

Under the Rainbow

Rewrite by

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1 FADE IN: 1

SUPERIMPOSE: "BERLIN - 1938."

2 INT. - HITLER'S OFFICE 2

The voice of President Roosevelt is coming from a 1938 radio.

F.D.R. (V.O.)

Without warning and without even a declaration of war, innocent women and children are being bombed. All because of greed, greed for power and supremacy. America hates war, America hopes for peace but --

From behind Hitler's chair, we see a large red flag on the wall with the "Haken-Kruez" (Nazi insignia) in the center. To one side is a large table with overhanging cow lights. The table is strewn with maps. A one-armed (the left arm is missing), high-ranking Aide to Hitler, wearing the usual Nazi armband is standing at the table trying desperately to fold a map.

The voice of Roosevelt is growing in fervor. Hitler's hand is beating the desk in tempo.

F.D.R. (V.O.)

When you see a rattlesnake poised to strike, you crush him. America would rather die on its feet than live on its knees.

Hitler can take no more and slams his hand down as he yells.

HITLER

That man must die! Lefty, who will please mein self with Roosevelt's death?

The Aide hands Hitler the badly crumpled map.

AIDE

Our very best spy, Mein Fuhrer. The most cunning and ruthless agent in the world -- Otto Kriegling.

(CONTINUED)

HITLER

Can he slip in and out without
being detected?

AIDE

(proudly)

His code name, Mein Fuhrer, is 'the
invisible man.'

HITLER

Send him in!

AIDE

(calling)

Enter.

The door opens. We see no one, but we hear the echoing sound
of footsteps. Is Otto "invisible"?

OTTO (O.S.)

Heil Hitler!

With a click of heels, a small arm shoots up from below.

HITLER

Heil!

There stands Otto in a fur-collared coat. He is a 42-inch
midget.

HITLER (cont'd)

Otto, your assignment is very
important to the future of the
Reich. Anything that blocks our way
must be destroyed.

OTTO

I understand, Mein Fuhrer. The
American President will die.

HITLER

Yes! Yes! Did Lefty explain the
rest of your mission?!

OTTO

Ja wohl, Mein Fuhrer. Map of U.S.
defenses at Pearl Harbor will be
passed to Japanese secret agent.

(CONTINUED)

The Aide hands the crumpled map to Otto who looks up with questioning disgust.

AIDE

(shrugs)

What do you want from me?

OTTO

(to Hitler)

One question, Mein Fuhrer.

HITLER

Yes.

OTTO

How will I know him?

HITLER

He will greet you with this password -- 'The pearl is in the river.'

OTTO

How will he know me?

HITLER

He will look for a man your size.

OTTO

I will not fail, Mein Fuhrer.

Hitler gets up from the desk as Otto tries to refold the map. Hitler walks directly in front of Otto who is looking down trying to fit the map into his small pocket.

HITLER

With American President dead, and Japanese allies preparing to attack, the world will soon be ours.

AIDE

(shouting)

Seig Heil!

In reflex Otto shoots his arm forward, punching Hitler directly in the crotch, causing him to double over.

3 INT. - EMPEROR HIROHITO'S OFFICE - DAY

3

F.D.R.'s voice is coming from a small radio. It is a continuation of the previous speech.

F.D.R. (V.O.)

There has been much saber rattling heard from abroad. Let no nation misunderstand America as a peace-loving nation. We stand willing and able to defend our freedom at any price.

It is a room in Japanese decor in which the Emperor receives guests and carries on business that is important enough to come to his attention.

Emperor Hirohita is behind his desk, standing over a large aquarium. He is dropping whole plucked chickens into the water. Within seconds the piranha leave only the bare bones, which float into a growing pile at the bottom.

Hirohito grabs a cracker and gives it to a multicolored parrot perched above the aquarium; affectionately he strokes the bird.

He turns to Nakamuri who is seated across the desk. He is a suave looking, middle-aged man in a white suit, with a small camera hanging from his neck.

HIROHITO

Emperor extends fond greetings to number one spy.

NAKAMURI

It is a pleasure to serve you. Hirikiri Nakamuri returns honorable compliment to beloved Emperor.

HIROHITO

Your mission takes you to Hotel Culver in California. You will rendezvous with famous German counterpart, who will give you a map of Pearl Harbor defenses.

F.D.R. continues on the radio in the background.

(CONTINUED)

NAKAMURI

How will I know him?

HIROHITO

German spy is size of thumb.

NAKAMURI And how will he know me?

Hirohito reaches down and pulls up a camera case.

HIROHITO

You will be carrying this bright orange camera case.

NAKAMURI

Would not it be better for me to carry my miniature camera?

HIROHITO

Not this time. Not only will the color of the case attract your contact, but it will serve to remind you that this is no ordinary camera.

Hirohito opens the case, and focuses the camera at a far wall. He clicks the shutter release, and a bullet fires from the "camera." The Emperor admires his work.

HIROHITO (cont'd)

Bulls-eye.

NAKAMURI

I will be well equipped for sightseeing in the United States.

HIROHITO

One other thing: There is a password.

4 EXT. - HOBO CAMP - NIGHT

4

A clap of thunder. A hobo camp. It is raining. Gathered in a ravine under makeshift shelter is a group of hobos. They are listening to F.D.R. over a small crystal set.

(CONTINUED)

F.D.R. (V.O.)

This year, 1938, marks the end of our suffering. There is now a light at the end of the tunnel. Soon, our miseries will be behind us.

Several hobos shout words of derision at F.D.R.'s speech.

In the midst of these down-and-outers is a midget, Rollo Sweet, hiding from the rain in a packing crate, trying to tune in the radio.

ROLLO

Quiet. I want to listen.

F.D.R. continues. Clap of thunder.

5 EXT. - HOBO CAMP - MORNING

5

The rain has stopped. Rollo is tying his few belongings into his bindle stick. He throws it over his shoulder and makes his way out of the camp. Several Hobos yell at him.

HOBO #1

Where ya going, half pint?

HOBO #2

Hey, start the coffee. You ain't got nowhere to go.

Hobos laugh. Rollo starts up the hill as the sun starts to break through the clouds.

ROLLO

You're wrong. I got somewhere to go. Didn't you listen to the President last night? Hell, you guys can rot here, not me. This is America, you can be anything you want to be, no dreams are too great or too small.

Rollo at the crest of the hill looks ahead as the sun breaks through and a rainbow appears in the sky. Rollo starts to whistle.

6 EXT. - MGM STUDIOS - DAY

6

The stone lion sits in front of the Main Gate. Beyond the gate there is an intense bustle of activity. It is 1938, the biggest year yet in the short history of the film industry. There is a very large banner over the Main Gate:

Now in Production:

GONE WITH THE WIND

NINOTCHKA

BABES IN ARMS

THE WIZARD OF OZ

Our attention is drawn to a young, vivacious girl, Annie Clark, as she winds her way through the studio. She is followed by Jack Kempton, her assistant -- a tall, oafish-looking young man.

ANNIE

Jack, get those reports over to Mr. Fleming's office right away.

Jack nods and lumbers away. It is obvious Annie knows her way around, greeting and being recognized by technicians and actors.

Annie passes Laurel and Hardy, who smile and wave. She is increasing her pace and waves to Clark Gable who throws her a kiss. She cuts through a sound stage.

7 INT. - SOUND STAGE

7

A large chorus of women tap dancers dressed in close-cut costumes and high-feathered headdress are in the middle of rehearsal as Annie hurries past. Ralph, the choreographer, calls out.

RALPH

Annie, we could use another set of beautiful legs.

(CONTINUED)

ANNIE

Thanks, Ralphie, but mine are in a hurry.

She goes out the stage door.

8 EXT. - SOUND STAGE - DAY 8

Annie bursts from the stage door, through a band of Indians, past wardrobe racks.

9 EXT. - MGM LOT - OFFICE BUILDING - DAY 9

As she starts up the steps of the MGM offices, she pauses, looks up and sticks out her tongue. That done, she enters the office building.

10 INT. - L.B. MAYER'S OUTER OFFICES 10

Annie, brassy and confident, moves past the battery of secretaries and assistants who try to stop her.

As she enters L.B.'s outer office, a nice looking Young Man blocks her path.

YOUNG MAN

Miss Clark, I'm sorry. Mr. Mayer said absolutely no one can disturb him.

Annie points to the man's fly.

ANNIE

Is that yours?

The young man looks down in embarrassment as Annie breezes past.

11 INT. - LOUIE B. MAYER'S OFFICE 11

L.B. is at the window looking down at the studio through a large telescope mounted on a tripod. He stops as Annie enters.

ANNIE

Caught ya in the act. Gotta be more careful, L.B. What if I was your wife?

L.B.

Sweetie, I'd never get out of bed.
Besides, I saw you coming.

Annie moves over to the window and looks through the telescope.

ANNIE

Wow, you can see everything. Hey,
look, Esther Williams lost her
suit.

L.B. lurches for the telescope as Annie laughs, and covers the lens.

ANNIE (cont'd)

Nope, no peep show until I find out
why I'm off GONE WITH THE WIND. Am
I fired?

L.B. relaxes and sits on the window sill next to Annie.

L.B.

Fired? Annie, that's nonsense.
Fired, huh, promoted might be a
better word.

Annie relaxes. L.B. moves toward the telescope, she pulls it away.

ANNIE

Promoted? A raise? L.B., thank you.
A raise.

L.B.

Hold on, slow down. That will all
come, in time.

L.B. puts his arm around Annie.

L.B. (cont'd)

You're very special, Annie. I've
been watching you a long time.

Annie pats the telescope.

ANNIE

I know.

L.B.

No. Watching your progress. Annie, you've come a long way in three years and there's great things for you in the future.

ANNIE

The near future? Like tomorrow?

L.B. takes Annie's hand, which covers the telescope. He tries to move it away gently as he speaks.

L.B.

Honey, I've got the greatest project lined up and you're perfect for it.

Both hands grip the telescope harder.

L.B. (cont'd)

Babe, I need a troubleshooter. Big problems that need your special touch.

He bends down, removing his hand from Annie's, and kisses her on the hand. The kiss becomes a bite. Annie pulls her hand away as L.B. looks through the scope.

ANNIE

(laughing)

Wait till I tell your wife.

L.B. is moving the telescope, covering the whole lot.

L.B.

I bite her too. Darling, pack your bags, you're gonna see the world.

12 EXT. - NEW YORK DOCKSIDE - DAY

12

Where the Queen Mary has arrived. Passengers of every conceivable description are disembarking amid frenetic dockside activity. A throng of people greeting the arrivals are crowded into a gated waiting area.

(CONTINUED)

At the entry to the waiting area is Annie Clark. She looks hurried and quickly pushes into the crowd. Two young lovers, who are holding hands, "London Bridge" and Annie ducks under. Before they can lower the bridge a young good looking man slips under.

He is Bruce Thorpe, a rookie FBI Agent, hurrying through the crowd.

Annie is weaving in and out of the people. She cuts to her right and runs head on into Bruce Thorpe. Annie is knocked back off balance, Bruce quickly catches her and keeps her from falling.

BRUCE

Oh, I'm sorry. Did I hurt you?

ANNIE

No, I'm fine.

Annie's voice trails off as her eyes meet Bruce's. For a moment no one else exits. Then Bruce, realizing he's still holding Annie, lets her go with a smile.

BRUCE

Sorry again.

Bruce tips his hat and moves on. At the same moment each looks back and smiles. Annie and Bruce move off in opposite directions.

People are hugging, kissing, waving, and shouting to the passengers.

Annie nears the front of the crowd, and as she dodges a baby carriage runs smack into Bruce. Her bag falls and spills. She quickly picks it up. Bruce's hat falls down over his eyes.

BRUCE

Excuse me, I --

Lifting his hat.

BRUCE (cont'd)

Oh, you again. Did I hurt you?

(CONTINUED)

ANNIE

Nope, you're 0 for 2 and let's not try for three.

Annie moves off briskly. Bruce's eyes follow her. He smiles, then sees a compact case. He picks it up and calls after her.

BRUCE

Miss, you dropped --

No luck. She's out of sight. Bruce puts the compact in his pocket.

Annie is at the gate and motions to a Porter who walks over.

ANNIE

(to Porter)

Have the Flying Zambinis gotten off? They're in the circus.

PORTER

Circus? Well, I, wait, yeah, just go around to the baggage area. You can't miss 'em.

Annie looks back at the crowd, then back to the Porter.

PORTER (cont'd)

Okay, just turn right and you'll find it.

He opens the gate and Annie slips through, passing the Porter a tip. He doffs his hat and starts to shut the gate, but Bruce stops him and shows him his badge.

BRUCE

I have to get to the gangplank.

The Porter opens the gate and Bruce hurries to the gangplank.

Coming down the gangplank is a distinguished, classily dressed man in his mid-fifties, loaded down with some expensive bags. Bruce goes up to him.

(CONTINUED)

BRUCE

Pardon me. I'm Bruce Thorpe, F.B.I.
Are you Duke Ferdinand?

INSPECTOR COLLINS

(exasperated)

No, I'm Roy Collins, Scotland Yard.
Are you Bill Thorpe's boy?

BRUCE

Yes, I am. Pleased to meet you,
Inspector Collins.

Bruce puts out his hand. Collins drops the bags, shakes hands.

INSPECTOR COLLINS

Bruce, I knew your father. He was a
fine man. I was sorry to miss the
funeral. Will you tell your mother
Roy Collins sends his regards.

BRUCE

Yes. Thank you, sir. Will you be
here long?

INSPECTOR COLLINS

No, thank God this assignment is
over.

BRUCE

Why, is it difficult?

INSPECTOR COLLINS

Bruce, the Duke and Duchess have
driven me crazy. They said,
'Collins, you're in charge of
security for the Duke and Duchess's
goodwill tour of England.' I
thought this will be like a
vacation. Wrong.

BRUCE

What's the matter with them?

(CONTINUED)

INSPECTOR COLLINS

The Duke thinks everyone is an assassin. Every time a cork pops, he dives for cover.

Collins takes out his handkerchief, wipes his brow.

INSPECTOR COLLINS (cont'd)

The Duchess is too vain to wear her glasses. Coming into the harbor, she thought the Statue of Liberty was an iceberg and panicked the whole ship. And to top it all off, they have this little spoiled dog that the Duchess pampers. I got so mad at that dog one night, I pulled out three of his teeth.

BRUCE

Sounds like you had a rough time.

INSPECTOR COLLINS

I wish they had come over on the Hindenburg.

Inspector Collins looks over his shoulder.

INSPECTOR COLLINS (cont'd)

Here they come -- the over-the-hill royalty. I'm getting the hell out of here. God help you!

The Inspector hurries off. The Duke and Duchess come down the gangplank and see their luggage. The Duke is around 60 years old, dressed in fancy European garb: starched collar, spats, knickers, a cape.

The Duchess is also in fancy dress: jewelry, fur coat, a feathered hat, and she is holding a small dog in her hands. Behind them is a steward with a large steamer trunk on a cart. The Duchess can't see very well, but the Duke stops at the bags the Inspector left. Bruce goes to them.

BRUCE

Duke Ferdinand, Duchess -- I'm Bruce Thorpe of the F.B.I. I'll be accompanying you across this great

(MORE)

(CONTINUED)

BRUCE (CONT'D)

land of ours.

DUKE

Good to meet you, Mr. Thorpe. Have you seen our Inspector Collins?

BRUCE

He said to say goodbye. He -- ah -- had to catch a train.

DUKE

Back to England?!

BRUCE

It's the -- ah -- long route, through Greenland.

The Duchess's dog barks.

DUCHESS

Streudel is barking. You must have raw meat on you.

BRUCE

No, ma'am.

Bruce signals to Porters and points to various bags.

BRUCE (cont'd)

Porter, could you take these bags to Grand Central Station? They go on the Twentieth Century Limited, bedrooms D, E, and F.

(to Duchess)

Does this belong to you?

DUCHESS

(haughtily)

Oh, that's my purse.

The Duchess grabs the handle, which comes off in her hand. She walks off holding it.

The Duke, Duchess, Bruce, and the porters make their way through the huge crowd toward the cab stand.

As they pass, people are milling about, some running for cabs, looking for their luggage, pushcart vendors are there

(CONTINUED)

with fruit, clothing, shoes, etc. Everyone is selling their wares. There is much chaos. We also see a line of ticket windows.

DUCHESS

What an odd place for a race track.

DUKE

(humoring her)

Seahorses, I guess.

Just then we hear the loud crash of a full cargo net dropping onto the dock. The Duke hits the deck. Bruce bends to help him up.

BRUCE

Relax, sir. This is the land of the free. Who in the world would want to assassinate you?

Almost lost in the crowd stands Luigi DeJello, a swarthy, middle-aged Sicilian lurking behind a stack of tiny little suitcases, cradling a violin case in his arms. He brings a new meaning to the words "sinister looking." Who would assassinate the Duke? Luigi, that's who.

Luigi and his violin case thread through the crowd, following the Duke's party to the train. A family of Italians spots Luigi. The Italian Mama clutches Luigi and smiles with joy.

MAMA

Gino? Is it you, Gino?

She kisses his chest. The whole family swarms around Luigi.

LUIGI

No -- my name is Luigi.

The family clutches at him in happiness.

PAPA

You have finally come from Italy,
after all these years.

Luigi is panicked; he's losing his quarry. He tries to break away but can't. The Italian family closes on him and he begins to retreat to the edge of the dock.

(CONTINUED)

One of the older girls looks at Luigi suspiciously.

GIRL

You look different from when you
were a boy, Gino.

Luigi finds himself on the edge of the dock, loses his balance, and tumbles into the water with a big splash. The Girl smiles to herself, all apprehensions gone.

GIRL (cont'd)

No, same old Gino.

13 EXT. - ESTABLISHING SHOT - DAY

13

The Twentieth Century Limited, pinnacle of 1938 travel, comes roaring out of a tunnel, trailing a plume of steam.

14 INT. - TRAIN - DAY

14

As Annie walks down the narrow aisle of the car, with compartments on one side and windows on the other, a fat man approaches her from the opposite direction. They meet somewhere in the middle, and make several futile attempts to squeeze past each other. Finally, in frustration, the fat man moves on.

Annie continues down the aisle. The door of one of the compartments opens, and Bruce steps out, followed by Streudel. He bumps into Annie.

BRUCE

Excuse me, I'm sorry -- Oh, it's
you.

ANNIE

You are the clumsiest person I ever
met.

BRUCE

Oh, I have something of yours.

Bruce starts to look through his pockets as Streudel is biting his pant leg. He picks up Streudel.

(CONTINUED)

ANNIE

You've got nothing I want unless
your name is Thorpe.

Annie starts off down the aisle.

BRUCE

Wait. I'm Bruce Thorpe. What can I
do for you?

Annie turns on a little girl pout.

ANNIE

Well, I'm in a bit of a jam. You
see, I'm traveling cross country
with a large group of people, and
there aren't enough sleeping
accommodations for all of us. I
understand that you and your
friends have three compartments,
and I was wondering if I could
purchase one of them.

BRUCE

I'm sorry, ma'am, but that's
completely out of the question.

Streudel begins chewing on his sleeve. Bruce tries to
restrain him while maintaining his composure.

ANNIE

Oh, you mean your friends have
separate accommodations?

BRUCE

No, they stay in one compartment.
It's quite all right, though;
they're married.

Annie is becoming annoyed.

ANNIE

Then who gets the third compartment
-- the dog?

By now Streudel has gnawed a noticeable hole in Bruce's
sleeve. Once again Bruce pulls the dog away and begins

(CONTINUED)

petting him with pseudo-affection.

BRUCE

No, the little fellow stays with me.

ANNIE

Lucky you. So what's the third compartment for?

BRUCE

I'm not at liberty to say.

Annie is becoming annoyed then thinks better of it. She softens her tone and becomes increasingly seductive.

ANNIE

Look, couldn't you make an exception for li'l ol' Annie?

BRUCE

I wish I could.

ANNIE

Then why don't you?

BRUCE

Because it isn't up to me. Believe me, if it was, I'd let you have the compartment.

ANNIE

So who is it up to?

BRUCE

I can't explain. I'm sorry, but it's really impossible.

Annie is losing her cool.

ANNIE

Sure it is. You money people are all alike. Can't take time out to give the little guy a break.

(CONTINUED)

BRUCE

You've got me all wrong.

ANNIE

I'll bet. That's the trouble with this country. Too many stuffed shirts running the show.

BRUCE

Now you're going a bit too far.

ANNIE

Well, let me tell you something. I'm a working-class girl, and I'm damn proud of it. I butter my own bread in the morning. And as for you ---

She points her finger at Bruce, and turns to Streudel.

ANNIE (cont'd)

Go get him, boy.

The growling Streudel immediately responds by chewing on Bruce's thumb, and as Bruce stands there awkwardly, Annie whirls around and walks off in a huff. Bruce goes into the Duke's compartment.

15 INT. - TRAIN - DUKE'S COMPARTMENT

15

Seated in the compartment is the Duchess wearing a glittering array of diamonds with an expensive fur muff on her lap. Bruce, still carrying Streudel, enters. The door to the bathroom opens a crack. It's the Duke disguised as a Porter. He is black-faced.

DUKE

Is it safe?

BRUCE

Yes, sir. Why don't you join us and enjoy the beauty and grandeur of the purple mountain's majesty?

There is no reply, just an eyeball in the crack in the door.

(CONTINUED)

DUCHESS

Please don't think he is a coward, Bruce. Once he was a brave and dashing man.

BRUCE

What happened? He seems so frightened.

DUCHESS

Our wedding night.

Bruce is afraid to pursue the subject.

DUCHESS (cont'd)

We were married in Sarajevo, such a lovely place for a honeymoon, but the Duke's father was assassinated that very day, and since then ---

BRUCE

How awful.

DUCHESS

Yes, it was. But now we will tell the true story.

BRUCE

In Hollywood?

DUCHESS

Yes. It's so exciting, MGM is going to make the movie of our loss of Papa Ferdie.

The Duke cautiously enters the compartment from the bathroom. He is in an absurd disguise and is carrying a newspaper. As he takes the seat next to the Duchess, she places her fur muff on the floor between them.

DUKE

(reading)

Mister Hitler is doing everything in his power to preserve peace.

(CONTINUED)

DUCHESS

We met Mister Hitler when he came to Austria, Mister Thorpe. Sometimes when he throws a tantrum, he splashes his soup.

BRUCE

He sounds interesting.

DUCHESS

I had to cut his meat for him.

BRUCE

(to the Duke)

The Duchess tells me you are the son of the Archduke Ferdinand. You have my sincere sympathy in your great loss.

This serves only to renew the Duke's terror.

DUKE

I've read some things about your country and I have a question.

BRUCE

Yes, sir?

DUKE

Is Jesse James dead?

BRUCE

Duke, please don't be so frightened. You're going under the name Smith, you are in disguise, and I am here.

Bruce suddenly jumps up, revealing a puddle on his pants. His sudden movement startles the Duke, who almost jumps out the window.

DUCHESS

Streudel, you naughty dog, you. Now make nice to Uncle Bruce.

Bruce, squirming uncomfortably in his wet pants, places the dog on the floor.

(CONTINUED)

DUKE

These people on this train, any one
of them may be out to kill me! But
I am ready for them.

Smiling confidently, the Duke removes a derringer from his vest pocket and shows it to Bruce. The Duke waves the gun around, pointing at imagined assassins.

BRUCE

Please be careful. Maybe I should
hold that for you.

Bruce reaches for the gun. The train goes into a tunnel. The car goes completely black. In the dark, we hear a shot. The train exits the tunnel.

DUCHESS

(looking down)

My God! He shot the dog!

16 INT. - TRAIN - BAGGAGE CAR - DAY

16

The Duke -- carrying the Duchess' muff with Streudel's locket around it -- and Bruce, accompanied by a nervous Porter, are rummaging through a long line-up of pet carriers. The cages are filled with all kinds, shapes, and sizes of animals: dogs, cats, goats, hogs, camels, exotic birds with long beaks, etc. There are also things like wooden Indians, statues, etc.

PORTER

I'm gonna get fired for this.

High on a shelf, unseen by the search party below, sleeps Rollo Sweet.

The Duke and Bruce go from cage to cage, peering into each one.

PORTER

I don't know why I'm doing this for
you folks.

Bruce looks disconsolate. The Duke shows Bruce the locket.

(CONTINUED)

DUKE

This locket has been passed down
for many generations.

BRUCE

You sure fooled her with the muff.
How long can you get away with it?

DUKE

I walked it for a whole winter
between Streudel Six and Streudel
Seven. We were snowed in.

BRUCE

What? I thought ---

The Duke leans over and talks in a whisper.

DUKE

Bruce, do you know how I met the
Duchess?

BRUCE

No.

DUKE

I was a very young man, much like
you. One day I was standing proudly
at the steps of the King's castle,
when up the path rode the most
beautiful woman I'd ever seen. As
she approached our eyes locked.

Duke's eyes glaze over at the memory of her.

DUKE (cont'd)

She stopped her horse in front of
me, our eyes never straying. And as
she passed me, she tied the reins
around my neck.

Bruce laughs as the Duke stops in front of a cage. Inside is
a dog resembling Streudel.

BRUCE

Can't she wear glasses?

(CONTINUED)

DUKE

Her vanity. She's afraid that only I will find her more lovely in glasses. Besides, she breaks over every pair I buy her. So don't worry about Streudel the Twelfth because here is Streudel the Thirteenth.

He takes the dog out of its cage.

BRUCE

How did they all die?

DUKE

The first Streudel died by assassination. My father Ferdinand fell on him. And I've lived in constant fear ever since.

BRUCE

What about the rest of the Streudels?

DUKE

A few drownings, shootings, tramplings, and a suicide.

BRUCE

Suicide?

The Porter closes the cage, furtively looking over his shoulder.

PORTER

I don't know how I'm going to explain this. Could mean trouble

The Duke hands the Porter a \$20 bill.

DUKE

Don't worry about it.

The Porter nods and pockets the money.

(CONTINUED)

DUKE

Bruce, most important of all, is that the Duchess never find out. For forty-three years she's been a Duchess without a Court. This I owe to her. Our Streudel must never die. She is a royal blue blood.

BRUCE

I understand.

Just then, we hear a monkey screech and begin to rattle his cage. The Duke dives into a mail bag and bedlum breaks out, as all the animals join in the racket.

17 EXT. - CHICAGO TRAIN STATION - DAY - ESTABLISHING 17

18 EXT. - CHICAGO TRAIN STATION - DAY 18

A taxi pulls up in front. We see clearly that the cab is from New York City. There is hardly an inch on the taxi that has not been banged up. It must have been in a dozen different accidents on its mad dash across the country. Luigi jumps out of the driver's door, which falls off into the street.

LUIGI

How much do I owe you, New York to Chicago?

CABBIE

Oh, my gosh! I forgot to throw the meter!

Luigi throws a fist-full of money into the Cabbie's face. Without a glance, Luigi races up the stairs to the station, leaving the taxi smoking in the street. As the Cabbie sits there, an Old Lady gets into the cab.

CABBIE (cont'd)

Lady, I can't --

He realizes that he has to do something, he can't simply sit there.

(CONTINUED)

CABBIE
(resigned)
Okay. Where to?

OLD LADY
New York City, please. The Waldorf.

19 INT. - CHICAGO TRAIN STATION - LOADING PLATFORM 19

There are two trains loading up. Luigi stops a Redcap.

LUIGI
Which train is the Duke on?

The Redcap points out one of the trains.

REDCAP
That one right there, sir. Fourth
car from the rear.

Luigi runs towards the train, reaching the car just as the train starts to move out. He just gets to the fourth car from the rear and jumps aboard with his violin case.

20 INT. - TRAIN - PRIVATE COMPARTMENT 20

Luigi bursts into the compartment with his gun drawn, startling four black men playing poker, and another black man who is practicing the trumpet. All five raise their hands.

LUIGI
Is this Duke Ferdinand's
compartment?

BLACK MAN
No, man. This is Duke Ellington's
compartment. We're just on our way
to Detroit to play a concert.

LUIGI
Detroit?!

Almost in tears, Luigi punches the wall.

21 INT. - HOTEL CULVER - LOBBY - DAY

21

The Hotel Culver is elegant but has seen better days. The desk clerk, Henry Hudson, is a likeable young man in his mid-twenties, nephew of the owner and very inexperienced in the hotel business. He is standing behind the empty desk, sorting a few pieces of mail while talking with Tiny Timmy Tam-O-Shanter; a six-foot seven-inch hulk of an Irish drunk who is the house detective.

HENRY

Wait until you see it. I just got a new Packard.

Tiny whistles.

TINY

You'd better be careful. Taking on big responsibilities like that in the middle of a Depression could be risky.

HENRY

Not to worry, not to worry. Between this job and the Encyclopedia sales, I can hold my own. And, who knows; someday I might even get to be the manager here.

TINY

That will be the day.

22 INT. - HOTEL CULVER - SWITCHBOARD

22

Shirley, the bleached-blonde receptionist, is at her desk. She takes a call.

SHIRLEY

Oh, hi, Ramona. Yes, we're going to Mexico. Lester said it looked like such a quiet weekend at the hotel, we're finally going to sneak away to Acapulco.

The board buzzes.

(CONTINUED)

SHIRLEY

Gotta go.

She plugs into the next call.

SHIRLEY (cont'd)

Culver City Hotel. Yes. MGM?

(writing)

You want to reserve 100 rooms?

Thank you.

She unplugs the board. She thinks about the call. Maybe it's a prank. If it isn't, it means no trip. Shirley crumples up the MGM reservation and throws it into the trash.

23

INT. - HOTEL LOBBY

23

Henry is puttering at the desk. Tiny is sitting, bored, nearby. Off to one side of the lobby, a door opens, and Lester Hudson, the owner/manager, a well-dressed man in his fifties, emerges from his office.

LESTER

Henry, Tiny. You two come here.

Tiny and Henry walk over to Lester.

LESTER (cont'd)

How's it going?

TINY

I think I've got a line on the stolen towels.

LESTER

Good. I knew you'd crack the case. Go see if the fire escapes are rusted through.

TINY

(happily)

Yes, sir!

He leaves. Lester turns to Henry, putting an arm around his shoulders in fatherly fashion.

(CONTINUED)

LESTER

Henry, my boy, how's it going?

HENRY

Well, we only have six rooms booked, but the Thorpe party booked the entire top floor.

LESTER

How many are there in the party?

HENRY

Only three.

LESTER

Don't worry about it. Now, my boy, I have a big surprise for you. I'm leaving you in charge of this hotel for the next three days.

Henry's eyes brighten with excitement.

HENRY

You mean, I'll be the manager?

LESTER

Just until Monday. But it's your responsibility to get this hotel in apple-pie order for the President's motorcade on Monday.

HENRY

Oh, thank you, Uncle Lester. You'll never be sorry. I'll be a great manager. You'll see.

At this moment, Shirley appears with a small suitcase and a big smile. Henry notices but doesn't say anything.

LESTER

Miss Enright will be accompanying me on my business trip, if you know what I mean.

HENRY

I understand.

(CONTINUED)

LESTER

There's one more thing for you to understand, Henry.

Lester squeezes him a little tighter and looks menacing.

LESTER (cont'd)

If anything happens and my wife finds out I'm gone, you'll lose your job and be disinherited.

HENRY

(stammering)

Yes, sir. I understand completely.

Tiny appears, clothes disheveled; he has dirt smudges all over and he's rubbing a sore elbow.

TINY

You were right, Mr. Hudson. That fire escape was unsafe. It caved in.

LESTER

Listen, Tiny. This goes for you, too. I'm going to Mexico for the weekend. If there's any trouble, you're fired. And no drinking, do you understand?

Lester socks Tiny in the chest for emphasis. We hear glass shatter.

TINY

(sheepish)

Yes, sir.

Lester opens Tiny's jacket and pulls out a broken whiskey bottle.

24

EXT. - LOS ANGELES TRAIN STATION - DAY

24

People are everywhere. We see midgets and regular people milling about and jostling for cabs. At the head of the crowd is a cab Dispatcher. Annie is working her way through the crowd with midgets behind her. Rollo Sweet, looking tired and hungry, approaches and is surprised when he sees

(CONTINUED)

the other midgets. One of them, Wedgie Kerbeck, greets him.

WEDGIE

Howdy, pal.

Wedgie puts out his hand. Rollo shakes it absent-mindedly as he looks at the other midgets.

WEDGIE (cont'd)

Ain't you ever seen little people before?

ROLLO

Not all in one place. Are you all together?

WEDGIE

Hell, this ain't a third of us. We've been rehearsing for a month in New York.

Lana Lilly, an attractive lady midget, turns to Wedgie.

LANA

Wedgie, your handsome friend looks hungry. How about it, honey, you need a meal?

ROLLO

If the price is right. I'm a little short.

LANA

How's free? You need a place to stay?

ROLLO

That would be nice. I'm a little underfinanced at the moment.

Wedgie interrupts excitedly.

WEDGIE

Hell, wait a minute. I know the casting director. Pal, your luck has changed. You're coming with us.

(CONTINUED)

ROLLO

Where are we going?

WEDGIE

(excitedly)

We're off to see the Wizard!

Annie has reached the Dispatcher and holds out a \$5 bill.

ANNIE

I'd like four cabs please, and I'll
be right back.

She turns and walks back through the crowd, passing Bruce as she does so. Bruce smiles and tips his hat. Annie tosses her nose in the air and veers away. The Duke and Duchess are behind Bruce. They walk right out and get into the first cab.

DISPATCHER

Hold it. You can't have that cab.
It's reserved.

The Duke nervously jumps into the cab, anxious to get away from the crowd. Bruce steps up to the Dispatcher and flashes his badge.

BRUCE

Special priority. I'll take the
first two cabs.

Bruce looks down and sees Rollo staring at his badge. Bruce puts his finger to his lips and winks. Rollo nods and smiles. Bruce turns to a porter.

BRUCE (cont'd)

We'll go in the first cab. Put the
luggage in the second. Tell them
the Hotel Culver.

He jumps into the first cab and it drives off. Annie returns with ten more midgets in tow just in time to see her cabs leaving.

ANNIE

If I ever see that man again I'm
going to braid his legs with a fire

(MORE)

(CONTINUED)

ANNIE (CONT'D)

poker and lose my high-heel shoes
in part of his anatomy.

25 EXT. - HOTEL CULVER - DAY

25

Henry is a new man. He's drunk with power. He is The Manager. He is barking orders at Pops (a 70-year-old bellboy) and Tiny, who are trying to decorate the front of the hotel in red, white, and blue bunting.

HENRY

We need more red.

A large Greyhound Scenicruiser is stopped beside the road, the driver looking quizzically into the engine compartment. On the side of the bus is a banner that reads: Japanese Amateur Photographers Society (J.A.P.S.)

We see a stream of twenty well-dressed Japanese men exit the stalled bus. They are all dressed exactly alike, each with a camera around his neck. They all immediately start taking photos. They photograph each other, one man holds his shoe up and three others photograph the bottom, one man opens up the side of the bus and photographs the luggage, one man photographs a bus tire, etc.

Mister Rimi Akido, a distinguished-looking Japanese businessman, starts to walk briskly toward the hotel.

MR. AKIDO

(to Henry)

Excuse me, young man, could you
direct me to the manager?

Henry puffs himself up.

HENRY

I'm the manager. Henry Hudson, at
your service.

MR. AKIDO

I'm afraid we need rooms.

HENRY

Step right this way --

Henry takes them through the revolving door.

26 INT. - HOTEL CULVER - LOBBY

26

Henry runs back behind the registration desk and takes charge of reservations. Tiny runs to a spot a couple of feet in front of the desk awaiting the rush.

The Japanese Businessmen swarm in around Tiny as they move to the registration desk. We hear ad lib lines in English with Japanese accents saying: "We need a room," "A king-size bed for two, please," etc. We also hear much Japanese being mumbled. Tiny is in the midst of all of them being spun around and jostled. Henry holds up his hands.

HENRY

Gentlemen. We will take care of you
the best we can.

Henry starts frantically signing the men in. On the opposite side of the U-shaped registration counter to Henry's back, a hand comes up over the edge of the counter and bangs the bell to call for service. The hand goes back down out of sight. Henry turns and starts to walk to that side of the desk. He doesn't see anybody. He takes a few steps forward. He looks around again, but doesn't see anybody.

HENRY (cont'd)

Is someone there?

MIDGET (O.S.)

I want a room.

Henry looks up -- all around. He thinks he is starting to hear things. He shakes his head. He goes back to registering the horde of businessmen.

A Japanese businessman a straight-ahead picture of Tiny's fly.

27 EXT. - HOTEL CULVER - DAY

27

A taxi pulls up in front of the hotel. Inside the cab is Otto Kriegling, the midget German spy. Pops, the bellboy, approaches the cab. Otto gets out, and pays the cab driver.

OTTO

(to Pops)

Boy, take my bag.

(CONTINUED)

Pops takes the bag and follows Otto as he walks toward the hotel door. In the background, two large busses pull up. Otto doesn't notice them as he enters the revolving door. Midgets begin to pile off the busses.

28 INT. - HOTEL CULVER - LOBBY

28

The lobby is full of Japanese men.

Otto's mouth falls open. He's flabbergasted. He was expecting one Japanese man and here are twenty of them.

OTTO

Ach du lieber!!

The horde of midgets and dwarfs swarm into the lobby, running and skipping, engulfing Otto into their group.

TINY

Leprechauns. Leprechauns!!

Two female midgets sidle up to Tiny and look him over lasciviously.

LADY MIDGET

Hey, get a load of King Dong.

The midgets are like tiny Marx Brothers. A couple of them start climbing the drapes. Some are singing, "Hi Ho, Hi Ho. It's off to work we go." A couple leap up on Tiny like he's a ride. Most of them are smoking cigars -- even the lady midgets.

One midget with camera and goes up to a Japanese man. They each start taking pictures of each other. Most of the midgets and dwarfs go around to the registration desk to register, but the rest are delirious at the sight of one another.

Otto moves stealthily around the lobby, making a reconnaissance of everybody there. As he passes other midgets, one of them notices him.

DWARF

Hey, where are you from, pal?

Otto makes an obscene gesture, raising his bent right arm with his hand in a fist, and slapping his right bicep with

(CONTINUED)

his left hand.

DWARF (cont'd)

Oh, you're from Italy. Were you
ever with the Flying Zambinis?

29 EXT. - HOTEL CULVER - DAY

29

We see Nakamuri paying off a cab driver. In the background we see another cab pull up. Nakamuri settles up with the Cabby, grabs his bag, and heads for the hotel door. We see Bruce and the Duke get out of the rear cab and they, with the cab driver, start unloading all the baggage. Pops hurries out to help Nakamuri.

NAKAMURI

(to Pops)

Can you tell me if a midget has
arrived here yet? He's exactly
forty-two and three-quarters inches
tall.

POPS

A midget, huh?

NAKAMURI

That's right.

POPS

I think I can quite definitely say
that the answer is yes.

NAKAMURI

Good. Can you take me to him?

30 INT. - HOTEL CULVER - LOBBY ENTRANCE

30

Pops and Nakamuri enter. A bellhop takes the bags from Pops. Pops motions toward the lobby with his head.

POPS

There he is over there.

Nakamuri looks. He also has a look of utter amazement as he spots the midgets.

Bruce (carrying Streudel) and the Duke enter, loaded down with bags. The Duchess is alongside. The cab driver comes

(CONTINUED)

in, sets down bags, then exits. Pops approaches them. Bruce starts loading Pops down with bags. The Duke spots all the maelstrom in the lobby and becomes frightened.

DUKE

I thought you said this was a
quiet, out-of-the-way hotel.

Bruce still is loading Pops down with luggage.

BRUCE

I thought so, too. But don't worry.
I've reserved the whole top floor.

DUCHESS

(surveying lobby)

Look at all the children. It must
be recess.

Bruce finally loads Pops to the point that Pops falls over backwards.

31 EXT. - HOTEL CULVER - DAY

31

Two cabs pull up. Annie gets out, followed by some midgets and dwarfs. Midgets and dwarfs also get out of the second cab. They unload the bags. Annie is settling the fare with the two cab drivers. We can tell by the way she is handling the midgets that she is in charge of them.

32 INT. - HOTEL CULVER - LOBBY

32

We see Otto in the background being given his room key. We hear Smokey Jones, a midget, at the desk. He is angry.

SMOKEY

So you don't have enough rooms --

He turns to address the midgets behind him.

SMOKEY (cont'd)

They could regret that, hey, gang?

MIDGETS

(ad lib)

Yeah. Screw them. Take a leak on
his shoes.

(CONTINUED)

SMOKEY

Where's Annie?

HENRY

I thought she'd be here by now.

Annie stands just inside the hotel door, looking over the scene in the lobby.

Tiny looks at the long line of midgets waiting to register.

TINY

Looks like an aerial view of an unemployment line.

Henry is running around like a chicken with his head cut off. People are ringing the desk bells. He's running back and forth. He goes to the side of the desk where Bruce is standing.

BRUCE

I have the top floor reserved, pleased. The name is Thorpe.

HENRY

I'm glad you're here. I almost gave those rooms up, we're so jammed.

Henry rings the bell.

HENRY (cont'd)

Front!

A bellhop appears.

HENRY (cont'd)

Take Mr. Thorpe's bags.

The Bellhop picks up the bags. Bruce looks around. He finally spots the Duke is cowering behind some foliage. The Duchess is standing in front of him. A midget walks by. The Duchess looks down at him.

DUCHESS

Such a cute little boy.

The midget walks up and tweaks her breast.

(CONTINUED)

DUCHESS (cont'd)

Don't be naughty.

Annie and Mr. Akido have reached the front desk. Annie is arguing with Henry.

ANNIE

What do you mean you don't have our reservation?

Henry takes the offensive.

HENRY

Probably just a little mixup. If you need rooms we got 'em. How many do you need?

ANNIE

At least a hundred.

HENRY

We'll start by doubling up and if that's not enough we'll quarter them.

ANNIE

Please, no short jokes. Look, isn't there any other way?

HENRY

There is one possibility. That young man by the elevator with the older couple has the entire top floor reserved, and there are only three of them.

ANNIE

Oh, thank God.

Annie rushes toward Bruce, who has his back turned to her. Annie approaches Bruce and Streudel. As she taps him on the shoulder, there is a big smile on her face.

ANNIE (cont'd)

Pardon me, sir.

Bruce turns around. Annie's smile evaporates.

(CONTINUED)

ANNIE (cont'd)

Oh, no. Not you!

Annie realizes that she must be sweet. She has a favor to ask.

BRUCE

Oh, the girl from the train. Nice to see you.

She puts her head against his chest.

BRUCE (cont'd)

What are you doing?

ANNIE

I'm checking to see how big your heart is because I'm appealing to the kindness of your heart for a favor. Believe it or not, I have another problem -- only worse. I'm about fifty rooms short for my people.

She tickies him under the chin with her hand, playfully.

ANNIE (cont'd)

Do you think that we could use some of those rooms you have on the top floor?

BRUCE

I'm really terribly sorry, but this is a special circumstance and I just can't do it.

The hand under his chin now grabs for his neck. Then she catches herself and withdraws it.

ANNIE

Any rooms you could spare would be greatly appreciated. I'll pay for them.

BRUCE

I can't. I just can't.

(CONTINUED)

ANNIE

Three people need the entire top floor? I can't understand it. I just can't understand it.

BRUCE

I can understand that.

The elevator arrives and the door opens.

DUCHESS

Come, Bruce. Let's not dilly dally. They've opened the gate.

DUKE

It's an elevator, dear.

ANNIE

(sarcastically)

Yes, Bruce. Don't dilly dally.

Duke, Duchess, Bruce, Streudel, and a bellhop get into the elevator. It rises up.

Annie is now totally exasperated, and yells through the elevator window and the disappearing elevator.

ANNIE

Just who do you think you are, the Queen of Sheeba?

DUCHESS

I almost was. If I'd only have married Abdul.

Hanging under the elevator as it rises is a smiling midget. Annie doesn't see the midget. She storms back into the lobby, where even more midgets are arriving. Their excitement is growing as their numbers increase. She comes up near a chair, slams her briefcase next to it in anger and plops down, disgustedly. Mr Akido walks over. He smiles at Annie.

MR. AKIDO

Excuse me. I couldn't help but overhear. Maybe I can help. They gave us twenty rooms, and we can

(MORE)

(CONTINUED)

MR. AKIDO (CONT'D)

share.

ANNIE

(laughs)

Oh, thanks. All these little people are going to be in a movie.

MR. AKIDO

Must be very funny from look of this.

Akido gestures to the mayhem around him.

MR. AKIDO (cont'd)

What's it called?

ANNIE

The Wizard of Oz.

MR. AKIDO

What's it about?

ANNIE

Well, there's a Tin Man, a Lion, a Straw Man, and all the little Munchkins -- It's a little hard to follow. Would you like to read the script?

MR. AKIDO

Oh, I would like to very much.

ANNIE

I'll have to have it back.

MR. AKIDO

Absolutely. In fact, to show my gratitude, I would be extremely honored if I might take you to dinner.

Annie stands. Akido stands.

ANNIE

I think that would be just nifty. Say eight o'clock?

She shakes his hand.

(CONTINUED)

ANNIE (cont'd)
I'm Annie Clark.

MR. AKIDO
Rimi Akido.

He bows.

MR. AKIDO (cont'd)
Sayonara.

They depart in opposite directions.

We see a cluster of midgets around a plant. One midget is clipping leaves off a plant. They all back away and a male midget is posed nude, like Adam, wearing only a leaf over his private parts.

33 EXT. - HOTEL CULVER - DAY

33

A truck pulls up. The Driver comes around, and pulls down the gate on the back of the truck.

DRIVER
Okay, fella. We're here.

We see that the truck is loaded with pigs. Out from the pigs emerges Luigi. He has his big black bag. He jumps off the truck.

LUIGI
(to Driver)
Thank you for the lift. (to pigs) I
won't forget you. I'll send you
mud.

Luigi starts for the hotel door, passing several people who recoil from the smell. Some fan the air, others hold their noses.

34 INT. - HOTEL CULVER - DINING ROOM - EVENING

34

The dining room has a 1938 pseudo-fancy look: The Hotel del Coronado dining room that missed. Midgets appear to be everywhere in the crowd; running over and under tables, stealing drinks, pinching women and generally acting like Shriners.

(CONTINUED)

The Duke, Duchess, Bruce, and the new Streudel are seated at one table. The dog is seated with a bib on.

Akido is seated at a table, looking over the script that Annie loaned him.

Otto is dining alone.

There are tables of Japanese tourists, their ever-present cameras taking pictures of artistic works like shrimp cocktails, napkins --

Three midgets seated at a table obviously too high for them. Waitress is putting an ice cream sunday in front of one of them. With her is a tray loaded with ice cream toppings.

WAITRESS

Do you want your nuts crushed?

MIDGET

Do you want your tits shot off?

Luigi enters and sits at a table near the service exit. He is clutching his black bag and staring at the Duke's table. A Waiter goes by and recoils from Luigi's pungent odor.

The Duchess is spoonfeeding Streudel. The Duke is holding a piece of steak on a fork in front of his face to hide behind. With his other hand, he is eating food from both his and the Duchess' plate, and alternately drinking from a glass of red wine. Bruce looks embarrassed. Bruce starts to take a bite. The dog barks. Bruce puts the fork back on his plate. The Duchess continues feeding the dog.

DUCHESS

You like this pate de foie gras,
don't you, my Streudel?

BRUCE

What's in that stuff? Are you sure
that it's okay for the dog to eat?

DUCHESS

(slightly indignant)
It's good pure goose liver. All
great dogs love it.

(CONTINUED)

BRUCE

Yes, of course.

Bruce tries again to take a bite of food. The dog barks. Bruce puts the fork back on his plate. Bruce points suddenly across the room.

BRUCE (cont'd)

Look, Streudel! Look over there!

The dog looks away. Bruce, in a lightning move, shoves a big piece of food into his mouth, bolts it down and replaces his fork on the plate before the dog turns back to see him. The bite is a little too big, however, and Bruce starts to choke on it. He picks up his wine glass, thinking he can wash down the food, only the dog barks at him. Bruce puts the glass down.

Mr. Akido calls the Waiter over to his table.

MR. AKIDO

Waiter, bring me a glass of white wine.

WAITER

Yes, sir.

As the Waiter writes down Akido's order, the Duke calls from behind his shield of steak.

DUKE

I'll have another glass of burgundy, waiter.

The Waiter turns and acknowledges the Duke's order.

WAITER

Another glass of burgundy. Yes, sir.

Luigi overhears the Duke order the glass of wine. Luigi pulls out his black bag and opens it.

The Waiter who took the wine orders from Akido and the Duke is very distinctive with a goatee and a Dali moustache. He carries a tray with Akido's glass of white wine and the Duke's glass of red wine. As we DOLLY ALONG WITH HIM, we pass Luigi, who is now standing. Luigi bumps the Waiter, and

(CONTINUED)

attempts to drop a poison pill into the glass of red wine that the Duke has ordered. The Waiter shifts the tray while trying to retain his balance, and the poison pill misses the glass with the red wine and instead falls into the glass with the white wine, ordered by Mr. Akido.

Luigi ad libs an explanation.

LUIGI

I couldn't help bumping into you; I
don't speak English.

Luigi exits. The Waiter thinks about that explanation for a moment.

The Waiter walks toward the dining room tables to deliver the drinks.

The Waiter serves Akido the white wine. Akido is reading the script that he has borrowed from Annie. When he sees the Waiter, he puts the script down.

The Waiter turns to serve the glass of red wine to the Duke. Suddenly, the Duchess lets out a loud combination gasp and shriek while clutching her necklace.

DUCHESS

My God! I've lost my pearl, my
priceless pearl from Central Russia
is missing!

Bruce and the Duke immediately begin searching all around the table for the pearl.

BRUCE

It's got to be here. We'll find it.

Akido has witnessed the commotion and lights up when he spots the pearl in the goose liver. He excitedly points to the pearl.

MR. AKIDO

(speaking loudly)
The pearl is in the river.

Otto is standing nearby. He hears Akido shouting and rushes over to him.

(CONTINUED)

The Duchess hears Akido and responds, sees the pearl in the pate, and picks it out of its resting place. She nods her thanks to Akido who bows back. Otto is at Akido's side.

OTTO

Did you say, 'Zee pearl is in zee river'?

MR. AKIDO

No. I say, pearl in r-r-river.

OTTO

Exactly. I read you.

Otto pulls up a chair uninvited and sits down, smiling.

OTTO (cont'd)

Excellent. So zee pearl is in zee river.

Nakamuri has overheard Otto saying the password sentence.

OTTO (cont'd)

Well, at last the plot can proceed.

Akido, not understanding Otto's intentions, puts one hand on the script.

MR. AKIDO

The plot is excellent. With the help of your people, it should be very successful.

OTTO

The American dog will be blown into the sky.

Otto takes the script and flips through the pages.

MR. AKIDO

Ah, yes. Very ingenious. Follow yellow road and you a winner.

OTTO

You are so right, my yellow friend.

Otto slips a map into the script. Mr. Akido does not see him, as he is looking around the room for Annie.

(CONTINUED)

Otto winks at Akido and smiles.

MR. AKIDO
What role will you play after this?

OTTO
I have many roles to play.

MR. AKIDO
You must have a good agent.

OTTO
I am a good agent.

Otto goes back to his table. Mr. Akido turns and notices Annie walking briskly into the dining room.

ANNIE
Good evening. I'm afraid I've got bad news. I won't have time for dinner. They want to start rehearsals first thing tomorrow morning and I've got a lot of work to do.

MR. AKIDO
Perhaps another time, dear lady. Thank you. Here is your script. I enjoyed it very much.

He hands her the script, and raises his wine glass in a toast.

MR. AKIDO (cont'd)
To lovely American lady.

Akido drinks the wine. Annie gets up to leave.

On the way back to his table, Otto passes by Nakamuri's table. Nakamuri says:

NAKAMURI
The pearl is in the river.

The Duchess overhears this exchange, and leans over from the next table.

DUCHESS

It's all right. I found it.

Otto looks at Nakamuri, confused.

OTTO

'The pearl is in the river'? You?

In the b.g., Akido gasps and slumps over, dead, on the table. His face falls into his mashed potatoes. Otto stares at him very puzzled, then looks up at Nakamuri, who is also amazed. There is a commotion. Otto sees Annie leaving the dining room, script in hand.

OTTO (cont'd)

That woman has the map! It's in that script she is carrying. We mustn't let her out of our sight.

They race off to keep up with her.

Bruce jumps up from his chair and runs to Akido. Several Japanese businessmen are standing around clicking their cameras at Akido.

BRUCE

Someone send for the manager.

A Waiter runs out.

BRUCE (cont'd)

Don't panic.

Bruce goes over to the next table, and lifts dead Mr. Akido's head up. Mr. Akido's face is covered with mashed potatoes.

BRUCE (cont'd)

Looks like a possible heart attack.

Bruce lowers Akido's head back into the potatoes. Henry and Tiny rush in. Tiny almost falls over in the rush.

TINY

(excited)

Where is he?

Bruce points to Mr. Akido slumped over on the table. Tiny

(CONTINUED)

hurries to Mr. Akido, turns him over, and starts giving him mouth-to-mouth resuscitation -- mashed potatoes on the face and all. Tiny, in administering the life-saving technique, has positioned himself on top of Akido. Henry takes Mr. Akido's pulse. He taps Tiny on the shoulder.

HENRY

Tiny, he's dead.

Tiny springs to his feet, appalled. In his scramble, he knocks the glass of poisoned wine to the floor.

TINY

Dead!

HENRY

If he wasn't dead, you'd have crushed him.

Streudel leaps down from the Duchess' table, unseen by anyone in the room, and trots toward Akido's table.

Luigi is livid. He pounds his head against the pillar in disgust. A plant falls and hits his head. Dazed, he spins and falls face-first into his soup. He gets up and shakes his head. He reaches into his bag and attaches a silencer to his pistol. Then he slips out the service exit.

Henry holds up his hands. He addresses the dining room crowd.

HENRY

Just a little mishap here, folks.

Tiny joins in, the potatoes still on his face.

TINY

No problem, folks. Just a death.

Streudel has found the spot where the wine glass hit the floor, and is lapping up the poisoned wine. The Duchess leans down and attaches the leash to Streudel. She stands up and starts to leave. O.s., we hear Henry reassuring the diners.

(CONTINUED)

HENRY

Please clear the dining area
everyone and we'll straighten
everything out.

The crowd begins to drift toward the exits.

BRUCE

(to Henry)

I'd like to be of help if I could.

Streudel rolls over dead. Tiny sees it.

TINY

My god. The dog had a heart attack.

35 INT. - HOTEL CULVER - LOBBY

35

The midgets have taken over: The Flying Zambinis have set up
shop on the mezzanine. Japanese tourists are milling around
taking more pictures. Acrobatics are lying on their backs,
all the way down the staircase, passing cases of beer with
their feet back up to the top.

At the foot of the stairs is SMOKEY JONES, with his cig
cigar. He is hustling the CIGARETTE GIRL.

SMOKEY

It will be a great party. I
promise.

His arms are moving in rhythm as he passes the cases of beer
along.

SMOKEY (cont'd)

You'll thank me the longest day you
live.

He loads the last case of beer, grabs the Cigarette Girl in
perfect rhythm, and moves her onto the "midget conveyor
belt" and up she goes. We follow her up the stairs to where
Rollo and Wedgie have been working out with The Flying
Zambinis. Wedgie spies Annie coming down the corridor,
followed by Otto and Nakamuri.

(CONTINUED)

WEDGIE

Miss Clark, come here. I want to introduce you to a pal.

Otto and Nakamuri melt into the shadows.

WEDGIE (cont'd)

This is Rollo Sweet, the new guy I was telling you about.

ANNIE

(to Rollo)

Glad to meet you, Rollo. Where are you from?

ROLLO

Topeka, Kansas.

ANNIE

Glad to have you on board. I guess you don't have a place to sleep either.

ROLLO

That's okay. I'm used to that.

WEDGIE

He can bunk with me. By the way, Miss Clark, if you need any stunt men, here we are. Watch this new trick we just learned.

Annie sits down, setting the script at her side. Rollo and Wedgie do their trick for her, after which she stands and applauds politely.

ANNIE

Bravo, bravo!

(back to business)

Okay, everybody, the fun's over. I want everyone fitted in their costumes this evening. We start rehearsals tomorrow.

At that moment, Jack calls to her from the lobby.

(CONTINUED)

JACK (O.S.)
Miss Clark. Miss Clark.

ANNIE
See if we can't clear this hallway
out.

She turns and sails down the staircase, leaving her script behind her.

In a flash, Otto heads for the unprotected script, but just in the nick of time, Rollo innocently retrieves it. He leaps on the banister and, in a cavalier fashion, slides down swashbuckler-style just in time to greet Annie at the foot of the stairs. Rollo lands, bows gracefully and, with a flourish:

ROLLO
At your service, madam. I believe
you forgot this.

ANNIE
(with a curtsy; laughing)
Thank you, kind sir.

36 INT. - HOTEL CULVER - TOP OF THE STAIRS

36

Nakamuri emerges from the shadows and joins Otto. The Zambinis are still carrying on in the background.

OTTO
We must get that script without
delay.

NAKAMURI
To make up for ineptness of
microscopic one.

OTTO
You'd better shut your Jap yap.

NAKAMURI
Nazi nit better learn to keep civil
tongue in tiny mouth.

And he strokes his deadly camera.

Behind them, we see Jack and several other Assistants

(CONTINUED)

rounding up the reluctant midgets and herding them down the stairs.

JACK

Miss Clark says everybody goes to wardrobe tonight, so everybody goes to wardrobe tonight.

He turns and points to Otto.

JACK (cont'd)

(to Otto)

And that goes for you too.

OTTO

Don't touch me, you swine. I'm not one of your cattle.

With that, Jack swoops up Otto and takes him under his arm.

JACK

Save it for the cameras.

He heads down the stairs with Otto under one arm. Otto is screaming and kicking.

OTTO

You'll regret this, Mister. I will dive bomb your family.

37 INT. - HOTEL CULVER - DINING ROOM

37

Tiny and Henry are standing over Akido's body.

HENRY

I can see the headlines now --
'Japanese National Dies at Hotel
Culver.' How am I going to explain
this to the police?

Tiny crosses to a floor-standing ashtray. He lifts the top out of it, reaches in, and fishes out a half-full bottle of liquor.

(CONTINUED)

TINY

We'd better not tell anyone until your Uncle gets back. He'll know what to do.

Tiny takes a swig of the bottle.

HENRY

Shouldn't we at least call a doctor?

TINY

Unless it's Doctor Jesus, this guy is going to remain dead.

HENRY

But what about the body?

TINY

Just leave that to me.

Tiny finishes off the bottle, and sets it down. He then bends over to pick up the body.

38 INT. - HOTEL CULVER - CORRIDOR OUTSIDE ROOM 329

38

A long line of midgets stretches the length of the hall and down the stairs.

The door opens and Smokey Jones emerges with a gigantic grin on his tiny face. He is tightening his belt.

SMOKEY

Hot damn, first time I ever went up on a woman.

The midgets cheer.

SMOKEY (cont'd)

Next.

The elevator door opens and Smokey gets in.

39 INT. - HOTEL CULVER - ELEVATOR - DUKE, BRUCE, SMOKEY

39

The Duke is in disguise carrying the muff with the locket around it.

(CONTINUED)

BRUCE

It's quite a coincidence having two heart attacks at the same time, even if one of them was a dog.

DUKE

You're right. It's all a plot! That heart attack was meant for me!

40 INT. - HOTEL CULVER - LOBBY

40

The midgets, half of whom are now dressed as munchkins, are running amuck. Annie's assistants are trying to gather the rest. One lone midget is walking a tightrope above the lobby.

The elevator doors open. Bruce and the Duke emerge and cross the lobby to the revolving door. The Duke's paranoia has him cringing -- furtively looking about and trying to use Bruce as a shield.

The assassin Luigi spots the Duke and quickly attaches a silencer to his gun.

Just as Bruce and the Duke are about to leave, a midget runs up to them.

MIDGET

Always glad to meet a fellow muff diver.

He tries to shake the Duke's hand. The Duke, in his nervousness, drops the muff.

Luigi takes careful aim at the Duke. A Japanese Tourist enters through the revolving doors. The Duke bends over to pick up the muff at the instant Luigi fires, and the bullet strikes the Japanese Tourist, propelling him back into the revolving doors.

Bruce and the Duke pick up the muff and exit. The revolving doors stop turning at last, dumping the dead Japanese Tourist back into the lobby right into Tiny's arms.

TINY

Oh no, not another one.

Nakamuri has witnessed the murder of the fellow Japanese.

(CONTINUED)

Tiny puts his arm around the dead Japanese, he starts through the lobby trying to look inconspicuous.

TINY

How 'bout a cold one?

Luigi bangs his head into a pillar, throwing a tantrum, which goes unnoticed in the confusion.

41 INT. - HOTEL CULVER - MEN'S ROOM

41

Otto and Nakamuri enter. Otto is in costume as a Lollypop Twin. They check the stalls for the tell-tale legs of possible eavesdroppers, then, confident that they are alone, step up to the urinals and begin to pee.

OTTO

Where is woman with script?

NAKAMURI

She's in her room.

OTTO

We must get the script immediately.

NAKAMURI

Legendary Eastern patience wearing paper-thin. German efficiency about size of pygmy agent's wiener.

OTTO

Watch it, Dummkopf, you're splashing! Come! This mission has taken too long already. I must attend to more important matters.

They exit. The CAMERA SLOWLY DOLLIES toward the commodes. TWO VOICES emerge.

WEDGIE (O.S.)

You hear that?

ROLLO (O.S.)

Yeah. Be out in a jiffy.

We hear two toilets flushing, followed by two pair of legs dropping to the floor. Rollo Sweet and Wedgie Kerbeck come out of their respective stalls. We see Rollo in costume as

(CONTINUED)

the other Lollypop Twin.

ROLLO

Looks like somebody's after the script.

WEDGIE

Maybe another movie company. We'd better warn Miss Clark.

ROLLO

I think my fly is stuck.

WEDGIE

Who's going to notice? Come on.

The two midgets hurry out of the restroom. One has toilet paper streaming from the back of his pants.

42 INT. - HOTEL CULVER - CORRIDOR

42

Otto and Nakamuri are at Annie's door. Otto knocks. Nakamuri pushes him aside and jimmys the lock. They enter stealthily, leaving the door ajar.

At the far end of the hallway, we see Tiny, slightly tipsy, coming around the corner toward Annie's door. Just then a LADY MIDGET pokes her head out of a doorway.

LADY MIDGET

Psst, are you the house dick?

TINY

What can I do for you?

LADY MIDGET

We need your help. He'll listen to you.

TINY

Who will listen to me?

LADY MIDGET

My friend. He says he's going to commit suicide by jumping out of the window.

(CONTINUED)

TINY
Commit suicide?! Where?

The lady midget steps back slightly, and indicates over her shoulder that the jumper is in the room "over there". Tiny bolts to the window.

TINY (cont'd)
Don't jump.

Tiny looks around helplessly at the occupants of the room -- several FEMALE MIDGETS dressed in their nightclothes and a MIDGET/VENTRILOQUIST dressed in a tuxedo. The figure in the window is the Ventriloquist's Dummy, but Tiny, with his clouded eyesight, doesn't realize this. The midgets giggle.

43

INT. - HOTEL CULVER - DUKE'S PENTHOUSE - DUKE AND BRUCE

43

The Duke is in his smoking jacket, and making an inspection of the room with a glass held to the floor. He is muttering about a conspiracy. Bruce is playing "fetch" with the new Streudel. The Duchess is sitting next to Bruce on the sofa, holding the collar with the locket. She holds the open locket for Bruce to see.

DUCHESS
Streudel has a wonderful lineage.
These are Streudel's parents.

DUCHESS
The one on the left is his mother.

DUKE
They're downstairs, they're
downstairs. I hear them downstairs.
Bruce, you've got to do something.

Bruce attempts to ameliorate the situation.

BRUCE
I'll go have a look.

Bruce leaves.

DUCHESS
I think I'll slip into something
more comfortable, Dukie.

(CONTINUED)

As the Duchess leaves, Streudel begins to pester the Duke to play. Reluctantly, the Duke takes the ball from Streudel and throws it. Streudel dashes after it. With one bounce the ball and Streudel sail out the open Window.

44 INT. - HOTEL CULVER - ANNIE'S ROOM

44

The room below the Duke. Streudel, ball in mouth, falls past the window. Otto and Nakamuri are turning the place upside down, in search of the map.

There is a knock at the door.

BRUCE (O.S.)

Hello, is anyone in there? I could hear you upstairs.

The two agents stop their fighting and look around the room for a hiding place. Simultaneously, they decide on the ledge outside the window of the room. They both try to get out first, and finally scramble out of sight around the corner. We hear another knock. The door, which is slightly ajar, swings open an inch, and Bruce pushes in.

He surveys the ransacked room, as Annie's silhouette appears at the door behind him. In the dark, Annie takes Bruce for a burglar. She picks up a lamp and swings at him. Bruce, sensing an attacker behind him, reacts with a jujitsu move, grabbing her arm, flipping her over his shoulder and onto the bed in an unladylike pose. She begins to scream bloody murder. Bruce, sensing a problem dives on top of her, puts one hand over her mouth and begins to fumble for his identification.

ANNIE

Help! Police! Murder! Rape!

BRUCE

It's okay. It'll be okay. I'm with the Secret Service.

At this point she stops squirming around and Bruce is able to pull his wallet from his pocket, holds it in front of her face. She sees the Secret Service badge and nods her head.

(CONTINUED)

BRUCE

Promise you won't scream?

She nods her head again. He puts his wallet back and removes his hand from her mouth.

ANNIE

Secret Service, huh?

BRUCE

Yes, ma'am.

ANNIE

And I suppose that's your gun.

BRUCE

No, I wear a shoulder holster.

A pregnant pause.

ANNIE

Then I hope it doesn't go off.

The phone rings. Annie reaches for it as Bruce gets up.

45

EXT. - HOTEL CULVER - LEDGE - OTTO AND NAKAMURI

45

OTTO

What's happening in there?

Nakamuri peeks in.

NAKAMURI

Woman with script has been joined
by the young American who is
traveling with the old European
couple.

Nakamuri jumps back from the window as Bruce approaches.

46

INT. - HOTEL CULVER - ANNIE'S ROOM

46

Bruce locks Annie's windows and is in his best Secret Service department.

(CONTINUED)

ANNIE

(into the phone)

Yes, Henry. They're doing what?
They're basting the chef? Don't
talk they way about my little
people -- Roman candles, too? Okay,
I'll be right down.

BRUCE

Do you know what they were after?

ANNIE

One of my people told me someone's
out to steal the script, but that
doesn't make any sense. There are
thousands of them.

BRUCE

Mind if I take a look at it?

ANNIE

(shrugs)

Go ahead.

Annie hands Bruce the script and heads for the door.

ANNIE

Nice bumping into you.

BRUCE

And we should do it again some
time.

She hurries out.

47 EXT. - HOTEL CULVER - LEDGE - OTTO AND NAKAMURI

47

They are inching along the ledge, trying windows as they go.

NAKAMURI

Perhaps they are all in league
together.

OTTO

Then they all must die. Time is
running short.

The SOUND of TINY'S VOICE is coming from the last window. WE

(CONTINUED)

FOLLOW WITH OTTO AND NAKAMURI as they approach silently. On the ledge sits the dummy, blocking their path to the fire escape. Tiny is pleading.

TINY (O.S.)
You can't fool me. I know you're
just a wooden puppet.

VENTRILOQUIST DUMMY
I am not.

TINY (O.S.)
Then don't just sit there like a
block of wood -- Do Something!

At this point Otto, in a fit of pique, kicks the dummy off the ledge.

TINY (O.S.) (cont'd)
The dummy jumped.

48 INT. - HOTEL CULVER - KITCHEN

48

The bacchanal has begun and a full-fledged food orgy is in progress. Munchkins are everywhere. They've broken into the wine cellar and are using the empties as bowling pins, bowling with cantaloupes. Smokey, dressed as the Mayor of Munchkinland, is pitching to Wedgie, who is using a turkey leg for a bat. Others are running around spraying whipped cream. Off in the corner, hidden in the dumbwaiter, Rollo is lying with his head in Lana's lap while she peels grapes and drops them into his mouth. Rollo is still in his Lollypop Twin costume and Lana is a member of the Lullaby League.

The dummy lands on the fire escape outside the window with a CLANG. No one notices.

Annie and Henry arrive through the swinging doors from the dining room.

ANNIE
(angry)
All right everyone. If you're not
out of here and up in your rooms in
five minutes, you're fired!

The munchkins take immediate action to get out of there.

(CONTINUED)

Henry swirls around as they all dash past him.

ANNIE

(to Henry)

Let me make sure everybody has
left. I'm going to take one last
look around. I'm sorry about this.
I really am.

Henry turns and leaves. She is alone. A SOUND from the back draws her attention. Annie sees a figure outside the fire escape.

ANNIE

Oh, I see -- hide and seek.

She goes to the window, yanks it open and grabs a Lollypop Twin.

ANNIE (cont'd)

Rollo, I am ashamed of you. Is this
any way to start a new job?

The midget whirls away and we see it is Otto, who smiles menacingly as he pulls a sword from his cane.

OTTO

Give me the map.

ANNIE

Map? What are you talking about?
Look, fun's fun, but this has gone
far enough.

Annie turns to move away, but the point of Otto's sword at her throat stops her.

OTTO

My fun will be cutting you in
pieces unless you give me the map.

With one flick of his blade, Otto cuts her dress down to the navel.

Rollo and Lana slide open the door of the dumbwaiter and look out at Annie and Otto.

(CONTINUED)

ROLLO

I know that voice. Miss Clark's in trouble. Lana, go get the young guy on the top floor.

LANA

But what will he --

ROLLO

There's no time to explain. He'll understand. Just tell him Miss Clark's in trouble. Now hurry!

Rollo climbs out of the dumbwaiter and pushes the button to send Lana up. He grabs a long knife sharpener and jumps down between Otto and Annie.

ROLLO (cont'd)

Stay back, Miss Clark. I'll handle this. (to Otto) You'll have to go through me, buster, and I warn you pal, I know how to use this.

Rollo waves his sharpener as Annie pulls back against the stove. Otto smiles, draws to attention and clicks his heels.

OTTO

And I am a master with this.

Otto slashes out at a hanging salami. The dullness of his blade causes him to only cut half through. He pulls out the sword and attacks. Rollo counters and the two Lollypop Twins masterfully fence, all the while sharpening Otto's blade. It's an even battle as they bound around the kitchen sending pots and pans flying, knocking over tables. They clench as Otto grabs a pan with his free hand and smashes Rollo down, his sharpener slides away, Otto pauses.

OTTO (cont'd)

Still the master!

Otto slashes at another salami, this time cutting through. He then lunges at Rollo who neatly rolls away while using his feet to flip Otto to the ground. Rollo grabs his sharpener, cracks Otto on the ass, and the duel in on again. Annie can't tell which munchkin is which, and is staring at the spectacle. Unknown to all, Nakamuri has entered the

(CONTINUED)

kitchen and slides behind Rollo, who is gaining the advantage.

ROLLO

I'm through playing.

Nakamuri pulls a large drumstick off a turkey, and slams Rollo over the head. Rollo falls. Otto is furious.

OTTO

I was winning! You didn't have to do that. I was winning! I was winning!

NAKAMURI

Winning your way to an early grave.

Annie uses their arguing as a time to escape. She starts for the door as Nakamuri runs to head her off.

NAKAMURI (cont'd)

(yelling)

Grab her! Don't let her get away again.

Annie pushes a food cart at Otto and Nakamuri, sending them sprawling. She runs through the doors that lead to the pantry. Otto and Nakamuri regain their footing and follow.

49 INT. - HOTEL CULVER - PANTRY

49

Annie is running through the pantry. She hears Otto and Nakamuri close behind and decides to hide. She opens the meat locker door and slips in. It clicks shut just as Otto and Nakamuri enter.

NAKAMURI

Once again you have failed. Now we must search entire hotel. This time, you will follow me.

Otto and Nakamuri exit in search of Annie.

50 INT. - HOTEL CULVER - MEAT LOCKER

50

Annie tries the door. It is locked. She shivers.

51 INT. - HOTEL CULVER - PENTHOUSE

51

The Duke and Bruce are entering with the new Streudel. It looks exactly like Toto. The Duke sits down to put the locket around Streudel's neck.

BRUCE

We sure were lucky to find this
little fellow.

There is a KNOCK at the door. Bruce walks over and opens it. Lana is there. Bruce and Lana have a brief conversation the Duke does not hear.

BRUCE (cont'd)

(to Lana)

-- Of course I'll come with you.

(turns to the Duke)

I'll be back in a few minutes. A
friend needs me. You'll be
perfectly safe.

Bruce leaves. There is another KNOCK at the door.

DUKE

Bruce? Is that you?

He opens the door and there stands Luigi in a waiter's uniform with a cart.

DUKE (cont'd)

Isn't it a little early for
breakfast?

Luigi stares into the Duke's eyes as he withdraws a dagger from his jacket. The Duke, transfixed by the stare, doesn't see the knife right away, but reacts with horror when he does.

DUKE (cont'd)

Assassins! Assassins!

The Duke tries to slam the door on Luigi, who overpowers the Duke, and forces his way into the room.

(CONTINUED)

LUIGI

For twenty-five years I've waited for this day. I'm here to finish the job that my father started. You are the last Ferdinand and I am the last DeJello and you must die.

DUKE

(to Streudel)

Kill! Kill!

Streudel attacks Luigi's leg. The Duke throws pillows at Luigi, trying vainly to slow him down.

DUKE

Assassins! Bruce! Somebody! Help me!

Luigi and the Duke circle the room, the Duke throwing everything he can at Luigi, Streudel still hanging onto Luigi's leg. The Duchess sleepily enters wearing a peignoir trimmed with ostrich feathers.

DUCHESS

What is all the commotion? Leopold, introduce me to your friend.

DUKE

Murderers! Assassins!

The Duke runs out of the room, and down the hall. Luigi, with Streudel still hanging on his leg, stops at his cart and grabs his black bag.

52

INT. - HOTEL CULVER - HALLWAY OF THE DUKE'S FLOOR

52

The Duke runs down the hallway, with Luigi in hot pursuit and Streudel bring up the rear. The Duchess is standing at the open doorway of the room.

DUCHESS

My Leopold! My Streudel! Wait! Wait!

The Duchess gives chase, running off in the opposite direction.

53 INT. - HOTEL CULVER - ELEVATOR BANK ON THE FLOOR BELOW

53

Eleven Japanese tourists are entering the elevator. One of them stops short.

TOURIST

I forgot my camera. I meet you in
the lobby.

OTIS

(the elevator operator)
Going down.

The Duke appears at the top of the stairs, followed closely by Luigi, who is putting together a submachine gun.

DUKE

Hold that elevator!

The Duke, seeing that the elevator is full, continues on down past it as the doors start to close.

LUIGI (O.S.)

Hold that elevator!

The doors CLANG SHUT just as Luigi arrives. Luigi assumes the Duke is inside, levels his machine gun and blasts away. There is a pause. The doors slowly open. After a moment, OTIS, the elevator operator, peeks out from around the edge of the door.

OTIS

Sir, I would have held the
elevator. Perhaps you over-reacted.

54 INT. - HOTEL CULVER - MEAT LOCKER

54

Annie is at the door. She hears a noise and pulls back into the darkness. The meat locker door opens. She sees the silhouette of a tall man with a gun. Annie screams, terrified.

BRUCE

Annie, it's me, Bruce. It's okay.

(CONTINUED)

ANNIE

Bruce?

BRUCE

Yes, it's okay now.

Bruce moves toward Annie. She is calm for an instant then realizes the door is closing behind Bruce.

ANNIE

No! No!

BRUCE

It's okay, it's me.

Annie reaches out and runs toward Bruce.

ANNIE

No! No!

Bruce grabs Annie into his arms.

ANNIE (cont'd)

No! No! The door!

With that, the door slams shut, locking them both inside. Bruce tries the door.

ANNIE (cont'd)

Don't bother. It locks tight. They must be afraid the meat isn't dead.

BRUCE

Maybe with some light I can pick the lock.

Bruce turns and reaches for a light. It's dark, and he has to grope around.

ANNIE

Hello --

BRUCE

Sorry. I guess that won't turn on the light.

(CONTINUED)

ANNIE

You're right about the light.

BRUCE

Here it is.

Bruce pulls a string. A bare, overhead bulb goes on. They both look around. Hanging on meat hooks are several slabs of beef, pork, along with Mr. Akido and the dead Japanese from the lobby. Annie screams and buries her face in Bruce's chest.

BRUCE (cont'd)

Easy. It's okay. I'm here. They can't hurt you.

Annie pulls back slowly, still staying in Bruce's reach.

ANNIE

I'm all right. Bruce, what's going on? That's Mister uh, uh ---

BRUCE

Akido, and the other man is with the tourist group.

ANNIE

Was with the tourist group.

Annie is shivering. Bruce stops inspecting the dead Jap and takes off his own coat and puts it around Annie.

BRUCE

Who was chasing you?

ANNIE

A Japanese man and a munchkin with a German accent, but I don't think he's a part of my group.

BRUCE

Had you seen him before?

ANNIE

It's hard to tell. It's been one helluva night. I don't even know what time it is.

(CONTINUED)

Bruce looks around the room, then sees a wristwatch on the arm of one of the bodies. He looks at it.

BRUCE

It's five o'clock. (a pause) What do you think they wanted?

ANNIE

They wanted a map, but I don't know anything about a map.

BRUCE

I do. This map was in your script.

With that, Bruce produces the map.

ANNIE

What is it?

BRUCE

It's a United States military defense map of Pearl Harbor.

Annie moves closer, taking off Bruce's coat. She puts it back around his shoulders and nestles inside with him.

ANNIE

It will be warmer if we share.

Bruce smiles and pulls her closer.

BRUCE

How is that?

Annie smiles. They turn their attention to the two dead Japanese bodies.

ANNIE

I didn't realize the teriyaki was so authentic.

BRUCE

Annie!

ANNIE

Sorry. When I'm nervous I make jokes. A habit I inherited from my father, I suppose.

(CONTINUED)

BRUCE

What does he do?

ANNIE

Vaudeville. My mother and he were a team. I wish I was with them now.

BRUCE

Where's that?

ANNIE

Florida. On the beach where it's warm.

Bruce begins to examine the bodies. He pulls at a man's tie, which breaks off in his hand. Bruce takes off the man's thick glasses, reverses them, and peers into the chest wound.

ANNIE (cont'd)

What are you doing?

BRUCE

A trick I learned from my father.

ANNIE

Is he an agent, too?

BRUCE

He was. He was killed last year while on assignment in the Orient.

ANNIE

Oh, Bruce. I'm sorry.

BRUCE

He was our best agent, about to capture their best. It was in the line of duty. (a beat) Annie, I'm sorry about all these questions.

ANNIE

That's okay. Just squeeze a little harder.

Bruce smiles and pulls her closer.

(CONTINUED)

ANNIE

Maybe we shouldn't be doing this in front of an audience.

Over Bruce's shoulder, Annie can see the dead Japanese looking down at her from their perches. Bruce turns and sees what she is seeing.

BRUCE

Perhaps you're right.

Bruce reaches up and turns the bodies to face away from him and Annie.

ANNIE

Now, I have a question for you.

BRUCE

Shoot.

ANNIE

Are you married?

BRUCE

Not yet.

ANNIE

Not yet? You mean you're engaged?

They kiss as Bruce reaches up and clicks off the light. A few moments of bliss and the door flies open.

Tiny is standing there in silhouette carrying the ventriloquist's dummy. From our POV, it looks like a tall person is standing next to a short person.

ANNIE

(whispers)

It's the German who tried to kill me.

BRUCE

It looks like he brought along some help this time.

Bruce draws his gun.

(CONTINUED)

BRUCE
(to Tiny)
Freeze, mister.

Tiny turns on the lights. Bruce, Annie and Tiny stare at one another for a moment.

TINY
What are you doing in here? You're not dead.

Bruce looks at Annie as if he can't believe what he just heard.

BRUCE
We would have been if you hadn't come along.

BRUCE
What have you got there?

TINY
He committed suicide. He's dead.

Bruce shoots a glance to Annie as if to say that they'd better play along. Bruce takes the dummy's wrist between his thumb and forefinger and checks for a pulse.

BRUCE
He's dead, all right.

Bruce points to the bodies.

BRUCE (cont'd)
What are all of these bodies doing here, Tiny?

TINY
(nervously)
Well, rack of Jap --- uh, there's a funeral parlor strike --- just until Monday.

BRUCE
(to Annie)
Come on, let's get out of here.

Bruce and Annie run out the door past Tiny. Tiny looks after

(CONTINUED)

them.

TINY

When someone asks, 'What are these dead bodies doing hinging in the meat locker,' it's hard to answer.

He shakes his head, and then turns to walk into the locker with the dummy.

55 INT. - HOTEL CULVER - TOP FLOOR HALLWAY

55

The Duchess is running around, looking for the Duke and Streudel.

DUCHESS

Streudel! Ferdinand! Where have you gone? Streudel? Ferdinand?

Down the hallway stumble three midgets in revelry. They don't know where they are, they're just having a good time. The Duchess sees them.

DUCHESS (cont'd)

Have you seen a Duke and a dog, my little dumplings?

MIDGET

We're not little, we're normal-size. We're just farther away than you think we are.

DUCHESS

I must find them.

The Duchess turns, looking for someplace the Duke and Streudel might have gone. She detects a door, and opens it. It is the door to a broom closet. The midgets charge in and grab a vacuum cleaner. One of them plugs it in, while the other one starts vacuuming the Duchess. The last Midget gets a boost up on the Duchess' back and starts playing horse.

MIDGET

Come on, Seabiscuit!

The Midget pretends he's a jockey. The other two cheer him on. The midgets tire of the Duchess and run off. The Duchess is so preoccupied with the loss of the Duke and Streudel

(CONTINUED)

that she doesn't even notice.

DUCHESS

Oh, they must be here somewhere.

She goes down the hall to a door and opens it. Inside the room, she sees a Farmer in bed with a mule wearing a garter belt. The Farmer is drinking champagne, and trying to get the mule to drink some out of a glass. The Duchess looks at the mule.

DUCHESS (cont'd)

Is that you, Streudel?

The Farmer turns around in surprise, and reaches to extinguish the light. From the darkness, the Farmer speaks:

FARMER

You're in the wrong room, madam.

The Duchess runs out. She runs past two doors, and decides to check behind the third. She opens the door, and inside this room are the Maid and Doorman we have seen before.

The Maid and the Doorman obviously have snuck into the room knowing it to be empty. The Doorman is hanging on the wall in a leather harness and straps. The Maid is standing over him in a highly bizarre costume, a whip in her hand. There are other implements of B&D around the room. The Maid hits the Doorman with her whip.

DOORMAN

I love it! I love it!

DUCHESS

Who are you?

The Maid jumps, not realizing there was a witness to their activities. She's flustered.

MAID

I'm the Maid.

DUCHESS

Oh. Could you turn down the bed in room 504, please?

(CONTINUED)

MAID

Yes, ma'am.

The Duchess runs out of the room.

56 INT. - HOTEL CULVER - TOP FLOOR ELEVATOR BANK

56

The elevator reaches the top floor, and the elevator doors open very, very slowly. Otis looks out cautiously, as if there might be another gunman. Satisfied that the coast is clear, he goes back into his car, sits on a little stool he has there, and starts reading the paper.

The Duchess runs up, and sees the open elevator door. She mistakes Otis for a woman.

DUCHESS

Have you seen a dog and a Duke,
miss?

Otis looks up from his paper, unsure if it is truly he being interrogated.

OTIS

No, ma'am. I haven't.

DUCHESS

Then take me to the lobby.

The Duchess enters the elevator, and Otis gets up to work the machinery.

The Duchess stands in the elevator with her hands clasped to her breast in anguish.

DUCHESS

Oh, where ARE they?

So saying, she throws her arms out; one of her hands catching Otis across the head and knocking him back into his chair, dazed from the blow.

57 INT. - HOTEL CULVER - LOBBY ELEVATOR BANK

57

There is a crowd of people waiting to use the elevator. They watch the pointer on the floor indicator go right past the lobby mark and to the basement mark.

58 INT. - HOTEL CULVER - ELEVATOR CAR 58

The Duchess is still aflitter over the disappearance of the Duke and Streudel. Otis is just coming out of his TKO. He stumbles to his feet, and reaches for the controls, bringing the car to a stop in the basement, thinking it is the lobby. He opens the door.

OTIS

Here you are, ma'am.

59 INT. - HOTEL CULVER - BASEMENT ELEVATOR BANK 59

The Duchess comes out of the car, continuing her search. She sees the open door of the meat locker, and heads toward it.

60 INT. - HOTEL CULVER - MEAT LOCKER 60

The Duchess sees all of the hanging bodies.

DUCHESS

Hello. Hello. Nice to see all of you. What a dull party. Has anyone seen a Duke and a dog?

She gets no response. She goes over to one of the bodies.

DUCHESS (cont'd)

How about you, sir?

(louder)

A Duke and a dog!! Oh, dear, you're deaf.

The Duchess tries her own brand of sign language on the corpse while she repeats the question.

DUCHESS

Have -- you -- seen -- an -- old -- worn out -- man -- and -- a -- cute -- little -- dog? (a pause) Balls. This isn't getting me anyplace.

She leaves the meat locker.

61 INT. - HOTEL CULVER - LOBBY 61

The Duchess runs down the stairs that lead into the lobby. As she reaches the bottom of the stairs, out of control and

(CONTINUED)

as blind as ever, a man in a wheelchair crosses her path. She runs into him, and winds up lying across his lap.

DUCHESS

President Franklin Roosevelt! Have you seen my Duke and my dog, Mr. President?

The man shoves the Duchess off, dumping her unceremoniously onto the floor next to the men's room.

DUCHESS (cont'd)

Nice to see you again. You and Eleanor must come for dinner, if ever find my Duke. Oh, God!

The Duchess stands, and seeing the door to the men's room, enters.

62 INT. - HOTEL CULVER - MEN'S ROOM

62

The men inside are shocked to see the Duchess. She doesn't realize where she is. She looks at them to see if she can recognize the Duke among them. She crosses to one of the stalls and swings open the door. The man inside is flabbergasted.

DUCHESS

I'd appreciate it if you'd hurry with your call. I need to use the phone to contact missing persons.

63 INT. - HOTEL CULVER - ANNIE'S RANSACKED ROOM

63

Offstage we can HEAR the SOUND of RUNNING WATER. Lana is bandaging Rollo's head in the bathroom. Bruce and Annie are searching through piles of clothing. Bruce holds up a lace negligee.

BRUCE

(whimsically)
I like this.

ANNIE

You don't have the legs for it.
Here it is.

Annie finds a dress. She takes off Bruce's jacket and bends

(CONTINUED)

over, wiggling into her dress. She looks up and notices Bruce staring down at her, grinning. She turns her back to him.

From a mirror on the open closet door, Bruce has a full view of Annie as she finishes dressing.

BRUCE

I'm only thinking of your safety.
If you'd rather stay here --

ANNIE

(interrupting)

No thanks. I'm staying with you --

Annie finishes dressing and looks up to see Bruce looking at her. She reaches over and shuts the closet door and turns.

ANNIE

And your gun.

Rollo and Lana emerge from the bathroom. We faintly hear the Duchess calling "Leopold".

LANA

Rollo's feeling weak. I'm gonna
take him to my room.

ROLLO

Now you're talking. My energy is
rising already.

Rollo and Lana open the hall door as the Duchess comes running up the hallway.

DUCHESS

Leopold! Where are you, Leopold?

Bruce grabs the Duchess.

BRUCE

What's going on?

DUCHESS

Assassins. Assassins. Leopold was
right. They tried to kill him, but
they got away and Streudel went
after them.

(CONTINUED)

BRUCE

(to Annie)

Take the Duchess to my room and
don't let anyone in. (to Rollo)
I'll need your help.

ROLLO

You got it. I'll round up some of
the boys, and don't worry, we'll
find him.

Rollo and Lana start off down the hall.

BRUCE

I'll meet you in the lobby.

(to Annie)

Take care of yourself.

Bruce runs off. Annie leads the Duchess toward the elevator.

DUCHESS

Poor Leopold. I must find Leopold.

Excitedly, the Duchess runs off.

ANNIE

Wait. I'll go with you.

Annie runs after the Duchess.

64 INT. - HOTEL CULVER - ELEVATOR DOORS

64

Tiny hangs an "OUT OF ORDER" sign on the bullet-ridden
elevator door. Just then, a gang of lady midgets comes
racing around the corner of the hall.

LADY MIDGET

Hey, here he is!

Tiny turns and looks at the little people with fondness.

TINY

Hello. What are you up to now?

LADY MIDGET

We're having a big party and we're
inviting only our SPECIAL friends.
Do you want to come?

(CONTINUED)

TINY

A party? No. I never party on duty.

LADY MIDGET

But I've seen you on duty at a party.

LADY MIDGET #2

But there's gonna be booze and women and lots to do -- if you know what I mean.

She winks at Tiny.

TINY

Well, if there's booze and women, I better do my job and check this party out -- if you know what I mean.

Tiny winks back at the lady midget. The midgets hoorah and cluster around Tiny as the other elevator comes and they enter.

65 INT. - HOTEL CULVER - ELEVATOR

65

TINY

Where is this party?

LADY MIDGET

We thought you'd know a place.

OTIS

Floor.

The elevator door closes.

TINY (O.S.)

Ballroom, please.

LADY MIDGET (O.S.)

I'm sorry I didn't know I was crowding you.

66 INT. - HOTEL CULVER - MEZZANINE FLOOR BARBER SHOP

66

There is a CLEANING WOMAN mopping the floor. Her large rolling bucket is standing in the doorway. Her back is

(CONTINUED)

toward the large group of midgets that is heading her way, carousing and carrying bottles of booze. One of the midgets spots the Cleaning Woman and quiets the others.

MIDGET

Shhh. Look, I've got an idea.

The midget gathers the group around in a huddle and tells them his plan. They break out of the huddle and stealthily approach the barbershop. When they reach the door, the midgets grab the bucket and roll it away down the corridor. The cleaning woman isn't aware of it until she turns to rinse out her mop. Finding her bucket gone, she pokes her head out of the door.

67 INT. - HOTEL CULVER - MEZZANINE HALLWAY

67

The midgets are running down the hall, pushing the bucket.

The Cleaning Woman puts a stop to hold the door open.

CLEANING WOMAN

Hey you! Come back with that bucket. That's my favorite bucket!

The midgets jeer her as they run off. The Cleaning Woman waves the mop over her head and runs off. The stairwell door on the other side of the barbershop opens, and the Duke runs out. He sees the empty barbershop and goes in. Luigi is behind him, as is Streudel. The Duke searches for a place to hide, finds the door unlocked and slips inside.

Just then Luigi enters the barbershop, looks around frantically, then throws open the closet door. Luigi raises his gun and points it at the Duke. He is about to fire when he is knocked cold from behind, falling forward into the closet. Nakamuri and Otto have found the Duke. The Duke steps out of the closet.

DUKE

Thank you. Oh, thank you. You saved my life.

OTTO

You seem to be very popular tonight. Perhaps your comrades will trade the map for your life.

(CONTINUED)

The Duke faints, falling into Nakamuri's arms.

OTTO (cont'd)
This will be our trump card.

Streudel starts barking at Otto then grabs his pant leg in her teeth. Otto tries to shake off Streudel.

OTTO (cont'd)
Ach! You miserable beast!

Otto succeeds in getting Streudel off his pant leg, and delivers a kick that sends Streudel running out the door.

68 INT. - HOTEL CULVER - MEZZANINE HALLWAY

68

Annie and the Duchess spot Streudel running down the hallway.

ANNIE
Look, isn't that Streudel?

The Duchess perks up, and sees the dog.

DUCHESS
Streudel! Streudel, dearest. Come to mommy. I've got some wads of horsemeat.

Annie and the Duchess run over to Streudel. Annie looks in the barbershop door and sees the Duke.

ANNIE
Look in there. It's the Duke!

Neither Annie nor the Duchess notices Nakamuri and Otto, in their haste to get to the Duke. They run into the barbershop, approach the Duke. Otto steps out with his sword.

OTTO
How fortunate for you to decide to join us. Now we must find a fourth for bridge.

Otto picks up the annoying Streudel and throws her out the door.

69 INT. - HOTEL CULVER - LOBBY

69

The bacchanal has reached its crescendo. High above the lobby the Flying Zambinis are doing their aerial act, using the chandeliers for trapeze.

Henry is running around in a frenzy, trying to stop the craziness.

HENRY

Get down, those chandeliers are expensive!

Bruce enters the lobby and sees Henry.

BRUCE

Henry, have you seen the Duke and his dog?

HENRY

No, but one time in Tijuana I saw Mona and her pony.

Just then Streudel runs up and grabs Bruce's leg.

BRUCE

Listen, I don't have time to explain. Call this number.

Bruce hands Henry a card and goes off with Streudel.

BRUCE (cont'd)

(to Streudel)

Go get him, girl. Find the Duke. That's it. It's your big chance.

Streudel runs off, followed by Bruce. Henry starts for the desk, but is swooped up by a Flying Zambini swinging from a chandelier. Henry flies across the lobby, deposited in a chandelier.

70 INT. - HOTEL CULVER - MEZZANINE HALLWAY

70

Streudel runs up to the barbershop door and stops. Bruce is right behind.

Inside the barber shop the unconscious Duke is seated in a barber's chair, with a barber's sheet over him and lather on

(CONTINUED)

his face. Annie and the Duchess are sitting facing the door.

71 INT. - HOTEL CULVER - BARBER SHOP

71

Bruce draws his gun and enters, followed by Streudel. He looks at the trio, puzzled. He goes to the Duke.

BRUCE

Duke, Annie, Duchess -- what are you all doing here?

Before anyone can answer, Streudel jumps up and pulls the Duke's barber sheet back, revealing Otto seated on the Duke's lap holding his sword to the Duke's throat.

OTTO

We've been expecting you.

ANNIE

(yelling)

Bruce, look out behind you.

Bruce whirls to face Nakamuri, who steps out from a hiding place, aiming his camera at Bruce.

NAKAMURI

Drop your gun. This camera shoots more than film.

ANNIE

Do as they say. They're the spies who are after the map.

Otto jumps down and takes Bruce's gun.

72 INT. - HOTEL CULVER - BALLROOM

72

There is a group of female midgets clustered around something on the floor. They are laughing and shouting and carrying on. We can hear Tiny's voice, but we can't see him.

TINY (O.S.)

Come on, you peckerheads, fun is fun. Let me go. Hey! That hurts.

The CAMERA DOLLIES IN to show that Tiny is the focal point of all the midgets' attention. He is tied to the floor much as Gulliver was tied by the Lilliputians.

(CONTINUED)

FEMALE MIDGET (O.S.)

Don't put that thing in your mouth.
You don't know where it's been.

TINY

I thought you said this was going
to be a party. Hey! What are you
doing down there? Don't tie that
down.

73 INT. - HOTEL CULVER - BARBER SHOP

73

Bruce is seated next to the Duke with Streudel on his lap. Otto is frisking Annie, looking for the map. He finishes, turns to the Duchess, peers through her peignoir, shrugs his shoulders, then turns to Bruce who is being covered by Nakamuri.

OTTO

Now for you. Empty your pockets.

Streudel snarls at Otto who grabs the dog and throws her out the door.

Bruce takes his wallet out and Nakamuri grabs and opens it.

NAKAMURI

Thorpe. I was the last one to know
your father. He was a good agent,
but foolish. Perhaps you and your
friends will meet the same end --
unless we find the map.

Nakamuri pats his camera. Annie yells from across the room.

ANNIE

(yelling; terrified)

Stop! I don't want to die for a
silly map. He hid it in Streudel's
loket.

OTTO

'Streudel's Locket'? What is that,
some kind of weird new pastry?

(CONTINUED)

ANNIE

No, Streudel the dog. She has a locket on her collar. He put the map in there.

NAKAMURI

(to Otto)

Nice going, Stretch. That's the dog you booted out of here.

OTTO

You keep your eye on our friends. I will return with the map.

Otto goes out in search of Streudel.

74 INT. - HOTEL CULVER - LOBBY

74

The midgets are milling around the desk. Rollo makes his way through the crowd and climbs up on the desk. Wedgie is at his side.

ROLLO

All right you guys -- I don't know exactly what's going on, but I'll tell you what I do know. That guy Thorpe is a G Man, and he wants me to round you up.

SMOKEY

And we'll all be junior G-Men, right? Come on you lamebrain, don't you know a short joke when you hear it?

ROLLO

No, this is for real! He's chasing some foreigners who are trying to assassinate the Duke. He wants us to search for the Duke and his dog.

SMOKEY

Hey everybody, the party's moving to my floor!

(CONTINUED)

WEDGIE

Over my dead body. Listen to him.
This guy's on the level.

Just then Rollo spots Streudel on the balcony being chased by Otto.

ROLLO

Look, there's the dog, and the guy
who hit me. Get 'em.

Rollo jumps down and leads the midget posse up the stairway and out of the lobby after Otto and Streudel.

75 INT. - HOTEL CULVER - BARBERSHOP CLOSET 75

Luigi is coming around. He sits up and shakes his head, trying to figure out where he is.

76 INT. - HOTEL CULVER - BARBER SHOP 76

Nakamuri has his gun trained on his four captives. The Duke is now fully conscious and sitting up in the chair.

The Duchess jumps on a pony-shaped child's barber seat. She starts to whip the small wooden animal as if to escape.

DUCHESS

I'll go for help.

Nakamuri starts to point the gun at her. Bruce holds up his hands. Annie gets the Duchess off the wooden horse.

ANNIE

Not now, Duchess. You're timing is off.

BRUCE

(to Nakamuri)

There's no way you can get away with this.

NAKAMURI

As soon as my German confederate returns with the map, we WILL get away with it.

77 INT. - HOTEL CULVER - BARBERSHOP CLOSET 77

Luigi is now fully conscious. He is listening at the door, and has a gun in his hand.

DUKE (O.S.)

What do you want with me? I've never ever been to the Orient before. I know nothing about this map. I am the Duke of Luchow.

When Luigi hears the Duke identify himself, he becomes enraged, and throws open the door, bursting into the room.

78 INT. - HOTEL CULVER - BARBER SHOP 78

Luigi locates the Duke as he eyes adjust to the light. Nakamuri, confused at first by Luigi's entrance, swings his gun to bear on Luigi. Luigi trains his gun on the Duke.

LUIGI

Vengeance lands upon your Father's house!

Bruce kicks the pedal on the side of the barber chair in which the Duke is sitting, causing it to recline. Luigi fires his gun toward where the Duke used to be and goes on to fire at Nakamuri. Bruce yells to Annie and the Duchess.

BRUCE

Get down on the floor!

Annie, who is standing nearest to Nakamuri, hits the deck. Nakamuri fires his gun at Luigi and kills him.

Luigi's last shots, in turn, kill Nakamuri. The Duchess tries to revive the Duke. Annie goes to Bruce's side and puts her arms around him. Bruce looks down at Luigi.

BRUCE

Do you know him?

ANNIE

Never saw him before.

(CONTINUED)

BRUCE

Well, whoever he is, the Duke owes him his life. By the way, that was a great performance you gave back there.

ANNIE

I hope this doesn't mean that I have to move all my things back to my own room.

79 INT. - HOTEL CULVER - LOBBY

79

Early morning, Henry is perched precariously on the chandelier looking down at the empty lobby, which is a shambles. The last Japanese tourist is looking for his compatriots.

A WOMAN enters with two dogs.

WOMAN

Hello, is anyone here?

Henry answers from above.

HENRY

Can I help you?

The Woman looks up at Henry.

WOMAN

Is this where the Toto tryouts are?

HENRY

(sarcastically)
Why not?

The Woman turns and shouts out the door as the ceiling trembles.

WOMAN

(yelling out the door)
I was right. I told you. This is the right place.

(CONTINUED)

HENRY

Tiny! Tiny!

80 INT. - HOTEL CULVER - BALLROOM

80

It is empty of the midgets now. Tiny is the lone occupant, tied to the floor.

HENRY (O.S.)

Tiny! Where the hell are you? I need you.

TINY

I can't come right now. I'm a little tied up.

HENRY (O.S.)

See if you can shake yourself loose and bring a stepladder!

Faintly, we begin to HEAR the THUNDER of LITTLE FEET.

TINY

Wait, Henry. I think someone's coming now.

The doors to the ballroom fly open and Streudel, followed by Otto and the midget horde, dash across the room and leap over Tiny, scurrying out of the room. And WE FOLLOW THEM as the chase takes us on a complete 360-degree tour of the Mezzanine Level,

THROUGH THE DINING ROOM THROUGH THE KITCHEN THROUGH THE SHOPS AND ARCADE, to the TOP OF THE STAIRS

Opposite the barber shop, where Bruce, Annie, the Duke, and the Duchess join the chase.

81 INT. - HOTEL CULVER - LOBBY

81

By now the lobby is filled with twenty-five DOGS waiting for the audition. Otto, Streudel and the first wave of midgets hit the lobby at the same time. The excitement of the chase sets the 25 waiting dogs to barking, and they pull free of their mistresses to join in with the general muddle on the lobby floor. Still more midgets join in the chase, but many don't know which dog is the one to go after. Consequently, small groups of midgets break off and begin chasing each of

(CONTINUED)

the dogs. Some of the groups of midgets chase each other as well as the dogs. Some of the midgets chase the dogs in tight circles. The lobby becomes packed with people. Henry, from above:

HENRY

Get me down.

(to himself)

What have I done to deserve this?

Henry tries to quiet the turmoil, but to no avail. No one pays attention.

MIDGET

(to Henry)

Hey, you! Hold down the noise.

Tiny enters the lobby, evidently after recently pulling himself free from his bonds. He has strings and ropes hanging from his clothing, as well as other paraphernalia from his encounter with the "Lilliputians". Tiny looks at the complete confusion in the lobby in wonder, and joins in with the chase, not knowing who is chasing what.

TINY

Pardon me, folks. If you have to run, there's a lot more room out back.

82 EXT. - HOTEL CULVER

82

A car pulls up to the front of the hotel. Its occupants are Shirley (who is at the wheel), and Lester Hudson, returning from their vacation. Uncle Lester is checking out the hotel to see if Henry and Tiny have done their jobs while he was away. He can't see the melee in the lobby. Still looking at the hotel, he opens the car door and gets out. It has just stopped raining, the streets are still wet.

LESTER

Well, Shirley. So far so good. It looks as quiet as a church.

SHIRLEY

See, I told you there was nothing to worry about.

(CONTINUED)

LESTER

Maybe I was wrong about Henry after all. Perhaps I can get away more often.

SHIRLEY

I'll take the car around back and park it.

She drives off. Just then, all hell breaks loose, as people start pouring out of every seam of the hotel. Twenty-five dogs chased by over a hundred little people create a boiling sea of activity that threatens to swamp the twenty-five dog owners, Otto, Bruce, Annie, the Duke and Duchess, and Lester. As the small groups of midgets come through the revolving door, they continue chasing dogs in a circular motion.

The Duke and the Duchess are struggling to catch Bruce for protection. The last one out of the hotel is the remaining Japanese tourist, who now has five cameras around his neck, and is snapping pictures furiously.

83 INT. - HOTEL CULVER

83

Tiny sees that everyone is going out the front of the hotel, and tries to follow through the revolving door, which is just a bit too small to allow his easy passage. He finally wriggles out and tries, once again, to join the chase, still not knowing exactly what is going on.

84 EXT. - HOTEL CULVER

84

Lester stands speechless, watching the crowd pour across the road from the hotel to the MGM lot, where GONE WITH THE WIND is shooting. A group of little people falls into chasing a dog around Lester's legs as if he was a tree.

Henry comes to the window of the hotel, and sees Uncle Lester standing dumbstruck at the scene he is witnessing.

HENRY

Why Uncle Lester -- I -- ah -- I can explain. They were troublemakers. I threw them all out.

(CONTINUED)

LESTER
(stunned)
I don't believe it.

85 EXT. - - MGM LOT

85

Everything is in readiness for the beginning of the shooting of the arrival scene at the great ball. The set is immaculate. MALE EXTRAS are dressed in cut away coats; the FEMALE EXTRAS are dressed in starched petticoats and hoop skirts. The scene is slated, and the DIRECTOR calls "ACTION".

The Extras begin to mill about, and horse-drawn carriages of the period pull up to the facade depicting Twelve Oaks -- just as a horde of midgets, dogs and spies invade the set. RHETT BUTLER and SCARLETT O'HARA look up and see the chase descending upon them.

SCARLETT
What's going on! Who are all these people?!

RHETT
Frankly, my dear, I don't give a damn.

The midgets and dogs are going everywhere, and disturbing everything. The Director is going nuts trying to salvage the scene. Midgets run underneath carriages, upsetting horses. Some midgets start climbing the huge false front of the set. The Director tries to wave them down.

DIRECTOR
Get down from there! It's not strong enough. It won't support your weight.

RHETT
I think you should leave this scene in the picture.

Tiny tires of chasing he knows not what, and rests for a moment by leaning up against a bannister on the MGM set. Suddenly he remembers something, and takes the top ornament off of the bannister, reaches inside, and pulls out a bottle of booze. He drinks from it, and replaces it.

(CONTINUED)

Otto is intent upon catching Streudel, which he is close to doing. He doesn't see Rollo coming up behind him. Rollo flattens Otto in the dirt, and grabs him in a wrestling hold. Streudel skips away.

ROLLO

You're not so hotsy-totsy, you rotten little Nazi.

Otto recovers from the surprise of the attack, and easily throws off Rollo, then pitches him headfirst into some bushes.

86 EXT. - HOTEL CULVER

86

Lester is still standing stunned, almost catatonic, noticing nothing. A stray dog comes up to him and takes a leak on his shoe. Lester doesn't react.

LESTER

Thanks. I needed that.

87 EXT. - - MGM LOT

87

Otto has lost Rollo temporarily. He spots Streudel again. Streudel runs up on the veranda, and takes refuge beneath the hoop skirt worn by a Female Extra. Otto runs up on the veranda, and follows Streudel's lead.

The Female Extra does a remarkable jig as Otto and Streudel battle within her skirt for the locket. Streudel yelps finally and comes running out from under. After one or two additional gyrations on the part of the Female Extra, Otto also emerges, holding up the locket, triumphantly.

OTTO

I got it.

The Female Extra's eyes widen.

FEMALE EXTRA

Come back. I can hold my licker.

The Female Extra then clobbers Otto with her handbag and chases him off the veranda. She stops, composes herself, and walks away, prim and chaste.

Bruce looks around for Otto over the heads of the midgets

(CONTINUED)

racing around at his feet. Bruce runs up to the veranda, where he has just seen Otto, but Otto is gone.

Otto climbs aboard one of the idled carriages, and whips up the horse to make good his escape.

Bruce spots Otto getting away, and leaps to the side of one of the other carriages, this one with an extra at the reins. Bruce flashes his badge at the startled extra and climbs aboard.

BRUCE
Secret Service.

Bruce grabs the reins and takes off. The extra jumps off.

Hearing this, everyone else piles into carriages and joins in the chase after Otto. The carriages dart back and forth across the street, causing numerous near misses with autos as well as with each other. With Otto in the lead, the carriages fall into a Ben Hur-type chariot race around the Culver City town square.

Bruce's carriage starts gaining on Otto's, and as they pull abreast, Bruce tries to jump from his carriage to Otto's. Otto, seeing his intention, starts whipping Bruce instead of the horse. Otto becomes unmindful of directing the horses, and concentrates instead upon fighting off Bruce's attack. The two carriages, out of control, head for the plate glass front window of the Hotel Culver.

88 INT. - HOTEL CULVER - HENRY

88

Sees what is about to happen, and tries to warn them away, shouting ineffectually from within the lobby.

HENRY
Whoa! Whoa! Go the other way! Nooo!

Henry covers his eyes with his hands.

89 EXT. - HOTEL CULVER - THE CARRIAGES

89

Otto's carriage crashes through the window at full gallop. Streudel jumps free. Bruce, trying to avoid hitting the window, swerves and is thrown from the carriage and is stunned.

90 INT. - HOTEL CULVER - HENRY 90

The dust starts to settle when we see through the broken windows. Henry clutches the chandelier as it crashes to the floor.

91 EXT. - HOTEL CULVER 91

Bruce shakes off the effects of the collision, and gets up as Rollo runs up to him.

ROLLO

Sorry, boss, looks like the German got away.

Down the street, just coming around the corner, is the presidential motorcade. Crowds are gathering, and people are buzzing with excitement.

CROWD

(ad lib)

It's the President. It's President Roosevelt. Here they come.

Bruce, Annie, Rollo, Lana, the Duke and the Duchess wave to the President.

Bruce looks around anxiously for Otto. He does not see that Otto is on the balcony, pointing Bruce's gun at the President.

Tiny comes out of the hotel, carrying Nakamuri's camera and Luigi's black bag, and approaches Bruce.

TINY

I cleaned up the barber shop.

Rollo sees Otto on the balcony, gun in hand.

ROLLO

Look, the Kraut has a gun.

Bruce grabs Nakamuri's camera from Tiny, sights Otto and fires.

(CONTINUED)

BRUCE

This one's for Dad.

Otto falls into Tiny's arms.

TINY

This will fit in the icebox.

The motorcade passes by. Franklin D. Roosevelt is waving to the crowd, and the crowd is waving back. The band is playing. The CAMERA PULLS BACK to show a RAINBOW in the sky above.

Lester and Annie are standing waving at the passing motorcade. Henry, seeing this, steps out of the lobby through the broken window, and approaches.

Henry is hesitant to bring his presence to Lester's attention.

HENRY

I'm sorry, Uncle Lester.

Lester turns and sees Henry. He puts on a big smile.

LESTER

No need to be sorry, my boy. Miss Clark here just told me we're going to get all of MGM's business from now on.

Lester beams at Henry. Henry can hardly believe his ears.

Streudel jumps up into the Duke's arms.

DUCHESS

Leopold, are you all right? We'd better find Bruce before the assassins return.

The Duke's a new man.

DUKE

Nonsense. I handled them once. I can do it again.

The Duke takes the Duchess' arm and proudly leads her toward the hotel.

(CONTINUED)

DUCHESS

Oh, Leopold. I'm so proud of you.
One thing, though, dear -- After
this one --

The Duchess pets Streudel.

DUCHESS (cont'd)

No more Streudels.

Bruce walks up behind Annie as Lester and Henry walk off toward the hotel. Annie is looking at the rainbow. Bruce puts his arm around her waist, and they both look off at the sight.

BRUCE

Annie, I've been trying to give you
something since I first bumped into
you.

ANNIE

I know. I could feel it.

Bruce puts his hand into his pocket and withdraws Annie's compact.

BRUCE

You dropped this at the boat.

Annie smiles and takes the compact.

BRUCE (cont'd)

One question about your town, does
this happen all the time?

Annie smiles at him, and they kiss.

ANNIE

Of course. This is where dreams are made.

92

EXT. - - RAINBOW

92

The CREDITS ARE UNDERWAY. The CAMERA SLOWLY FOLLOWS the arc of the RAINBOW down to the ground. There, we see Rollo and Lana look around in the bushes. Together, they push aside some branches and twigs. Sitting there is a pot of gold. Rollo and Lana look at each other in amazement.

(CONTINUED)

ROLLO

Well, I'll be a son of a bitch.

THE END