

PUSS IN BOOTS: THE LAST WISH

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EXT. A STARScape

A scene of surpassing beauty: ethereal light, vibrant cosmic clouds, jewel-like constellations. Celestial gases swirl-- then FLARE as A NEW STAR blazes to life.

PUSS (V.O.)
Star light, star bright, first star
I see tonight-- I wish I may, I
wish I might, have this wish I wish
tonight.

Title on screen: *This story is a Fairy Tale.*

The star begins to fall from the heavens, shedding enchanted light.

PUSS (V.O.)
Once upon a time, a wishing star
fell from the sky--

The star plummets to Earth. It impacts within an OLD GROWTH FOREST, sending out a burning pulse of cosmic power.

PUSS (V.O.)
Scorching a great woods black.

Glittering stardust rains onto the ashy earth.

TIME LAPSE: a tiny plant sprouts, vivid green against the blackened landscape. Saplings grow and stretch for the sky. Colorful flowers bloom, fed by stardust, drawing enchantment from the soil.

PUSS (V.O.)
The Dark Forest was born. The
wishing star hidden at its center
filling it with new life and the
legend of a single wish, locked
away in the star... waiting to be
granted.

Title on screen: *PUSS IN BOOTS ~ The Last Wish*

INT. CLIFFSIDE MANSION - DARK HALLWAY - NIGHT

FAMILIAR BOOTS step from the shadows: stylish size ones, beautifully cobbled.

PUSS IN BOOTS walks down a dark hallway. He approaches a curtain and pauses like an actor about to take the stage. Beyond the curtain, an excited crowd chants his name.

CROWD (O.S.)
Puss in Boots! Puss in Boots!

Puss limbers up, takes a deep breath and steps through the curtain. It's showtime...

INT. CLIFFSIDE MANSION - BANQUET ROOM - CONTINUOUS

Puss enters to CHEERS.

PUSS
Welcome to my fiesta!

There's a party underway and it looks like a raucous one. HAPPY PEASANTS crowd the room. Someone is carting in a wheelbarrow of fireworks. Someone else, rolling in a barrel of leche.

A HOUSE BAND plays upbeat music as Puss threads his way through the adoring crowd.

PUSS (CONT'D)
Make yourselves at home! Yeah!

Puss skewers a magnificent spread of food, making a sword-kabob.

PUSS (CONT'D)
Come on, eat!

Puss leaps, uncorking three stacked barrels with one swipe of his sword. Leche pours forth and people fill their goblets.

PUSS (CONT'D)
Drink up! Ha, ha!

As Puss walks through the crowd, people extend their hands to lift him up.

PUSS (CONT'D)
Hey! Hola, amigo. Good to see you again!

A woman FAINTS, overcome with emotion.

FEMALE PARTY GOER
OHH!

Puss is lifted skyward, walking on the upraised hands of the crowd. He inadvertently steps on a LITTLE BOY's face, leaving a boot-print.

LITTLE BOY
Papa! He stepped on my face!

PROUD PAPA
And we will never wash it again!

The crowd goes WILD as Puss poses on a high balcony,
overlooking the audience. Someone hits him with a spotlight.

PUSS
Good people of Cordova--

PARTY GOER #1 (O.S)
It's Del Mar.

PUSS
People of Del Mar, accept these
golden gifts from Puss in Boots!

Puss tips over a wooden chest and gold coins rain down on the
audience below. Applause!

PARTY GOER #2
(shouting up)
Play a song!

PUSS
No, no, no, I couldn't.

LITTLE BOY
Sing, Puss! Sing!

PUSS
(feigning modesty)
I couldn't possibly--

A guitar flies in from off screen. Puss catches it without
looking.

Puss launches into an elaborate flamenco solo, stomping his
heels in time to the beat.

PUSS (CONT'D)
(singing)
Who is your favorite fearless hero?
Who is your favorite fearless hero?

SONG MONTAGE: The cuts are fast, the action is crazy, the
crowd is loose.

Giant BALLS OF YARN are launched into the audience. The crowd
bounces them around like BEACHBALLS!

PUSS (CONT'D)
(singing)
Who is brave and ready for trouble?

CROWD
(singing)
You are! You are!

PUSS
(singing)
*Hah hah! Who is unbelievably
humble?*

CROWD
(singing)
You are! You are!

Puss stage dives from the balcony and crowd surfs. He lands elegantly on a bar top, spins and kicks glasses of leche to the crowd. One happy party goer is clobbered by a glass.

PUSS
(singing)
*Who is your favorite fearless hero?
Who is your favorite fearless hero?*

A MAN'S HAND is splayed on a table while a blade stabs "Pin-Finger" around it. Reveal: Puss is using his sword like a pogo-stick, bouncing around the guy's fingers.

PUSS (CONT'D)
(singing)
Who's the gato who rolls the dice?

PARTY GOERS
You are!

PUSS
And gambles with his life?

PARTY GOERS
You are!

Now PUSS is splayed out on a SPINNING ROULETTE WHEEL. PARTYGOERS play "PIN-FINGER", stabbing a knife between his limbs.

PUSS
(singing)
*Who's never been touched by a
blade?*

PARTY GOERS
You are!

PUSS

Puss in Boots is never afraid!

VERY CLOSE ON: Puss' boots, dancing artfully in time to the music. WIDER: The boots are actually worn by a high-stepping ANDALUSIAN HORSE. Puss is riding on the horse's back, sipping leche.

PUSS (CONT'D)

(singing)

Who is your favorite fearless hero?

Who is your favorite fearless hero?

TWO PRETTY CATS tip over candlesticks and create a curtain of dazzling fire. Puss dances through it, tangoing across the tabletop with a besotted CHICKEN.

The song reaches a fevered climax as Puss rips into another flamenco solo, swinging on a VELVET CURTAIN, poised over the crowd.

PUSS (CONT'D)

(singing)

Who is your favorite fearless--

The mansion doors BANG OPEN, interrupting. A man enters, bearing luggage. He's flanked by armed guards.

PUSS (CONT'D)

(trailing off)

--hero?

The GOVERNOR, a pompous bureaucrat in a powdered wig, has returned from vacation. This is HIS mansion. He sputters, looking around in disbelief.

GOVERNOR

My clothes!

Peasants have raided the Governor's wardrobe and are parading around in his finest threads.

GOVERNOR (CONT'D)

(gasp)

My wig!

They've raided his wig closet as well. A bewigged PLOW-HORSE stares at him and NICKERS.

GOVERNOR (CONT'D)

(gasp)

My portrait!

The face of the Governor's immense portrait has been painted over with a likeness of Puss in Boots. The Governor spots Puss himself, hanging above it.

PUSS

Oh, hey, Governor. Uh...One second.

Puss uses his claws, slo-owly sliding down (and shredding) the Governor's portrait.

GOVERNOR

The outlaw Puss in Boots!

Puss lands and smiles sheepishly.

GRAPHIC INSERT: The iconic Puss in Boots BOUNTY POSTER smashes into frame (Wanted: Dead or Alive).

PUSS

Welcome! Mi casa es su casa!

GOVERNOR

No, su casa es MI casa!
Arrest these filthy peasants-- and
bring me the head of Puss in Boots!

The guards run at Puss. He draws his sword and turns to the band.

PUSS

Hey! This is a party! Where is the
music?

The BAND PLAYS AND SINGS over action:

BAND

(singing)

*He's the blade of justice. Stands
up against evil. Fighting for the
people. And he's very good looking.
Who is your favorite fearless hero?
Who is your favorite fearless hero?*

Puss dispatches the guards with jaw-dropping skill, his moves worthy of a dancing master.

BAND (CONT'D)

Puss in Boots! Puss in Boots!

The Governor snarls and draws his sword.

He attacks! Puss parkours off a tower of hors d'oeuvres, leaps onto an ice sculpture and slides away, avoiding the Governor's blows.

PUSS

Puss in Boots has never been
touched by a blade.

Two band members echo Puss.

BAND MEMBERS

(singing)

Never been touched!

PUSS

But you--

On cue, the Governor's wig splits in half, his belt snaps, and his pants drop around his ankles. The Governor stands there in a frilly pair of undies, wilting beneath gales of laughter.

GOVERNOR

Skin that cat!

Puss leaps into the wheelbarrow full of fireworks. He strikes a match, enjoying himself immensely.

PUSS

Governor...

(touching a fuse)

Lighten up!

FWOOSH! Puss flies from a cloud of smoke, riding a SKYROCKET like a bucking bronco. He zeroes in on the Governor, who leaps sprawling for cover, dropping his pants. Puss abandons ship as the rocket shoots toward the ceiling.

EXT. DEL MAR - COUNTRYSIDE - NIGHT

The sky above the Governor's mansion explodes with fireworks. The sound booms and rebounds from the surrounding mountains.

One of the mountains shudders, shifts-- and then STANDS. A colossal MOUNTAIN GIANT has been roused by the noise. He's a weird, elemental creature with huge antlers, an eye-patch-- and an insatiable appetite.

The giant lumbers toward the Governor's mansion, licking his chops.

INT. CLIFFSIDE MANSION - BANQUET ROOM - NIGHT

Puss faces down three of the Governor's men, disarming them easily.

PUSS

Ha, ha, ha-- uh-oh.

A dozen more leap at Puss, DOG-PILING onto him, a heap of tangled limbs and armor. WHIP PAN to a nearby table where Puss reclines, totally at ease, sipping a cool glass of leche.

PUSS (CONT'D)

Silly guards, dog-piles don't work
on cats!

Suddenly, the room shudders, pitching so violently that Puss almost (*almost*) spills his drink. Debris cascades from above as the Mountain Giant tears the roof off and peers into the mansion, his one eye aglow, searching.

PUSS (CONT'D)

Holy frijoles!

PARTY GOER #2

You awoke the sleeping giant of Del
Mar!

The giant scoops up a handful of people and places them in an enormous satchel. Snacks for later, no doubt.

Puss springs into action as the giant hoists the Little Boy into the air!

LITTLE BOY

Wheee! I'm flying!

PUSS

No, you are not flying! I will save
you!

The Governor is snatched up as well.

GOVERNOR

Save me, too!

PUSS

If it's convenient.

On the bandstand: Puss leaps onto a double-bass, wedging himself in the strings like an arrow in an archer's bow.

PUSS (CONT'D)

(to bassist)

You! Launch me!

(to the band)

And the rest of you, play double-
time!

The band plays rousing music as the bassist launches Puss skyward.

BAND
(singing)
Who is your favorite fearless hero?
Who is your favorite fearless hero?

EXT. DEL MAR - VILLAGE - DAWN

Villagers fill the streets, watching.

Puss in Boots soars through the air, sword straight, blade true, silhouetted against the dawn. The giant bellows and reaches out to catch him.

CLOSE ON THE GIANT'S HAND, grasping, powerful, inevitable. FFFT! Puss zips in and STICKS his sword right under the giant's thumbnail. The crowd winces, feeling it.

PUSS
The Spanish Splinter!

The giant regards his thumb for a long, slow-witted beat. Then--

MOUNTAIN GIANT
Yeeaaaahhhhhgh!

He shakes his hand in agony, flinging Puss deep into the village. Puss crashes through tenant buildings, bursting through multiple apartments and finally into--

A KITCHEN: where a MAN sits, enjoying a cup of espresso. Puss grabs the cup from the man's hand.

PUSS
Gracias.

The espresso does the job. Puss MEOWS, slams the cup onto the table and launches back into action, revived.

BACK WITH THE GIANT: who smashes through a BELL TOWER, rips the bell free and starts swinging it around like a wrecking ball. Buildings are reduced to rubble.

Puss appears, running on the rooftops, returning to the fight. VILLAGERS CHEER like crowds at a football match.

PUSS (CONT'D)
Fear me, if you dare!

Puss JUMPS onto the BELL, hitching a ride as the Mountain Giant whips it into the air! From inside the giant's satchel:

VILLAGER
(muffled)
Help! Please, señor!

Puss leaps onto the satchel and cuts a strap. The captive villagers CHEER as they swing gently to the ground and run for freedom.

LITTLE BOY
Yay!

Now, Puss presses the attack, making an unbelievable AERIAL SPIN and landing with his tiny sword planted in the giant's shoulder. The giant HOWLS. Puss whispers in his ear.

PUSS
(quiet)
Hey giant, pray for mercy from...
(loud)
Puss in Boots!

Puss grabs onto the huge eyepatch and slides it over the giant's one good eye. The giant blindly swings the bell. The bell rope cinches around his antlers, tightening as the bell spins in diminishing circles.

At the last moment, Puss lifts the eyepatch.

PUSS (CONT'D)
Hey, you want to see something cool?

DONNGGG! The bell slams hard into the giant's temple. He staggers, stiffens, then crashes like a felled redwood.

The music CRESCENDOS! Puss leaps to safety, using his sword to slow his momentum as he slides through the streets, drawing a trademark capital "P" in the sand.

Dust fills the streets of Del Mar. When it clears, we see the giant, down for the count, the bell swinging from his antlers. Puss stands before him, striking a pose, a total hero. Villagers gather around him and cheer.

CROWD
PUSS IN BOOTS! PUSS IN BOOTS!

Puss smiles, drinking it all in. He accepts a bouquet of flowers from a chicken.

PUSS
Gracias, Del Mar! You've been
great! Get home safely! Goodnight!

Puss walks out of frame. The crowd keeps chanting. After a long beat, Puss pokes his head back into the shot.

PUSS (CONT'D)
You still here?

The crowd roars. Puss struts back in with his guitar.

PUSS (CONT'D)
Okay, okay, one more number...
I call this one, "The Legend Will
Never Di--"

DONNGGG! The BELL lands right on PUSS, smashing him flat!

CROWD
Ohhh!

LITTLE BOY
Puss in Boots!

Lights out. Show's over.

CUT TO BLACK.

INT. VET'S OFFICE - DAY

Darkness. And then a voice.

VOICE
Puss? Puss? Puss in Boots?

Puss opens his eyes. Coming into focus, a 17TH CENTURY VETERINARY OFFICE. Puss is lying on an examination table. Standing before him, THE VET, an energetic oddball with a fancy hair-do.

PUSS
(groggy)
Where-- where am I?

VET
Not to worry, You're in good hands.
MY hands.

The Vet GRABS Puss and hoists him up.

VET (CONT'D)
I am the village doctor.

He examines Puss with an array of medieval instruments, rapid fire.

VET (CONT'D)
I am also the village barber,
veterinarian, dentist and witch-
finder!

Poof! The Vet tosses a handful of medicinal powders into Puss' face.

VET (CONT'D)
And in my professional opinion: you
need a wash, a blow out and a
little trim around the
hindquarters.

PUSS
Uh--

VET
That's my professional BARBER
opinion. But! Putting on my
doctor's hat--

He puts on his DOCTORS HAT. It's an actual hat, fixed with
candles, powerful lenses and reflecting mirrors.

VET (CONT'D)
I think we need to run a few tests.
Reflexes!

The Vet raps Puss on the knee with a MALLET. Puss cat-slaps
him ten times in the face.

VET (CONT'D)
Cat-like. Temperature! Now lift
your tail and relax.

The Vet produces a THERMOMETER, spins Puss around and lifts
his tail. Puss grabs the thermometer and tosses it away.

PUSS
Trust me, I run hot. Yup.

The Vet hoists up a LARGE JAR.

VET
Then how about the latest in modern
medical technology? Leeches! To
draw out the evil humors...

The Vet seizes a LEECH from the jar and comes at Puss. Puss
HISSES.

VET (CONT'D)
Suit yourself. More for me.

The Vet drops the leech down his own collar.

PUSS
Listen, doctor. Thanks for everything, you know, but I am feeling great! Strong, like the bull! You know? Now, do you know a good place to get some gazpacho?

VET
Puss, this is serious.

PUSS
What is it?

VET
Puss in Boots...How do I say this? You DIED.

PUSS
Doctor, please...
(bright)
Relax! I am Puss in Boots. I laugh at death! Ha, ha, ha-- you see? And anyway, I am a cat. I have NINE LIVES.

VET
And how many times have you died already?

PUSS
I dunno, I never counted. I am not really a "math guy".

VET
Gato--

PUSS
Take it easy, doctor. Let's see...
(thinks)
There was the running of the bulls in Pamplona...

FLASHBACKS

EXT. THE STREETS OF PAMPLONA, SPAIN - DAY

Puss is in the middle of the RUNNING OF THE BULLS. He skids to a stop and talks to a pretty señorita.

PUSS
Hola, señorita. Do you like
gazpacho?

The bulls trample Puss flat. That makes ONE DEATH.

INT. A CASINO ON THE CÔTE D'AZUR - NIGHT

Puss sits at a gaming table, surrounded by the iconic POKER
PLAYING DOGS. He lays down five aces on the felt.

PUSS
Guess it's not your night, huh
fellas?

The dogs leap at Puss, SNARLING. That's TWO DEATHS.

EXT. BARVARIAN ROOFTOPS - DAY

Puss stands on the top of an impossibly tall tower, calling
down to festival goers below. He's kitted out in lederhosen
and holding a sloshing stein of leche.

PUSS
(tipsy)
And I'm telling you, a cat always
lands on his feet! Watch!

Puss leaps heedlessly from the tower and plunges toward the
streets. That's DEATH NUMBER THREE.

EXT. A MEDIEVAL GYMNASIUM - DAY

Puss sits on a weight bench, about to press a barbell loaded
with tons of plates. A spotter stands behind him, but Puss
waves him away.

PUSS
No! Puss in Boots doesn't need a
spotter. Watch!

Puss struggles to lift the weight-- and fails. Fatally. FOUR.

EXT. A PORT TOWN - PORTUGAL - DAY

Puss is on the deck of a ship anchored offshore. He climbs
into the mouth of a cannon.

PUSS
No need to pull into port! This
will revolutionize travel! Watch!

BOOM! DEATH NUMBER FIVE.

INT. A PARISIAN RESTAURANT - NIGHT

Puss has his head down, eating a plate of food. A waiter stands nearby.

PUSS
Excuse me, does this have shellfish
in it?

WAITRESS
Yes, sir.

Puss looks up, revealing his face. It's swollen. Horribly.

PUSS
(shrugging it off)
Eh.

Puss goes back to eating: DEATH NUMBER SIX.

INT. DRURY LANE BAKERY - DAY

Puss and GINGY stand in front of a red-hot oven as muffins bake.

GINGY
Puss, I think you set the oven too
high!

PUSS
(scoff)
I'm a master of the baking. Watch!

Flames suddenly explode from the oven, burning Puss to a crisp. That makes SEVEN.

BACK TO

THE VET'S OFFICE, as Puss stands there adding up deaths.

PUSS (CONT'D)
And then there was the giant today.
(counting)
So what is that, like... four?

VET

That makes eight, Puss. You are down to your last life.

(writing on clipboard)

My prescription: no more adventures for you! You need to RETIRE.

PUSS

Me, retire? Are you the village comedian as well?

VET

Puss, is there any safe place you can go? Any special someone you can rely on in this moment of need?

PUSS

I am Puss in Boots, loved by one and all.

VET

Anyone in particular?

PUSS

I mean-- uh, how could I possibly choose?

The Vet scribbles on a card and hands it to Puss. Puss regards it dubiously.

VET

This is the address of Mama Luna. She is a cat fancier, always on the lookout for a new lap-cat. You will be safe there.

Puss leaps from the exam table and heads for the exit.

PUSS

Lap-cat?! I am no lap-cat, Doctor.
(again, emphatically)
I am Puss in Boots!

VET

Not any more. Barber's orders.
(correcting)
I mean, Doctor's orders.

Puss opens the exam room door and heads for the exit, not looking back.

VET (CONT'D)

And remember, Puss. Death comes for us all.

The Vet rattles a jar of complimentary CAT TREATS.

VET (CONT'D)

Treat?

Puss stops-- then reluctantly returns for his treat, grabbing the whole jar.

PUSS

(munching away)

You've really got to work on your bedside manner!

Puss stomps off, taking the jar of treats with him.

INT. TAVERN - NIGHT

QUICK SHOTS: Milk is steamed, poured into a shot glass and slid down a bar top.

WIDER: It's late. The tavern is empty. Puss sits at the bar, lapping shots of heavy cream, contemplating his future and his fate.

PUSS

(muttering to himself)

I am Puss in Boots, I am no one's lap-cat. That doctor is a quack and a crazy man. He should stick to cutting hair...

BARTENDER

Last call, Señor Boots.

PUSS

Another glass of cream. Make it your heaviest.

BARTENDER

I keep the heavy stuff in the back.

The Bartender exits. Puss regards his reflection in the mirror over the bar.

PUSS

Retire? Hah! You are too good looking to retire.

A breeze howls through the tavern. Candles flicker, casting creepy shadows. And then... the sound of WHISTLING. It's tuneless, haunting. And close.

Puss looks over to see an immense, white WOLF sitting on the barstool beside him. He's hooded, staring straight ahead--

Finally, the Wolf turns to Puss and smiles, showing a tangle of sharp teeth.

WOLF
Well, well, if it isn't Puss in
Boots himself.
(chuckles)
In the flesh.

He lingers on the word "flesh," savoring it.

PUSS
Uh-- hey.

WOLF
There's the famous hat. The
feather. And of course, the *boots*.
(appraising them)
My compliments to your cobbler.

PUSS
(turning away)
Thanks. Good to meet you, too.

WOLF
Hey, I never do this, but-- can I
get your autograph? Been following
you for a long time.

The Wolf unrolls the Puss in Boots bounty poster ("Wanted: Dead or Alive!") on the bar top. He taps the word DEAD with one terrible claw, over and over again.

WOLF (CONT'D)
Sign right there.

Puss regards the Wolf coolly. He gets it.

PUSS
Puss in Boots laughs in the face of
death-- *bounty hunter*.

WOLF
So I've heard.

PUSS
You will find your reward does not
come easily, this I tell you.

Puss stands up on his barstool, paw hovering over his sword. The Wolf calmly pours himself a drink.

WOLF

Everyone thinks they'll be the one to defeat me, but no one's escaped me yet.

PUSS

(yawns)

Let's get this over with.

(drawing his sword)

Fear me, if you--

CLANG! The sword is knocked from Puss' paw! He blinks and runs to retrieve it.

PUSS (CONT'D)

Okay, no more messing around. Hah!

Puss charges, flips acrobatically and swipes his blade at the Wolf. The Wolf evades it with ease.

WOLF

(dodging blows)

Slow. Sloppy. Sad.

The Wolf pulls two SICKLES from his belt and attacks. The fight is on, a furious exchange: flashing blades, the ring of steel-on-steel.

Puss leaps high, attempting his signature AERIAL SPIN move. The Wolf easily plucks him from the air and casts him to the ground.

WOLF (CONT'D)

You're not living up to the legend, gato.

The Wolf is relentless, supernaturally fast. His blade flashes out, CUTTING Puss' brow! Puss drops his sword. Something's wrong. *Something's changed.*

WOLF (CONT'D)

(sniffing)

Ahh, I just love the smell of fear.

The Wolf stalks towards Puss, scraping his blades across the flagstones, drawing sparks.

MONTAGE: Images from Puss' past lives are cut to the quickening beat of his heart: Puss as a kitten-- Puss getting his first pair of boots-- Puss standing heroically before a cheering crowd--

WOLF (CONT'D)
What's the matter? Lives flashing
before your eyes?

Puss looks at his sword. It's lying nearby. So close.

WOLF (CONT'D)
Pick it up.

But Puss is frozen, afraid to make a move.

WOLF (CONT'D)
Pick. It. Up.

He can't. Puss runs from the fight, leaving the sword behind.

INT. TAVERN RESTROOM - CONTINUOUS

Puss charges in, latches the door, looks around. He's in a tiny restroom with no window-- and no way out. From outside the door, WHISTLING...

A sickle slips through the jamb and SLICES the latch. The Wolf enters, scowling into the shadows, eyes glowing an uncanny red.

But now the room is empty.

WOLF
(chuckles)
Corre corre gatito.

EXT. OUTSKIRTS OF DEL MAR - POND - NIGHT

Puss shoots from a sewer drain and splashes into a murky pond. He paddles to shore, gasping for breath. Then, without hesitation, he runs into the night.

EXT. THE WILDERNESS - DAY/NIGHT

MONTAGE: Puss travels beneath sun and moon, a haunted-looking figure in the wilderness.

EXT. MAMA LUNA'S CAT RESCUE - DAY

Puss is standing outside a well-kept Spanish home. It's brightly painted, with a walled courtyard and lots of flowers.

Puss consults the card the Vet gave him: MAMA LUNA'S CAT RESCUE. This must be the place.

Puss enters the courtyard. He removes his hat with great ceremony. After that, he takes off his cape, his belt and finally-- his boots.

CUT TO:

Puss, gazing into an OPEN GRAVE as rain begins to fall.

PUSS

I am no longer worthy. I am sorry.

His famous costume is lying in the grave. Puss places a rose upon it and delivers a eulogy to the empty yard.

PUSS (CONT'D)

We are gathered here today to say
goodbye to Puss in Boots.

He struggles to speak, in the grip of high emotion.

PUSS (CONT'D)

There-- there are no words to
express such a loss...Thank you.

Puss walks out of frame. Then, he walks right back.

PUSS (CONT'D)

But, it would be a crime not to
try. He was known across the land
by many names: The Stabby Tabby, El
Macho Gato, The Leche Whisperer.
To some, an outlaw. To more, a
hero. To all, a legend.

(sighs, slumps)

I was right... words were not
enough.

Puss walks off. Walks back in.

PUSS (CONT'D)

But, perhaps a song.

(singing)

Who is your favorite fearless hero?

Who is your favorite fearless hero?

(breaking down)

You were... you were...

Puss sobs bitterly, back-kicking dirt into the grave, burying his costume and bidding goodbye to the life he loved.

HIGH ANGLE: Mama Luna's house casts a long shadow over Puss

as he approaches. Cat-themed wind chimes stir. On the rooftop, a CAT WEATHERVANE spins.

Puss steps onto the front porch and drops into the four-legged posture of a ordinary cat. He knocks on the door.

MAMA LUNA (O.S.)
I told you health department
people, there are no cats here!

The door opens and MAMA LUNA peers out uncertainly. She's a hippy-dippy old lady with colorful clothes, coke bottle glasses and terrible eyesight.

PUSS
< MEOW!>

Luna opens the door wider-- expertly posing to block cats from bolting outside.

MAMA LUNA
Oh! You're not from the health
department are you? No you're not!

Mama Luna sweeps Puss into her arms and hugs him. Tight.

MAMA LUNA (CONT'D)
We better get you inside, baby.
(conspiratorially)
Because they are always watching.

Luna takes Puss inside, SLAMMING the door.

INT. MAMA LUNA'S - PARLOR - CONTINUOUS

Mama Luna walks with Puss cradled in her arms.

MAMA LUNA
I am Mama Luna and this is my home.
And now, it's your home too.

Puss' POV: towering stacks of kitty-litter bags and kibble. It's cat care on an industrial scale.

MAMA LUNA (CONT'D)
Your FOREVER home.

INT. MAMA LUNA'S - BATHROOM - DAY

Puss is in a bathtub, totally covered with fluffy soap suds, getting roughly scrubbed with a shower sponge.

WIDER: Mama is sitting in the tub with him, wearing a SHOWERCAP, HUMMING happily as she scrubs away.

MAMA LUNA
(singing)
The kitty gets a bath-- the kitty
gets a bath-- hi ho, the derry-o--

NEXT: Mama Luna dries puss with a towel. His fur POOFS UP like a blowfish.

INT. MAMA LUNA'S - DAY

CLOSE ON PUSS, washed, groomed and SCOWLING.

MAMA LUNA (O.S.)
Bet you've never even had a name.
But I've thought of something
perfect. I shall call you--PICKLES!

Click-Clack! A leather collar is snapped around Puss' neck. The tag reads: PICKLES.

INT. MAMA LUNA'S - PARLOR - DAY

Puss is carried into the room, wearing custom-knitted blue booties and mittens. There are cats everywhere. EVERYWHERE. Hundreds of them-- all of them wearing COLORFUL MITTENS.

MAMA LUNA
Brother cats! Sister kitties! Meet
your new roommate!

Luna sets Puss down. The cats are sleepy and lazy and regard him with little interest.

MAMA LUNA (CONT'D)
Say hello, Pickles!

PUSS
Um-- Meow?

The cats look shocked and offended.

THE "OHH" CAT
(covering his mouth)
Oh-hhh.

PUSS
What? Did I say something salty?
It's my second language.

Puss walks into the room, a proud gato struggling to shake off the silly mittens.

PUSS (CONT'D)
Stupid mittens. Get off me.

As Puss walks through the crowd of cats, he spots a cat wearing a cone. It looks up at Puss, revealing it has severe pink eye and a disgusting runny nose.

PUSS (CONT'D)
Oh no.

INT. MAMA LUNA'S - BATHROOM - DAY

Puss' back is to us. He stands on the TOILET-SEAT, using it like a human.

PUSS
(relieved)
Ahhhhh--

Suddenly, a spray bottle enters frame and gives him a SQUIRT. Puss YOWLS, shocked. Mama Luna appears, gently scolding him.

MAMA LUNA
This is a person potty, Pickles.
That's your potty...

Mama Luna POINTS OFF. THE CAMERA follows her gesture, whipping over to...

A LONG LINE OF CATS waiting to use a LITTER BOX. The box is occupied by a huge PERSIAN CAT who fixes Puss with an unselfconscious stare. Puss approaches the box, appalled.

PUSS
So this is where dignity goes to die.

INT. MAMA LUNA'S - PARLOR - DAY

Mama Luna hoists up a huge bag of kibble, tears it open with her teeth and dumps it into a large FEEDING TROUGH. Cats go WILD, stampeding toward the trough, practically knocking Puss over as they crowd up to eat.

Puss sniffs the kibble and wrinkles his nose. He tries a little taste--

PUSS
(spitting it out)
Ugh! No, no, no way.

INT. MAMA LUNA'S - KITCHEN - LATER

Puss is standing on top of the stove, fussing over a pot, adding spices to a proper meal.

A spray bottle enters frame and gives a corrective SQUIRT. Puss leaps away, yowling.

MAMA LUNA
Uh, uh, uh.

INT. MAMA LUNA'S - PARLOR - AFTERNOON

HIGH ANGLE: A PATCH OF SUNLIGHT on the floor. Puss walks in gloomily and lies down. A bunch of other cats push in around him, wanting to lie in the sun too. Puss stares up at the ceiling, crammed in like a sardine.

EXT. MAMA LUNA'S - SUNSET/SUNRISE

The cat weathervane spins, squeaking. TIME LAPSE: the sun sets, the stars wheel overhead, then a NEW DAY BEGINS.

INT. MAMA LUNA'S - PARLOR - MORNING

QUICK SHOTS: Mama Luna RIPS open a bag of kibble. She DUMPS the bag into the KIBBLE TROUGH. Cats RUSH to it.

Puss watches, his resolve giving way to resignation.

PUSS
Meow?

HIGH ANGLE: THE PATCH OF SUNLIGHT on the floor. Again, Puss lies there, crammed in by the other cats, staring at the ceiling.

EXT. MAMA LUNA'S - SUNSET/SUNRISE

Time lapse: The WEATHERVANE spins. Sunset, night, dawn, whipping past-- faster, faster, faster.

INT. MAMA LUNA'S - PARLOR - MORNING

Puss is squatting in the LITTER BOX, looking shamefaced and far from legendary. Other cats wait in line, glaring--

CUT TO:

Feeding time at the KIBBLE TROUGH: PANNING PAST dozens of cats, chomping away. THE CAMERA is looking for Puss, but it overshoots-- that's how much he's changed.

Puss in Boots looks up from the trough, munching. He's a different gato: BEARDED, unkempt, totally institutionalized.

FADE TO BLACK

EXT. DEL MAR - NIGHT

CLOSE ON: Puss' BOUNTY POSTER, held in someone's hands. It's lowered to reveal that we're near the ruins of the Governor's mansion.

A HUGE BEAR is crowding the frame, nose against the ground, sniffing. There's a GIRL riding the bear's back. She seems feral, her hair set in tangled, childlike braids.

The girl's holding a wooden staff. It looks like a shepherd's staff, but shepherding is Bo-Peep's game-- this thing is a bludgeon and it's wielded by GOLDILOCKS, sixteen and tough as nails. The bear she's riding: the brutal BABY BEAR.

MAMA BEAR and PAPA BEAR follow, lumbering close behind. Baby GROWLS against the wind.

GOLDILOCKS

You got the scent?

Goldilocks leaps down and appraises CHICKEN TRACKS in the earth.

GOLDILOCKS (CONT'D)

These are too small...

HIGH ANGLE: Goldi is standing in a MASSIVE FOOTPRINT, a remnant of Puss' battle with the giant.

GOLDILOCKS (CONT'D)

And these are too big.

(noticing)

Ah, but these ones--!

She's looking at PUSS' BOOTPRINTS.

GOLDILOCKS (CONT'D)

These ones are just right. Baby,
track that cat!

A GRAPHIC INSERT smashes into frame. It's another BOUNTY POSTER (Wanted: Goldilocks and the Three Bears Crime family) with fierce looking images of the accused-- MAMA, PAPA, BABY AND GOLDI.

Baby resumes sniffing. Goldilocks and the Three Bears head off into the night, hot on the trail of the famous gato.

INT. MAMA LUNA'S - PARLOR - DAY

Another session at the feeding trough. Mama Luna rips open a bag and pours the kibble out. Dozens of cats gobble it up, Puss in Boots among them.

The tail of the cat next to him is wagging happily. It whacks Puss in the head. Several times.

PUSS

Do you mind? Trying to eat, here.
(catching himself)
I mean-- "meow-whatever."

The cat looks up. Except it's NOT a cat-- it's DOG, a tiny, teacup mutt in a filthy sweater. Dog is wearing a ludicrous CAT DISGUISE with broom-bristle whiskers and a feather duster tail.

DOG

Oh, Sorry.
(realizing)
Oh! Oh, oh, you're a talking cat?!
I'm a talking cat! Let's talk!

PUSS

(sighs)
I'd rather eat.

DOG

Not a problem!

Dog takes a bite of kibble and talks with his mouth full.

DOG (CONT'D)

(spraying kibble)
We can eat and talk at the same
time!

PUSS

No hablo Inglés.

Puss drops his head back into the trough.

DOG
Hablas Español? Yo también! De
donde eres? Te gusta las siestas?

Puss lifts his head back up.

PUSS
I don't speak Spanish either.

DOG
You're funny!

PUSS
(turning away)
Okay. Good talk.

Dog notices the tag on Puss' collar.

DOG
Oh hang on! Pickles? Is that your
name? Me, I don't have a name-- or
a home--

GRAPHIC INSERT: Instead of a WANTED poster, Dog has a hand
lettered "UNWANTED" poster that reads, DOG NEEDS HOME. It has
little tear-off info strips on the bottom, none of them
taken.

DOG (CONT'D)
So I'm no expert, but you don't
look like a Pickles to me.

PUSS
Well, you don't look like a cat.

Puss heads off. Dog follows.

DOG
(whisper)
Okay, okay, okay. Full disclosure,
I'm not a cat. I'm a DOG.
(noticing Mama Luna)
Shh...

Mama Luna strolls past. Dog poses and feigns a MEOW and a
phony PURR.

MAMA LUNA
Oh! Pickles has a new girlfriend!
Okay...

Mama passes. Dog catches up with Puss.

DOG

I live under the porch. It can get a little lonely down there. It's mostly controlled by the rats and the centipedes, but I have my own little corner.

PUSS

Congratulations.

DOG

I just come up here for the food and the friends.

Several cats HISS at him.

DOG (CONT'D)

Mostly the food. Please! Don't tell anyone! I need this!

PUSS

I won't tell. I don't care.

DOG

So, you'll keep my secret? A secret between friends?

PUSS

Just a secret.

DOG

It's funny, despite all this best friend bonding, you're still a mystery to me, Pickles. What's your story?

PUSS

My story--

DRAMATIC MUSIC swells. Puss looks off, eyes brimming, as heroic images of his past rise before him.

DOG

(following Puss' gaze)
What are we looking at?

PUSS

--is over!

DOG

(gasps)
Oh, no! Wanna rub my belly?

Dog sits back on his haunches and slowly hikes up his sweater, revealing a pudgy tummy.

PUSS
What's happening?

DOG
Rub!

PUSS
Hard pass.

DOG
C'mon, rub. I need the practice.
I'm gonna be a therapy dog someday.

PUSS
What the hell are you talking
about?

DOG
I'm glad you asked! When people
feel bad, they can rub my belly.
It'll make them feel better!
(sudden determination)
Rub my belly!

PUSS
No.

DOG
C'mon. RUB IT.

PUSS
No. Not happening.

DOG
RUB IT!

Puss escapes, ascending a cat tower.

PUSS
(climbing)
No! Let me be clear: I don't. Want.
To touch. Your belly.

DOG
Okie-doke! So what do you want?

Puss curls up to sleep.

PUSS
I want to be left alone.

FADE TO BLACK.

INT. MAMA LUNA'S - PARLOR - DAWN

It's quiet. Sleeping cats all over the place. Mama Luna dozes, cozy in her armchair, practically covered in lap-cats.

Puss In Boots is taking advantage of this rare moment of privacy to squat in the LITTER BOX. He sighs bitterly-- how the mighty have fallen.

CAMERA ADJUST reveals that Dog is sitting beside the litter box, staring right at him, not blinking.

PUSS
(startled)
AHH! You're back!

DOG
(still not blinking)
I never left.

Suddenly, a CREAKING SOUND: something heavy is walking on the front porch. A scary SILHOUETTE passes a window. A BIG NOSE sniffs under the front door. The door knob jiggles.

PUSS
(scared)
The wolf. He's found me.

A suspended moment of tension, then-- BOOM! Papa Bear and Baby Bear BURST through the front door, smashing it into splinters! Startled cats race around the room, YOWLING in terror. Puss and Dog zip beneath a side table, peering out from the shadows.

Mama Luna stands defiantly as Goldilocks enters with Mama Bear.

GOLDILOCKS
Hello, missus. We're looking for a cat.

Goldi unrolls Puss' bounty poster and holds it in front of Luna's eyes.

GOLDILOCKS (CONT'D)
This cat. We've got an offer for him.

From his hiding place, Puss reacts.

PUSS
What could they possibly want to
offer Puss in Boots?

DOG
What's a Puss in Boots?

PUSS
Seriously?

Mama Luna pushes the bounty poster away. She's feisty!

MAMA LUNA
I told you health department
people, there are no cats here!

GOLDILOCKS
Make her talk.

Papa Bear looms over Mama Luna, opens his terrible jaws
and... SPEAKS in a surprisingly cheerful cockney accent.

PAPA BEAR
Excuse me, my darling! We're
looking for the legendary Puss in
Boots. Have you perhaps--

Mama Luna breaks A BROOM over Papa's head.

PAPA BEAR (CONT'D)
(totally unfazed)
--seen him?

GOLDILOCKS
Too soft.

Mama Bear holds her razor-sharp claw to Luna's throat like a
dagger.

MAMA BEAR
Out with it, you old biddy, or I'll
have your guts for garters!

Mama Luna faints dead away.

GOLDILOCKS
Too hard! That was not JUST RIGHT!
Oi, Baby! Sniff him out.

BABY BEAR
You don't tell me what to do.

MAMA BEAR
Listen to your sister, Baby!

BABY BEAR
She's not my sister, she's a
fugitive orphan!

Papa slaps the back of Baby's head.

PAPA BEAR
She *is* your sister! Do as she says!

Baby reluctantly complies, scooting his nose around the
floor, sniffing.

BABY BEAR
Fine. But all I can smell is cat
pee.

Mama Luna is back on her feet, running through scene with an
armful of frightened cats.

MAMA LUNA
Everybody get to the safe room,
just like we practiced! Follow me,
children!

GOLDILOCKS
Oi! She's leggin' it!

Papa Bear reaches out and easily snatches Luna up.

MAMA BEAR
Give her the piano treatment, Papa.

Papa crosses the room and STUFFS Mama Luna into an upright
PIANO. Her legs stick out from the top, bicycling in the air.

MAMA LUNA
(muffled)
Ha! You think this is the first
time I've been stuffed in a piano?!

Papa sits on the piano bench, which nearly buckles under his
weight. He cracks his knuckles and starts to play, cutting
loose with a jaunty music-hall tune.

PAPA BEAR
Here we go!
(singing)
*Roll out the barrel, we'll have a
barrel of fun.*

A MUSICAL INTERLUDE as the piano plays over chaotic action: cats yowl and stampede! They knock stuff off shelves! They claw their way up and down drapes!

PAPA BEAR (CONT'D)
(singing)
*Roll out the barrel! We've got the
blues on the run. Zing boom
tararrel! Sing out a song of good
cheer--*

Meanwhile, Mama Bear is indulging in a bit of petty larceny, trying on some of Luna's hats and checking her look in a mirror.

GOLDILOCKS
Mama! Focus, please.

Mama abandons the hats and gets back to business. Baby sniffs his way over to a closet and opens it. Dozens of cats tumble out, scrambling up his legs, hissing and clawing him savagely.

BABY BEAR
Ahhrrgh! There's cats everywhere!
There's so many cats!

Baby stumbles, SMASHES through a window and falls into a flowerbed. He stands and calmly brushes himself off, attempting to reclaim his dignity.

BABY BEAR (CONT'D)
I'll be outside.

PAPA BEAR
(singing)
*Now's the time to roll out the
barrel...*

Mama Luna pops her head out of the piano.

MAMA LUNA
My cats can play better than you!

Papa shoves Luna's head down, closes the lid and keeps playing.

PUSS AND DOG to watch from their hiding place. Puss ROLLS HIS EYES at the clumsy bears and their strong-arm tactics.

PUSS
Pff. Amateurs.

Suddenly, Mama Bear reaches down, GRABS DOG and lifts him into the air! She presents him to Goldi.

MAMA BEAR
Goldi, is this him?

GOLDILOCKS (O.S.)
That's a dog in a cat costume.

MAMA BEAR
Oh yeah... Tricky little bugger!

Mama casts Dog aside, seizes Puss by the scruff of the neck and yanks him from his hiding place!

MAMA BEAR (CONT'D)
How about this one? He's a ginger.

Goldi compares the image on the bounty poster with the raggedy cat hanging in Mama's grasp.

GOLDILOCKS
Is that a joke? You think this scruffy, geriatric bag of bones looks like a legend? This is definitely not--

From outside:

BABY BEAR (O.S.)
Puss in Boots! I found him!

EXT. BACKYARD - MOMENTS LATER

The Three Bears and Goldi look down at Puss' grave. Baby gives it a SNIFF and nods sagely.

BABY BEAR
Puss in Boots: dead and buried.

GOLDILOCKS
Dead? No, no, no! He can't be!

BABY BEAR
Yup! The nose never lies.

PAPA BEAR
Well, that's that, then. What say we go hibernate?

GOLDILOCKS

No! The map is being delivered tonight and we have one chance to steal it. Without it, we'll never find the Wishing Star.

Puss is peeking from behind a tree trunk, eavesdropping on the bears' conversation.

PUSS

(to himself)

The Wishing Star? It does exist!

GOLDILOCKS

That star has one wish to grant.

PUSS

(to himself)

One wish?

GOLDILOCKS

Think of what that could mean for us!

Puss is thinking about what it means for him.

PUSS

Nine lives! Yes!

BABY BEAR

Well, I don't see why we needed to hire Puss in Boots in the first place.

GOLDILOCKS

Because nobody steals from Big Jack Horner!

PUSS

No! Not Jack Horner!

MAMA BEAR

Don't worry, love. We'll get that wish, somehow...

GOLDILOCKS

Thank you, Mama.

BABY BEAR

Yeah, because I'VE got a plan! I can nick a map as good as any old cat!

Goldi LAUGHS derisively.

GOLDILOCKS
YOU'VE got a plan?

BABY BEAR
What? I'm smart, ain't I? Ain't I
Papa?

Goldi and the bears exit.

PAPA BEAR
No, you ain't well fixed for
brains...

Once the bears are gone, Puss steps from cover. He paces and plans, his eyes full of hope for the first time in a long time.

PUSS
Robbing Big Jack Horner... very
risky... But that wish could get me
my lives back-- and my LIFE back.

Puss tosses away the blue mittens.

PUSS (CONT'D)
(decisively)
Goodbye, Pickles!

DOG
Oh no, Pickles. You're leaving?

Puss points to the grave.

PUSS
Perro! Start digging!

Dog paws away, rapidly unearthing the famous costume.

DOG
Okay. But, if this Puss in Boots is
such a big deal, maybe we shouldn't
be desecrating his grave.

PUSS
I don't think he will mind, because
he--

QUICK CUTS: Puss dons the familiar hat, boots, cape.

PUSS (CONT'D)
-- is me!

Puss draws his sword heroically... only, he no longer has a sword, so he's left posing with his empty hand in the air.

DOG

Oh-kayee...

PUSS

Uh, normally I have a sword.
It's like a whole thing, you know?

DOG

(it sinks in)
Pickles, YOU'RE Puss in Boots?!

PUSS

Not yet. But I will be!

With that, Puss runs off, heading toward the horizon at high speed.

DOG

Wait! I'll come with you!

PUSS

(already far away)
Sorry, Perro! Puss in Boots walks
alone!

EXT. PIE FACTORY - NIGHT

The HORNER PIE FACTORY is a gothic pile looming over a warren of medieval streets. Its smokestacks stand tall against the moon, venting pie-steam.

Closer: Obscuring steam clears frame, revealing Puss in Boots riding a WATERWHEEL up to a high factory wall. He watches as:

A WAGON approaches at full gallop.

GUARD (O.S.)

Open the gate!

Guards open a fortified gate and the wagon enters the factory's inner yard.

The SERPENT SISTERS (JAN and JO) climb down from the wagon, bearing an ORNATE BOX. They're cut-throat mercenary-types, full of swagger. One of the guards reaches for the box. Jan holds up a knife, backing him off.

JAN

Whoa, whoa, whoa! Hands off the
merchandise. We got this!

The sisters carry the box up the factory steps as henchmen load up the wagon with gold. Puss watches from above, trying to gin up his nerve. It's now or never.

PUSS
(self-motivating)
Okay. Just get in, and get out.
Easy-peasy.

DOG (O.S.)
Lemon squeezey!

REVEAL: Dog is standing right next to Puss, holding a gnawed-up stick.

PUSS
(startled)
Ai! What are you doing here?

DOG
I brought you a sword.

PUSS
That's not a sword, that's a stick.

DOG
It's a stick-sword.

PUSS
Go home!

DOG
My home is where my friends are.

PUSS
Again, not friends.

Dog lifts his sweater up and sticks out his belly.

DOG
Rub for luck?

PUSS
I don't need luck for this. I am a highly skilled master cat thief.
Watch!

Puss jumps into a narrow steam pipe. He gets instantly stuck, his back half dangling helplessly. Dog slips the sword-stick into Puss' scabbard and gives him a helpful shove.

DOG
You got this!

Puss shimmies his way into the factory.

INT. PIE FACTORY - NIGHT

The Horner Pie Company's FADED LOGO is painted on a factory wall. It's an illustration of Little Jack Horner, a cherubic seven year old, giving a thumbs-up.

A big, HAIRY HAND enters frame, also giving a thumbs-up. The thumb plunges into a freshly baked pie and pulls out a plum.

REVEAL BIG JACK HORNER, looking dramatic in clouds of pie steam, sucking his thumb. He's plainly the kid from the logo, but he's aged into a burly man-child with a petulant mouth and cruel eyes.

Big Jack smacks his lips, sampling the product. Nervous Bakers stand by, waiting on the verdict.

JACK HORNER
I pronounce this batch...
(more lip-smacking)
Delicious!

GRAPHIC INSERT: Another BOUNTY POSTER smashes into frame (Wanted: Big Jack Horner).

Jack wipes his thumb on his smock. The plum stains look unnervingly like blood.

JACK HORNER (CONT'D)
Ship 'em out!

The bakers exhale, hugely relived. They cart off the pies.

JAN(O.S.)
Mister Horner! The Serpent Sisters
got the goods!

Jack looks off to see the Serpent Sisters entering with the box. Puss in Boots watches from an air vent as Jack hurries to meet them.

JACK HORNER
Is it, is it?
(overjoyed)
The map to Wishing Star! Stop
everything. You two come with me.
We must get this to the trophy
room.

JO

You know it took a lot of murdering
to get this map. It all started...

JACK HORNER

(exploding)

TAKE IT TO THE TROPHY ROOM!

Puss continues inching through the ducts as Jack and the sisters cross the factory floor.

INT. PIE FACTORY - TROPHY ROOM - MOMENTS LATER

Shelves stretch to the ceiling, displaying famous fairy-tale props: poison apples, fairy godmother wands, a cursed spinning wheel, a pair of glass slippers, etc.

Puss DROPS IN through the ceiling vent. He bumps into a gilded cage with a gold-feathered PHOENIX perched inside. The Phoenix SQUAWKS, singeing Puss' hind end with a jet of enchanted fire.

PUSS

What the--

Puss swats out the flames and takes cover just as Big Jack enters with the Serpent Sisters.

JAN

(gasps)

Whoa! Look at all the magic stuff!

JACK HORNER

Yes, I collect enchanted objects,
magical icons, bobbles, gee-gaws,
ladee dah and blah, blah, blah.

The sisters track mud across a MAGIC CARPET. The carpet flutters in protest.

JO

Check it out, I'm walkin' on a
magic carpet!

Jan eyeballs a SHIP IN A BOTTLE manned by itty bitty sailors.

JAN

Suh-weet! The shrunken ship of the
Lilliputians!

A cross-bow is displayed with UNICORN HORN-TIPPED ARROWS.

JO
(disbelief)
Shut. Up. Are those unicorn horns?

JACK HORNER
Baby unicorn horns. Half as heavy,
twice as sharp.

JAN
Savage!

JACK HORNER
Bah! They're trinkets! They're
nothing compared to the awesome
power of the magic Wishing Star!
Speaking of which--
(gestures impatiently)
Make with the box, sister.

JO
You got it boss! Like I was saying,
the amount of murdering--

JACK HORNER
(exploding)
MAKE WITH THE BOX!!!

The Serpent Sisters hand the box to Jack. He crosses the room, places the box onto a desk and thrusts a key into the lock.

JACK HORNER (CONT'D)
After so many years of searching!
This is my moment.

He turns the key, unlocking the chest. Puss crouches above, waiting for his chance.

JACK HORNER (CONT'D)
With this wish, I will FINALLY
be... the master of ALL MAGIC.

JO
(breaking in)
Hey, Little Jack?

JACK HORNER
Excuse me?

Jack re-locks the chest and turns around, fuming.

JO
Could you do the thumb-thing? Like
in the fairy tale?

Jan is horrified by her sister's blunder.

JAN

Shhhhh.

JACK HORNER

(bitterly)

It wasn't a fairy tale, it was only
a nursery rhyme.

JO

Oh, yeah. The lame one.

(reciting)

*"Little Jack Horner sat in a
corner, eating a Horner pie--"*

ON JACK (furious!) as we dissolve to:

A FLASHBACK

Little Jack Horner (age 8) dances and sings on the stage of a show-wagon while his parents hawk pies. An audience of two or three people watch Little Jack's performance, not very interested.

LITTLE JACK HORNER

(singing)

*I stuck in my thumb, pulled out a
plum and said what a good boy am
IIII!!*

Little Jack finishes big. It's crickets. No applause.
Nothing. Then--

AUDIENCE MEMBER

(pointing off)

Look! A magic puppet!

CAMERA PANS over to find PINOCCHIO, singing and dancing on an adjacent stage, surrounded by an enthusiastic crowd. Geppetto is manning a merch stall, hawking T-shirts, posters, bobble-heads.

PINOCCHIO

(singing)

*Cause I'm a real boy. No strings
attached!*

The crowd goes crazy, cheering, showering Pinocchio with money and buying up tons of merchandise.

PINOCCHIO (CONT'D)

Thank you! Thank you!

LITTLE JACK HORNER

What's impressive? I've been a boy
the whole time!

He smashes a pie onto the ground, scowling.

MATCH DISSOLVE to Big Jack Horner's scowling face as we END
FLASHBACK.

JACK HORNER

Little Jack Horner didn't have any
magic. He was a pathetic, buttered
baker's boy.

Jack advances on the Serpent Sisters, pulling on A PAIR OF
GLOVES.

JACK HORNER (CONT'D)

(looming)

Little Jack's dead. I'm BIG JACK
HORNER.

As Jack attends to the sisters, Puss drops onto the desk and
stealthily picks the locked box with a single claw. CLICK!
Success!

JAN (O.S.)

Uh, Mister Big Jack Horner, Sir? I
barely know her.

JO (O.S.)

Whaddya mean? We're sisters, ya
goof! We got matching face tattoos!

Puss opens the box. Within, lies the ENCHANTED MAP, carefully
rolled and sealed, shining with supernatural power.

PUSS

Easy peasy, lemon squeezy.

Puss takes the map into hand. He doesn't notice someone
hiding INSIDE the box. It's another cat thief, masked but
unmistakable: KITTY SOFTPAWS!

Kitty KICKS Puss in the face. Hard.

KITTY

(realizing)

Puss?

PUSS

Kitty?

KITTY

Puss!

PUSS

Kitty!

Kitty KICKS Puss in the face again. Harder.

GRAPHIC INSERT: Another BOUNTY POSTER smashes into frame
(Wanted: KITTY SOFTPAWS.)

PUSS (CONT'D)

(recovering)

This is my job.

KITTY

No, this is my job. I'm
double-crossing the bears.

Kitty walks off with the map. Puss grabs onto one end of it
and yanks her back.

PUSS

(pulling on the map)

No, I'm double-crossing the bears.
They tried to hire me earlier
today.

KITTY

(pulling it back)

Well, they tried to hire me two
weeks ago. That makes you Plan B.

Kitty and Puss keep yanking on the map, a back and forth
TUG-OF-WAR. Meanwhile, Jack settles up with the Serpent
Sisters, oblivious to the cats. He takes something from a
high shelf.

JACK HORNER

Ah, there it is. Now, about your
payment...

He holds a jeweled case before the sisters' eyes and opens
it. THE GOLDEN HAND OF KING MIDAS is nestled inside, its
index finger stabbing toward the ceiling.

JAN

Hold up. You promised us our weight
in gold.

JACK HORNER

I did, didn't I? Ever hear of the
Midas Touch?

JO
Cool! Dibs!

Jo greedily grabs onto the HAND. Instantly, She notices--

JO (CONT'D)
Oh no. I misjudged the situation.

Jack turns from them, chuckling, and returns the Midas Finger to its place. Puss and Kitty take cover as he passes.

PUSS
(whispering)
This is why you don't cross Jack Horner!

Puss is plainly terrified. Kitty doesn't notice. She's distracted, staring at Puss' SCRUFFY BEARD. She gives it a sharp tug.

KITTY
What is this? Are you a pirate now?

PUSS
Shhh.

KITTY
It's like a possum crawled on your face and died.

PUSS
Shhh!

KITTY
Of shame.

PUSS
Please mock me quietly.

KITTY
I hate it. It's disgusting.

PUSS
Well, I love it. It's distinguished.

SOUNDS FROM OVERHEAD: Something VERY HEAVY is squeezing its way through the air vents, grunting with the effort.

The ceiling creaks, bulges then-- GIVES WAY ENTIRELY!

Baby Bear falls into the room, bouncing down the towering display cases and landing on the floor in a heap.

Rope and a grappling hook follow, clanking him on the head. Goldi and the other bears drop down into the room.

GOLDILOCKS

Great plan, Baby. Real cat-like.

A beat tense silence. The room's full of notorious characters who all know each other by reputation. Jan lingers awkwardly in the background of this standoff.

JAN

Uhhh, can I go?

Jack waves her off, not sparing her a glance.

JACK HORNER

Pleasure doing blah-blah.

Jan exits with her sister, now a SOLID GOLD STATUE in a wheelbarrow.

BACK TO THE STANDOFF.

QUICK CUTS over an exchange of rapid-fire dialogue:

GOLDILOCKS

Puss in Boots?

PUSS

Goldi, Bears.

JACK HORNER

Kitty Softpaws! My you have a lot of nerve coming back here.

KITTY

Please, I was the best thief you ever hired!

JACK HORNER

You robbed me!

KITTY

YOU set me up!

GOLDILOCKS

(to Kitty)

You said you were going on a spiritual retreat!

KITTY

Namaste.

GOLDILOCKS
(to Puss)
And YOU'RE supposed to be dead.

PUSS
I got better.

Goldi tries to get things on track.

GOLDILOCKS
Ugh! Just give us the map!

PAPA BEAR
And throw in a dozen pies!

GOLDILOCKS
Eh?

MAMA BEAR
Ohh, have you got any savory pies?

BABY BEAR
Yeah! What flavors you got?

MAMA BEAR
Can we get all of that in a bag to go?

GOLDILOCKS
Wha-- Would you stop talking about blooming pies?! Focus!

Goldi grabs the bottle with the Lilliputian Ship and breaks it over the side of the desk. She waves the broken end around, flinging Lilliputians into the air.

GOLDILOCKS (CONT'D)
Hand over the map, or I'll punch holes in the lot of you!

A CREAKING SOUND rises into the air. Stressed wood and timbers giving way--

MAMA BEAR
Oh, bums!

The damaged display cases TOPPLE like giant DOMINOS!

PAPA BEAR
Look out! It's coming down!

Heavy shelves crash to the floor and enchanted relics shatter. The air is full of blinding light and billowing clouds of magical smoke!

Puss and Kitty see a chance to escape with the map. They jump onto the MAGIC CARPET and grab the tassels. The carpet rears back like a spirited horse and flies into the air.

Puss and Kitty shoot from the trophy room, knocking Jack onto his back.

PUSS

Hah!

INT. PIE FACTORY - FACTORY FLOOR - CONTINUOUS

Kitty and Puss fly through the factory. Jack emerges from the trophy room with an ENCHANTED TRIDENT. There's murder in his eyes.

JACK HORNER

I hate talking fairy tale animals!

Jack CHUCKS the trident. It sails with uncanny accuracy, pinning the magic carpet to the rafters. Kitty and Puss tumble toward the factory floor.

Puss lands hard on a conveyor belt full of pies. He recovers, realizing that he HAS THE ENCHANTED MAP in his hand.

PUSS

Ha! Ha!

KITTY

What?! Get back here!

Puss shouts triumphantly as Kitty passes by on another belt.

PUSS

The best thief has won!

KITTY

(waving the map)
You're right! She did!

Puss blinks, slow to realize: somehow Kitty has swiped the map with amazing cat thief slight-of-hand. Puss never even saw the move.

In his own hand he's now holding--

PUSS

Huh?

-- HIS OWN BOOT! Kitty salutes and bounds off.

PUSS (CONT'D)

Ah! C'mon!

BACK WITH JACK as the Three Bears BURST from the trophy room wall and TRAMPLE HIM. Goldi is riding Mama's back, pointing toward the cats.

GOLDILOCKS

There! They're getting away!

INTERCUTTING ACTION:

Puss STUMBLES off down the conveyor belt, trying to put on his boot, stomping through pie crusts, splattering filling.

Kitty BATTLES through the factory, dispatching three determined bakers. She pulls down the hat over one guy's head, knocks another into a vat of pie filling and TEARS THE MOUSTACHE off a third.

Puss observes, wincing in sympathy-- that's gotta hurt. Distracted, he allows HIS OWN FACIAL HAIR to get caught the conveyor belt's cog.

PUSS

No, no, no, no!

Kitty watches his predicament, highly amused.

KITTY

(running off)

Nice catching up with you, Puss!
Gotta go.

Puss manages to free his beard, but the Three Bears are closing in. Papa Bear advances on him, snarling.

PAPA BEAR

Here, Kitty, Kitty!

Instinctively, Puss reaches for his scabbard and draws his weapon.

BABY BEAR

Is that a stick?

Yep, it's a stick. Puss realizes, smiles weakly.

BABY BEAR (CONT'D)

Ha! What're you gonna do with a st--

Puss makes the best of it, delivering a sharp swat to Baby's nose!

BABY BEAR (CONT'D)

Oww!

And another to Mama's paw.

MAMA BEAR

Ouch, me knuckles!

Ana a third to Papa's head.

PAPA BEAR

(unfazed)

You shouldn't-a done that, mate.

Papa launches Puss into the air with a powerful swipe of his arm.

PUSS

Aaahhhhhhhgh!

Kitty climbs to a WINDOW overlooking the factory courtyard. She's about to make a break for freedom, when she sees Puss hurtling through the air, flying right toward her!

KITTY

(rolling her eyes)

This idiot...

Puss SLAMS into Kitty. The two of them crash through the window and plunge toward the courtyard.

EXT. PIE FACTORY - COURTYARD - NIGHT

The cats land in the Serpent Sisters WAGON (still parked and heaped with bags of gold).

PUSS

Oof!

Dog pops up from the driver's seat, holding a sandwich.

DOG

(munching)

Hey Puss, I found a sandwich in here! I think it's tuna fish!

PUSS

(slapping it away)

Drive, Perro!

DOG

Okie-doke!

Dog snaps the reins, sending the horse into full GALLOP. The wagon tears out of the courtyard at high speed.

Jack's henchmen ride in pursuit.

HENCHMAN

There they are!

EXT. VILLAGE STREETS - CONTINUOUS

The wagon races through the streets, Horner's goons closing in on horseback, launching flaming arrows.

Kitty sits up, lifts up a bag of gold and uses it to block an arrow.

DOG

Oh, cool! Another member of the team!

PUSS/KITTY

We are not a team!

PUSS

Eyes on the road!

KITTY

Who is this guy?

DOG

I'm Puss' best friend.

PUSS

No, he isn't!

DOG

And his therapy dog!

PUSS

Definitely not!

KITTY

Finally! You need therapy.

The wagon CRASHES through merchant stalls in a crowded marketplace.

As they careen through the maze of narrow streets, Puss and Kitty renew their TUG-OF-WAR with the map.

PUSS

Give me the map! Trust me!

KITTY
(bitterly)
Trust you?! Like I did in Santa
Coloma?

PUSS
Really? Santa Coloma?

KITTY
Si! SANTA COLOMA!

The wagon speeds from the market-place, bristling with flaming arrows. The cats are so busy fighting over the map that they barely notice.

PUSS
Mine!

KITTY
Mine!

PUSS
(high-pitched)
Miine!

KITTY
(higher pitched)
Mii-iine!

Their words turn into screeching CAT YOWLS.

The wagon heads for a NARROW BRIDGE, Horner's thugs still following close. Another fusillade of flaming arrows rains down, lighting the map on fire. The cats hastily blow it out.

Puss sees a bag of gold that's been stuck with an arrow. Inspired, he kicks it from the back of the wagon. The bag breaks open on the ground, SPILLING GOLDEN LOOT everywhere.

Villagers crowd onto the bridge, grabbing at the gold, blocking Horner's henchmen. Puss plays up his Robin Hood persona.

PUSS
Good people! Accept these golden
gifts from Puss in Boots!

The crowd CHEERS. Puss strikes a pose, basking in the adoration.

But then-- Puss hears a familiar WHISTLE. The Wolf appears, stalking through the crowd. He places two gold coins on his eyes, points a claw at Puss and smiles malevolently.

PUSS (CONT'D)
Speed up! Go, go, go!

INT. PIE FACTORY - TROPHY ROOM - NIGHT

Jack's boots crunch over broken glass. He approaches a window and scowls off at the retreating wagon.

JACK HORNER
(to a Henchman)
Assemble the Baker's Dozen!

LOCK-AND-LOAD MONTAGE:

Jack grabs a Mary Poppins-style satchel: his bottomless MAGIC NANNY-BAG.

He hands a guard an enchanted UMBRELLA.

JACK HORNER (CONT'D)
Careful with this!

The umbrella lofts the baker skyward.

FEMALE GUARD
Ahhhhh!

He gathers up fairy tale weapons from his arsenal and tosses them into the bag.

JACK HORNER
I'll take this! And that! Oh, and these!

Jack paws through a shelf lined with CRYSTAL BALLS. He grabs a bandolier belt loaded with POISON APPLES. He snatches a fistful of UNICORN HORNS.

JACK HORNER (CONT'D)
Oh and these. One of those. And I gotta take that! Yes! No! Yesss!!

Jack grabs the caged PHOENIX and crams it into the bag's endless depths. Still more fairy tale objects go in after it.

Finally, Jack stands before a MAGIC PUMPKIN glowing with sinister light. He raises a fairy godmother wand and brings it down, shattering the pumpkin. Magical effects flash as the pumpkin is transformed into a HEAVILY ARMORED TANK!

EXT. PIE FACTORY - NIGHT

The factory gates crash open. Jack's Pumpkin Tank speeds PAST CAMERA pulled by four HORNLESS UNICORNS. Jack stands at the top looking determined. Also onboard, thirteen thuggish henchmen armed with deadly kitchen utensils: THE BAKER'S DOZEN.

Jack squints into his crystal ball and sees an image of Puss, Kitty and Dog galloping across the landscape. He smiles grimly, tracking them.

JACK HORNER

I'll get you my kitties-- and your little dog, too.

EXT. COUNTRYSIDE - CONTINUOUS

The wagon speeds over rugged terrain. Kitty and Puss break the seal of the folded map and open it with anticipation.

The map is blank.

KITTY

What? This is blank! We've been ripped off! Where is the--

Suddenly, words appear, magically drawn in glittering cursive script.

KITTY (CONT'D)

Oh yeah, I knew it was going to do that.

PUSS

(reading)

"The Dark Forest is deep and far.
Within its bounds you'll find the
star "

KITTY

The Dark forest? No one goes into
The Dark Forest.

PUSS

Or comes out.

The words on the map change. Kitty reads:

KITTY

"A single wish burns true and
bright. This map's the key, so hold
on tight."

Hold on tight. That bit of advice inspires another round of tug-of-war. Kitty draws her sword.

KITTY (CONT'D)
Suelto.

Puss counters, drawing his stick.

PUSS
YOU let go.

KITTY
A stick?! What happened to your sword?

PUSS
Got rid of it. You know, made things too easy. I needed a challenge.

KITTY
Yeah, you looked pretty challenged back there.

PUSS
There is no way I'm letting you hold the map.

KITTY
Well, there's no way I'm letting YOU hold the map!

DOG
I can hold it.

Kitty swings her sword, pointing it at Dog. Dog doesn't flinch.

KITTY
Yeah, right! What's your deal anyway? You run with the Chihuahua Gang?

DOG
I don't think so.

KITTY
I don't believe you.

DOG
(brightly)
That's okay. As long as you believe in yourself!

KITTY
(to Puss)
What? Is he deranged?

PUSS
Yup.

KITTY
(to Dog)
What's your name?

DOG
Oh, I've been called all kinds of things. Dog, Bad Dog, Stupid Dog, Hey You, You There, Get Out, Leave It, Drop It, Big Rat. Small Pig. Rat Face. Butt Nugget, *BLEEP* for Brains...You Know, that sorta thing. But I've never had a name that really stuck. You know, and belonged to ME.

PUSS
Is he done?

Dog holds out his paw for a handshake.

DOG
And you are--?

KITTY
Softpaws. Kitty Softpaws.

DOG
Wow. Yeah, now that's a good name. There's music in a name like that: Kit-ty Soft-paws!

Kitty gives Dog a skeptical look. Then--

KITTY
Nice try. Classic con. No one's that dumb. No one's that nice. I don't trust you.

PUSS
Me neither. He cannot be trusted.

KITTY
BUT! I trust him more than I trust you.

The wagon charges away from camera, Puss and Kitty still staring each other down, not letting go of the map.

PUSS
(sighs)
This trip is going to be fun.

EXT. COUNTRYSIDE - DAY/NIGHT

TRAVEL MONTAGE: Various shots of the wagon traveling over rugged landscapes. In pursuit, Jack Horner and the fast-moving bear clan.

MONTAGE ENDS as the wagon rolls over a rise in the landscape, framed by a storming, ominous sky. Puss, Kitty and Dog climb down and look off in awe. They've arrived--

EXT. THE BORDER OF THE DARK FOREST - DAY

A SOLID WALL of thorn-studded brambles and twisted trees. Hollow trunks resemble tortured faces with gasping mouths. It's a fairy tale nightmare come to life.

Puss and Kitty are still holding onto the map, but they are fully focused on the scene before them.

Rising mist and atmospherics. Puss looks uneasy as fog coils around him.

PUSS
This must be... The Dark Forest!

Puss reaches out with his stick-sword, extending his arm into the wall of trees. The entire spooky tableaux SHIMMERS like a pond reflection rippled by a tossed stone. It's all an ILLUSION, some kind of magic portal...

Puss withdraws the stick and to his horror finds that his HAND IS MISSING!

PUSS (CONT'D)
Oh my Gah!

KITTY
It's gone!

But POOF! It reappears.

KITTY (CONT'D)
It's back! Que miedo.

PUSS
(nervous chuckle)
Nothing to worry about.

The three of them inch forward. Closer, closer...

PUSS (CONT'D)
We step through as one. Ready: One,
two-- AFTER YOU.

Puss KICKS the Dog into the forest.

DOG
Ahhh!

Thunder CRASHES. The image before them warps and sparkles.
After a long beat of silence--

PUSS
Dog? Still alive?

KITTY
Let's go find out!

Kitty leaps boldly forward. Puss, holding on to one end of
the map, has no choice but to enter as well.

PUSS
Wait!

Puss SCREAMS, tumbling through a supernatural portal full of
kaleidoscopic light and energy.

EXT. THE DARK FOREST - DAY

Puss keeps SCREAMING. Then he opens his eyes, blinks, and
realizes that he's sitting on the forest floor beside Kitty
and Dog. They're staring off in wonder.

PUSS
Whoa...

They've arrived in THE DARK FOREST. It's a place of
enchantment, full of technicolor trees and rivers that
sparkle with stardust. Truly magical.

KITTY
For a dark forest, this place is
pretty colorful. I wish I had my
quinceañera here.

PUSS
(standing up)
The Wishing Star is in here
somewhere.

Puss dusts himself off, turns to Kitty, forces a smile.

PUSS (CONT'D)
(sweetly)
Kitty, may I please see the map?

KITTY
No.

PUSS
Seriously? You won't let me hold it
for even one minute?

KITTY
Nope. Not even for one second.

PUSS
Come on, Kitty. You've got to--

Puss lowers his head and takes off his hat, a subtle antic.

PUSS (CONT'D)
...TRUST ME...

Puss looks up, launching into his classic CUTE-EYES trick,
turning its adorable-but-mighty power on Kitty.

DOG
(noticing)
Wait, wait, what's going on with
his eyes? They're getting bigger!
Oh, Kitty, you gotta trust
him...Look at those eyes!

KITTY
Really? You call that cute?

Kitty flashes her own CUTE-EYES at Puss. Puss staggers. It's
a CUTE-EYES stare-off for the ages!

DOG
Oh! Look at her! Those eyes are
even bigger than yours! Do whatever
she wants, Puss!

Puss answers back with even cuter cuteness, fluffing up his
beard.

DOG (CONT'D)
Ohhh, wait a second! So poofy!

Kitty starts making biscuits with her paws.

DOG (CONT'D)
No! With the paws! Come on--

Puss raises his game, striking a charming pose, raising his hat to his chest.

DOG (CONT'D)
(gasps)
With the hat? It's ALL... SO...
CUTE! Cuteness overload!

Puss and Kitty stand nose to nose, eyes shimmering. Dog staggers, swoons, and finally PASSES OUT, overdosed on cuteness.

PUSS
Can we look at the map now?

Kitty relents. They roll Dog out of the way and spread the map on the ground. Stardust begins to swirl across it, inscribing another rhyme.

KITTY
(reading)
"Follow this enchanted chart, it
knows your path and knows your
heart."

Glowing AVATARS appear at the top of the map: tiny figures representing Puss, Kitty, and Dog.

PUSS
(points at avatars)
Is that us?

Puss touches the map. When he does, magic dust shimmers and sketches out a CUSTOMIZED ROUTE to the Wishing Star.

PUSS (CONT'D)
(reading the map)
It says we must go through the
Valley of Incineration, over
Undertaker Ridge, through the Cave
of Lost Souls...

The forest around them magically readjusts, conforming to the map. Rocks, trees and topography shift, revealing a FRIGHTENING LANDSCAPE: valleys of fire, avalanche battered canyons, mountaintops lanced by lightning bolts...

PUSS (CONT'D)
(aghast)
Really?

KITTY
Let me take a look.

Kitty pushes Puss away and places her paw on the map. The map sparkles and shows a different path.

KITTY (CONT'D)
(reading the map)
What? Swamp of Infinite Sorrows.
Mountains of Misery, The Abyss of
Eternal Loneliness?

The FOREST SHIFTS once again. A bog of simmering acid rises before them. Volcanos appear on the horizon, piping smoke.

KITTY (CONT'D)
There's something wrong with this
map.

PUSS
I guess there's a different
terrible path for everyone.

KITTY
It's almost like the forest doesn't
want anyone to make a wish.

DOG
I don't even have a wish, but can I
try it?

Dog steps onto the map. Once more, the landscape shifts, this time revealing a path that passes beneath a RAINBOW ARCH and into FLOWERING MEADOWS. Bird song and butterflies fill the air.

DOG (CONT'D)
Mine says we skip through The
Pocket Full O'Posies, and then
drift down the River of Relaxation--
oh, that sounds fun.

KITTY
No fair! Why does he get the good
ones?

BACK ON THE MAP as Dog reads:

DOG
...Wander the Field Of Quick And
Easy Solutions, and arrive at the
star. Oh wow! That sounds
wonderful!

Dog steps away.

DOG (CONT'D)
Oh-- but this is your quest. I
don't wanna impose.

Kitty and Puss push Dog back toward the map.

PUSS/KITTY
You hold the map.

DOG
Really?

Kitty threatens Dog with her sword.

KITTY
But, don't you cross me-- or your
name will be Perro Muerto.

DOG
Okie-dokey.

Suddenly, AVATARS representing Goldilocks and the Three Bears
pop up on the map.

PUSS
Wait. Is that--?

High in the sky, a flash of light. Goldi and the bears FALL
through a magic portal and plunge into the forest canopy,
SCREAMING.

PUSS (CONT'D)
It's raining bears, time to go!

They hurry off.

DISSOLVE TO:

EXT. THE DARK FOREST - DAY

WITH THE BEARS: Baby is sniffing, still following the scent.
Goldi rides on Mama's back, "selling" the bears on the quest
ahead.

GOLDILOCKS
Ohhhh, I'm telling ya. When we get
that wish it'll make everything
JUST RIGHT for all of us.

PAPA BEAR
Will it make us rich? Rich enough
to hibernate all year round?

She leaps over onto Papa's back.

GOLDILOCKS
The richest.

BABY BEAR
Will we be like big time thieves?

Goldi leaps onto Baby's back.

GOLDILOCKS
The biggest!

Baby chuckles with delight.

BABY BEAR
You know that suit Jack Horner
wears?

GOLDILOCKS
Yeah?

BABY BEAR
I'm gonna have one-a them.

GOLDILOCKS
Yeah!

BABY BEAR
Only mine will be purpler. Like,
twice as purpler!

GOLDILOCKS
The purplest!

Papa and Baby bear race ahead, thoroughly motivated.

BABY BEAR
Noice! Big time thieves, comin'
through!

PAPA BEAR
I'll race ya!

BABY BEAR (O.S.)
You can't beat me old man!

Mama lags behind, looking doubtful.

MAMA BEAR
What kind of wish can do all that,
Goldi?

GOLDILOCKS

I can't tell ya. If you say what
your wish is, then it don't come
true. Sorry-- Birthday Wish Rules.

MAMA BEAR

Oh come on, mother-daughter secret?

GOLDILOCKS

Mama. Just drop it, please.

Mama senses that Goldi's holding something back.

MAMA BEAR

Oh...okay.

GOLDILOCKS

Eh, c'mon. We got some cats to
catch.

Mama and Goldi head off.

EXT. THE DARK FOREST - MEADOWS/ POCKET FULL OF POSIES - DAY

Puss, Kitty and Dog run through a meadow, following Dog's
easy path. Dog is full of happy energy, plowing through
flowers and popping up here and there, Whack-A-Mole style.

DOG

Birthday wish rules? What's that
mean?

PUSS

It means I'm not telling you my
wish.

KITTY

He doesn't want to tell us because
it's something stupid. Like
conditioner for that thing on his
face.

PUSS

It's distinguished!

DOG

What about you, Kitty? What are you
gonna wish for?

Puss gives Kitty a look. He'd like to know too.

KITTY

Um-- can't tell you. Birthday Wish Rules. Or whatever.

PUSS

I bet *your* wish is something stupid, like-- OOOOF!

A GIANT ROSE bursts from the ground and sends Puss tumbling. Kitty LAUGHS, but then ANOTHER GIANT ROSE shoots up, launching her skyward.

KITTY

Ahhhh!

Puss rolls to a stop, gasping like the wind's been knocked out of him. Kitty lands in a stereotypical "scared cat pose". Dog calmly stops to smell some flowers.

DOG

This must be the Pocket Full O' Posies.

Kitty draws her sword. Puss draws his stick.

PUSS

Out of the way, demon flowers!

KITTY

It's pruning time!

Kitty and Puss start HACKING at the flowers. Every time they chop one flower down, two more grow back in its place.

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

Muerta rosa engañosa!

Dog sniffs one of the flowers. It nudges Dog forward.

DOG

Awww, thank you!

Soon, the cats are overwhelmed, sandwiched close together in the middle of a HUGE BOUQUET. Kitty's face is pressed right into Puss' beard.

KITTY

We don't have time for this!

PUSS

Perro, I thought your path was supposed to be easy!

Dog admires a giant flower and gives it a SNIFF. It gently lifts him up to Puss and Kitty's bouquet.

DOG
You know, I think all you have to do is stop and smell the roses.

KITTY
Seriously? Ugh.

Puss and Kitty sniff half-heartedly.

PUSS
This is stupid.

KITTY
All I smell is bull--

DOG
Shhhh. Watch.

Dog takes a big whiff of the flowers that are trapping Puss and Kitty.

DOG (CONT'D)
(exhale)
Ahhhhh.

The flowers lower Puss and Kitty to the ground and release them.

DOG (CONT'D)
Don't rush through it. Take your time and really appreciate what's right in front of you.

Dog walks ahead, sniffing, flowers parting before him as he proceeds.

DOG (CONT'D)
Gracias.

Puss and Kitty trudge along behind him.

KITTY
Ugh, his path is so corny.

PUSS
And cheesy.

KITTY
And lame.

PUSS

And weird, like him.

KITTY

Yeah. Why are you so ridiculous,
Dog? What's your story?

DOG

My story? Oh! It's actually a very
funny story!

Dog struggles to keep a straight face. He knows this one's
gonna kill.

DOG (CONT'D)

Back when I was a pup, me and my
littermates lived with a family. A
family full of pranksters who liked
to play hide-and-seek. And I was
always IT. Pick on the little guy,
am I right?

Dog starts cracking up, barely getting it out.

DOG (CONT'D)

They tried putting me in a packing
crate, a dumpster... no matter how
hard they tried, I'd ALWAYS find
them.

Puss and Kitty exchange a glance. This story doesn't seem
very funny.

DOG (CONT'D)

So one day, they get creative and
they put me in a sock-- with a rock
in it! And then they throw me in a
river!

Dog snorts with laughter.

DOG (CONT'D)

I gnawed a hole in the sock and I
swam to the surface! Never found
them or my littermates, so-- I
guess I'm still it! Ha, ha, ha!

KITTY

Wow. That is the saddest funny
story I've ever heard.

DOG

Well, joke's on them. That sock
they put me in? I grew into it!

(MORE)

DOG (CONT'D)

So I got a great story and a free sweater out of it. Win-win!

KITTY

Dude, you didn't win! You of all people should have a wish!

DOG

I already have a comfy sweater and two best friends. I've got everything I could wish for-- no magic required.

Puss and Kitty take that in-- then shrug and start sniffing flowers. WIDE as FLOWERS PART to reveal a clear path forward.

DOG (CONT'D)

(big sniff)

Oh, lovely.

EXT. THE DARK FOREST - MEADOWS - DAY

Goldilocks and the Three Bears travel through the meadow that the cats and Dog passed through earlier.

BABY BEAR

Oh, we're getting really close! I can smell two cats, a dog, and--
(sniff-sniff)
-- pie?

The bears look over their shoulders. A massive dust cloud is rising into the sky. It's Jack Horner's tank, barreling toward them.

JACK HORNER

Well, if it isn't the idiots who tried to steal from me!

BABY BEAR

(proudly)
Hey, he remembers us!

Jack reaches into his nanny-bag and attempts to draw a sword from it. He yanks on the hilt but the sword is stuck.

JACK HORNER

(pulling)
Behold, Excalib-- Excalib--
Excalibur!

With a mighty effort, Jack pulls out the fabled SWORD IN THE STONE-- its blade still sunk in a heavy boulder.

JACK HORNER (CONT'D)
Yeah, I couldn't get this rock off
of it, but it's still pretty cool,
right?

MAMA BEAR
He's gaining on us!

The tank draws up alongside of the bears. Jack holds the sword like a baseball bat, lining up his shot.

JACK HORNER
(muttering)
Ok-- a little left. That's it!

GOLDILOCKS
Go faster!

PAPA BEAR
He's up my back door!

Jack takes a massive swing, clubbing Goldi and the bears off the path. SLO-MO: Mama cradles Goldi, protecting her as they tumble down a rocky slope.

MAMA BEAR
(slo-mo voice)
Goldi!

Jack continues on, laughing maniacally.

EXT. THE DARK FOREST - POCKET FULL O' POSIES - DAY

The pumpkin tank grinds ahead, mowing through flowers, closing in on the Pocket Full O' Posies. Suddenly, GIGANTIC ROSES shoot from the earth, blocking the way. The tank shudders to a stop.

Jack, frustrated, barks orders.

JACK HORNER
Well? Start chopping!

BAKER #12
On it! You don't have to tell me
twice.

The bakers leap to the forest floor and start HACKING away at the flowers with their razor-sharp kitchen utensils.

Unnoticed, GIANT ROSES turn toward the intruders, looking menacing. Other flowers slink up like lions stalking prey through the tall grass.

BAKER #12 (CONT'D)
(wielding a cleaver)
I'm gonna chop the heck outta this
figus-lyrata-

Suddenly, Baker Number Twelve is gobbled up by a giant
CARNIVEROUS ROSE. It CHOMPS, chews, spits out bones.

BAKER #4
Jerry! No!

It spits out the baker's CLEAVER too. The blade sinks into
the tank RIGHT NEXT TO JACK'S HEAD!

Chaos and SCREAMS as murderous flowers attack the crew.

BAKER #8
Avenge me Jack! Die! Die! Die!

JACK HORNER
Nope!

Jack grabs his nanny-bag and takes cover on the side of the
tank.

JACK HORNER (CONT'D)
Time to bring out the big guns!

Jack reaches deep into the bag. He withdraws a SPINNING
WHEEL, throws it aside. Next, a LIVING BROOM with little
waving arms. He tosses it away.

JACK HORNER (CONT'D)
(searching)
Guess I overpacked.

Back to digging through the bag. He pulls out a tiny bottle
labeled DRINK ME and a cookie with a tag that reads, EAT ME.

JACK HORNER (CONT'D)
Ooh, magic snacks. Save those for
later.
(then)
Ah, pay-dirt!

Jack pulls out a jar containing some sort of WINGED INSECT. A
magic glow bathes Jack's face as he unscrews the lid and
empties the jar into his open palm.

JACK HORNER (CONT'D)
Alright Magical Locust. Defoliate!
Fly and feast! Eat those flowers!

The insect looks up at Jack, blinking. This is ETHICAL BUG, a copyright-free cricket with kind eyes and a charming stammer.

ETHICAL BUG

I'm not a magic locust. Why, I'm not a locust at all.

JACK HORNER

What are you, then? Some sort of demon grasshopper? A deadly fairy? Put a spell on the forest, then.

ETHICAL BUG

I don't cast spells.

JACK HORNER

Well, what DO you do?

ETHICAL BUG

I-- I judge you. I sit on your shoulder and judge your actions and the quality of your character.
(jumps on Jack's shoulder)
I'm your conscience!

JACK HORNER

I really did overpack.

The SCREAMS and mayhem continue. Jack starts digging through the nanny-bag again. A baker grabs onto the tank, holding on for dear life as a GIANT FLOWER tries to pull him away.

BAKER #5

Help me, Jack! Help!

ETHICAL BUG

Aren't you gonna help him, Jack? You're losing a lot of men!

JACK HORNER

(conspiratorially)
I'm not really stressing about the manpower. I've got a bottomless bag of magic weapons. These babies are gonna get me that wish even after this whole team is dead and gone.

ETHICAL BUG

Now, now, Jack as your conscience—

Jack withdraws the PHOENIX from the bag. Ethical Bug looks seriously impressed.

ETHICAL BUG (CONT'D)

(gasps)

Oh, my word! It's the noble
PHOENIX. She's a symbol of rebirth
and the eternal circle of--

FWOOOSH! Jack violently stretches the neck of the Phoenix,
takes aim, and SHOOTs it like a flamethrower. The forest
ignites!

JACK HORNER

Pretty boss flamethrower, right?

ETHICAL BUG

I really have my work cut out for
me on this one...

Jack sprays fire everywhere. Some of his own men are caught
in the blaze!

BAKERS

Ahhhhhhh!

JACK HORNER

Don't be near where I'm flame-
throwing!

EXT. THE DARK FOREST - RIVER - DAY

On what seems to be a starry night sky-- until the image
begins to ripple and a hollow log floats into frame.

We're actually looking at a HIGH ANGLE on a river brewing
with motes of stardust. Puss, Kitty, and Dog are drifting on
it, using the hollow log as a boat.

Puss is staring down at - but not touching - the map, which
lays open on the deck.

CLOSE ON THE MAP: The Avatars of Dog and the cats are getting
closer to the star. Jack Horner's avatar is stuck in the
POCKET FULL OF POSIES location, not moving.

PUSS

Do your job, demon flowers...

Puss' eyes shift to the star on the map.

PUSS (CONT'D)

(sotto)

Soon...

Puss scratches his beard. It's itchy. VERY itchy.

At the other end of the log, Dog makes EFFORT NOISES, struggling to master the CUTE EYES trick.

DOG

Okay Kitty, I think I've got it now.

Dog turns his face to Kitty. It's hideous. Big veiny eyes, a strained smile.

DOG (CONT'D)

Trust... meeee.....

KITTY

Easy, easy, you're going to give yourself a hernia. Here, one more time. Like this.

Kitty demonstrates, fixing Dog with her hypnotic cute-eye gaze.

KITTY (CONT'D)

... TRUST ME...

DOG

(melting)

Awwwww!

(shakes it off)

But of course, I trust you and Puss, even without the eyes.

KITTY

Yeah? Big mistake.

DOG

Whaddya mean? You're my friends.

KITTY

You know what trust gets you? A sock, a rock, and a swim in the river.

DOG

But-- you have to trust SOMEBODY, right?

KITTY

Not me. Whenever I've let my guard down I've been double-crossed, declawed, played and betrayed.

Kitty shoots a bitter glance toward Puss.

KITTY (CONT'D)

Never again. I'm a solo act.
I keep my secrets and I play my
cards close. That's how you get a
winning hand.

Kitty puts her paw on Dog's shoulder.

KITTY (CONT'D)

Take it from me. Never trust
anyone.

Kitty holds up Dog's sweater-vest, expertly swiped with her
cat thief skills. Dog double-takes. He never even saw her
make the move. Kitty tosses it back to him.

DOG

What? Wait that's amazing! Oh,
you're good.

Meanwhile, Puss continues to scratch his beard. It's making
him nuts! He approaches Kitty.

PUSS

Kitty, I've been thinking...

KITTY

Thinking about what?

PUSS

My beautiful beard. It's very
distinguished, yes, but it does
deprive the world a good look at--
(with reverence)
THE FACE. So, if it will make you
happy, I could be convinced
to--

KITTY

I've gotten used to it.

PUSS

Wait, what?

KITTY

The beard. Keep it.

PUSS

Ah, well, um, you see--
(breaking down)
Kitty please! Get this itchy thing
off me! It's like a fever on my
face!

He launches into another round of frenzied scratching.

KITTY

Hold on, is the great Puss in Boots asking for help?

PUSS

Sí, help! You were right, the beard is disgusting.

KITTY

And?

PUSS

And it's like a possum crawled on my face.

KITTY

And?

PUSS

And died of shame.

SCHHI-ING! Kitty draws a TINY ANKLE KNIFE from her boot.

KITTY

Okay, okay, possum face. I won't make you beg.

EXT. DARK FOREST - STREAM - MOMENTS LATER

Kitty is standing behind Puss, shaving his beard-- none too gently.

PUSS

Hey! Slow down. Ow! Go with the grain! You gotta go with the grain!

KITTY

I know what I'm doing. I'm a master of the blade.

(winks)

Right, perrito?

Dog laughs. Puss' beard is cut into a silly shape.

PUSS

What. What's funny? Nothing should be funny.

KITTY

Shh. ¡Cállate!

TIME CUT: Kitty is finishing the job properly, trimming around Puss' throat. Their eyes connect, an intimate moment.

KITTY (CONT'D)
There's the handsome face I
remember. The face I haven't seen
since--

She gives Puss a little nick. Deliberately.

PUSS
Ai!

KITTY
--Santa Coloma.

DOG
Ahh, yes! Santa Coloma!

KITTY
You had that coming.

Kitty hands the tiny ankle knife to Puss.

KITTY (CONT'D)
Here. You can have my gatito blade.

PUSS
Um-- Thank you?

KITTY
Better than a stick.

True enough. Puss slips the knife into his belt and CHUCKS the stick toward the shore.

PUSS
Vaya con Dios, stick-sword.

Dog ZEROES IN on the flying stick. It's irresistible. It's instinct. He's got to have it! Dog BOUNDS ONTO THE SHORE, chasing it. He charges into a wall of foliage and disappears.

PUSS (CONT'D)
Perro, what are you doing!?

EXT. DARK FOREST - CONTINUOUS

Puss and Kitty step onto shore, calling after Dog.

PUSS
(calling out)
Perro! Where did that crazy dog go?

KITTY
I think you like him.

PUSS
No, no I don't.

KITTY
I think you're ready to name him.

PUSS
No, I just need his easy path to
get my wish.

KITTY
You mean my wish.

JACK HORNER (O.S.)
You mean MY WISH!

Jack Horner's tank PLOWS through the tree line. Horner's
standing on top with Dog in his grasp and Ethical Bug on his
shoulder. Dog has the stick in his mouth.

DOG
(stick in mouth)
Sorry!

The Baker's Dozen jump off from the tank, brandishing weapons
and looking scary as hell.

BAKER #6
(psychotic)
Hahahahahahahahah.

BAKER #7
(bestial)
Grrrrrrrrrr.

Puss clutches the map, terrified. Kitty draws her sword.

PUSS
The Baker's Dozen.

KITTY
(re: Dog)
Let him go!

JACK HORNER
Oh, I don't know, I might keep him.
(to Dog)
Would you like a treat?

Jack reaches into his nanny bag, searching.

KITTY

Nice granny bag, Little Jack.

JACK HORNER

It's not a granny bag. It is a magic nanny-bag.

Jack pulls out a crossbow loaded with a unicorn horn. He points it squarely at Dog.

JACK HORNER (CONT'D)

Now: make with the map, or we'll see what a unicorn horn really does.

ETHICAL BUG

(gasp)

You're not going to shoot a puppy are you Jack?

JACK HORNER

Yeah, in the face. Why?

BAKER #13 (O.S.)

Ahhhhh!

WHAM! A baker flies in from nowhere and slams into the side of Jack's tank.

JACK HORNER

What the!

Goldilocks and the Three Bears appear, looking thrashed, trashed and thoroughly pissed. Baby holds another struggling baker above his head.

GOLDILOCKS

Give us the map, or the baker-man gets it!

BABY BEAR

Yeah!

JACK HORNER

I don't even have the map, Little Bo Creep.

Baby chucks the baker. He SLAMS into the side of the tank. Jack is jolted by the impact, dropping Dog.

JACK HORNER (CONT'D)

Stop throwing my men at me!

Dog makes a break for it, scampering across the forest floor. Jack's henchmen lunge for him.

Baby Bear points at Puss in Boots from the top of the canyon.

BABY BEAR
Puss in Boots has the map!

PAPA BEAR
Let's get him!

Goldi and the Bears charge toward Puss! The Baker's Dozen spring into action as well! The battle is joined!

KITTY
(to Puss)
I've got a plan. First one to the dog gets the wish.

Kitty charges right into the fray, letting loose with a full-throated WAR CRY. She's in her element. Puss, decidedly, is NOT. He stands there, blinking...

PUSS
What? Ah come on!

BACK AND FORTH ACTION as Kitty, Goldi and the bears brawl with the bakers.

Jack raises his crossbow and draws a bead on Puss.

JACK HORNER
(mutters)
Steady...

TELESCOPIC SNIPER VIEW: Puss in the crossbow's sights.

Jack fires, but a CLUMSY BAKER jumps in the way at the last moment. The unicorn horn sticks him right in the butt and he EXPLODES into a cloud of magic glitter. Jack LAUGHS!

PUSS
What?

JACK HORNER
So that's what it does. Cool!

ETHICAL BUG
(judgey)
No! Not cool!

Jack lines up another shot. This time he's careful, slowly squeezing the trigger and-- MISSING AGAIN. He hits ANOTHER one of his bakers.

BAKER #11
Ah you shot me J--

Another glittering explosion!

JACK HORNER
Ah, the sight's off!

Puss staggers as glitter rains down. Another baker seizes Puss and lifts him into the air.

BAKER #7
I got him, Mister Horner!

Thunk! That guy gets hit with a unicorn horn, too.

JACK HORNER
My bad.

PUSS
Oh no.

Baker Number SEVEN EXPLODES. The concussive blast knocks Puss into the air. The map flies out of his grip. Everything lapses into dreamlike SLO-MO as Puss struggles to his feet, dazed, a high-pitched RINGING in his ears.

The ringing sound resolves into a haunting WHISTLE as Puss turns to see the WOLF, standing on the river's far bank.

The Wolf locks eyes with Puss and draws his sickles. Puss' fur stands on end. The beat of his heart drumming on the soundtrack, accelerating as--

HE PANICS, turns, runs away. Dog notices and runs after him.

DOG
Puss wait!

KITTY
Perro?

Suddenly, Goldi charges in, riding Papa Bear. She KNOCKS the distracted KITTY DOWN with a blow from her staff.

GOLDILOCKS
Thanks for the map, Softpaws!

Goldi snatches the map from the forest floor and lets out a triumphant BEAR-LIKE ROAR.

The forest SHIFTS once more, adjusting from Dog's path to Goldi's. Kitty, Jack Horner, and the bears are separated from each other, standing on separate prongs of land.

JACK HORNER

No, no, no!

KITTY

No!

Kitty watches as Goldilocks and the Bears disappear into the distance with the prize.

BABY BEAR

Oi! You've just been crimed by The Three Bears Crime Family!

MAMA BEAR

Oh yeah!

GOLDILOCKS

So long, ya plonkers!

Kitty turns around looking for Puss and Dog.

KITTY

Voy a hacer alfombras de baño de todos ustedes!

(exploding)

Puss! Where are you?!

EXT. DARK FOREST - DAY

WITH PUSS: he's running, taking big, desperate gulps of air, the sound of his heartbeat still thumping on the soundtrack.

WITH DOG: in pursuit. The forest is dense, full of shadows and creepy vibes, but he keeps moving, clearing a screen of foliage and seeing--

DOG

Puss? Puss?

PUSS, sprawled upon the forest floor, wild eyed, breathing hard. He's having a full-on PANIC ATTACK. Dog runs to his side.

DOG (CONT'D)

Puss! Puss, what's wrong?

But Puss can't answer. Instinctively, Dog lies down beside him.

Dog rests his head on Puss' chest, just like a real-world therapy dog.

Puss begins to pet Dog's head. It does seem to help. Puss begins to breathe more easily, continuing to pet Dog until the moment of panic passes.

PUSS
Thank you, perrito.

DOG
What's going on with you, Puss?

PUSS
I am down to my last life. And I am afraid.

DOG
Well-- it's okay to be afraid.

PUSS
No! Not for Puss in Boots. I am supposed to be a fearless hero, a legend-- but without lives to spare, I am nothing.

Puss sits up, casting a wary eye around the forest.

PUSS (CONT'D)
I need that wish to get my lives back.

DOG
You should tell Kitty, she would understand.

PUSS
No. She cannot hear of this.

Meanwhile, Kitty is pushing her way through the forest, good and mad.

KITTY
¿Adónde fueron ese idiota y su perro?

She sees Puss and Dog and is about to call out, when she overhears:

PUSS
Kitty will never trust me again.
Not after Santa Coloma.

DOG
But that's just one bad heist-

PUSS

Santa Coloma wasn't a heist,
perrito. It was a church...

FLASHBACK VIGNETTE:

Puss stands on a hill overlooking a RUSTIC SPANISH CHURCH.

PUSS (V.O.)

With a priest... and guests... and
Kitty. Everything but me. I ran
away then, too.

Church bells ring as Puss exits the scene.

END FLASHBACK

DOG

Oh.

(it sinks in)

Ohh.

(it truly sinks in)

Ohhh! You left her at the altar?

PUSS

It was wrong, I know.

Kitty, still keeping her distance, looks on from the forest.

PUSS (CONT'D)

I am ashamed. I just wish I hadn't
hurt her so badly.

(sighs)

I regret that day...

DOG

So maybe you should tell that to
Kitty. Might make you feel better.
Might make her feel better too...

Kitty looks moved. She withdraws into the forest and then
makes a big show of stepping back out, making lots of noise.

KITTY

Puss? Dog? Oh, there you two are!
What happened back there?

PUSS

Kitty...I lost the map. I messed
up.

KITTY
(waving it off)
We'll get it back. We've been in
worse pickles.

PUSS
Who told you that name?!

KITTY
What name?

PUSS
Oh-- um-- nothing.
(recovering)
The bears! We have to find them
before they find the star!

EXT. DARK FOREST - MOUNTAIN TRAIL - DAY

CLOSE ON THE MAP: THE WISHING STAR in the center, pulsing
with ethereal light.

GOLDILOCKS
(excited)
Oh, we are SO CLOSE!

Goldilocks and the Three Bears are making good time. Goldi is
leading the way, reading the map. Papa and Baby Bear jog
behind her, happy and upbeat.

GOLDILOCKS (CONT'D)
It's finally happening.

PAPA BEAR
I can taste that wish now. And you
know what it tastes like?

BABY BEAR
Pies?

PAPA BEAR
Pies!

PAPA BEAR / BABY BEAR
(singing)
Who ate all the pies?!

Goldi joins in, singing along.

BABY BEAR/PAPA BEAR/GOLDI
(singing)
Who ate all the pies?
(MORE)

BABY BEAR/PAPA BEAR/GOLDI (CONT'D)
We did, we did, we did, we did, we
ate all the pies!

The Bears push into a forest clearing, still chattering.
Goldi LAUGHS and opens the map again.

BABY BEAR
Oh! It's gonna be wicked.

PAPA BEAR
Yeah! Imagine us: a BIG TIME crime
syndicate!

MAMA BEAR
Not a big time crime syndicate,
love. A big time crime FAMILY.
Isn't that right, Goldi?
(no answer)
Goldi?

GOLDILOCKS
What--

Suddenly, the images on the map begin to shift. The stardust
churns and vibrates.

PAPA BEAR
Hey! Look, the map's going all
fizzly!

The stardust vacuums into nothingness. The map is blank!

BABY BEAR
What'd you do?! Give it me!

Baby snatches the map from Goldi.

GOLDILOCKS
Hey!

She immediately pounces on him, attacking like a wild thing.
She pins Baby to the ground, leaning into him with her staff.

BABY BEAR
No, no, no, no. Ah! Goldi! No
biting! Ow!

GOLDILOCKS
You're the smash, I'm the grab. I
hold the map, you got it?

BABY BEAR
(squealing)
Okay!

Goldilocks grabs the map back. Another rhyme appears.

GOLDILOCKS

(reading)

"To find your wish, adjust your view. What you seek may be right in front of you." Well that's a load of rubbish. What's that supposed to mean?

Baby points. Trees part, revealing A WINTER SNOWSCAPE. Smoke rises from the chimney of a classic FAIRY-TALE COTTAGE. The bears are delighted.

BABY BEAR

Right in front of us...

MAMA BEAR

It looks like our cabin back home!

GOLDILOCKS

You really think our cabin is in the middle of The Dark Forest?

Papa holds up a warning paw.

PAPA BEAR

Baby, give it the old sniff test.

Baby Bear SNIFFS the air, suspicious and hyper-alert. Then--

BABY BEAR

Something's cooking.

Papa and Baby look at each other.

PAPA BEAR

Oh, ho, ho, ho!

They run off towards the cabin.

GOLDILOCKS

No!

INT. COTTAGE - CONTINUOUS

GOLDILOCKS (O.S.)

Don't open that door!

Wham! The bears open the door and enter, smiling broadly.

BABY BEAR

We are home! Hello, door.

GOLDILOCKS
Oh, don't go inside...

MAMA BEAR
Maybe just a quick pop in.

BABY BEAR
Hello chairs!

It's rustic and super cozy: overstuffed chairs, comfortable looking beds, a fire in the hearth. On a rough-hewn table, bowls of porridge have been left to cool.

PAPA BEAR
What say we hibernate?

Baby sniffs out a cabinet full of HONEY JARS.

BABY BEAR
Hello, Honey!

There is something dreamlike about this place... something hypnotic, bewitching. Temptations: Papa sinks into a comfy reclining chair.

PAPA BEAR
Hello my old friend. I have missed you so....

He trails off and starts SNORING. Mama sniffs porridge on the table.

MAMA BEAR
Look, Goldi! Porridge!
(sniff, sniff)
And it's made just the way you like it.

Baby Bear is sitting at the table... eating honey... getting sleepy...

BABY BEAR
No matter how you make it, she doesn't like it.

GOLDILOCKS
Stop it, all of you.

MAMA BEAR
Maybe our wishes have been granted.

GOLDILOCKS

Just stop! It's not our wish
granted, it's an obstacle. It's the
forest playing tricks!

Baby Bear BABBLES himself to sleep, spilling honey
everywhere.

GOLDILOCKS (CONT'D)

This isn't real. None of this is--

Goldilocks spots a children's book on the table: *A COLLECTION
OF FAIRYTALES*. Goldi reaches for the book and opens it.
There's a bookplate pasted on the inner cover: Property of
the CRYING TEARS ORPHANAGE.

MAMA BEAR

(noticing)

Aw, that was your favorite book.
You used to stare at it for hours.

A frontispiece engraving shows an idealized fairy tale
family: two human parents and a little girl standing by a
castle. The engraving of the little girl has Goldi's
distinctive braids drawn upon it in crayon.

Goldi turns the page. More engravings of happy family scenes.
Scribbled in the margins, a child's drawings of Goldilocks
and the upright fairy-tale family.

A little girl is HUMMING from O.S.

Goldilocks looks up to see a shimmering vision of herself as
a child (LITTLE GOLDI), sitting at the table, looking at the
book.

Little Goldi carries away a stardust version of the book.
Goldilocks follows her, LEAVING THE MAP BEHIND on the table.
She watches as the glowing figure jumps onto one of three
beds.

LITTLE GOLDI

Too hard.

Little Goldi leaps to the next bed. She's swallowed up in the
mattress.

LITTLE GOLDI (CONT'D)

Oof. Too soft.

Little Goldi climbs into the third bed, snuggles up with her
book and falls asleep.

LITTLE GOLDI (CONT'D)

Just right.

Mama Bear comes up behind Goldilocks as she watches this incarnation of the past.

MAMA BEAR

This was it.

GOLDILOCKS

What was it, Mama?

MAMA BEAR

The day a little orphan girl broke into our cabin and stole our hearts. The day when our world became just right.

ON GOLDI as Mama's words land.

EXT. DARK FOREST - DAY

Dog is staring up into a tree. Puss and Kitty have climbed to an astonishing height, vanishing into the forest canopy.

DOG

(calling up)

How's it going? Can you see anything up there?

WITH PUSS AND KITTY, ascending. They're using branches like the rungs of a ladder-- an extremely tall and terrifying ladder.

PUSS

(calling down)

Not yet, Perrit--

Puss SLIPS.

PUSS (CONT'D)

--OH!

Puss holds desperately onto a branch, swinging over a terrible drop.

KITTY

You okay?

PUSS

(covering)

Sí, I am good... so good.

The branch BREAKS! Puss falls, but Kitty makes a lightning fast move and grabs him by the hand.

KITTY

If you wanted to hold my hand, all you had to is ask.

Puss hangs there. Kitty's not pulling him up.

PUSS

Um... just... feel free to pull me up whenever you get a chance.

KITTY

I was just remembering the last time I offered you my hand. Only, that time I believe you had cold feet.

Puss smiles weakly. Kitty finally pulls him back up and turns her attention back to the climb.

PUSS

Kitty, about that day... Puss in Boots is not supposed to be afraid, but outside that church in Santa Coloma-- that was the first time I ever felt fear. So I ran.

Puss struggles with this confession, but continues.

PUSS (CONT'D)

It was a mistake, Kitty.

The two cats stand there looking at each other. They've dropped the swagger and the moment is real.

KITTY

It's okay.

PUSS

No, no-- it was cowardly.

KITTY

It's okay.

PUSS

You alone at the altar...

KITTY

Puss--

PUSS
In your beautiful, poofy wedding
dress.

KITTY
Puss, it's okay. I didn't show up
either.

PUSS
Wait, what?

Kitty climbs off. Puss scrambles up after her.

PUSS (CONT'D)
What do you mean you didn't show
up?

KITTY
Well, I knew I could never compete
with your one true love.

PUSS
Who?

KITTY
Yourself! "The legend".

PUSS
Oh.

KITTY
I wasn't going to show up for that
guy.

Kitty lifts the brim of Puss' hat and looks in his eyes.

KITTY (CONT'D)
But, you don't seem like that guy
anymore.

Kitty playfully yanks Puss' hat down over his face and climbs
off. Puss is left behind on the branch to work it out.

DOG (O.S.)
Everything okay up there?

Puss looks down. They've climbed so high that Dog is just a
tiny black dot, far below.

DOG (CONT'D)
I'm giving you a Thumbs-Up, just so
you know.

WITH KITTY near the top of the tree. She's staring off as Puss clambers up to join her. Kitty points into the distance.

KITTY

Puss. Look.

Magical snow flurries and chimney smoke rise from a distant tree line.

EXT. THE DARK FOREST - DAY

Jack Horner is on foot, gazing into his CRYSTAL BALL; reflected in it, an image of Puss and Kitty in the tree. Ethical Bug is perched on Jack's shoulder.

JACK HORNER

What do you think, bug? Do I wait for the cats to steal the map and then kill them? Or do I just kill everybody all at once?

Ethical Bug is appalled.

ETHICAL BUG

You know, I'm starting to think you don't appreciate the value of a life.

JACK HORNER

What? No! I mean, I love THESE guys.

REVEAL: Jack's remaining bakers have formed a HUMAN BRIDGE across a deep canyon. Jack is treading on their backs, making his way across.

JACK HORNER (CONT'D)

Flex those glutes! I need a solid surface!

ETHICAL BUG

(sotto, to himself)

There's good in all people...

there's good in all people...

(to Jack)

You know, Jack, maybe we need to dig a little deeper. Tell me about your childhood.

Jack SIGHS and looks thoughtful.

JACK HORNER

You know I never had much as a kid.
Just loving parents, stability, a
mansion and a thriving baked goods
enterprise for me to inherit... you
know, useless crap like that.

Ethical Bug face palms.

JACK HORNER (CONT'D)

But, once I get my wish, I'll
finally have the one thing that
will make me happy.

ETHICAL BUG

Oh, well what's that?

JACK HORNER

All of the magic in the world. For
me. And no one else gets any. Is
that so much?

Jack holds up the crystal ball for Ethical Bug to see.
Inside, we see an image of Jack standing on top of the world,
LAUGHING maniacally as all of the magic flows into him.

ETHICAL BUG

Yes!

JACK HORNER

Agree to disagree.

Jack reaches solid ground. He turns, looks back to the far
side of the canyon and gestures.

JACK HORNER (CONT'D)

Alright! Bring it over!

The unicorns draw JACK'S TANK over the human bridge. The
bakers groan as it rolls over their backs.

The unicorns reach the edge of the canyon, but Jack's men can
no longer bear the tank's terrible weight. The human bridge
COLLAPSES! The tank and the unfortunate bakers plunge into
the deep divide.

Jack and Ethical Bug watch as the tank EXPLODES on the canyon
floor. A single, surviving baker holds onto the cliff edge
for dear life.

BAKER #2

Help?

ETHICAL BUG
Sweet Mother of Goose, Jack!

JACK HORNER
Well, you know what they say: Can't
bake a pie without losing a dozen
men.

Jack chuckles. Ethical Bug finally loses it.

ETHICAL BUG
That was horrible! Your wish is
horrible. YOU'RE horrible! You're--
you're an irredeemable monster!

JACK HORNER
(mocking)
Wha-wha-what took you so long?
Idiot.

Annoyed, Jack Horner flicks Ethical Bug off his shoulder.
Ethical Bug SCREAMS, falling into the chasm.

ETHICAL BUG
Ohhhhhhhh!

Jack turns his attention to his last surviving baker. She's
clinging to the edge of the cliff, hanging on for dear life.

JACK HORNER
You're not chatty are you?

BAKER #2
(shaking her head)
Uh uh.

EXT. BEAR COTTAGE - DAY

The cats and Dog approach the cottage warily, like commandos
on a mission behind the lines.

KITTY
(to Puss)
Okay, you take the window, I'll
take the chimney.

DOG
What do I take?

PUSS
You take it easy, Perrito. We need
you to stay here and, um...

KITTY
And guard our rear.

PUSS
Yeah, yeah!

DOG
On your six! Got your rears
eyeballed and covered! Hands in,
crew!

DOWN SHOT: three paws overlap.

DOG (CONT'D)
Ready-- Go TEAM FRIENDSHIP!

PUSS
(hating it)
Team Friendship? I did not agree to
this.

KITTY
Yeah. Do better. Try harder.

DOG
Well, just a placeholder name, you
know. I'll workshop it, okay? Go
get 'em, tiger!

Dog SLAPS Puss' butt like a motivating coach.

PUSS
Hey! Take it easy!

Dog keeps workshoping team names as Puss and Kitty spring
into action.

ON THE MOVE, approaching the cottage:

KITTY
Ready to get our wish back?

PUSS
Our wish?

KITTY
Well, I've been thinking. Maybe--
if you play your cards right-- we
could share the wish.

Kitty leaps off, leaving Puss behind, conflicted.

PUSS
Share the wish...

INT. COTTAGE - DAY

Baby's SNORING, his head resting on the table beside the map. Mama and Goldilocks are still looking at glowing visions of the past.

IN THE BACKGROUND: Puss and Kitty infiltrate the cottage, executing stealthy, acrobatic moves, keeping it quiet.

Puss leaps onto a hanging lamp and swings, unnoticed. Beneath him: the table, Baby, and the MAP.

PUSS DROPS onto the table. High tension as Puss tip-toes through spilled honey and SNATCHES THE MAP.

The CREAK of the swinging lamp gets Goldi's attention. She turns and notices--

GOLDILOCKS

It's gone! Wake up! Someone's nicked the map!

Papa wakes, startled.

PAPA BEAR

What's all this-- what's all this bother about?!

MAMA BEAR

Oi! Did you not hear her?! THE MAP IS MISSING!

GOLDILOCKS

Somebody took it!

Goldi KICKS over a chair, revealing Puss clinging to the bottom of the seat, holding the map.

PUSS

Hola...

BABY BEAR

Oi! You criming us when we just crimed you? No crime-backs!

GOLDILOCKS

You're dead cat meat.

PUSS

Okay, okay, okay. It's all... YOURS!

Puss tosses the map high into the air. It's grabbed by Kitty, who's standing on a shelf full of bric-a-brac and keepsakes.

The bears close in on her, snarling. Kitty leaps to a higher perch.

GOLDILOCKS
Nowhere to go, Softpaws.

KITTY
Really? Let's see what the map has
to say...

Kitty opens the map and stares at it deliberately, intensely. A RUMBLING SOUND fills the air as the map's imagery changes and the forest outside responds in kind.

Baby notices pots of honey floating past in the air.

Since Goldi isn't holding the map anymore, the COTTAGE ITSELF begins to drift apart, separating into individual pieces as the forest conforms to Kitty's path.

GOLDILOCKS
No!

MAMA BEAR
Our cabin!

BABY BEAR
My honey!

PAPA BEAR
What the Dickens?!

OUTSIDE THE COTTAGE: The mountaintop has begun to make a slow, turntable spin as the forest conforms to Kitty's path. Dog watches, alarmed.

DOG
Uh-oh.

He rushes toward the cabin to help his team.

BACK INSIDE: The cottage itself is beginning to come apart, separating into individual pieces and drifting away, zero-gravity style.

The fireplace breaks into separate stones. Flaming logs hover from the hearth. Shingles rise from the rooftop like birds in flight.

GOLDILOCKS
Oh no you don't!

Goldilocks throws her staff like a javelin, knocking the map from Kitty's hand.

The staff's forked head sticks into a ceiling beam, pinning the map in place-- just as the entire roof floats skyward!

Beneath the map, a myriad of floating debris: all of the cabin's component parts, funneling toward the clouds. Goldi ascends the floating bits, going for the map. Puss and Kitty race after her, pursued by the bears.

PAPA BEAR
We're coming, Gold---Oh!

Baby climbs up Papa's shoulders to try to get to Goldi first.

BABY BEAR
I'll get it. I'll get it!

PAPA BEAR
Oh get off me you big lump!

BABY BEAR
Hold still!

Dog streaks in, jumping up over Baby Bear, and across hovering honey pots.

DOG
Hold on! I'm coming teaaamm!

Dog loses control, crashing into Goldi. The honey pot swallows Goldi's face.

She SCREAMS as she and Dog plummet.

DOG (CONT'D)
Sorry! Sorry! Sorry! Sorry!

The Bears surround the cats on a floating table.

Kitty extends a paw toward Puss.

KITTY
Shall we dance?

PUSS
Huh?

KITTY
I'll lead.

The cats clasp hands and lock eyes. They begin to DANCE THEIR WAY UP toward the map. They ascend higher and higher, passing Goldilocks and the bears.

As Kitty gives Puss a low dip, Puss kicks a bowl of PORRIDGE into Mama's face.

MAMA BEAR

Ah! Too hot!

Kitty and Puss spin. Kitty kicks another porridge bowl into Baby's face. Baby hollers and falls away.

BABY BEAR

Ah! Too cold, brain freeze!

Puss expertly twirls Kitty, who launches a third bowl at Papa Bear. Papa's knocked back into his floating RECLINER CHAIR, happily tucking into the tasty porridge.

PAPA BEAR

Ahhh, that is just righhhhht!

The map is still floating above Puss and Kitty, but there's no remaining objects they can use to reach it. They share a knowing smile and tap out a flamenco beat, heel-to-heel, stomping skyward, dancing through the very air.

GOLDILOCKS

Eh? What the--?

Finally, The cats reach the map and pull it free. They each hold an end of it, their momentum causing them to spin as the background goes soft focus and the scene gets VERY ROMANTIC.

BUT-- the moment is interrupted when the map UNFURLS, obscuring Kitty's view. The map redraws itself again, and the forest landscape violently conforms to it. (Their next destination: Mountains of Misery.)

The pieces of the cottage thump to earth. So do Puss, Kitty and the bears.

The mountaintop SPLITS and divides them. The cats and the bears end up on two separate peaks, rapidly moving apart.

GOLDILOCKS (CONT'D)

No!

Goldilocks and the bears glare at Puss and Kitty angrily. Goldilocks is holding Dog, hard-petting him.

GOLDILOCKS (CONT'D)

Oi! Forget something?

Puss and Kitty gasp as the bears recede, VANISHING from sight. They're stunned, feeling the weight of their failure and the loss of their friend.

KITTY
They got Perrito!

PUSS
Don't worry, we can track them--
with this!

Puss grabs the map from Kitty. He opens it, starlight
dazzling in his eyes.

KITTY
Wait! Stop!

ON THE MAP: The CAVE OF SHATTERED SOULS appears beside Puss
and Kitty's AVATARS.

ON PUSS AND KITTY: HUGE SPARS OF CRYSTAL shoot up from the
earth! Boulders stack up magically, forming a canopy of
stone.

KITTY (CONT'D)
Puss, watch out!

Before Puss can react, a massive CRYSTAL CAVE has formed
around him.

PUSS
Kitty!

KITTY
Puss!

INT. CRYSTAL CAVE - DAY

Puss is separated from Kitty by thick crystal. He presses the
map against the wall for her to see.

PUSS
Look!

The map shows the avatars of the Bears and Dog nearby.

KITTY
There! There they are. Just down
there.

PUSS
You get go Perrito. I'll find a way
out of here.

Kitty nods, holds her paw up against Puss', then RUNS OFF
into the forest.

INT. CRYSTAL CAVE - DAY

Puss walks though the cave, holding the map. Crystal pillars tower above him, catching reflections. Puss sees multiple images of himself, vanishing into infinity. UNEARTHLY VOICES ECHO faintly.

ECHOING VOICE

Puss...

Puss stops. Did he really hear that?

INT. CRYSTAL CAVE - CHAMBER OF REFLECTION - CONTINUOUS

Puss enters a vast crystal chamber and gazes at his reflection in a pillar. The reflection is much larger than life.

SWORDSMAN PUSS

Hey, good lookin'!

The reflection WINKS and tips his hat!

PUSS

Ohmygah! What is that?!

Puss yelps in fright and backpedals-- right into another pillar. A second jumbo-sized PUSS REFLECTION is looking down at him, tossing dice in its paw.

GAMBLER PUSS

Why so jumpy, amigo?

Puss is surrounded by crystal columns. Within each, stands one of EIGHT DISTINCTIVE PUSS FIGURES. The figures laugh, play music and dance as the real-world Puss stands speechlessly before them.

[These are the PUSS FIGURES: Gambler Puss, Guitarist Puss, Vanity Puss, Dancing Puss, Burly Puss, Swordsman Puss, Pamplona Puss, Topsy Puss.]

PUSS

Whoa... what's happening?

PAMPLONA PUSS

(mouth full)

Hello, Puss. Gazpacho?

Pamplona Puss tries to hand over a bowl of Gazpacho. It just clinks against the crystal.

GAMBLER PUSS
Long time no see!

GAMBLER PUSS removes his hat and gives a sweeping bow.
Playing cards fall from his hat.

VANITY PUSS dramatically turns toward camera. His crystal
column has frosted glass look-- very Telenovela.

VANITY PUSS
Always a pleasure to see me!

Guitarist Puss plays a flamenco flourish.

GUITARIST PUSS
(singing)
Hola, Number Nine!

BURLY PUSS
(pumping iron)
It's a proper party now that all
nine of us are here.

ALL FORMER LIVES
Yeah! / Si Fiesta! / Hahah!

Tipsy Puss leans into the crystal, breathing heavily on the
glass.

TIPSY PUSS
You know what? I love you guys!

PUSS
So, you are my-- my former lives?

VANITY PUSS
(gazing into hand mirror)
Reflections of the good old days.

PUSS
(unsure)
Okay?

BURLY PUSS
Back when we were larger than life.

SWORDSMAN PUSS(O.S.)
A legend!

DANCING PUSS
We dance!

GUTARIST PUSS
We sing!

BURLY PUSS
We are strong--

ALL FORMER LIVES
LIKE THE BULL!

The real Puss in Boots smiles, impressed. Guitarist Puss strums away, launching into a familiar number.

GUITARIST PUSS
Número nueve, you remember this
one?
(singing)
Who is your favorite fearless hero?

ALL REFLECTIONS
(singing)
Who is your favorite fearless hero?

EXT. THE DARK FOREST - HILLSIDE - DAY

Kitty sneaks over a ridge as we hear the bears chattering off-screen.

WITH THE BEARS: They're hard at work, bending branches, cinching vines, preparing to build, set and spring a monumental TRAP.

PAPA BEAR
Well that's it. Game over, innit?
Them cats stole the stolen map we
stole and we ended up with didley
squat. Nothing!

Mama attaches a vine to a swarming beehive.

MAMA BEAR
Well, maybe we could be happy
without a wish.

Baby bends a tree limb counter-weighted with rocks.

BABY BEAR
What are we doing? They ain't
coming back. Goodbye, purple
trousers.

Goldi sets Dog down on a stump.

GOLDILOCKS
Oh, they'll come back--

REVEAL: The stump is a sensitive trigger, poised in the middle of the trap-- and DOG is THE BAIT!

GOLDILOCKS (CONT'D)

For him!

DOG

You're darn tootin'! Puss and Kitty always rescue me when I'm kidnapped... which happens a lot... Cause we're a TEAM.

MAMA BEAR

Aw, that's lovely.

DOG

Yep! Team FRIENDSHIP.

MAMA BEAR

Ugh no, that's a crap name.

DOG

Well, we're still workshopping it.

BABY BEAR

Them cats ain't gonna risk their lives for this daft little pup.

GOLDILOCKS

You're just saying that because you want to eat him.

BABY BEAR

I do not.

Baby smiles at Dog, showing his huge chompers.

BABY BEAR (CONT'D)

I just want to pet him with my teeth.

WITH KITTY: As the bears chatter, she grabs a pinecone, assessing its weight. Seems just about right...

BACK WITH THE BEARS

GOLDILOCKS

Stop thinking about your belly, Baby. In fact, stop thinking PERIOD. You'll just hurt yourself, you muppet.

DOG

Ha, ha! Muppet.

BABY BEAR

And why should I listen to a
porridge-stealing orphan like you?
You're not even a bear.

DOG

Zing!

GOLDILOCKS

Hah! I'm more of a bear than you
are.

DOG

She got you!

BABY BEAR

You're nothing but a low-rent
Cinderella.

DOG

Ooooooh!

GOLDILOCKS

Well, that's rich coming from you,
Baby. Cause you know what you are?

DOG

(having a blast)
Wait for it...

Goldi delivers an epic putdown full of rhythm and attitude.

GOLDILOCKS

You're a daft, fat, slow-thinking,
no-reading, lyme-diseased-flea-
ridden-dingleberry-bear!

DOG

Boom!

BABY BEAR

(sullen)
I haven't got dingleberries!

Papa gives Baby a sympathetic pat.

PAPA BEAR

No, you do. You do have 'em.

DOG

Dingleberries!

Dog LAUGHS hysterically. Baby brandishes a giant claw like a
switchblade and holds it to his throat.

BABY BEAR

Oi! You shut up, you little mutt,
or I'll cut you from pooper to
snooter.

DOG

Ooh, I'm in the mix now!

Dog is eager to join in and try his hand at roasting the
bears.

DOG (CONT'D)

Okay, okay, here we go: you're ALL
a bunch of knuckle-dragging, honey-
scrounging, grub-munching...

Goldi and Baby are shocked at Dog's outburst (much of which
will be tastefully *bleeped*.)

DOG (CONT'D)

Oafish *bleep* weed, mangey, butt
bleep-ing, *bleep* chompin',
bleep nuggets--

Papa Bear's mouth is agape. Mama Bear is stunned. Such
language!

DOG (CONT'D)

Bleep *bleep* *bleep* and YOUR
snooter!

PAPA BEAR

Ha, ha. I like the cut of his jib.

DOG

Ah, this is great. Razzin' and
ribbin' and barbin' and poopin' and
snootin'. Wish I had a family like
this.

Dog turns to Goldi.

DOG (CONT'D)

Speaking from one orphan to
another, Goldi... you won the
orphan lottery.

Mama looks to Goldi and smiles.

MAMA BEAR

I like his jib as well, Goldi.
Let's keep him.

SUPRISE REVEAL: Mama and the others look back to see that Dog has VANISHED. His place on the stump has been filled by a crude, smiling DOG-DOLL fashioned from a pinecone.

GOLDILOCKS

Wha--?

PAPA BEAR

Huh? Where'd he go?

On the pinecone, a note reading: "YOU'VE BEEN CRIMED--KITTY."

BABY BEAR

Gah! We said no crime backs!

GOLDILOCKS

No, Baby, wait!

Baby Bear kicks the pinecone in frustration, inadvertently SPRINGING THE TRAP! Rocks drop, vine ropes tighten and branches SNAP into place as Goldi and the Bears are snared up. The BEEHIVE drops to shatter on Baby's head, releasing a swarm of angry bees.

BABY BEAR

Oww! Not the bees!

INT. CRYSTAL CAVE - CHAMBER OF REFLECTION - DAY

Back with Puss and the EIGHT LIVES, dancing and singing. Puss hits a triumphant high note, finishing big.

PUSS

(singing)

The legend will never die!

The others lives CHEER and LAUGH.

SWORDSMAN PUSS

Bravo! Ha, ha!

BURLY PUSS

The voice of an angel!

GUITARIST PUSS

One more number!

PUSS

No, no, sorry, fellas. This has been fun, but-- could you tell me how to get out of here? I've got to get back to Dog and Kitty.

Detuning guitar sound as the MUSIC STOPS. The lives blink at Puss.

BURLY PUSS

Whoa! I thought you were going to get the wish. You got the map. You don't need them.

SWORDSMAN PUSS

Yeah! Get those lives back. Become the legend again. Town to town.

TIPSY PUSS

Party to party.

IMAGES appear within the walls of crystal, illuminating these words. We see scenes of: Puss standing before adoring crowds; Puss riding a horse, framed by a spectacular sunset; Puss holding court in a crowded tavern...

VANITY PUSS

Puss in Boots walks alone!

MORE IMAGES within the crystal walls: A scene of Puss riding alone; Puss, by himself in a tavern after everyone else has gone home; Puss alone beside a campfire, staring into the flames....

PUSS

(sotto)

Yeah... Puss in Boots walks alone.

Finally, Puss has his epiphany.

PUSS (CONT'D)

Was the legend so big there was no room for anyone else?

A FINAL IMAGE: Puss alone on the hill in Santa Coloma, overlooking the church.

SWORDSMAN PUSS

The legend is STILL big, gato. It's YOU that got small.

BURLY PUSS

Yeah, you changed man.

GAMBLER PUSS

I hear he's best friends with a Dog now.

SWORDSMAN PUSS

And he doesn't even have a sword!
(laughs)
Some hero.

BURLY PUSS

You have become a scaredy cat! We
should call him "Wuss in Boots."

ALL LIVES

Ha, ha, ha!

TIPSY PUSS

No, no, no, no! Didn't you hear?
His new name is "Pickles!"

The reflected lives LAUGH MOCKINGLY and high-five each other

GAMBLER PUSS

So lame! Ha, ha, ha!

VANITY PUSS

Ha, ha! Where's your litter box,
Pickles?

PUSS

You know what, you guys are
jerks... which is VERY conflicting
for me. I'll find my own way out!
Adios!

PAMPLONA PUSS

Oh? You think you're better than
us? Without us, you will always
live a life of--

WOLF (O.S.)

FEAR.

THE WOLF'S IMAGE appears in the crystal walls, multiplied a
thousand times over, a monster in a mirror maze.

PUSS

You!

WOLF

I do love the smell of fear.
(sniff)
It's INTOXICATING.

TIPSY PUSS

It is?

The Wolf draws his sickles and shatters Topsy's column with a single blow. SMASH!

WOLF

Sorry to crash this party with your past lives-- or past deaths, as I like to call them.

PAMPLONA PUSS spits out his gazpacho. The Wolf smashes his reflection.

He holds up the sickles, displaying eight notches on the blades.

WOLF (CONT'D)

I was there to witness all of them. Each frivolous end. But you didn't even notice me. Because Puss in Boots laughs in the face of death. Right?

SMASH! SMASH! The Wolf shatters DANCING PUSS and GUITARIST PUSS.

WOLF (CONT'D)

But you're not laughing now.

He tips over Burly Puss' crystal column. It explodes against the cave floor.

PUSS

You are no bounty hunter! You are--

SMASH! The Wolf takes out VANITY PUSS.

WOLF

DEATH. And I don't mean it metaphorically or rhetorically, or poetically or theoretically or in any other fancy way.

The Wolf looms over Puss.

WOLF (CONT'D)

I'm DEATH STRAIGHT-UP. And I've come for you, Puss in Boots.

PUSS

But-- I'm still alive.

WOLF

You know, I'm not a cat person. I find the very idea of nine lives absurd.

(MORE)

WOLF (CONT'D)

And you didn't value any of them.
So why don't I do us both a favor
and take this last one now?

GAMBLER PUSS

That's cheating!

WOLF

Shhh. Don't tell.

The Wolf tosses a sickle over his shoulder and SMASHES
Gambler Puss into tiny shards.

SWORDSMAN PUSS

Run Puss in Boots! Make the wish!

The Wolf shatters the last crystal column. No more former
lives left.

WOLF

Go ahead, run for it. Makes it more
fun for me.

Puss does. He runs.

EXT. THE DARK FOREST - NIGHT

Kitty is running too, carrying Dog, approaching the cave.

INT. CRYSTAL CAVE - NIGHT

Puss rushes through the maze of crystal, the Wolf's mocking
laughter close behind. Finally, he emerges from the cave and
BOLTS into the night.

EXT. DARK FOREST - MOUNTAINTOP - CONTINUOUS

Kitty and Dog reach a ridge looking down at the cave. They
see Puss rush out and head into the forest with the map.

DOG

Hey, Puss!

Kitty waves. Puss sees her, but, consumed with fear, he keeps
running.

DOG (CONT'D)

Puss! Puss, we're here!

Kitty's smile fades as Puss leaves her and Dog behind.

DOG (CONT'D)
(to Kitty)
Where-- where's he going?

EXT. STAR CANYON - NIGHT

Puss reaches a forest clearing and GASPS.

He stands on the brim of a canyon punched deep into the earth, staring down at THE WISHING STAR. It's MASSIVE, shimmering with ethereal power.

PUSS
Whoa.

EXT. THE WISHING STAR - NIGHT

The surface of the star. Pure silver. Puss walks across it, kicking up stardust.

He reaches the center of the star, stops and looks around uncertainly. The map begins to glow. The star begins to "power up," rising up through the canyon.

EXT. THE DARK FOREST - NIGHT

Goldilocks and the Three Bears trudge through the forest, exhausted.

GOLDILOCKS
That's the third time we've passed
that same rock, Baby.

PAPA BEAR
Oh, not again!

BABY BEAR
What do you want me to do?! I've
lost the scent!

GOLDILOCKS
You only have one job. The one
thing that makes you mildly useful
is your nose, and apparently you
can't even use that!

MAMA BEAR
Goldi...

Baby gets right into Goldi's face, the frustration running high.

BABY BEAR

I'm starting to think this wish
isn't what you promised us.

MAMA BEAR

Leave off, Baby.

BABY BEAR

So what is it, eh? What's your Just
Right? What's so blasted important
that you've got us stranded in this
haunted forest?!

Goldi finally snaps.

GOLDILOCKS

I'm getting a family, that's what!
A proper family. Then, everything
will be JUST RIGHT!

Baby is shocked. He slumps to the ground and sits there,
blinking.

BABY BEAR

So-- your Just Right is getting rid
of us?

Papa speaks softly, terribly hurt.

PAPA BEAR

Well, I guess some people just
stick around until the porridge is
gone. Eh, Goldi?

GOLDILOCKS

Come on... you didn't think I would
actually stay? I'm not a bear.

A RUMBLE in the distance. A towering beam of silver light
appears above the tree line. It could only be the Wishing
Star. Goldi looks at it, transfixed. Mama approaches.

MAMA BEAR

I was always afraid it was too good
to last. And whether you think
we're your family or not, if this
is something that will make you
happy, we'll get you that wish.
(solemnly)
Come on, boys.

Goldilocks and the Three Bears head for the beam of
starlight.

EXT. THE DARK FOREST - DIFFERENT LOCATION - NIGHT

Jack Horner emerges from the forest with the last baker. He spots the light on the horizon and casts away his crystal ball.

JACK HORNER

Oh, what a good boy am I.

EXT. THE WISING STAR - NIGHT

Puss unfolds the enchanted map. Another incantation appears on it, shimmering.

PUSS

(reading)

"Star light, star bright,
First star I see tonight,
I wish--"

KITTY (O.S.)

I can't believe I fell for it
again.

Kitty is standing with Dog at the star's edge.

PUSS

Kitty, you don't understand...

KITTY

Don't understand what? That you've
been playing me this whole time?

PUSS

I need this wish.

KITTY

Oh yeah? You want to know what my
wish was? Someone, ANYONE, I could
trust. In my whole life I've never
had that.

(sighs)

I thought I finally found that
someone-- without a wish. I thought
it was you.

Kitty shakes her head, bitterly disappointed.

KITTY (CONT'D)

But you're still running. Still the
same old Puss in Boots.

PUSS

But I'm not! I'm not Puss in Boots!
I'm on my last life! I need to get
my lives back! Without them I am
not...I am not...

KITTY

What? The legend? I still can't
compete with your one true love.

Kitty turns on her heel and walks off.

KITTY (CONT'D)

Go on. Get your lives back, Puss in
Boots. Just keep them out of mine.

PUSS

(calling after)
Kitty, death is after me!

Kitty hesitates, looks back. Then--

JACK HORNER (O.S.)

I've been called a lot of things.
But never "death." I like it.

Jack hops down onto the star, holding his magic nanny-bag.
His last baker accompanies him.

JACK HORNER (CONT'D)

That's MY WISH.

Mama Bear jumps down onto a different point of the star.

MAMA BEAR

Oi! That's Goldi's wish!

Goldilocks vaults onto the star, followed by Papa and Baby
Bear.

They're all here, standing on the five points of the Wishing
Star: the world's greatest fairy tale thieves, converging at
last on the ultimate enchanted prize, the legendary ONE WISH.

FAST CUTTING CLOSE UPS: EYES darting back and forth, ala The
Good, the Bad, and the Ugly. A moment of unbearable suspense.

DRAMATIC DOWN SHOT: Everyone CHARGES toward the center of the
star, right at Puss!

It's a back and forth melee'. Goldi launches herself at Puss,
swinging her staff. Kitty leaps to Puss' defense and parries
the blow.

PAPA BEAR

Grab it!

JACK HORNER (O.S.)

Move! Outta my way!

In the scuffle, Puss drops the map. It blows across the surface of the star.

BABY BEAR

I've got it! I've got it!

Dog swoops in and trips Baby before he can grab the map.

BABY BEAR (CONT'D)

Don't got it!

JACK HORNER

That's mine!

Jack pulls a WIZARD'S STAFF from his bag and shoots bolts of rapid-fire magic.

JACK HORNER (CONT'D)

Bang! Bang! Bang!

Kitty somersaults, dodging the indiscriminate fire. Jack accidentally blasts his own baker, knocking her to the star's edge.

JACK HORNER (CONT'D)

Oh, come on! You walked into that one!

The Wishing Star continues to ascend, its magic getting stronger. UNBOUND MAGIC swirls at its edges, drawing things toward it: including the unfortunate baker-- she distorts, unraveling as she's pulled through the air.

BAKER #2

Mister Horner! I need your help!

JACK HORNER

(spotting the map)

Duly noted, but a little busy at the moment. Pew! Pew!

BAKER #2

Mister Horner!

BZZZZRRRT! The baker dissolves into a swarm of magical sparks!

Jack scrambles for the map, but before he can get to it, Mama Bear blocks the way. Jack points his staff at her, lining up a shot.

JACK HORNER
Ooh, it's bear season!

Baby Bear lunges in, knocking Jack back. Baby stands over him, slamming his fist into his palm.

BABY BEAR
Oi! I'm gonna bust you up, plum-thumb! And then I'm going to wear your clothes!

JACK HORNER
That was weird.

Jack zaps Baby, lifting him off his feet. Baby is drawn through the space, caught in the magnetic tug of star magic.

MAMA BEAR
Baby!

BABY BEAR
Mama, help!

MAMA BEAR
I got you!

BABY BEAR
Papa!

PAPA BEAR
Son! I'm coming! Got you!

Papa and Mama Bear grab onto Baby's feet, trying to rescue him. It's no good-- the entire bear family is being drawn into danger, linked like a daisy-chain!

BABY BEAR
Help!

MAMA BEAR (O.S.)
Hold on!

MEANWHILE: Goldilocks stands before the map. This is the opportunity she's been waiting a lifetime for. She reaches for it, but then--

BABY BEAR (O.S.)
Something's happening! Help me! No, no, no!

--she looks over her shoulder. Across the star, she sees the BEARS IN PERIL.

MAMA BEAR
Hang on, son!

PAPA BEAR
I can't stop it!

Baby's paw starts to slip from Mama's grasp.

BABY BEAR
Mama I'm slipping. I'm
slippinnngg!

Things are looking grim. Baby is warping, distorting, about to be pulled into the magic wall, when-- GOLDILOCKS COMES TO THE RESCUE, snaring Baby Bear with her staff and pulling him to safety.

GOLDILOCKS
Like I told you, Baby. You're the
smash, I'm the grab.

BABY BEAR
Yes! Yes!

Goldilocks and the bears collapse in a big, furry heap.

BACK WITH JACK: Since Goldi has abandoned the map, he's able to grab it. Puss is too far away to stop him--

PUSS
No!

But Kitty isn't! She makes a spectacular leap and kicks Jack HARD. He staggers back, losing his WIZARDS STAFF.

Undeterred, Jack pulls out POISON APPLE GRENADES from his nanny-bag.

JACK HORNER
Hey, Softpaws! How do you like
THESE apples?!

He chucks the apple-grenades at Kitty. She expertly dodges them, avoiding explosions and billowing, toxic clouds of bad magic.

JACK HORNER (CONT'D)
Die! Blow up already!!

Jack keeps tossing apples. Finally, Kitty makes an amazing MID-AIR catch, snatching the last of them in her paws.

KITTY

Soft-paws.

JACK HORNER

(rolling his eyes)

Ugh.

She throws the apple back at Jack. It explodes! Jack stumbles and falls to his knees.

Shaken, Jack seems to speak with great solemnity...

JACK HORNER (CONT'D)

Okay, okay... you know, maybe it's time to bury the...HATCHET! Ha ha!

Jack whips a HATCHET out of his bag. But before he can use it, Kitty delivers a spinning kick that sends him tumbling backwards into the bag's endless depths.

JACK HORNER (CONT'D)

(falling)

Ahh, I shouldn't have telegraphed it....

Kitty shuts the bag with her foot.

The map is FLOATING AWAY, borne on celestial winds. Dog jumps into the air and catches it. He slides to a stop in front of Puss and hands him the map.

DOG

Yeah, I dunno what to do with this. But, if you think you need those lives...

PUSS

(taking it)

Thank you, Perrito.

DOG

You know, I've only ever had one life-- but sharing it with you and Kitty has made it pretty special. Maybe one life is enough...

That resonates with Puss. But, before he can respond, a WHISTLE rises from nowhere, from everywhere.

PAPA BEAR

What is that?

The Wolf steps through a curtain of starlight. He looks bigger and stronger than ever.

DOG

Who's that?

PUSS

He's here for me.

The Wolf STRIKES the star with his sickles, creating screens of magic that rise, isolating Puss. Kitty's eyes widen. She and Dog are cut off from him.

KITTY

Puss!

It's one on one. The Wolf stalks forward, death incarnate, savoring the moment.

WOLF

I've enjoyed the chase, gato.
But I think we've reached the end
now, you and I.

He clashes his blades together, the sound ringing out across the star.

WOLF (CONT'D)

You gonna take the coward's way
out? Run away to more lives? Or are
you gonna fight?

The Wolf tosses something onto the ground: PUSS' SWORD.

WOLF (CONT'D)

Pick it up.

Puss looks down at the incantation on the map, considering.

WOLF (CONT'D)

Go on. Pick it up!

Once again, the sound of Puss' heartbeat plays over moments from his life. But now they are scenes of the RECENT PAST, happy and impactful moments with Kitty and Dog.

MONTAGE IMAGES: Meeting Dog, reuniting with Kitty in Horner's office, the CUTE-EYE battle, smelling roses with Dog, dancing with Kitty...

WOLF (CONT'D)

What's the matter? Lives flashing
before your eyes?

PUSS

No, just one. I'm done running.

Puss drops the map, picks up his sword and accepts the challenge. He faces down the Wolf with no lives to spare.

PUSS (CONT'D)
Fear me, if you dare.

WOLF
This is going to be fun.

After a series of furious exchanges, Puss manages to knock the Wolf back.

WOLF (CONT'D)
Bien. Muy bien.

The Wolf connects his sickles into one menacing, TWO-HEADED SCYTHE. He spins the weapon adroitly and ATTACKS. The fight rages back and forth. Finally, a slashing move sends Puss' sword flying.

WOLF (CONT'D)
Tsk, tsk. You really gotta stop losing that.

Kitty and Dog look on from outside, alarmed, as--

The Wolf CHARGES. Puss pulls out Kitty's dagger, and blocks a savage blow. And another!

PUSS
Say hello to my gatito blade!

Then, he dives through the Wolf's legs and retrieves his sword at last. Puss deftly cuts the Wolf's weapon into separate halves. The Wolf stumbles as his sickles clatter onto the star's surface.

PUSS (CONT'D)
Pick it up.

The Wolf is shocked. How can this be?

PUSS (CONT'D)
I know I can never defeat you, lobo. But I will never stop fighting for this life.

The Wolf takes up his weapons and steps slowly toward Puss. He gets very close and leans in, fixing Puss with a penetrating gaze. Then--

WOLF

Grrr...Porque diablos fui a jugar
con mi comida! Arggggghh! You're
ruining this for me!

The Wolf leans in for another look, just to make sure. No
doubt about it, this is a changed gato.

WOLF (CONT'D)

I came here for an arrogant little
legend who thought he was immortal,
(sigh)
But I don't see him anymore.

The Wolf spins his sickles like a gunslinger, holsters them
and turns away.

WOLF (CONT'D)

Live your life, Puss in Boots. Live
it well.
(looking back)
You know we will meet again, right?

PUSS

(tipping his hat)
Si hasta la muerte.

The Wolf steps through the curtain of light and vanishes. As
the light ebbs, Kitty rushes up to Puss.

KITTY

You know, when you said death was
after you, I thought you were being
melodramatic.

Puss hands the map to Kitty.

PUSS

The wish is yours. You deserve
someone you can trust.

KITTY

I don't need it. I've got what I've
wished for.
(smiles)
No magic required.

JACK HORNER (O.S.)

Oh, magic snacks!

CLOSE on the nanny bag. We hear the sound of loud, deliberate
chewing, punctuated with a resounding BELCH. A cookie wrapper
lofts out of the bag. It reads: EAT ME.

A GIANT-SIZED Jack Horner rises from the tiny bag, like a wicked genie from a lamp.

BABY BEAR

Uh oh.

PUSS

Holy frijoles.

JACK HORNER

I was worried for a second I'd come out naked, but my clothes grew too! Cool!

Jack stretches out one massive hand, snatches the map and holds it high.

JACK HORNER (CONT'D)

Thank you!

The map is tiny in his hands, the size of a playing card.

JACK HORNER (CONT'D)

The LAST WISH. It's mine!

Jack chuckles as the incantation sparkles to life.

JACK HORNER (CONT'D)

(reading)

"Star light, star bright, first star I see tonight. I wish I may, I wish--"

DOG (O.S.)

Señor Horner!

Jack lowers the map, distracted. Dog is gazing up at him.

JACK HORNER

What?

DOG

Please, don't make that wish!
Please!

One of dog's eyes is twitching, getting bigger.

DOG (CONT'D)

(straining)

Pleeease!

JACK HORNER

Wha--? What are you doing?

DOG
Plee-ease!

JACK HORNER
Seriously. Are you having a hernia
or something?

And bigger--

DOG
Pleee-eeeeeease!!!!

DOG HAS DONE IT! He's mastered the feline CUTE-EYES trick.
His eyes are big, dewy and totally adorable. Jack seems
profoundly moved...

JACK HORNER
They're such pools of
vulnerability. It's so cute-- how
you think that would work on me.
Don't you know I'm dead inside? By
the way, your nose is bleeding.

Dog wipes his nose, shrugging it off.

DOG
Oh, I was just buying some time for
TEAM FRIENDSHIP!

JACK HORNER
Team what?

Jack looks off and sees-- Puss and Kitty, perched on
Goldilocks' staff. Goldi spins the staff at high speed,
launching the cats into the air. They soar heroically, swords
catching starlight.

FFFFT! Puss and Kitty bury their blades right under Jack's
giant thumbnail!

PUSS/KITTY
The Spanish Splinter!

JACK HORNER
Ahhhhhgh!

Jack drops the map and flings the cats aside! As the map
flutters down, Puss, Kitty and Goldi grab it. They lock eyes
and then, together, they deliberately RIP THE MAP into
pieces!

VERY HIGH ANGLE: The STAR ITSELF RIPS just like the map, a
jagged crack splintering down its center. Raw energy surges
as its surface BUCKLES!

JACK HORNER (CONT'D)

What have you done?! No!

The STAR IS COLLAPSING, folding in on itself, burning with imploding enchantments. Jack scurries after the pieces of the map, trying to put them back together.

JACK HORNER (CONT'D)

The map! My wish!

Goldi and the bears claw up a nearly vertical splinter of the star.

MAMA BEAR

Go, go, go!

Puss, Kitty and Dog follow them, making a final, desperate leap to the canyon's edge. The bears lend an assist, pulling them to safety.

The Wishing Star is slipping back into the canyon, which brims with molten silvery, star-stuff.

Jack gathers up the fragments of the map. They knit magically back together.

JACK HORNER

It's mine.

Jack LAUGHS, but then realizes that there's ONE MISSING PIECE-- and a GAPING HOLE in the center of the map.

JACK HORNER (CONT'D)

Huh?

ETHICAL BUG (O.S.)

You looking for something?

REVEAL: ETHICAL BUG is soaring through the air on the back of the NOBLE PHOENIX. In his hand, the MISSING PIECE.

ETHICAL BUG (CONT'D)

Consider this my resignation,
mister!

Bug tosses the last scrap and the Phoenix SCORCHES IT. Jack CRIES OUT. His foot breaks through the shattered surface of the star.

JACK HORNER

Oh! What did I do to deserve
this?

(beat)

I mean, what specifically?

As Jack sinks away forever, he flashes a final, monumental THUMBS-DOWN.

VERY WIDE as the star EXPLODES, funneling enchanted power into the heavens. The COSMOS SHINE with silver light. Millions of shooting stars scatter across the sky. It's magical. Beautiful. Breathtaking.

Puss and Kitty stare up at the most romantic night sky in history. The FALLING STARS streak across the heavens like silver rain, reflecting in their eyes.

KITTY

I hate to say it, but-- should we make a wish?

PUSS

Kitty, one life spent with you is all that I could wish for.

Dog joins Puss and Kitty as they watch the celestial display.

WITH GOLDI AND THE BEARS

BABY BEAR

You saved my life, sis.

(sobbing)

You was gonna make the wish, but you didn't make the wish 'cause you wanted to save your family.

GOLDILOCKS

Shhh...

BABY BEAR

(totally breaking down)

... and then I-- I was really scared...

Goldi pinches Baby's cheeks.

GOLDILOCKS

Oi don't get so blubbery about it. Whose porridge would I eat otherwise?

MAMA BEAR

I'm sorry you didn't get your wish, Goldi-love.

GOLDILOCKS

But I did, Mama. I did get my wish. Everything is Just Right.

Papa and Baby join Mama and Goldi for a group hug, a sweet familial moment.

MAMA BEAR

Oh, now you've made me cry.

GOLDILOCKS

Now-- what say we all go home and hibernate?

PAPA BEAR

Goldi, you're a chip off the old block, you are!

GOLDILOCKS

Well, what can I say? I won the orphan lottery.

Goldi climbs up on Mama Bear's shoulders. She gives a wink to Dog and a nod of respect to her former rivals.

GOLDILOCKS (CONT'D)

Softpaws. Boots.

PUSS

Goldi.

KITTY

Bears.

As the bears head off--

GOLDILOCKS

Hey Baby, you got any ideas for our next job?

BABY BEAR

Oh! Remember that pie factory? I suspect that they might be experiencing a leadership vacuum...

MAMA BEAR

Ooo! A family business! How exciting!

Ethical Bug floats in, landing on Baby's nose.

ETHICAL BUG

Now's a good time to talk about ethical business practices...

BABY BEAR

Ah! There's a talking cockroach on my nose! Get it off! Get it off!

GOLDILOCKS

Hold still.

ETHICAL BUG

Now wait just a second.

Goldi tries to swat the bug, but ends up BOPPING Baby hard on the nose.

BABY BEAR

Owww!

ETHICAL BUG

Hey! Hang on a minute--

Goldilocks and the Three Bears and Ethical Bug disappear into the forest, chattering chaotically.

BACK WITH THE CATS AND DOG:

PUSS

Hey, Perrito, about that name.
Let's pick one out for you.

KITTY

Yeah! What about Chiquito?

PUSS

Chomper! What do you think,
Perrito? Chomper, no?

KITTY

I've got it! I got it! How about
Jeff!

PUSS

Jeff? He doesn't have a Jeff face.

Dog laughs.

DOG

You know, if it's the same to you,
I think I'll just stick with
Perrito. I kinda like it, since
that's what my friends call me.

KITTY

(smiles)

Then Perrito it shall be.

PAN UP as the three of them look happily to a sky filled with stars and a future full of promise.

PUSS (O.S.)
You know to be honest, Chomper is
pretty good...

DOG (O.S.)
Yeah, but no.

PUSS (O.S.)
Well, we'll keep workshopping it.

As a final star streaks across the sky, we--

FADE TO BLACK.

EXT. DEL MAR - DOCKS - DAY

DOCKSIDE in the village where the movie started. The Governor is walking toward us, carrying the same suitcases he had earlier. An entourage trails him, bearing more luggage.

GOVERNOR
I want this vacation to be perfect.
Did you remember to pack my
captain's hat?

ASSISTANT
Yes, Governor. And your captain's
shoes, your captain's coat and your
captain's pajamas.

GOVERNOR
And what about-- MY BOAT?

REVERSE: VERY WIDE. An giant empty spot on the dock as the Governor's ship sails away!

The image of a bounty poster SMASH CUTS onto the screen. It has engravings of Puss, Kitty and Dog and reads, WANTED: TEAM FRIENDSHIP.

GOVERNOR (O.S.) (CONT'D)
PUSS IN BOOOOTS!!!!

EXT. THE HIGH SEAS - EVENING

The governor's galleon crests a giant wave. ON DECK: Dog balances on top of the ship's wheel, setting a course. He's wearing one of the Governor's powdered wigs and nibbling on a sandwich.

PUSS (O.S.)
Perrito!

CLOSE ON: The TEAM FRIENDSHIP poster, pinned to the ship's mast with a knife. Puss pulls the poster free.

PUSS (CONT'D)
Team Friendship? We did not agree to this!

WIDER TO REVEAL: Puss and Kitty, also wearing SILLY WIGS.

KITTY
Yeah, it makes us look ridiculous!

DOG
Too late now! It's official!

A seagull dive-bombs Dog, stealing his sandwich.

DOG (CONT'D)
Ah! Seagull!

Dog loses control of the wheel, clinging to it as it makes a 360 spin and the deck tilts wildly. Puss and Kitty lose their wigs as Puss tumbles into Kitty's arms. They gaze romantically into each other's eyes.

KITTY
(still gazing)
Steady as she goes, Perrito.

DOG
Okie doke! Where are we headed, anyways?

Puss and Kitty join Dog at the helm.

PUSS
Off to find new adventures. And to see some old friends...

A BEAUTY SHOT as the Galleon sails toward emerald shores. Signage propped up in the verdant hills reads: FAR, FAR, AWAY.

THE END