirder than you, pal!

They throw pillows at each other, laughing.

Beat, as they settle in to sleep.

CANDLEWICK
I'm-- I'm glad you're here.

PINOCCHIO
Me too.

INT. YOUTH CAMP - DAY

Standing on the open battlefield, Podestà stands before all the boys, explaining the rules of the game.

PODESTÀ
...And as with all great empires,
the destiny of Italy will be forged
in the strength of its youth. Today
you get your first taste of war.
You will form two teams!

Candlewick and Pinocchio look to one another, very proud-encouraging each other. THE PODESTA HANDS OUT TWO FLAGS: ONE is a BLACK CROSS with RADIANT LIGHT against a RED BG (Pinocchio's) and the other one is THE BUNDLE OF ARROWS (Candlewick).

Candlewick exchanges a look and a half smile with his father. It is not returned in kind.

PODESTÀ (CONT'D)

In the center of the battlefield is
a tower.

The Podestà continues to address the assembly.

PODESTÀ (V.O.)

The first team to place their flag
at the top of the tower, wins! And
remember, no matter who is on the
other team, THEY are your enemy.

Podestà places his hands on BOTH Pinocchio and Candlewick.

PODESTÀ

(sotto voce)

May the best man win and bring
glory to his team and honor to us
all...

The Podestà's speech becomes VO as we cut to the tower, then
to kids splitting into yellow and red teams, preparing their
guns, loading their grenades with confetti.

PODESTÀ (CONT'D)

The rifles are loaded with paint
and the grenades, confetti. Mark
your kill, boys.

After receiving their guns, the group takes off for battle,
leaving Pinocchio behind.

PINOCCHIO

Hey! Watch it. W-wait!

Kids settle into their trenches with expectant grins on their
faces; maybe some are goofing off a little.

We see Pinocchio and Candlewick on their respective sides,
ready for the horn.

The horn sounds.

KID/S

Eja! Eja! Alala!

WAR begins!

Candlewick and Pinocchio exceed expectations. Podestà is
pleased to see it going so well.

Scenes of war. Short action sequence, with Candlewick and
Pinocchio commanding their groups. It's fun! Pinocchio sees
Candlewick and waves, still oblivious.

PINOCCHIO
(giggling)
Hi!

A boy of Pinocchio's side gets shot with red paint.

CONFIDENT BOY
Argh!

Candlewick and another boy laugh at the sight when suddenly BAM! The other boy is hit with a ball of yellow paint.

LAUGHING BOY
Heheha. Awww.

Candlewick looks briefly shocked to see his friend hit, but quickly recovers.

CANDLEWICK
C'mon boys! Let's go!

The kids dash out of the trenches from both sides.

KID/S
Let's go! Charge! Watch out! Go,
go, go! Yah!

Pinocchio races to the tower under a hail of gunfire.

CANDLEWICK
Faster! Follow me.

Candlewick follows with his team.

Candlewick and Pinocchio BOTH make it to the tower, avoiding being shot, etc--

Pinocchio tosses his gun to one of his teammates.

PINOCCHIO
Catch this.

They climb and race to the top, dodging paint, etc-- they near the top...

Podestà looks on from afar.

They frantically struggle with one another to see who can get their flag up the pole.

They are fighting for real! A tug of war ensues with the flags as they try to dislodge the other.

With one huge tug they both tumble to the ground on opposite sides of the tower.

THE SEARCHLIGHTS backlight them both.

Then: They suddenly realize the absurdity of what they're doing, exchange a look and burst into laughter.

They come together and shake hands. BOTH flags are placed together and raised up the pole.

CUT TO:

INT. YOUTH CAMP - CONTINUOUS

Candlewick and Pinocchio proudly approach the Podestà, who is now sipping tea with the Priest at a table near the edge of the battlefield.

PODESTÀ
You're both here- *why??*

CANDLEWICK
We both won, Father!

PODESTÀ
Oh, is that so? And how did you come to that conclusion, may I ask?

PINOCCHIO
It was a tie!

CANDLEWICK
We both climbed up fast!

Podestà sips calmly.

PODESTÀ
Very good, then. Candlewick...

Podestà takes his own REAL handgun and puts it on the table.

PODESTÀ (CONT'D)
(to Candlewick)
Shoot the puppet.

Pinocchio and Candlewick shuffle nervously.

CANDLEWICK
But Father, this is a real gun.

PODESTÀ
Take your glory, son!! Shoot the
puppet!!

Candlewick can't- trembles.

THEN the sound of planes above! Everybody looks. Bombing
starts. BOOM! Air raid siren. Yellow clouds of gas.

SOLDIER
Take your positions on the
parapets! Defend the center! For
Italy!

SOLDIER 2
Hurry! Hurry! Go, go, go!

SOLDIER 3 (O.S.)
We are under attack!

The Podestà ignores what is happening all around him.

PODESTÀ
I told you to SHOOT THE PUPPET.

BOMBS EXPLODE around them!! Illuminating all with fire!!
Candlewick looks down at the gun and considers.

CANDLEWICK
No! I will not let you do this! All
my life, Father...just trying to
please you. But I never will. You
were right: I'm thin and weak- and
flimsy-- just like the wick of a
candle. Always afraid. But even
then- with all the fear I feel- I
can say "no" to you. I can do that.
(beat)
I'm not afraid to say no. Are you?

PODESTÀ
You filthy coward!!

Podestà rips the gun from Candlewick's hand. He grabs
Candlewick by the neck, lifts and propels him backward.

PODESTÀ (CONT'D)
Yes, you are weak. You are no son
of mine.

Podestà tosses him in a ditch like a piece of trash.
Pinocchio chases after, trying to protect his friend.

PINOCCHIO
Candlewick!

PODESTÀ
Puppet, on your feet!

From atop the ditch, Podestà has now turned the gun on Pinocchio. Pinocchio stands and approaches, defiant.

PODESTÀ (CONT'D)
Time for the final lesson.

Pinocchio turns to look at Candlewick, still on the ground. Candlewick stares back, frozen and afraid.

PODESTÀ (CONT'D)
And now you will know what it is to
truly serve the Fatherland.

A shot rings out. Podestà is struck directly in the eyes by a blotch of yellow paint.

PODESTÀ (CONT'D)
Arggh!

He stumbles back, disoriented and temporarily blinded, becoming caught in the netting.

From behind Pinocchio, Candlewick emerges, holding the gun.

Podestà claws at his eyes, furious and struggling to see.

He hears a noise and pauses. Slowly looks up. A BOMB FALLS. The Podestà struggles to free himself. There is no escape.

It kills Podestà, and throws Pinocchio over the parapets.

Pinocchio lands on the ground, half a mile away. His back is on fire.

Candlewick rushes out of the camp, calling out. Bombs falling all around him. Kids running and screaming. Chaos.

CANDLEWICK
Pinocchio! Pinocchio!!

On the opposite side of the camp, Pinocchio veers into oblivion as we see...

COUNT VOLPE
Hello, my little rebel!! I found
you at last. I lost everything. And
now you will too.

Darkness.

FADE OUT / IN:

EXT. CLIFF - DAY

Pinocchio wakes up.

PINOCCHIO
HUHHH?! Candlewick!?

Pinocchio is tied to a post. Spazzatura and Volpe stand nearby.

Reveal: Pinocchio is tied up. Count Volpe is preparing a huge bonfire.

They are by the side of a cliff.

In the distance: THE YOUTH CENTER and searchlights criss-crossing the sky; BOMBER PLANES release their fiery cargo!!

COUNT VOLPE
Bonjour, mon étoile.

PINOCCHIO
No! Where's Candlewick!??

Spazz stands by Count Volpe - but looks conflicted.

PINOCCHIO (CONT'D)
Spazzatura! Please help me!

COUNT VOLPE
I am all he has in this world, the poor thing. I have forgiven him... But you? You squandered everything!

Count Volpe points his SWORD directly at Pinocchio.

COUNT VOLPE (CONT'D)
Give me that torch, Spazzatura.

Spazz hesitates, anguished for Pinocchio.

COUNT VOLPE (CONT'D)
Spazzatura! Errr, give me that!

Volpe SNATCHES the torch from Spazz and SMACKS him with it for good measure.

COUNT VOLPE (CONT'D)
You mangy ape!

PINOCCHIO

Let me go!

COUNT VOLPE

Is our contract worth nothing? I'll
do my part. And you- you WILL burn!
Burn bright, like a star!

PINOCCHIO

Hey, that's HOT! Worse than
chocolate! Ow! Ow! Help!

Volpe lets out a sinister laugh.

PINOCCHIO (CONT'D)

Please! HELP! Help!! Ow! Help!

And then SPAZZ THINKS AND THINKS AND-

MAKES A DECISION- Leaps off of Volpe and up to Pinocchio! He
gets Pinocchio OUT of the fire. DRAGS him to safety! Flaming!

He heads for the cliffs!!!

Volpe chases Spazz, cane sword in hand. He corners them.

But Spazz is afraid!!!

The fall is too big- too scary.

COUNT VOLPE

How could you do this to me? And
for a puppet?? You loathsome lusus
naturae!!

Count Volpe raises his sword!!

COUNT VOLPE (CONT'D)

You will betray me no more!!!

And then Spazz jumps, and bites Volpe on the face!!!

They tumble back and fall down, screaming simultaneously.

Down-

Down-

Pinocchio looks over the edge- Volpe smashes on the rocks and
Spazz plunges into the water below.

PINOCCHIO

Spazzatura!!!

Pinocchio calls out for Spazz, still trying to free himself from the ropes. Suddenly another bomb goes off nearby.

The edge of the cliff he is on CRACKS. CRUMBLES. FALLS. Carrying Pinocchio down with it.

PINOCCHIO (CONT'D)

Ahhhhh!

POV of his fall.

He sinks INTO THE OCEAN!!!

He sinks.

EXT. OCEAN - NIGHT

Pinocchio and Spazz on the cross, paddling aimlessly.

CUT TO:

EXT. OCEAN - DAY

JUST FLOATING. Exhausted.

PINOCCHIO

Spazzatura, will I ever see my Papa again?

Spazz picks a barnacle off Pinocchio and eats it.

A seagull passes overhead. Spazz tracks it with his eyes.

Then they see-

EXT. DOGFISH

-a MYSTERIOUS ISLAND.

PINOCCHIO

Look, an island!

Spazz celebrates, happily dancing and pounding on the water.

As they are about to go ashore, the island rises up out of the water again. This is no island. This is THE DOGFISH!

PINOCCHIO (CONT'D)

Swim!

They paddle with all their might. They are swallowed.

INT. DOGFISH TUBES

They travel through gross tubes. Pinocchio gets hit by sharp teeth and stuff, Spazz using him as a shield.

INT. DOGFISH

They are finally spat out of an ulcer waterfall.

Ugh-- Spazz covered in goop, completely grossed out.

They look up and watch with horror as the tunnel they were spat out of closes behind them.

Pinocchio tries to find another way out, but it's all just gross fish parts. They wade through muck.

They look over a precipice and see a dilapidated lighthouse and the wreckage of a ship. There appears to be a small fire burning off in the distance.

Spazz points. They head towards it.

Spazz is excited for the heat and starts to warm himself by the fire.

Just then they hear a the faint sound of someone singing off in the distance.

Pinocchio shushes Spazz, straining to hear.

GEPPETTO (SONG)

And if you look at me today, my
heart would heal so fast...

Pinocchio and Spazz look at each other.

PINOCCHIO

Papa? Papa!

Pinocchio rushes towards the sound, sloshing around on planks of wood.

Spazz follows.

GEPPETTO (SONG)

And if you held me right away, I'd
be complete at last. At last.

They leap up on the ship and run towards the bow. And there, they find Geppetto fishing, using Cricket as bait.

PINOCCHIO
(shushing Spazz)
Papa! You're alive!

Geppetto drops his rod to hug Pinocchio. Cricket lets out a joyous laugh.

GEPPETTO
(weakly)
Pinocchio! My Pinocchio!

Pinocchio embraces Geppetto. Cricket gets smushed between them.

CRICKET
(groan)
Love hurts!

CUT TO:

LATER.

They all sit by the fire. A fish is roasting on a spit. Cricket stands close to the fire, playing the violin.

PINOCCHIO
You'll be okay, Papa.

Pinocchio leans against Geppetto, who puts his arm around him.

PINOCCHIO (CONT'D)
After you're feeling better, we'll go right home, okay?

GEPPETTO
No, Pinocchio. There is no escape from this dreaded beast. He comes seeking the warmth of the sun... every decade or so...
(beat)
It will soon sink back to the depths of the darkest, coldest ocean where it dwells and- it will drag us with him.

As Geppetto is talking Cricket stares ahead, watching the smoke from the fire float up and out through the blowhole. Out? Out!

CRICKET

(laughing)

Oh my God, this is it! Follow me!
Hahaha.

GEPPETTO

Follow you, where?

CRICKET

Up to the lighthouse, and freedom!

They get up from the fire and dash off, trying to keep up with an excited Cricket. They all clamber up to the very tip of the lighthouse, the highest vantage point. Cricket perches on the rail.

CRICKET (CONT'D)

The blowholes. We can climb out through them.

He points, but they are still some distance away.

GEPPETTO

But we'll never reach it. It- it's too far.

CRICKET

Pinocchio can help!

Cricket dashes up Pinocchio's arm and begins to whisper in his ear.

CRICKET (CONT'D)

Pinocchio, look...(inaudible whispering)

GEPPETTO

What is it, Pinocchio?

A BEAT AND THEN- PINOCCHIO LOOKS AT GEPETTO.

PINOCCHIO

Oh PAPA, I HATE you!!

GEPPETTO

What?? Well, what do you...

Pinocchio's nose grows.

PINOCCHIO

And I- and I hate YOU TOO,
Spazzatura! And-- and YOU,
Sebastian J. Cricket!

His nose keeps growing!

Spazz grunts angrily.

GEPPETTO

Yes! I SEE!! Just this once, lie,
m'boy!

CRICKET

Yes! That's it! Lie!

PINOCCHIO

My name is... Panucchio!!

GEPPETTO

More, Pinocchio!

His nose grows. Everyone gets excited.

PINOCCHIO

I love the smell of onions! I love,
I love WAR! I wanna be trapped here
forever and ever and ever!

Pinocchio's nose grows larger and larger with each lie.
Cricket jumps on the end of his nose, riding it until it is
super huge, spanning the gap between the lighthouse and the
blowhole. Cricket reaches the other side.

GEPPETTO

Hahaha that, that's it!

CRICKET

Climb now. Everybody climb. Hurry!
Come on!

Geppetto gingerly makes his way onto the nose bridge and
starts carefully working his way across. Spazz jumps forward
and runs, leapfrogging Geppetto and quickly scurries to the
opposite side.

GEPPETTO

What are you...?

As Geppetto continues, the branches twist and turn; he can
barely hold on.

GEPPETTO (CONT'D)

Ooh--oh, oh, oh--steady...whoa!

The end rustles up and down the blowhole and something
awakes.

EXT. DOGFISH

DOGFISH (SFX O.S.)
(loud and echoing)
GRRRRRROOOAAAAANNNN!

INT. DOGFISH

Spazz looks on, concerned, as Geppetto continues to work his way forward.

GEPETTO
(trying to balance)
Ehhh--whoa--ahh--my word--oh dear.

The nose is rocking and shaking all over the place, so much so that it SNAPS clean off of Pinocchio's face. He lunges forward quickly to grab a hold of it before it falls.

GEPETTO (CONT'D)
Whoa--hold it--oh. Wahh.

It's more steady now and Geppetto manages to make it the rest of the way across. They laugh and celebrate. Pinocchio secures the branch on his end and starts to make his way across.

GEPETTO (CONT'D)
That's it. Don't look down,
Pinocchio. Look at me. Look at your
Papa!

He is halfway when the whole thing twists and rotates, flipping Pinocchio upside down! He clings on for dear life.

PINOCCHIO
Ahh--Ahhh!

As it swings around it almost hits Geppetto and Spazz inside the blowhole as well.

GEPETTO
Ahh!

CRICKET
He's going to sneeze. Hurry!

EXT. DOGFISH

The Dogfish feels something scratching around and becomes even more irritated.

DOGFISH (SFX)
Groaaaaann

Walls around them begin to shake...

INT. DOGFISH

The branch continues to slip. Pinocchio is hanging, trying to keep his grip as the whole thing keeps shifting. He finally manages to right himself, but it's too late. The end of the branch slips from the rail and begins to fall.

Pinocchio sprints up the branch as it begins to drop, desperately trying to reach Geppetto and the others.

PINOCCHIO
No...Noooo! Ahhhh!! Ahh!

He reaches the end and leaps, launching himself into space as the branch plummets below him.

GEPPETTO
I've got you, son!

With a CLAP! Geppetto is able to reach out and grab Pinocchio's wrist at the last moment.

GEPPETTO (CONT'D)
Hold on my, boy!

PINOCCHIO
Help! Help!!

EXT. DOGFISH

The Dogfish howls and writhes angrily.

THE ENTIRE WORLD SHAKES AROUND THEM!

INT. DOGFISH

Geppetto tries to hang on to Pinocchio and pull him up but now huge gusts of wind from the blowhole make it impossible. Geppetto loses his balance and the both begin to fall.

GEPPETTO & PINOCCHIO
Ahhhhhhh!

Just as they are about to smash into the ground, A HUGE GUST comes from one of the blowholes, sucking them back up and into the air.

EXT. DOGFISH

The Dogfish rumbles and then:

HUGE SNEEZE!

DOGFISH
CCHHOOOOOOO!!!!!!

Pinocchio, Geppetto, Spazz and Cricket- and a bunch of debris- all shoot out of the Dogfish's blowhole, screaming.

EXT. OCEAN

Splash! Our heroes all land in the water with the debris.

Pinocchio clambers up on the first thing he can find, a huge MINE! He is breathing heavy, trying to catch his breath.

Off in the distance, everyone else scrambles onto a makeshift raft.

BAMM! The Dogfish reemerges from the depths! MORE STEAM THAN EVER coming from its orifices. EYES RED! GROANING IN FURY!

Pinocchio sees the Dogfish swimming up towards him and knows he's about to be eaten once again.

PINOCCHIO
Uhh oh. Whoa-No--No---Ahhhhh!!!

The Dogfish's huge maw closes over Pinocchio and the mine as well.

Cricket, Spazz, and Geppetto watch in horror as Pinocchio is swallowed.

CRICKET
Oh no!

GEPPETTO
Pinocchio!

Off in the distance, the Dogfish surfaces. Clinging to his tooth we see Pinocchio! The chain of the mine is wrapped around it.

PINOCCHIO
Papa!! Papa!!!

The Dogfish spots the raft and turns towards it menacingly.

GEPETTO

It's coming for us! Quick!

Spazz seeing what's happening jumps back in the sea!

CRICKET

C'mon, Spazzatura, you can do it!

Spazz acts as an outboard motor!!!! He pushes till it hurts. They start speeding up!

They head away- the Dogfish gaining rapidly!!

Pinocchio looks out from the mouth and sees that the Dogfish is headed straight for his friends.

His eyes quickly search around. What can he do?

He tracks the chain to the end of the Dogfish's gullet. An idea dawns on Pinocchio.

Pinocchio leaps off the tooth and into the water gushing through the Dogfish's mouth. He tries to swim towards the mine.

The Dogfish barrels forward with ferocious speed towards the raft.

Pinocchio is swept towards the mine, but the current is too strong!

He grasps desperately for the mine but misses and is carried over the edge.

Spazz and Geppetto are paddling with crazy determination!

CRICKET (CONT'D)

Yes, faster, Spazzatura!!

GEPETTO

Hold on!

The Dogfish gains on our heroes and is ABOUT TO SWALLOW THEM-

Suddenly we see Pinocchio! With monumental effort he swims up the waterfall!!!

He grabs the side of one of the firing pins, barely hanging on.

The mouth of the Dogfish opens wide. It is right on top on them.

CRICKET

Oh my God, this is it!

With his last ounce of strength, Pinocchio pulls himself up by one arm and detonates the mine.

Gulp! Beat. BOOOOMMMMM!!!

The Dogfish EXPLODES!!

Our heroes are thrown asunder by a tidal wave!!

THE RAFT BLOWS UP.

GEPPETTO HITS THE WATER AND SINKS, UNCONSCIOUS.

BLACK.

INT. LIMBO ANTEROOM

Pinocchio pops out of the coffin.

PINOCCHIO

No!! Not NOW!!

CUT TO:

INT. LIMBO

Pinocchio stands before Death, who is setting down a HUGE hourglass.

PINOCCHIO

Send me back, now! Please, I need to go back to save my Papa.

DEATH

You know the rules, Pinocchio.

Long pause as Death considers Pinocchio.

DEATH (CONT'D)

All the sand must fall before you can return.

PINOCCHIO

There's no time! He's dying!

DEATH

Rules are rules. And if we BREAK them--

She taps the glass of the timer with her claw, very deliberately.

DEATH (CONT'D)

--There are dire consequences.

Pinocchio knows she is trying to tell him something but doesn't quite understand. He steps closer to the glass timer.

DEATH (CONT'D)

If you were to go back now- so soon-
you would become mortal.

(beat)

You might save Geppetto. But you
will die, Pinocchio. And it will be
your last life.

PINOCCHIO

I don't care- send me back!!

(beat)

Do it!!

He looks at Death.

DEATH

Not me, wooden boy. Break the
rules. Break them. If you're sure?

She TAPS the glass again. This time a small crack appears.

Pinocchio turns back to the timer and--

SMASHES IT! The sand scatters.

All the timers behind Death instantly burst!

A portal opens on the ground behind Pinocchio.

Death and Pinocchio bow to each other in acknowledgment.

DEATH (CONT'D)

Now, go to your father, child. And
make the most of it.

Pinocchio takes a running leap and dives through.

EXT. OCEAN - DAY

Pinocchio shoots out of the water. He is missing an arm and
part of his leg-- now just stumps.

He falls back in, then rises to the surface and GASPS for
breath! He's alive! He has a chance to save Geppetto!

PINOCCHIO

Papa!

His missing limbs make it hard for him to swim, but he reaches Geppetto and gets him on his back. With ALL HIS MIGHT he heads towards the shore, struggling... choking...

PINOCCHIO (CONT'D)

Papa...

He pushes Geppetto to shore.

We do not see Pinocchio.

EXT. BEACH - DAY

Spazzatura drags himself out of the ocean. The beach is covered in MINES from the ocean. The ocean is now pristine.

The Dogfish is nowhere in sight.

Spazz is utterly exhausted but RELIEVED. He made it! Land!

Something wriggles in Spazz's mouth. He coughs up: Cricket!

CRICKET

We- we made it! Hahaha I can't believe it!

GEPPETTO (O.S.)

COUGH! *COUGH!*

Cricket and Spazzatura look over:

Geppetto and Pinocchio have washed up on the beach.

Geppetto rises and spits up ocean water.

Pinocchio does not. PINOCCHIO IS INERT.

Geppetto rushes to Pinocchio.

GEPPETTO (CONT'D)

Pinocchio! My boy, my...boy.

Geppetto kneels over Pinocchio's limp, destroyed body and raises his head out of the water. His eyes are lifeless dots.

GEPPETTO (CONT'D)

Wake up, Pinocchio! Like last time!
Get up! You're fine! You- you-

Spazz and Cricket rush to Geppetto. When they see, they know:

Pinocchio is dead. His body moves gently with the tide.

Tears in his eyes, Geppetto desperately tries to reanimate Pinocchio.

GEPPETTO (CONT'D)

You are here, my dear son, can't
you see me? You're-- you're alive,
you're so free, I need you...my
son.

Geppetto weeps.

The Wood Sprite appears beside them.

WOOD SPRITE

Master Geppetto...I only wished to
bring you joy.

Geppetto looks to see the Wood Sprite, too grief-stricken to
be amazed by the sight of her.

GEPPETTO

And you DID. You DID bring me joy--
(embracing Pinocchio)
--such terrible, terrible joy.
Please! Bring him back to me!

WOOD SPRITE

To save you, he became a real boy.
And real boys... don't come back.

GEPPETTO

I know that... I know, but...

Then the Cricket stands up, FURIOUS.

CRICKET

It's not FAIR! In this world you
get what you give, remember?? And
this boy gave-- why, he gave
everything he could!

The Wood Sprite looks at them both. Considers.

CRICKET (CONT'D)

You said if I should perform my
duties and make Pinocchio a good
boy- guide him into doing what is
right, you would concede me one
wish!

WOOD SPRITE

I did. And did you accomplish this task?

CRICKET

OKAY! Fine! So maybe I didn't do so great. Maybe I messed up a little- or a lot- but- Well, I tried my best and that's the best anyone can do! PINOCCHIO taught me that! I mean, I taught it to him and then he taught it straight back at me! And- You know why? Because- because he was GOOD!

Everyone is touched by the Cricket's words.

The Wood Sprite nods.

WOOD SPRITE

Well then, noble Cricket: Choose wisely...

CRICKET

Well, gosh darn it!! I wish him back to life!

The Wood Sprite places her hands on Pinocchio. He begins to glow.

WOOD SPRITE

Very well then. Little wooden boy made of pine- may you rise with the sun and wander the earth- be his son- fill his days with light. So he'll never be alone.

GEPPETTO

PINOCCHIO- my child- I was trying to make you someone you were not. So- don't be Carlo, or anyone else! Be exactly who you are! I- I love you exactly as you are...

And so, Pinocchio awakes.

PINOCCHIO

Then I will be Pinocchio! And you will be my Papa! Will that do?

GEPPETTO

That will do.

The Wood Sprite fades away.

They all begin to laugh and celebrate.

The Cricket watches, feeling a little emotional himself.

CRICKET

Oh- life is such a wonderful gift!

INT. GEPPETTO WORKSHOP

Series of shots of Pinocchio, Geppetto, Spazz and Sebastian living together in the house.

- Spazz pushes Geppetto in a wheelchair. Pinocchio reads to them by the fire.

- The Cricket working on his book.

-Spazz and the Cricket play chess.

CRICKET

Checkmate.

- Teaching Pinocchio how to make puppets. They work together.

CRICKET (V.O.)

And so it was... That we lived our lives. We never saw the Wood Sprite again. Geppetto aged- Pinocchio didn't- And in time Geppetto left...

- Pinocchio tucks Geppetto into bed. Geppetto FADES. Pinocchio is alone.

INT. GEPPETTO WORKSHOP - DAY

CRICKET (V.O.)

One winter morning Pinocchio found me by the window.

Pinocchio and Spazz walk past the window and see... Sebastian in a dead, but peaceful pose on the windowsill.

CRICKET (V.O.)

I wasn't moving anymore, so he put me in a matchbox and he carries me still with him. Right in his heart.

EXT. HILL BESIDE PINE FOREST

PULL OUT to reveal: A little matchbox is in his heart.

Pinocchio and an old Spazzatura with a cane walk up the hill.

As they go, Spazz FADES AWAY as well. A third grave appears at the top of the hill. It reads:

"SPAZZATURA - Star of the Stage"

Pinocchio places flowers at each of the graves on the hill.

Pinocchio tenderly touches Geppetto's gravestone and heads off into the sunset.

CRICKET

He ventured into the world. And the world, I believe, embraced him back. I've not heard of him in quite awhile... Will he eventually die? I think so-

(beat)

And maybe that makes him a real boy. What happens, happens.

(beat)

And then we are gone...

INT. LIMBO ANTEROOM

RABBIT 4

Are you gonna keep yappin' or are you gonna play?

CAMERA pulls back to reveal Cricket is there, playing cards with the Black Rabbits.

CRICKET

Do you mind? I was recounting my life...

RABBIT 4

It was a good life!

RABBIT 3

Ahh, good enough.

He looks at CAMERA and winks!

CRICKET

Hit it, boys!

The Rabbits look around, confused. Cricket breaks into song. Credits roll over song.

CRICKET (SONG) (CONT'D)

My dear father loved to say:
 Hop to the top of a day
 The drops are easy to swallow.
 My dear father loved to say:
 Mop your tears and mend your
 sorrows
 To not drown your soul wishing for
 better tomorrows.
 You want to think bright,
 You want to think right.
 A star falling down, down, down
 Doesn't break the night.
 You want to think bright
 Whatever you do,
 Shadows brings you down, down, down
 Dimming all the light
 As you try to climb.
 For life has a funny way of going
 'round and 'round
 On a ride it goes, one day side to
 side, one day upside down,
 Down, down.

You can make it right,
 Well worth a good fight
 And if some days have downs and
 lows
 Open your arms to better tomorrows
 A floating tune is in the air
 (whistling)
 The simple things you care to share
 (whistling)
 A trace of light, a flock of
 sparrows,
 Anything high you dare to follow
 Open your arms to better tomorrows.
 Tomorrows.
 You want to think bright,
 You want to think right
 To let your heart sing, sing, sing
 On a summer night.
 You want to think bright
 Whatever you do.
 When the strings go zing, zing,
 zing
 Fly high with the band
 Just get up and swing
 (whistling)
 You can make it right,
 Well worth a good fight
 And if some days have downs and
 lows
 Open your arms to better tomorrows
 (MORE)

CRICKET (SONG) (CONT'D)

Watercolors in May, painting a
purple sky
A pen, a line, a river.
Strokes on a mandolin playing a
gentle sigh,
These are the simple things that
matter.
You want to think bright,
You want to think right.
And let your heart sing, sing, sing
On a summer night.
You want to think bright
Whatever you do.
Teeny bells go ding, ding, ding
Laughing in the wind
A kite on a string
For life has a funny way of going
'round and 'round
On a ride it goes, one day side to
side, one day upside down
Down, down.
And you make it right,
And your heart is bright.
So let the world know how it goes:
Open your arms to better
Open your arms to better tomorrows.

BLACK.