

UP

Written by

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A 1930's NEWSREEL.

NEWSREEL ANNOUNCER (V.O.)
 "Movietown News" presents --
 Spotlight on Adventure!

The mysterious SOUTH AMERICAN JUNGLE. A massive waterfall cascades down a gigantic, flat-topped mountain.

NEWSREEL ANNOUNCER (V.O.)
 What you are now witnessing is
 footage never before seen by
 civilized humanity: a lost world in
 South America! Lurking in the
 shadow of majestic Paradise Falls,
 it sports plants and animals
 undiscovered by science. Who would
 dare set foot on this inhospitable
 summit?

A painted portrait of a dashing young adventurer.

NEWSREEL ANNOUNCER (V.O.)
 Why, our subject today: Charles
 Muntz!

MOVIE SOFTWARE
 A massive DIRIGIBLE descends on an
 airfield.

NEWSREEL ANNOUNCER (V.O.)
 The beloved explorer lands his
 dirigible, the "Spirit of
 Adventure," in New Hampshire this
 week, completing a year long
 expedition to the lost world!

1 INT. MOVIE THEATRE - CONTINUOUS

1

Of everyone watching in the modest, small town theater, no one is more enthralled than 8 year old CARL FREDRICKSEN.

NEWSREEL ANNOUNCER (O.S.)
 This lighter-than-air craft was
 designed by Muntz himself, and is
 longer than 22 Prohibition paddy-
 wagons placed end to end.

Young Carl stares, mouth agape, wearing leather flight helmet and goggles, just like his idol on the silver screen.

NEWSREEL ANNOUNCER (V.O.)
 And here comes the adventurer now!

NEWSREEL FOOTAGE: the dashing Muntz descends down the gangplank to the delight of the crowd. His dogs trail him.

NEWSREEL ANNOUNCER (V.O.)
Never apart from his faithful dogs,
Muntz conceived the craft for
canine comfort! It's a veritable
floating palace in the sky --

An opulent dining room.

NEWSREEL ANNOUNCER (V.O.)
-- complete with doggie bath and
mechanical canine walker.

One dog runs suffers through mechanized bath time, while a second wears an electrode helmet and runs on a treadmill.

NEWSREEL ANNOUNCER (V.O.)
And Jiminy Cricket, do the locals
consider Muntz the bee's knees! And
how!

Cameras flash as Muntz stands heroic, striking his signature "thumbs up" stance.

MUNTZ
"Adventure is out there!"

In the theater, Young Carl returns the thumbs up.

NEWSREEL ANNOUNCER (V.O.)
But what has Muntz brought back
this time?

Muntz speaks to a crowded auditorium, on stage beside a curtained object.

MUNTZ
Gentlemen, I give you: the Monster
of Paradise Falls!

He pulls away the drape to reveal a GIANT BIRD SKELETON.

CROWD
Ooh!

Young Carl leans forward, eyes bulging.

NEWSREEL ANNOUNCER (V.O.)
And golly, what a swell monster
this is. But what's this?

Skeptical scientists analyze the bones.

NEWSREEL ANNOUNCER (V.O.)
Scientists cry foul! The National
Explorers Society accuses Muntz of
fabricating the skeleton!

YOUNG CARL
No!

Muntz's portrait is removed from a wall of paintings of other
famous explorers.

NEWSREEL ANNOUNCER (V.O.)
The organization strips Muntz of
his membership.

Muntz's "Explorer's Society" badge is ceremoniously RIPPED
from his jacket. Carl GASPS.

Muntz stands next to his dirigible at an airfield. He grimly
addresses the crowd.

NEWSREEL ANNOUNCER (V.O.)
Humiliated, Muntz vows a return to
Paradise Falls and promises to
capture the beast -- alive!

MUNTZ
I promise to capture the beast --
alive!

In the theater, young Carl smiles.

MUNTZ
And I will not come back until I
do!

The crowd CHEERS.

Muntz gives his thumbs up from the cockpit as the dirigible
lifts off.

NEWSREEL ANNOUNCER (V.O.)
And so the explorer is off to clear
his name. Bon voyage Charles Muntz,
and good luck capturing the Monster
of Paradise Falls!

Carl looks like he just witnessed a miracle.

DISSOLVE TO:

Young Carl "flies" his blue balloon ("The Spirit of Adventure" hand-written on it) as he runs along the sidewalk. He still wears helmet and goggles.

TITLE CARD: WALT DISNEY PICTURES PRESENTS

NEWSREEL ANNOUNCER (V.O.)
Here's Charles Muntz piloting his
famous dirigible!!

TITLE CARD: A PIXAR ANIMATION STUDIOS FILM

NEWSREEL ANNOUNCER (V.O.)
He hurdles Pike's Peak!

Carl jumps over a small rock.

NEWSREEL ANNOUNCER (V.O.)
He hurdles the Grand Canyon!

Carl jumps over a crack in the sidewalk.

NEWSREEL ANNOUNCER (V.O.)
He hurdles Mount Everest!

Carl jumps over a tree stump and smacks into it instead.

NEWSREEL ANNOUNCER (V.O.)
He -- goes around Mount Everest! Is
there nothing he cannot do?

TITLE CARD: UP

NEWSREEL ANNOUNCER (V.O.)
Yes, as Muntz himself says:
"Adventure is--"

GIRL'S VOICE (O.S.)
"Adventure is out there!"

Carl stops. Who said that?

The voice comes from a dilapidated HOUSE, windows boarded up and lawn overgrown with weeds. The weather vane atop the house turns, pulled by ropes.

GIRL'S VOICE (O.S.)
Look out! Mount Rushmore! Hard to
starboard. Must get the Spirit of
Adventure over Mount Rushmore --

Carl walks toward the voice.

GIRL'S VOICE (O.S.)

Hold together old girl. How're my
dogs doing? Ruff ruff!

3 INT. DILAPIDATED HOUSE - HALLWAY - CONTINUOUS

3

Carl squeezes through the broken door into the foyer. He follows the voice toward the living room.

GIRL'S VOICE (O.S.)
All engines ahead full! Let's take
her up to 26,000 feet! Rudders
eighteen degrees towards the south.

4 INT. DILAPIDATED HOUSE - LIVING ROOM - CONTINUOUS

4

Carl rounds the corner to see ELLIE, an eight year old girl, her mussy red hair barely visible beneath her flight helmet and goggles. Bare footed, her overalls are patched and dirty.

The old house has been transformed into a make-believe dirigible cockpit. Ellie steers, the wheel made from a rusty old bicycle.

YOUNG ELLIE
It's a beautiful day, winds out of
the east at ten knots. Visibility -
- unlimited.
(yells a command)
Enter the weather in the logbook!

The navigator (her hamster) skitters in its cage. Ellie uses two tied-together Coke bottles as binoculars.

YOUNG ELLIE
Oh! There's something down there! I
will bring it back for science.
Awww, it's a puppy!

Carl is distracted by the Muntz newspaper clippings taped to the wall.

YOUNG ELLIE (O.S.)
No time! A storm! Lightning! Hail!

Ellie pops up in front of Carl.

YOUNG ELLIE
What are you doing!?!

Carl screams. He lets go of his balloon. It floats through a broken part of the ceiling and disappears.

Ellie circles Carl accusingly.

YOUNG ELLIE
Don't you know this is an exclusive club? Only explorers get in here. Not just any kid off the street with a helmet and a pair of goggles. Do you think you got what it takes? Well, do you?!?

Carl FUMPHERS.

YOUNG ELLIE
Alright, you're in. Welcome aboard.

She offers her hand. Carl looks down, embarrassed.

YOUNG ELLIE
What's wrong? Can't you talk?

Carl is frozen. Ellie softens.

YOUNG ELLIE
Hey, I don't bite.

She takes off her helmet. Her hair frizzes out in all directions. She removes a homemade GRAPE SODA CAP pin from her shirt and pins it on Carl.

YOUNG ELLIE
You and me, we're in a club now.

Carl smiles.

YOUNG ELLIE
I saw where your balloon went. Come on, let's go get it!

Carl watches her stride out of the room. She pops back in.

YOUNG ELLIE
My name's Ellie.

She grabs his hand. Carl blushes as she pulls him out of the room.

5 INT. DILAPIDATED HOUSE - UPSTAIRS

5

YOUNG ELLIE
There it is.

Carl and Ellie look across the attic at the balloon. Between them the floor has collapsed, save one rickety beam. Carl GULPS.

YOUNG ELLIE
Well, go ahead.

She pushes him out onto the beam.

YOUNG ELLIE
Go on.

Carl steels his courage. He puts on his goggles, starts forward and FALLS through the floor.

CUT TO:

6 EXT. SMALL TOWN NEIGHBORHOOD STREET - DAY 6

Ambulance. SIREN blaring.

7 EXT. CARL'S HOUSE - NIGHT 7

One lone light on upstairs.

8 INT. CARL'S ROOM 8

Carl in bed, reading a book by flashlight, his arm in a CAST.

Into the room floats Carl's lost BLUE BALLOON. Carl jumps and CALLS OUT in fright.

YOUNG CARL
(re: arm)
Ow!

A head pops up from outside the open window.

YOUNG ELLIE
Hey kid!!

Carl SCREAMS, hitting himself in the face with the cast.

YOUNG CARL
Ow!!

Ellie climbs in the window.

YOUNG ELLIE

Thought you might need a little
cheerin' up. I got somethin' to
show ya!

9 INT. CARL'S ROOM - MOMENTS LATER

9

The two hunker under a blanket tent with a flashlight. Ellie
whispers, as if to protect a National Secret.

YOUNG ELLIE
I am about to let you see something
I have never shown to another human
being. Ever. In my life.

Carl's eyes widen in alarm.

YOUNG ELLIE
You'll have to swear you will not
tell anyone.

Carl nods.

YOUNG ELLIE
Cross your heart. Do it!

Carl crosses. Ellie unveils.

YOUNG ELLIE
My Adventure Book!

It's a reused photo album with the words "My Adventure Book"
written across it. She opens it to a photo of Charles Muntz.

YOUNG ELLIE
You know him.

Carl smiles excitedly.

YOUNG ELLIE
Charles Muntz, explorer. When I get
big, I'm going where he's going:
South America.

She turns the page to a map.

YOUNG ELLIE
It's like America... but south.
Wanna know where I'm gonna live?

She turns to an engraving of a large waterfall. A small hand-
drawn picture of Ellie's clubhouse is glued to the top.

YOUNG ELLIE

(reading caption)
 "Paradise Falls, a land lost in
 time." I ripped this right out of a
 library book.

Carl GASPS in horror.

YOUNG ELLIE
 I'm gonna move my clubhouse there,
 and park it right next to the
 falls. Who knows what lives up
 there? And once I get there --

She flips through her book, revealing a page marked, "STUFF
 I'M GOING TO DO." Past that, the pages are blank.

YOUNG ELLIE
 Well, I'm saving these pages for
 all the adventures I'm gonna have.
 Only -- I just don't know how I'm
 gonna get to Paradise Falls.

Ellie closes the book, disappointed. Carl has a thought. He
 looks at his toy dirigible.

YOUNG ELLIE
 That's it! You can take us there in
 a blimp! Swear you'll take us.
 Cross your heart! Cross it! Cross
 your heart.

Carl does.

YOUNG ELLIE
 Good. You promised. No backing out.

Carl shakes his head "no."

YOUNG ELLIE
 Well, see you tomorrow kid! Bye.

Ellie hops up and jumps out the window.

YOUNG ELLIE
 "Adventure is out there!!"

She pops back in.

YOUNG ELLIE
 You know, you don't talk very much.
 I like you.

Carl looks out the window after her in amazement. He rests
 his head on his balloon.

YOUNG CARL

Wow.

The balloon pops.

CUT TO:

- | | | |
|-----------|--|-----------|
| 10 | INT. CHURCH - DAY | 10 |
| | FLASH! A photo is taken of the wedding couple: Carl and Ellie, now 19. She jumps at him and gives him a big kiss. | |
| | Ellie's side of the church erupts like wild frontiersmen. A gun shot is fired in the air. | |
| | Carl's side, rigid puritans in black, clap politely. | |
| 11 | EXT. DILAPIDATED HOUSE - DAY | 11 |
| | Carl carries her past a "SOLD" sign. It's the same house where they met as kids. | |
| 12 | EXT. CARL AND ELLIE'S HOUSE - DAY | 12 |
| | Still in their wedding clothes: She saws as he hammers. | |
| 13 | INT. CARL AND ELLIE'S HOUSE - LIVING ROOM - DAY | 13 |
| | They push two chairs into place side by side in the living room. | |
| 14 | EXT. CARL AND ELLIE'S HOUSE - DAY | 14 |
| | Ellie finishes painting "Carl & Ellie" on their MAILBOX. | |
| | Carl leans in to admire her work but leaves a messy paint handprint on the mailbox! Oh well; Ellie adds her handprint as well. They smile. | |
| 15 | EXT. CARL AND ELLIE'S HOUSE - DAY | 15 |
| | Their house now matches Ellie's colorful CLUB HOUSE DRAWING from her childhood Adventure Book. | |
| 16 | EXT. RURAL HILLSIDE - DAY | 16 |
| | They run up a hillside together. | |

They lie side by side on a picnic blanket. She describes the clouds. He watches as a cloud transforms into a turtle.

Carl closes his eyes and smiles. He's lucky to be with her.

17 EXT. ZOO - DAY

17

Ellie emerges from the South America House, dressed in her Zookeeper's uniform.

Carl shows off his new BALLOON CART and uniform. Behind him the balloons lift his cart off the ground. Carl jumps to catch it. She giggles.

18 INT. CARL AND ELLIE'S HOUSE - LIVING ROOM - DAY

18

Carl and Ellie sit side by side in their chairs, reading.

Without looking up from their books, they hold hands.

19 EXT. RURAL HILLSIDE - DAY

19

Again at their picnic spot, they watch clouds. Ellie sees an elephant with wings. Carl gives it a try and points out a BABY. Ellie lights up, excited. She sees ALL the clouds as babies! Carl is stunned but smiles.

20 INT. CARL AND ELLIE'S HOUSE - BABY ROOM - DAY

20

Ellie finishes painting a wall mural of a stork carrying a bundle in its beak. Carl hangs a mobile above the crib.

21 INT. DOCTOR'S OFFICE - AFTERNOON

21

Carl touches Ellie's shoulder as the doctor explains. Ellie drops her head in her hands.

22 EXT. CARL AND ELLIE'S HOUSE - LIVING ROOM - AFTERNOON

22

Carl looks out the window. Ellie sits alone under a tree, the wind in her hair.

23 EXT. CARL AND ELLIE'S HOUSE - YARD - AFTERNOON

23

Carl joins Ellie. He hands her the Adventure Book. She smiles.

24 INT. CARL AND ELLIE'S HOUSE - LIVING ROOM - AFTERNOON 24

Ellie paints a MURAL of their house atop Paradise Falls over the mantle. Carl organizes a compass, map, binoculars, and native bird figurine beneath the painting. It's their shrine to Adventure.

25 INT. CARL AND ELLIE'S HOUSE - LIVING ROOM - AFTERNOON 25

Carl sets A JAR on a table, "PARADISE FALLS" written on it.

Ellie drops in a few coins. She looks at Carl and crosses her heart. Carl crosses his.

A SERIES OF SHOTS

The jar slowly fills as Carl and Ellie toss in spare change. Their car blows a tire. The two stand by the jar, reluctant. Carl BREAKS the jar.

New tire.

Carl in the hospital with a broken leg.

Breaking jar.

A storm rages. A tree falls, crushing the roof.

Breaking jar.

26 INT. CARL AND ELLIE'S HOUSE - FRONT HALL - MORNING 26

Carl struggles to tie his tie. Ellie helps. They walk out the front door arm in arm.

27 INT. CARL AND ELLIE'S HOUSE - FRONT HALL - 3 YEARS LATER 27

Ellie struggles to tie Carl's tie as they rush out the door.

A SERIES OF SHOTS as Ellie straightens Carl's ties. Stylish 1950's ties. Wide 60's ties. Paisley 70's ties.

28 INT. CARL AND ELLIE'S HOUSE - FRONT HALL - 30 YEARS LATER 28

Older Carl and Ellie smile at themselves in the hall mirror.

29 EXT. ZOO - DAY 29

Carl in his 60's. They still work happily side by side at the zoo. Carl's cart lifts off the ground. He casually leans an elbow on it.

30 INT. CARL AND ELLIE'S HOUSE - LIVING ROOM - NIGHT 30

Carl and Ellie dance in the evening candlelight. The PARADISE FALLS JAR sits off to the side, now dusty and forgotten.

31 INT. CARL AND ELLIE'S HOUSE - LIVING ROOM WINDOW - AFTERNOON 31

Carl cleans the inside of the window. Ellie cleans the outside.

32 INT. CARL'S HOUSE - LIVING ROOM - AFTERNOON 32

Carl vacuums the Adventure Shrine on the mantle. Carl smiles at a photo of Ellie as a child, wearing her flight helmet and goggles. He looks up at the mural of their house at Paradise Falls. His smile fades.

Behind him, Ellie sweeps the floor. Their dream has gone unfulfilled.

Carl has an idea.

33 EXT. TRAVEL AGENCY - DAY 33

Carl buys two tickets to South America.

34 EXT. RURAL HILLSIDE - AFTERNOON 34

Carl hurries excitedly up picnic hill. He hides the airline tickets in his basket. Behind him, Ellie falters and falls. She tries to get up but falls again. Something is wrong.

He runs to her.

35 INT. HOSPITAL ROOM - DAY 35

Ellie lies in a hospital bed. She looks through her ADVENTURE BOOK.

A BLUE BALLOON floats in to the room.

Carl stands at the door. He smiles and walks to her bedside.

Ellie pushes her Adventure Book toward him. She weakly pats his cheek and adjusts his tie.

He kisses her on the forehead.

36 INT. CHURCH - AFTERNOON 36

Carl sits alone, next to a huge bouquet of balloons.

37 EXT. CARL AND ELLIE'S HOUSE - DUSK 37

Carl walks into the house, holding a single blue balloon.

FADE TO BLACK.

38 INT. CARL'S BEDROOM - MORNING - SEVERAL YEARS LATER 38

An ALARM CLOCK BUZZES. An aged hand shuts it off and picks up the nearby glasses.

CARL sits alone in his double bed. He rubs his face. GRUNTS. He gets out of bed, STRETCHING, GRUNTING and CRACKING BONES.

He grabs his cane, with four tennis balls stuck to the bottom spokes.

39 INT. CARL'S STAIRCASE - LATER 39

Now dressed, Carl rides his ELDERLY ASSISTANCE CHAIR down the staircase. This takes a LONG, LONG time.

Three quarters of the way down, the chair stops. He bangs the armrest and the chair restarts.

40 INT. CARL'S KITCHEN - LATER 40

Carl eats breakfast by himself.

41 INT. CARL'S LIVING ROOM WINDOW - LATER 41

Carl cleans the window with a cloth. His lonely reflection stares back at him.

42 INT. CARL'S LIVING ROOM - LATER 42

Carl dusts the mantle and Shrine to Adventure.

43 INT. CARL'S HOUSE - FRONT HALL - LATER 43

Carl looks in the hall mirror. He puts on his hat and considers his reflection. He straightens his GRAPE SODA PIN.

44 EXT. CARL'S HOUSE - PORCH - CONTINUOUS 44

Many LOCKS are heard unlocking from inside. The door opens, but bangs against the safety chain. Carl GRUMBLES in frustration. Carl opens the door, walks out onto his porch, pulls the door shut, and looks as if he's about to go somewhere.

He sits in his porch chair.

45 EXT. CARL'S NEIGHBORHOOD - CONTINUOUS 45

Carl's house is the lone surviving square on the block not under construction. Machinery and workers circle busily. High rise buildings are being erected all around.

46 EXT. CARL'S HOUSE - PORCH - MORNING 46

Carl looks at the activity around him.

CARL
Quite a sight, huh Ellie?
(noticing mailbox)
Uhp, mail's here.

Carl walks to the mailbox. He touches Ellie's faded HANDPRINT and smiles.

He looks through the mail.

He sees a SHADY OAKS RETIREMENT VILLAGE pamphlet full of images of happy old people. Carl scoffs.

CARL
Shady Oaks Retirement. Oh brother.

Carl notices DUST on his mailbox.

CARL
Hm.

He pulls up a LEAF BLOWER. He revs it and blasts off the dust.

TOM, the CONSTRUCTION FOREMAN, notices.

CONSTRUCTION FOREMAN TOM
Hey! `Morning, Mr. Fredricksen!
Need any help there?

CARL
No. Yes. Tell your boss over there
that you boys are ruining our
house.

He points across the lot to a business man in a suit talking
on a cell phone, the REAL ESTATE DEVELOPER.

CONSTRUCTION FOREMAN TOM
Well just to let you know, my boss
would be happy to take this old
place off your hands, and for
double his last offer. Whaddya say
to that?

The leaf blower blasts off his hat.

CONSTRUCTION FOREMAN TOM
Uh, I take that as a no, then.

CARL
I believe I made my position to
your boss quite clear.

CONSTRUCTION FOREMAN TOM
You poured prune juice in his gas
tank.

CARL
Oh yeah, that was good. Here, let
me talk to him.

Tom hands Carl his MEGAPHONE.

CARL
(in megaphone)
You in the suit. Yes, you. Take a
bath, hippy!

Tom grabs the megaphone.

CONSTRUCTION FOREMAN TOM
(to Boss, re Carl)
I am not with him!
(to Carl)
This is serious. He's out to get
your house!

Carl walks to his front door.

CARL
Tell your boss he can have our
house.

CONSTRUCTION FOREMAN TOM
Really?

CARL
When I'm dead!

Carl SLAMS the door.

CONSTRUCTION FOREMAN TOM
I'll take that as a maybe!

47 INT. CARL'S LIVING ROOM - DAY - LATER

47

Carl sits in his chair watching TV.

A KNOCK at the door.

48 EXT. CARL'S HOUSE - PORCH - DAY

48

The door opens. A Wilderness Explorer stands, reading from a Wilderness Explorer Manual. He is in uniform, complete with sash, neckerchief, hat, and an enormous backpack stuffed with every piece of equipment there is. This is RUSSELL, age 8. Russell, nose buried in his MANUAL, reads to Carl.

RUSSELL
"Good afternoon. My name is
Russell. And I am a Wilderness
Explorer in Tribe 54, Sweatlodge
12. Are you in need of any
assistance today, sir?"

As he finishes the script, Russell smiles up at Carl.

CARL
No.

RUSSELL
I could help you cross the street.

CARL
No.

RUSSELL
I could help you cross your yard.

CARL
No.

RUSSELL
I could help you cross your --
porch?

CARL
No.

RUSSELL
Well, I gotta help you cross
something.

CARL
Uh, no. I'm doing fine.

Carl closes the door in Russell's face.

49 INT. CARL'S HOUSE - FRONT HALL - CONTINUOUS

49

Carl listens through the door. Is the kid gone? He opens it.

RUSSELL
"Good afternoon. My name is
Russell."

CARL
Uh -- kid --

RUSSELL
"And I am a Wilderness Explorer in
Tribe 54, Sweatlodge 12."

CARL
Kid. KID!!

Russell stops but goes back to reading.

RUSSELL
"Are you in need of any assistance
today Sir?"

CARL
Thank you, but I don't need any
help!

Carl swings the door shut, but a small camping boot stops it.

RUSSELL
Ow.

Carl opens the door. Russell stands at attention.

CARL
(RESIGNED)

Proceed.

RUSSELL
"Good afternoon. My-"

CARL
But skip to the end!

Russell points to his SASH. It is covered with badges except for one glaringly empty space.

RUSSELL
See these? These are my Wilderness Explorer badges. You may notice one is missing. It's my Assisting the Elderly badge. If I get it I will become a Senior Wilderness Explorer!

Russell makes the Explorer Sign: his thumbs form a "W", his fingers the "wings" of a bird, then the "claws" of a bear.

RUSSELL
"The wilderness must be explored!

CAW-CAW! RAAAR!"

This sets Carl's hearing aid off. Carl GRUMBLES in pain.

RUSSELL
It's gonna be great! There's a big ceremony, and all the dads come, and they pin on our badges --

CARL
So you want to assist an old person?

RUSSELL
Yep! Then I will be a Senior Wilderness Explorer!

Carl leans in close to Russell.

CARL
(CONSPIRATORIALLY)
You ever heard of a snipe?

RUSSELL
Snipe?

CARL

Bird. Beady eyes. Every night it sneaks in my yard and gobbles my poor azaleas. I'm elderly and infirm. I can't catch it. If only someone could help me --

RUSSELL
Me! Me! I'll do it!

CARL
Oh, I don't know, it's awfully crafty. You'd have to clap your hands three times to lure it in.

RUSSELL
I'll find it, Mr. Fredricksen!

CARL
I think its burrow is two blocks down. If you go past --

RUSSELL
Two blocks down! Got it!

Russell runs down the block clapping and calling.

RUSSELL
Sniiiipe! Here Snipey Snipey --

CARL
(calls after Russell)
Bring it back here when you find it!

Carl rolls his eyes and begins to close his door.

He stops short.

A large truck is backing up, getting dangerously close to ELLIE'S MAILBOX.

CONSTRUCTION WORKER STEVE
Okay, keep her coming -- And -- stop. Stop! STOP!!

The truck hits Ellie's mailbox, crushing the front.

Carl is shocked. He runs to the box.

CARL
What? Hey! Hey you! What do you think you're doing?

CONSTRUCTION WORKER STEVE

I am so sorry, sir --

The worker bangs on the mailbox, trying to fix it.

CARL
Don't touch that!

CONSTRUCTION WORKER STEVE
No no, let me take care of that for
you.

Carl grabs the mailbox, trying to wrestle it from the worker.

CARL
(STRUGGLING)
Get away from our mailbox!

CONSTRUCTION WORKER STEVE
Hey sir, I --

CARL
I don't want you to touch it!

Carl HITS the worker with his cane. He falls to the sidewalk.
The worker rubs his head. Blood.

Carl backs up toward his door, cradling his mailbox. What has
he done?

Passerbys stare. Workers gather, as does the REAL ESTATE
DEVELOPER.

Carl backs into his house.

50 INT. CARL'S LIVING ROOM

50

Carl shuts his door. He closes the curtains. He peeks out the
window. The injured worker is helped to his feet. A police
car pulls up.

The Real Estate Developer looks toward Carl's house. His hand
rests on Carl's fence.

51 INT. COURTHOUSE HALLWAY - DAY

51

Carl sits alone on a bench holding a Court Summons.

52 INT. COURTROOM - DAY

52

A GUARD opens the door. Carl enters. The REAL ESTATE
DEVELOPER watches him enter.

53 EXT. CARL'S HOUSE - LATE EVENING**53**

A Police Officer drops Carl at his front gate.

OFFICER EDITH

Sorry Mr. Fredricksen. You don't
seem like a public menace to me.
Take this.

She hands him a pamphlet for SHADY OAKS RETIREMENT VILLAGE.

OFFICER EDITH

The guys from Shady Oaks will be by
to pick you up in the morning,
okay?

The officer drives off, leaving Carl alone.

Carl faces the house. He touches Ellie's dented mailbox.

CARL

What do I do now, Ellie?

54 INT. CARL'S HOUSE, HALLWAY - NIGHT**54**

All is quiet but the slow ticking of the clock. The empty
hall.

The front hall mirror. The kitchen.

55 INT. CARL'S HOUSE - CLOSET**55**

Carl pulls out a suitcase. A book tips over. Ellie's
Adventure Book.

56 INT. CARL'S HOUSE - LIVING ROOM**56**

Carl sits in his chair slowly paging through the book.

He turns to the page marked "STUFF I'M GOING TO DO." He
closes the book and sighs.

Carl looks at the Adventure Shrine, and the PAINTING of their
house by Paradise Falls. He holds the Shady Oaks pamphlet.

Carl's brows furrow. He looks up at the shrine, and crosses
his heart.

57 EXT. CARL'S HOUSE - NIGHT**57**

Lights are on inside the house.

MATCH DISSOLVE TO:

58 EXT. CARL'S HOUSE - MORNING

58

A SHADY OAKS RETIREMENT VILLAGE van pulls up. Nurses GEORGE and A.J. walk to Carl's door and KNOCK. Carl answers, holding a suitcase.

CARL
Morning gentlemen.

NURSE GEORGE
Good morning, Mr. Fredricksen. You ready to go?

CARL
Ready as I'll ever be. Would you do me a favor and take this?

Carl hands over his suitcase.

CARL
I'll meet you at the van in just a minute. I -- want to say one last goodbye to the old place.

NURSE GEORGE
Sure. Take all the time you need, sir.

Carl closes the door. Rather sharply. The nurses head back to the van.

NURSE A.J.
Typical. He's probably going to the bathroom for the eightieth time.

Empty helium tanks are strewn on the front lawn.

NURSE GEORGE
You'd think he'd take better care of his house.

A SHADOW falls over the nurses. They turn to look.

A giant tarp rises behind Carl's house. It unfolds to reveal THOUSANDS OF BALLOONS. The balloons rise up like some massive multi-colored cumulus cloud forming a thunderhead above the house. Strings tug at the chimney. The house strains. Pipes bend, then break. Electrical wires spark and snap. The house rips away from its foundation.

The nurses duck and YELL as the house soars over them. Carl looks out the window and LAUGHS.

CARL
So long boys! I'll send you a
postcard from Paradise Falls!

- 59 INT. APARTMENT - CONTINUOUS 59**
- Balloons spill colored light into a little girl's room as the house floats past.
- 60 EXT. TOWN 60**
- The shadow of the house drifts through an intersection.
- 61 EXT. SHOP WINDOW 61**
- A family watches the house float down the street.
- 62 EXT. ABOVE THE TOWN 62**
- Carl waves at a high-rise window washer, who tentatively waves back. The house crests the top of a building, drifting over and away from the city. Carl looks out his window. Good riddance.
- 63 INT. CARL'S HOUSE - LIVING ROOM 63**
- Carl sets a compass next to the map of South America.
- 64 EXT. CARL'S HOUSE - BEDROOM WINDOW 64**
- Sails made from stitched-together curtains emerge from the windows and billow in the wind. Carl steers using ropes attached to the weather vane.
- 65 INT. CARL'S HOUSE - LIVING ROOM 65**
- The compass needle rotates to point SOUTH.
- 66 EXT. CARL'S HOUSE 66**
- The house turns. Carl looks out the window, satisfied. He checks the balloons.

67 INT. CARL'S HOUSE - LIVING ROOM**67**

Carl kisses a photo of Ellie.

CARL
We're on our way, Ellie.

Carl kneels at the fireplace and plunks the balloon strings tied to the grate.

He CHUCKLES and settles into his chair. He closes his eyes and smiles. SHADOWS move gently across the fireplace mantle.

68 EXT. CARL'S HOUSE - FLOATING**68**

The house drifts through the clouds.

69 INT. CARL'S HOUSE - LIVING ROOM**69**

Carl relaxes in his chair. KNOCK KNOCK KNOCK.

CARL
Huh?

He stares at the front door. Nothing.

CARL
Hm.

KNOCK KNOCK KNOCK.

He bolts up and approaches the door. He looks out the peep hole. Nothing but the porch and clouds. He throws it open.

70 EXT. CARL'S HOUSE - PORCH - DAY - CONTINUOUS**70**

Nothing. He looks left. Nothing. He looks right. Russell.

He looks Russell?!!

RUSSELL
Hi, Mr. Fredricksen. It's me,
Russell.

CARL
What are you doing out here, kid?

Russell is plastered up against the wall, terrified and holding on for dear life.

RUSSELL

I found the snipe and I followed it
under your porch, but this snipe
had a long tail and looked more
like a large mouse.

The flag on Russell's backpack blows off and falls through
the clouds.

RUSSELL
Please let me in?

CARL
No.

Carl slams the door, leaving Russell alone. Beat. The door
opens again.

CARL
Oh, alright, you can come --

Russell runs into the house past Carl.

CARL
-- in.

71 INT. CARL'S HOUSE - HALLWAY - CONTINUOUS

71

Russell PANTS, panicked. He looks into living room.

RUSSELL
Huh. I've never been in a floating
house before.

Carl follows Russell into the living room. Russell chuckles
and points at the photo of young Ellie.

RUSSELL
Goggles. Look at this stuff!

Russell finds Ellie's house drawing sitting on the pages of
the open atlas.

RUSSELL
Wow, you going on a trip?
(reads from the
engraving)
"Paradise Falls: A Land Lost in
Time." You going to South America,
Mr. Fredricksen?

Carl takes the page and puts it in his pocket.

CARL

Don't touch that. You'll soil it.

RUSSELL

You know, most people take a plane,
but you're smart because you'll
have all your TV and clocks and
stuff.

Russell runs over to the steering rig.

RUSSELL

Whoah. Is this how you steer your
house? Does it really work?

CARL

Kid, would you stop with the --

Russell steers and the house tilts, knocking Carl back and forth.

RUSSELL

Oh, this makes it go right, and
that way's left.

CARL

Let go of the -- knock it off!

Russell looks out the window in front of him.

RUSSELL

Hey look, buildings!

72 EXT. CARL'S HOUSE - WINDOW - CONTINUOUS

72

Russell and Carl arrive at the window.

RUSSELL

That building's so close I could
almost touch it.

That gives Carl an idea.

CUT TO:

Carl lowers Russell on a rope below the floating house.

RUSSELL

Wow! This is great! You should try
this, Mr. Fredricksen! Look,
there's a bus that could take me
home two blocks away!
(looking up)

Hey, I can see your house from here!

CARL
(struggling to hold on)
Don't jerk around so much, kid!

The rope slips through Carl's hands. Russell FALLS.

CUT TO:

Carl stands beside Russell at the window. Russell's fall had been a daydream.

CARL
Well, that's not gonna work.

Carl leaves Russell at the window.

RUSSELL
I know that cloud, it's a Cumulo Nimbus. Did you know that the Cumulo Nimbus --

73 INT. CARL'S HOUSE - LIVING ROOM - DAY - CONTINUOUS

73

GRUMBLING, Carl kneels at the fireplace to cut a few balloon strings with his housekeys.

CARL
Stayed up all night blowing up balloons, for what?

RUSSELL
-- warm air goes by cool air, and the airs go by each other and that's how we get lightning.

CARL
That's nice, kid.

Carl turns off his hearing aid. Silence. He smiles. Russell tries to get Carl's attention. A storm is brewing in the distance.

RUSSELL
(nearly silent)
Mr. Fredricksen, there's a big storm coming. It's starting to get scary. We're gonna get blown to bits! We're in big trouble, Mr. Fredricksen!

A huge lightning bolt flash lights up the room. Carl turns on his hearing aid.

CARL
What are you doing over there?

RUSSELL
Look!

74 EXT. CARL'S HOUSE - WINDOW - CONTINUOUS

74

Carl joins Russell at the window.

RUSSELL
See? Cumulo Nimbus.

75 INT. CARL'S HOUSE - LIVING ROOM - CONTINUOUS

75

The tiny house is heading for a MASSIVE STORM. Carl STRUGGLES to steer the house away but is blown into the storm. The steering mechanism recoils and sends Carl flying.

Plates fall from the walls and furniture slides as the house is rocked in the storm. Russell's backpack slides toward the front door.

RUSSELL
My pack!

Russell HOPS on top of the backpack.

RUSSELL
Got ya!

The pack slides toward the OPEN FRONT DOOR. Russell screams. He's about to slide out when the house tilts and the door swings shut.

The Paradise Falls jar rolls past Carl. He chases after it. Ellie's chair slides across the room. Carl gasps and runs to protect it.

The photo of Ellie rocks and slides off the wall. Carl lunges to catch it.

76 EXT. CARL'S HOUSE - FLOATING

76

The storm rages. The house is tossed into the storm clouds. All goes black.

77 INT. CARL'S HOUSE - LIVING ROOM - MORNING**77**

Carl is asleep. A finger pokes Carl's face. Nothing.

The finger pokes Carl's face again. Carl WAKES UP.

RUSSELL

Whew! I thought you were dead.

CARL

Wha -- what happened?

Carl STRUGGLES to rise from the pile of Ellie's things he'd been protecting.

RUSSELL

I steered us. I did! I steered the house!

CARL

Steered us?

RUSSELL

After you tied your stuff down you took a nap, so I went ahead and steered us down here.

78 EXT. CARL'S HOUSE - WINDOW**78**

Carl opens the window and looks out.

CARL

Huh?

79 EXT. CARL'S HOUSE - FLOATING**79**

The house floats motionless above an ocean of clouds.

80 EXT. CARL'S HOUSE - WINDOW**80**

CARL

Can't tell where we are.

81 INT. CARL'S HOUSE - LIVING ROOM**81**

RUSSELL

Oh we're in South America all right. It was a cinch, with my Wilderness Explorer GPS.

Russell holds up his WILDERNESS EXPLORER GPS UNIT.

CARL

GP-what?

RUSSELL

My dad gave it to me. It shows
exactly where we are on the planet.
With this baby, we'll never be
lost!

Russell gestures, tossing the unit out the window.

82 EXT. CARL'S HOUSE - FLOATING

82

Carl and Russell watch the tiny GPS unit descend into the clouds.

RUSSELL

Oops.

83 INT. CARL'S HOUSE - LIVING ROOM

83

Carl kneels by the fireplace and cuts at the balloon strings.

CARL

We'll get you down, find a bus
stop. You just tell the man you
want to go back to your mother.

RUSSELL

Sure, but I don't think they have
busses in Paradise Falls.

84 EXT. CARL'S HOUSE - FLOATING

84

A small cluster of balloons fly up and away from the house.

85 INT. CARL'S HOUSE - LIVING ROOM

85

CARL

There. That ought to do it. Here,
I'll give you some change for bus
fare.

Russell follows Carl toward the front door.

RUSSELL

Nah, I'll just use my city bus
pass.

86 EXT. CARL'S HOUSE - FLOATING**86**

The house lowers into the fog.

RUSSELL (O.S.)
Whoah, that's gonna be like a
billion transfers to get back to my
house.

87 EXT. CARL'S HOUSE - PORCH**87**

Carl and Russell stand on the porch as the house moves down into and through the thick, dark clouds.

RUSSELL
Mr. Fredricksen, how much longer?

CARL
Well, we're up pretty high. Could
take hours to get down.

Something flashes by them in the fog. Carl leans forward.

CARL
(MUMBLING)
-- that thing was -- building or
something.

Another dark object whooshes past them. Carl ducks.

RUSSELL
What was that, Mr. Fredricksen?

CARL
We can't be close to the ground
yet.

A brief view of rocks directly below them. Carl GASPS.

88 EXT. MOUNTAIN - ROCKY LANDSCAPE**88**

BAM!!! The house CRASHES into the ground.

Russell and Carl fly off the porch and onto the ground. They land hard.

Carl's house is floating away!

Carl runs after the GARDEN HOSE dragging across the ground.

CARL
Wait, wait! No don't, don't, don't!

Carl grabs the hose and is PULLED UP in the air.

CARL
Whoah! Hey, hey!

Russell JUMPS onto Carl's leg and the extra weight pulls them to the ground.

CARL
Russell, hang on!

Carl and Russell slide toward the edge of a CLIFF EDGE.

RUSSELL
Whoah!

They slide toward the edge and stop. The drop is thousands of feet. Carl is TERRIFIED.

CARL
Walk back! Walk back!

RUSSELL
Okay!

Russell PULLS Carl by the leg away from the cliff edge. Carl, still hanging from the hose, looks around. Fog blankets the mysterious landscape, revealing only scattered rocks.

CARL
(out of breath)
Where -- where are we?

RUSSELL
This doesn't look like the city or
the jungle, Mr. Fredricksen.

The wind picks up and they STRUGGLE against it.

CARL
(to house)
Don't worry, Ellie. I got it.

The wind clears the fog, slowly revealing a crescent shaped, flat-topped mountain on which they stand.

Across it, some ten miles away, is PARADISE FALLS. Carl stares. He can't believe it.

CARL
There it is. Ellie, it's so
beautiful.

The landscape is stunning.

Carl shows Russell the engraving with the Ellie drawing of the house atop the falls.

CARL
We made it. We made it! Russell, we could float right over there. Climb up. Climb up!

RUSSELL
You mean assist you?

CARL
Yeah, yeah. Whatever.

RUSSELL
Okay, I'll climb up!

Russell CLIMBS Carl, stepping on his leg, arms, and face.

CARL
Watch it.

RUSSELL
Sorry.

The hose jiggles as Russell CLIMBS out of frame.

CARL
Now, when you get up there, go ahead and hoist me up! Got it?!

Russell continues to grunt and strain off screen.

CARL
You on the porch yet?!

Russell is just inches above Carl, still STRUGGLING to climb. He slides down onto Carl's head, exhausted.

CARL
What? That's it?! I came all this way just to get stuck at the wrong end of this rock pile? Aw, great!

Carl paces.

RUSSELL
Hey, if I could assist you over there, would you sign off on my badge?

CARL
What are you talking about?

RUSSELL
We could walk your house to the
falls!

CARL
Walk it?

RUSSELL
Yeah, after all, we weigh it down.
We could walk it right over there.
Like a parade balloon.

Carl considers this.

89 EXT. MOUNTAIN - ROCKY LANDSCAPE, DAY - LATER

89

The house floats against the sky. The hose descends from the house and "Y"s to tie to both Carl and Russell. They wear the hose like a harness, pulling the house as they walk.

CARL
Now, we're gonna walk to the falls
quickly and quietly, with no rap
music or flash-dancing.

Russell inspects his surroundings.

RUSSELL
(DISTRACTED)
Uh-huh.

CARL
We have three days, at best, before
the helium leaks out of those
balloons. And if we're not at the
falls when that happens --

RUSSELL
Sand!

CARL
-- we're not getting to the falls!

RUSSELL
I found sand!

Carl ROLLS HIS EYES. He looks up at the house.

CARL
Don't you worry, Ellie. We'll get
our house over there.

Russell looks up at the house. Who's Carl talking to?

RUSSELL

Huh.

(shrugs it off)

This is fun already, isn't it? By the time we get there, you're gonna feel so assisted -- Oh, Mr. Fredricksen, if we happen to get separated, use the Wilderness Explorer call. Caw caw, raaar!!

The WILDERNESS EXPLORER CALL sets off Carl's hearing aid.

RUSSELL

Wait. Why are we going to Paradise Falls again?

CARL

Hey, let's play a game. It's called: "See who can be quiet the longest."

RUSSELL

Cool! My mom loves that game!

They head toward Paradise Falls, some 10 miles away.

DISSOLVE TO:

90 EXT. MOUNTAIN - JUNGLE CLEARING - DAY

90

Mist hangs ominously over a rocky landscape. Something tall blasts through a maze of rocks.

Two dark shapes are chasing the prey. Each has a light. Hunters.

91 EXT. MOUNTAIN - GROVE OF TREES - CONTINUOUS

91

The prey dodges various TRAPS, one after another. A metal cage slams shut, a hidden net, darts on a trip wire.

The prey runs into a clearing surrounded by rocks: a dead end.

92 EXT. MOUNTAIN - CLEARING - CONTINUOUS

92

The hunters surround the prey, stepping out into the light: a sinister Doberman Pinscher, a Rottweiler, and a bulldog, each wearing large, HIGH-TECH COLLARS.

They surround the prey. Escape looks impossible. WOOSH! The bird moves impossibly fast, jumping over the three dogs and escaping in a flash.

The dogs head off in pursuit. A HIGH PITCHED SQUEAL stops the dogs short, their ears wincing in pain. They whimper and run off.

93 EXT. MOUNTAIN - THICK JUNGLE - DAY - CONTINUOUS

93

Carl steps out from behind a shrub. The SQUEALING is in fact his HEARING AID.

CARL

Darn thing.

(calling back)

C'mon, Russell, would you hurry it up?

Russell plods forward, dragging his feet.

RUSSELL

I'm tiiiiired. And my knee hurts.

CARL

Which knee?

RUSSELL

My elbow hurts and I have to go to the bathroom.

CARL

I asked you about that five minutes ago!

RUSSELL

Well, I didn't have to go then!

Russell goes limp and lies face down in the dirt.

RUSSELL

I don't want to walk anymore. Can we stop?

CARL

Russell! If you don't hurry up, the tigers will eat you.

RUSSELL

There's no tigers in South America.

Russell rolls over to show Carl a badge.

RUSSELL

Zoology.

CARL

Oh, for the love of Pete. Go on into the bushes and do your business.

RUSSELL

Okay! Here, hold my stuff.

Somehow energized, Russell jams his pack into Carl's hands, secures his rope to a tree and tromps off into the shrubs.

He goes into the woods carrying a small shovel in one hand and a pile of leaves in another.

RUSSELL

I've always wanted to try this!

Carl waits, standing by the tree his house is tied to.

RUSSELL (O.S.)

Mr. Fredricksen? Am I supposed to dig the hole before or after?

CARL

Eugh! None of my concern!

Beat.

RUSSELL (O.S.)

Oh. It's before!

Carl covers his ears.

94 EXT. MOUNTAIN - THICK JUNGLE - CONTINUOUS

94

Russell pats down a mound and SIGHS in satisfaction.

He is about to return to Carl when he spots some TRACKS.

RUSSELL

Huh? Tracks?!

(REALIZING)

Snipe!

Russell follows the tracks into the dark jungle, clapping.

RUSSELL

Here, snipe -- Come on out, snipe.
Snipe!

The footprints continue for a time, then stop.

RUSSELL

Huh.

Russell munches on a chocolate bar.

Something RUSTLES in the bushes behind him. He turns to look. Behind him, A BEAK takes a nibble of the chocolate and zips out.

Russell turns. Nothing there.

Another nibble! Zip!

RUSSELL

Ha! Gotcha!

Russell peers into the shrub.

RUSSELL

Don't be afraid, little snipe. I am a Wilderness Explorer so I am a friend to all of nature. Want some more?

Russell holds out the chocolate. The beak pokes out and nibbles.

RUSSELL

Hi boy. Don't eat it all. Come on out.

The beak zips back into the bushes.

RUSSELL

Come on. Don't be afraid little snipe. Nice snipe. Good little snipe. Nice --

A massive shadowy creature rises up over Russell.

RUSSELL

-- giant snipe!

95 EXT. MOUNTAIN - THICK JUNGLE CLEARING

95

Carl checks the knot on his hose harness. Russell and the massive creature step up behind him.

RUSSELL

I found the snipe!

CARL
(humoring him)
Oh, did you?

RUSSELL
Are they tall?

CARL
Oh yes, they're very tall.

RUSSELL
Do they have a lot of colors?

CARL
They do indeed.

RUSSELL
Do they like chocolate?

CARL
Oh ye- Chocolate?

Carl turns to look. Next to Russell stands a 13 foot tall, multicolored BIRD.

Carl SCREAMS.

CARL
What is that thing?!

RUSSELL
It's a snipe!

CARL
There's no such thing as a snipe!

RUSSELL
But you said snipes eat --

Carl grabs Russell, pulling him away from the bird.

The bird HISSES at Carl and grabs Russell back. It cradles Russell like a baby.

RUSSELL
Whoah!

Russell GIGGLES.

Carl pokes at the bird with his cane, trying to scare it off.

CARL
Go on, get out of here. Go on!
Shoo!

The bird HISSES. It takes Russell up into a tree, swinging him around playfully. It looks scary and fun.

RUSSELL
(LAUGHING)
Whoah! Whoah!

CARL
Careful, Russell!

RUSSELL
(LAUGHING)
Hey, look Mr. Fredricksen, it likes me!

CARL
Russell!

The bird grooms Russell.

RUSSELL
(LAUGHING)
No stop, that tickles!

Carl pokes the bird with his cane.

CARL
Get out of here. Go on, git!

The bird sets Russell down. It stalks Carl, HISSING and ruffling its feathers.

CARL
Aaaah!

RUSSELL
Uh-oh! No no no no no Kevin, it's okay. Mr. Fredricksen is nice!

Russell pats Carl on the head.

CARL
"Kevin"?

RUSSELL
Yeah, that's his name I just gave him.

The bird pats Carl on the head with its beak.

CARL
Hey. Beat it! Vamoose! Scram!

Carl waves his cane. The bird eats it.

CARL
Hey! That's mine!

The bird chokes and the cane comes back up.

CARL
Aaah! Shoo, shoo! Get out of here.

Carl shoos the bird away. The bird mimics him.

CARL
Go on, beat it.

GRUMBLING, Carl gives up and throws his hands in the air.

The bird mimics this as well.

RUSSELL
Can we keep him? Please?? I'll get
the food for him, I'll walk him,
I'll change his newspapers --

CARL
No.

RUSSELL
(RECITING)
"An Explorer is a friend to all, be
it plants or fish or tiny mole."

CARL
That doesn't even rhyme.

RUSSELL
Yeah it does.

Russell points up to the roof of Carl's house.

RUSSELL
Hey, look! Kevin!

CARL
What? Get down! You're not allowed
up there!

The bird is on Carl's roof. It swallows a balloon. It POPS.
The bird coughs up the deflated balloon. Russell GIGGLES.

CARL
You come down here right now!

The bird jumps down and hides behind Russell.

CARL

Sheesh! Can you believe this,
Ellie?

RUSSELL
Ellie?
(gets idea)

RUSSELL
Uh, hey Ellie, could I keep the
bird? Uh-huh. Uh-huh.
(to Carl)
She said for you to let me.

CARL
(to Ellie)
But I told him no --
(catches himself)
I told you no! N-O.

The bird HISSES at Carl.

96 EXT. MOUNTAIN - ROCKY LANDSCAPE - DAY

96

Carl and Russell pull the house through the mist. Russell discreetly drops chocolate pieces along their trail.

The bird follows, eating.

CARL
I see you back there!

It "hides" behind a rock, still totally visible.

CARL
Go on, get out of here. Shoo! Go
annoy someone else for a while.

VOICE (O.S.)
Hey, are you okay over there?

The bird dashes away.

CARL
Uh, hello?

Carl and Russell look around. In the midst, some 100 feet away, they see the FIGURE OF A MAN.

CARL
Oh! Hello sir! Thank goodness.

Carl walks toward the man.

CARL
It's nice to know someone else is
up here!

VOICE
I can smell you.

Carl stops.

CARL
What? You can smell us?

VOICE
I can smell you.

As they get closer, they realize the man is in fact a ROCK.

CARL
Hey.

Russell GIGGLES.

RUSSELL
You were talking to a rock.

Russell points to another rock shape.

RUSSELL
Hey, that one looks like a turtle!

Sure enough.

RUSSELL
Look at that one! That one looks
like a dog!

The "rock" walks forward.

RUSSELL
It is a dog!

CARL
What?

RUSSELL
Uh, we're not allowed to have dogs
in my apartment.

The dog nuzzles Russell, who nervously pets it.

RUSSELL
Hey, I like dogs!

CARL

(calls out)
 We have your dog!
 (to self)
 Wonder who he belongs to?

RUSSELL
 Sit boy.

The dog sits.

RUSSELL
 Hey look, he's trained! Shake!

The dog raises his paw and Russell shakes it.

RUSSELL
 Uh-huh. Speak.

DUG
 Hi there.

Carl and Russell freeze.

CARL
 Did that dog just say "Hi there?"

DUG
 Oh yes.

Carl JUMPS back.

DUG
 My name is Dug. I have just met you
 and I love you.

Dug jumps up on to Carl.

CARL
 Uh -- wha?

Dug wears a high-tech collar. The dog's thoughts come out of it as words through a speaker. It can talk. Unfortunately, it talks non-stop.

DUG
 My master made me this collar. He
 is a good and smart master and he
 made me this collar so that I may
 talk -- SQUIRREL!!

Dug stares transfixed at a tree. False alarm.

DUG
 My master is good and smart.

CARL
It's not possible.

DUG
Oh it is, because my master is smart.

RUSSELL
Cool! What do these do, boy?

He inspects the collar and twists a dial.

DUG
Hey would you-
(CLICK)
-CUERDO CON TIGO-
(CLICK)
I use that collar-
(CLICK)
-WATASHI WA HANASHI MA-
(CLICK)
-to talk with, I would be happy if you stopped.

CARL
Russell, don't touch that. It could be radioactive or something.

Dug sniffs the ground around Carl and Russell.

DUG
I am a great tracker. My pack sent me on a special mission all by myself. Have you seen a bird? I want to find one and I have been on the scent. I am a great tracker, did I mention that?

BAM! The bird tackles Dug and HISSES.

DUG
Hey, that is the bird! I have never seen one up close but this is the bird.
(to Carl)
May I take your bird back to camp as my prisoner?

CARL
Yes! Take it! And on the way, learn how to bark like a real dog!

DUG
Oh I can bark!

Dug BARKS.

DUG
And here's howling!

Dug HOWLS. The bird HISSES at Dug.

RUSSELL
Can we keep him? Please please
please?

CARL
No.

Russell falls to his knees, pleading.

RUSSELL
But it's a talking dog!

CARL
It's just a weird trick or
something. Let's get to the falls.

Carl grabs Russell. The bird follows, as does Dug.

DUG
Please be my prisoner. Oh please oh
please be my prisoner.

97 EXT. MOUNTAIN - THICK JUNGLE CLEARING - DAY

97

Footprints. A dog's nose follows the tracks. This is GAMMA, a
bulldog.

GAMMA
Oh, here it is. I picked up the
bird's scent!

A second dog: BETA, a Rottweiler.

BETA
Wait a minute, wait a minute! What
is this? Chocolate. I smell
chocolate.

GAMMA
I'm getting prunes and denture
cream! Who are they?

BETA
Ah man, Master will not be pleased.
We'd better tell him someone took
the bird, right Alpha?

ALPHA, a Doberman pinscher, sits with his back to them.

ALPHA
(high-pitched voice)
No. Soon enough the bird will be
ours yet again.

Alpha's voice is high and squeaky, as if he's breathed in helium.

ALPHA
Find the scent, my compadres and
you two shall have much rewardings
from Master for the toil factor you
wage.

Beta and Gamma look at each other.

BETA
Hey Alpha, I think there's
something wrong with your collar.
You must have bumped it.

GAMMA
Yeah, your voice sounds funny!

Beta and Gamma LAUGH. Alpha turns. They stop laughing.

ALPHA
Beta. Gamma. Mayhaps you desire to
-- SQUIRREL!

All three dogs look for the squirrel. False alarm.

ALPHA
Mayhaps you desire to challenge the
ranking that I have been assigned
by my strength and cunning?

BETA
No no. But maybe Dug would. You
might want to ask him.

Beta and Gamma SNICKER derisively.

GAMMA
Yeah, I wonder if he's found the
bird on his very special mission.

ALPHA

Do not mention Dug to me at this time. His fool's errand will keep him most occupied, most occupied indeed. Ha ha ha. Do you not agree with that which I am saying to you now?

BETA

Sure, but the second Master finds out you sent Dug out by himself, none of us will get a treat.

ALPHA

You are wise, my trusted Lieutenant.

Alpha powers up a video screen on Beta's collar.

ALPHA

This is Alpha calling Dug. Come in, Dug.

The screen shows ground moving past: the view from Dug's collar.

DUG

Hi Alpha. Hey, your voice sounds funny.

ALPHA

I know, I know! Have you seen the bird?

DUG

Why yes, the bird is my prisoner now.

GAMMA

Yeah, right.

The screen view adjusts to see the bird. It hisses.

ALPHA

Impossible! Where are you?!

DUG

I am here with the bird and I will bring it back and then you will like me. Oh, gotta go.

On the collar screen, the dogs get a fleeting glimpse of a boy's face. It's Russell.

RUSSELL

(on video screen)
Hey Dug! Who you talking to?

The video screen goes blank. The dogs BARK excitedly.

BETA
What's Dug doing?

GAMMA
Why's he with that small mailman?

BETA
Where are they?

Alpha pushes a button on Beta's collar. A TRACKING DEVICE locates Dug.

ALPHA
There he is. Come on!

The dogs sprint off into the jungle.

98 EXT. MOUNTAIN - JUNGLE - DAY

98

The bird drags Dug, still clamped onto it's leg.

DUG
Oh please oh please oh PLEASE be my
prisoner!

RUSSELL
Dug, stop bothering Kevin!

DUG
That man there says I can take the
bird and I love that man there like
he is my master.

The bird HISSES.

CARL
I am not your master!

The bird tries to shake Dug off its leg. Dug jumps up on it.

DUG
I am warning you, once again, bird!

RUSSELL
Hey! Quit it!

DUG
I am jumping on you now, bird.

Russell tries to separate them, which pulls on Carl's tether.

CARL
Russell! At this rate we'll never
get to the falls!

Carl pulls on the tether, knocking Russell over. Carl falls,
pulling the house into a tall rock. SMASH!

Carl GASPS. He turns his anger to the group.

CARL
I am nobody's master, got it?
(points to bird)
I don't want you here,
(points to Dug)
-- and I don't want you here.
(points to Russell)
I'm stuck with you. And if you two
don't clear out of here by the time
I count to three-

Dug sees the tennis balls on Carl's cane.

DUG
A ball! Oh boy oh boy! A ball!

CARL
Ball?

Carl pops off one of the tennis balls.

CARL
You want it boy? Huh? Huh? Yeah?

DUG
Oh oh oh! Yes, I do. I do ever so
want the ball!

CARL
Go get it!!

Carl throws the ball far away. Dug chases after it.

DUG
Oh boy, oh boy! I will get it and
then bring it back!

CARL
(WHISPERS)
Quick Russell, give me some
chocolate.

RUSSELL

Why?

CARL
Just give it to me!

Carl grabs some chocolate and waves it at the bird.

CARL
Bird. Bird!

Carl THROWS the chocolate. The bird runs after it.

Carl grabs Russell and runs.

CARL
C'mon Russell!

RUSSELL
Wait. Wait, Mr. Fredricksen.

99 EXT. MOUNTAIN HILLSIDE

99

Carl pulls them down a slope. He slips.

100 EXT. MOUNTAIN TREETOPS

100

Above the tree line, the house SMASHES into a tree.

CARL
Daah!

101 EXT. MOUNTAIN STREAM

101

Carl and Russell crossing the river balance on rocks. Carl slips and his foot goes into the water.

CARL
Aaahh --

102 EXT. MOUNTAIN JUNGLE

102

RUSSELL
What are we doing?

Carl pushes through thick jungle leaves. BUGS buzz around him.

103 EXT. MOUNTAIN STEEP HILLSIDE

103

Carl climbs up the hill. He FALLS over a dead branch.

RUSSELL
Hey, uh, we're pretty far now.
Kevin's gonna miss me.

104 EXT. MOUNTAIN - JUNGLE CLEARING - CONTINUOUS

104

They climb over a ridge. Dug and the bird are nowhere in sight.

Carl sits down on a rock, BREATHING HARD.

CARL
I think that did the trick.

He turns. Dug. With the ball in his mouth.

DUG
Hi, Master.

CARL
Afternoon.

Carl turns the other way. The bird. It HONKS at him.

Dug drops the slobbery ball on Carl's lap.

105 EXT. MOUNTAIN - FLAT ROCKY AREA - NIGHT

105

A clap of thunder. Lightning flashes reveal rain pouring down on the house. Beneath it, Carl and Russell are kept dry, sitting around a pathetic flickering campfire.

Carl looks at Dug, asleep, wrapped around the bird's leg. He rolls his eyes and looks up at the house.

CARL
Well, thanks for keeping us dry
anyway, Ellie.

RUSSELL (O.S.)
Which one's the front?

Russell struggles to set up the tent. He reads his manual.

RUSSELL
Is this step three, or step five?

Carl ROLLS HIS EYES at Russell's ineptness.

RUSSELL

There!

Russell struggles with a tent pole, trying to winch it into place.

Carl can't watch. An off screen SMACK! Russell walks to Carl. Miraculously, he looks unscathed.

RUSSELL

All done.

Russell turns, revealing a large RED WELT on his face.

RUSSELL

(pointing to tent)

That's for you!

The tent pole springs loose, catapulting the tent over the cliff.

RUSSELL

Awh. Tents are hard.

CARL

Wait, aren't you "Super Wilderness Guy?" With the GPM's and the badges?

RUSSELL

Yeah, but... can I tell you a secret?

CARL

No.

RUSSELL

Alright, here goes. I never actually built a tent before. There. I said it.

CARL

You've been camping before, haven't you?

RUSSELL

Well, never outside.

CARL

Well, why didn't you ask your Dad how to build a tent?

RUSSELL

I don't think he wants to talk about this stuff.

CARL
Why don't you try him sometime?
Maybe he'll surprise you.

RUSSELL
Well, he's away a lot. I don't see
him much.

CARL
He's got to be home sometime.

RUSSELL
Well, I called, but Phyllis told me
I bug him too much.

CARL
Phyllis? You call your own mother
by her first name?

RUSSELL
Phyllis isn't my mom.

Carl realizes he put his foot in it.

CARL
Oh.

The two sit silently together, watching the fire.

RUSSELL
But he promised he'd come to my
Explorer ceremony to pin on my
Assisting the Elderly badge, so he
can show me about tents then,
right?

Carl studies Russell's sad optimism. He looks at the missing
badge on Russell's sash.

CARL
Hey, uh, why don't you get some
sleep. Don't want to wake up the
traveling flea circus.

Dug nuzzles around the sleeping bird's leg.

RUSSELL
Mr. Fredricksen, Dug says he wants
to take Kevin prisoner. We have to
protect him!

Russell YAWNS and lies down on the rock next to Carl.

RUSSELL

Can Kevin go with us?

CARL
Alright. He can come.

RUSSELL
Promise you won't leave him?

CARL
Yeah.

RUSSELL
Cross your heart?

Carl looks down at Russell.

CARL
Cross my heart.

Carl sits at the campfire, the others asleep. He shakes his head and looks up at the house.

CARL
What have I got myself into, Ellie?

DISSOLVE TO:

106 EXT. MOUNTAIN - FLAT ROCKY AREA - MORNING

106

A frog sits next to Carl's glasses. It CROAKS. Carl's hand smacks it like an alarm clock. The frog hops away.

Carl rises, looking up at the house.

CARL
Morning Sweetheart.

The balloons on the house are wilting.

CARL
We better get moving.

He scans the camp. The bird is gone.

CARL
Huh. Bird's gone. Maybe Russell won't notice.
(calls out)
Alright, everybody up!

Russell sits up with a SNORT.

RUSSELL

Where's Kevin? He's wandered off!
Kevin! Dug, find Kevin!

Dug crazily searches and sniffs, looking for the bird.

DUG
Find the bird. Find the bird...
POINT!

Dug goes rigid like a pointer dog and "points" to the left.

RUSSELL
Oh, look! There he is.

Russell points to the right. The bird is on top of Carl's house. Dug turns around.

DUG
POINT!

The bird has gathered a pile of food on Carl's roof.

CARL
Hey, that's my food! Get off my roof!

DUG
Yeah, get off of his <>!

In the distance, BABY BIRDS call out. The bird CALLS back.

CARL
What is it doing?

DUG
The bird is calling to her babies.

RUSSELL
Her babies! Kevin's a girl?

The bird gobbles the food and jumps off the roof.

DUG
Her house is over there in those twisty rocks.

Miles off is a huge grouping of rocks; the LABYRINTH. The baby birds call from somewhere inside.

DUG
She has been gathering food for her babies and must get back to them.

The bird "hugs" Russell goodbye and pats Carl on the head with her beak. She HISSES at Dug.

RUSSELL
Wait, Kevin's just leaving? But you
promised to protect her!

RUSSELL
Her babies need her, we gotta make
sure they're together.

The bird hurries off toward the labyrinth. Carl gathers up the hose tether.

CARL
Sorry Russell. We've lost enough
time already.

RUSSELL
Yeah --

107 EXT. MOUNTAIN - EDGE OF JUNGLE - MOMENTS LATER

107

The bird rounds a corner and hears rustling in the bushes ahead. She scampers back toward the house.

108 EXT. MOUNTAIN - FLAT ROCKY AREA

108

Russell chews on some chocolate.

RUSSELL
This was her favorite chocolate.
Because you sent her away, there's
more for you.

Carl rolls his eyes and SIGHS.

They hear rustling from the bushes behind them.

CARL
Huh?

RUSSELL
Kevin?

Beta and Gamma, run toward Carl and Russell, viciously barking and growling. Carl protects Russell with his cane.

Dug is conflicted.

Alpha walks forward and stares menacingly at Carl. He turns toward Dug.

ALPHA
 (high-pitched voice)
 Where's the bird? You said you had
 the bird.

DUG
 Oh, yes. Oh, yes. Since I have said
 that, I can see how you would think
 that.

ALPHA
 Where is it?

DUG
 Uh, tomorrow. Come back tomorrow
 and then I will again have the
 bird. Yes.

Alpha BARKS angrily.

ALPHA
 You lost it. Why do I not have a
 surprised feeling? Well, at least
 you now have lead us to the small
 mailman and The One Who Smells of
 Prunes.

Carl and Russell look at Dug. He turned on them! Dug
 shamefully lowers his head.

ALPHA
 Master will be most pleased we have
 found them, and will ask of them
 many questions.
 (commanding, to Carl)
 Come!

CARL
 Wait, we're not going with you.
 We're going to the falls!

Gamma and Beta BARK fiercely at Carl.

CARL
 Get away from me! Get down!

The dogs lead Carl and Russell like prisoners. Dug follows.
 The house is pulled after them, and on the roof: THE BIRD.

109 EXT. MOUNTAIN - DESOLATE ROCKY AREA - DAY

109

Alpha leads Carl and Russell through a canyon.

Dogs patrol the tops of the canyon walls. Four more large dogs join the group. Carl and Russell watch warily and continue their march.

They round a bend. Before them is a MASSIVE CAVE OPENING.

110 EXT. MOUNTAIN - CAVE ENTRANCE

110

The house and balloon canopy are dwarfed as the group approaches the huge cave opening.

DOZENS OF DOGS step out of the cave. Carl and Russell stop. More dogs approach from the side. Every way Carl turns there are more dogs!

Growling and snarling, the dogs surround Carl and Russell. Closer -- closer --

From the darkness a voice:

VOICE (O.S.)

Stay!

The dogs stop. A figure peers out from the darkness. It examines Carl, Russell, and the floating house.

VOICE

You came here in that?

CARL

Uh -- yeah.

VOICE

In a house? A floating house?

The man laughs. Carl and Russell laugh along nervously.

VOICE

That is the darndest thing I've ever seen! You're not after my bird, are you? But if you need to borrow a cup of sugar, I'd be happy to oblige!

The dogs LAUGH uproariously at the man's joke.

VOICE

Well, this is all a misunderstanding. My dogs made a mistake.

The figure walks out toward Carl into the light. Carl recognizes him!

CARL
Wait, are you Charles Muntz?!

MUNTZ
Well -- Yes.

CARL
The Charles Muntz?

Muntz gives him the "thumbs up."

MUNTZ
"Adventure is out there!"

Carl GIGGLES with glee.

CARL
It's really him!
(to Russell)
That's Charles Muntz!

RUSSELL
(EXCITED)
It is?!?
(CONSIDERS)
Who's Charles Muntz?

CARL
Him!

DOG WALLA
Yes! It is him! He is!

CARL
I'm Carl Fredricksen. My wife and
I, we were your biggest fans!

Carl rushes to shake Muntz's hand. Muntz is charmed.

MUNTZ
Well, you're a man of good taste!

Muntz LAUGHS at his joke. Carl joins in.

MUNTZ
You must be tired. Hungry?

RUSSELL
Uh-huh.

MUNTZ
(to dogs)

Attention everyone! These people
are no longer intruders. They are
our guests.

The dogs CHEER.

DOG WALLA

Follow me! I like you temporarily.
You do smell like prunes. I will
not bite you.

Muntz walks into the cave. Carl and Russell excitedly follow.

111 INT. CAVE - CONTINUOUS

111

CARL

Wow.

Carl's eyes adjust to the dark. Muntz's dirigible the "Spirit of Adventure" is tethered in the cave.

MUNTZ (O.S.)

I'm sorry about the dogs -- hope
they weren't too rough on you.

GAMMA (O.S.)

We weren't!

MUNTZ

Go ahead and moor your airship
right next to mine.

Muntz gestures to a pylon, where Carl ties off the house.
Muntz and the dogs walk up the gangplank of the dirigible.

CARL

We're not actually going inside the
"Spirit of Adventure" itself?!

MUNTZ

Oh. Would you like to?

CARL

Would I?!?!?

Carl GIGGLES like a little boy.

CARL

Wait up, Mr. Muntz!

Carl and Russell follow up the ramp.

CARL

Jiminy Cricket.

Dug follows, but is blocked by Alpha and Beta.

BETA

Not you.

GAMMA

What do we do with Dug?

ALPHA

He has lost the bird. Put him in the Cone of Shame.

Dug WHIMPERS.

112 EXT. DIRIGIBLE GANGPLANK - MOMENTS LATER

112

Alpha, Gamma and Beta walk into the dirigible. Dug sits forlornly with a PLASTIC CONE around his neck.

DUG

I do not like the Cone of Shame.

113 INT. DIRIGIBLE - TROPHY ROOM

113

Carl and Russell are speechless as they walk into the room. It's a treasure trove of giant skeletons, stuffed creatures, and rare cultural artifacts.

Various servant dogs dust and polish as Muntz leads Carl and Russell through the room.

MUNTZ

Most of the collection is housed in the world's top museums: New York, Munich, London -- `Course I kept the best for myself.

CARL

Did you ever! Will you look at that?

MUNTZ

Oh yes, the Arsinoitherium. Beast charged while I was brushing my teeth. Used my shaving kit to bring him down.

A dog approaches carrying a menu. Muntz waves it off.

MUNTZ

Oh, surprise me.

(to Carl)

Only way to get it out of Ethiopia
at the time was to have it declared
as "dental equipment!"

Muntz LAUGHS. Behind him, a dog can't resist gnawing at one
of the bones.

CARL

Oh my gosh, the Giant Somalian
Leopard Tortoise!

MUNTZ

Oh, you recognize it? I'm
impressed! That's an interesting
story there --

A dog approaches with a bottle of champagne in his mouth.
Muntz glances at the bottle.

MUNTZ

Hm, excellent choice.

(to Carl)

I found it on safari with
Roosevelt.

Two dogs work together to remove the cork from the bottle.
POP! They sloppily pour two glasses.

MUNTZ

He and I fell into a habit of
playing gin rummy in the evenings.
And did he cheat? Oh, he was
horrible!

Muntz and Carl LAUGH. Alpha interrupts.

ALPHA

(high-pitched voice)

Master, dinner is ready.

MUNTZ

Oh dear, broken translator. It's
that loose wire again.

(leans down, fixes it)

There you go big fella.

ALPHA

(deep scary voice)

Thank you Master.

Russell reacts.

RUSSELL
I liked his other voice.

Muntz LAUGHS.

MUNTZ
Well, dinner is served! Right this way.

114 INT. DIRIGIBLE - DINING ROOM

114

Muntz leads Carl and Russell into the dining room and up to a large table.

MUNTZ
So how are things stateside? Almost tempted to go back a few times, but I have unfinished work here -- Please.

Dogs pull back chairs for them. They sit. Dog waiters place napkins on their laps.

MUNTZ
I hope you're hungry because Epsilon is the finest chef I've ever had.

Dogs bring out covered plates, look at each other, and remove the silver plate covers at the same time. The meals look delicious.

MUNTZ
Oh, Epsilon, you've done it again!

RUSSELL
Yes!!

Russell is served a hot dog. His waiter can't resist and eats a bite.

RUSSELL
Hey!

Another dog pours some juice then takes a big slurp from his glass.

RUSSELL
Hey!

Carl looks around, still enthralled.

CARL

Oh my Ellie would have loved all this. You know, it's because of you she had this dream to come down here and live by Paradise Falls.

He gestures toward HIS HOUSE, tethered outside the porthole window.

MUNTZ

I'm honored. And now you've made it!

CARL

You're sure we're not a bother? I'd hate to impose.

MUNTZ

No no! It's a pleasure to have guests -- a real treat.

The dogs erupt into excited barking.

DOG WALLA

Treat?! Treat! I want a treat!

MUNTZ

No no, quiet! Calm down. Calm down --

In the excitement a dog swipes the rest of Russell's hot dog.

RUSSELL

Hey!

MUNTZ

Shouldn't've used that word... Having guests is a delight. More often I get thieves, come to steal what's rightfully mine.

CARL

No!

Muntz picks up a lantern and walks to the back of the room.

MUNTZ

They called me a fraud, those... dah! But once I bring back this creature, my name will be cleared.

The lantern illuminates photographs, drawings, samples, feathers. Hundreds of them all of THE BIRD. Kevin.

This is Muntz's obsession. He looks over to a full size skeleton.

MUNTZ

Beautiful, isn't it? I've spent a lifetime tracking it. Sometimes years go by between sightings --

MUNTZ

I've tried to smoke it out of that deathly labyrinth where it lives -- Can't go in after it. Once in, there's no way out. Lost so many dogs- -

Muntz is lost in reverie.

MUNTZ

And here they come, these bandits, and think the bird is theirs to take! But they soon find that this mountain is a very dangerous place.

Distracted Russell finally notices the skeleton.

RUSSELL

Hey, that looks like Kevin!

MUNTZ

"Kevin?"

RUSSELL

Yeah! That's my new giant bird pet. I trained it to follow us.

Muntz and Alpha exchange glances.

MUNTZ

Follow you? Impossible. How?

RUSSELL

She likes chocolate.

Russell holds up a chocolate bar to show Muntz.

MUNTZ

Chocolate?

RUSSELL

Yeah, I gave her some of my chocolate. She goes ga-ga for it.

Carl swipes the chocolate from Russell and pockets it.

CARL

But it ran off! It's gone now.

Muntz stares.

He walks to a table full of flight helmets.

MUNTZ

You know, Carl. These people who pass through here, they all tell pretty good stories. A "Surveyor" making a map.

Using his cane, Muntz topples a helmet from the table. It rolls across the floor.

MUNTZ

A "Botanist" cataloguing plants.

Muntz topples another helmet.

He lifts a third to show Carl.

MUNTZ

An old man taking his house to Paradise Falls.

He drops the helmet. It rolls to Carl's feet.

MUNTZ

That's the best one yet. I can't wait to hear how it ends.

Carl glances around nervously. Out the window, sitting on the roof of his house, sits THE BIRD!

CARL

Well! It's been a wonderful evening, but we'd better be going.

Carl gets up and pulls Russell from the table.

MUNTZ

Oh, you're not leaving?

CARL

We don't want to take advantage of your hospitality. Come on Russell.

Carl leads Russell toward the door.

RUSSELL

But we haven't even had dessert yet.

Muntz follows behind them slowly, menacingly.

MUNTZ

No, the boy's right. You haven't had dessert. Epsilon here makes a delicious Cherries Jubilee.

Carl pulls Russell along, Muntz following behind like something out of a bad dream.

MUNTZ

Oh, you really must stay. I insist!
We have so much more to talk about!

A distant HAUNTED WAIL. Everyone stops.

RUSSELL

Kevin?

Muntz walks to the window and looks out. Atop the roof he sees THE BIRD.

MUNTZ

It's here.

He turns back to Carl but they're gone.

MUNTZ

(to dogs)
Get them!

115 INT. CAVE

115

Carl and Russell untie Carl's house from the pylon.

CARL

Hurry!

RUSSELL

I am hurrying!

Dogs descend down the ramp behind them.

RUSSELL

They're coming!

Carl and Russell run toward the cave opening.

Dogs block the cave opening. Carl stops short.

DUG (O.S.)

Master, over here!

Dug points to a tunnel opening deeper inside the cave. Carl and Russell run toward him.

The cave leads to a steep incline. The dogs are getting closer.

There's no choice but to JUMP.

The lift from the overhead balloons allows Carl and Russell to leap down the incline, like astronauts.

DUG
Go toward the light, master!

Dogs climb down the rocks, closing in on Carl and Russell.

The bird sees the dogs. She jumps off the house and lifts Carl and Russell on her back.

She runs through the cave, towing the house behind her.

Russell and Carl HANG ON for dear life.

BANG BANG BANG! Balloons pop as they scrape across the ceiling. The house lowers.

Ahead, a giant rock sits in their path. Carl tugs at the house but it CRASHES against the rock, pulling Russell onto the ground.

CARL
Russell!

Dragging on the ground, Russell gets BUMPED around badly.

116 EXT. MOUNTAIN - CANYON - CONTINUOUS

116

The dogs close in on Russell. Alpha bites at his heels.

Carl fends off Alpha with his cane.

CARL
Get back!!

Alpha is about to bite when an avalanche of boulders rains down! The dogs stop short.

Carl looks back as the bird keeps running. Dug is up on the canyon wall. He caused the avalanche!

DUG
Go on Master! I will stop the dogs!

Dug jumps down to block the path of the approaching dogs.

DUG
Stop you dogs!!

The dogs run around Dug.

Alpha bites Dug by the neck and throws him out of the path.

The bird carries Carl, Russell dragging along behind. She rounds a corner. Russell SWINGS OUT over the abyss.

The bird jumps from rock spire to spire. Russell swings back and forth wildly in the air.

RUSSELL
Help! Help!

Russell does the WILDERNESS EXPLORER CALL.

CARL
Gimme your hand!

Carl holds out his cane so that Russell can GRAB it and Carl PULLS him back onto the bird. Meanwhile Dug manages to rejoin his friends, but just in time to reach the end of the line, A CLIFF EDGE. A river winds 100 feet below.

Carl looks above to see the house's momentum pulling forward.

RUSSELL
Hang on to Kevin!

Carl grabs onto Kevin and picks Dug up by the collar.

Just as the dogs reach our gang, the house's momentum carries them across the chasm. Alpha bites the bird on the leg but is kicked loose and falls into the river below.

Carl LANDS HARD but safely across the river chasm. The dogs are stuck on the other side.

Carl painfully gets up. He looks up at his house. It's still intact.

He breathes a SIGH OF RELIEF.

RUSSELL (O.S.)
Kevin!

The bird tries to stand but SQUAWKS pitifully and falls back to the ground. Russell rushes to her side.

The bird's leg has been injured badly by the dog bite. She can't stand.

Russell applies a bandage.

From the distant labyrinth of rocks, the BIRD BABIES call.

Kevin CALLS back to them. She tries to stand, but can't.

Russell runs to her side.

RUSSELL
No no no! Kevin! Stay down.
(to Carl)
She's hurt real bad. Can't we help
her get home?

Carl looks at the bird's wounds. He looks to the rock maze, then to his house.

He knows the right thing to do. And he hates himself for it.

CARL
Alright. But we've got to hurry.

117 INT. DIRIGIBLE - COCKPIT

117

Dripping wet dogs cower in front of a menacing Muntz.

MUNTZ
You lost them?

BETA
Uh, it was Dug.

GAMMA
Yeah, he's with them. He helped
them escape!

Muntz snarls in anger.

MUNTZ
Wait. Wait a minute. Dug --

He leans over a RADAR TRACKING DEVICE.

CUT TO:

118 EXT. MOUNTAIN - NIGHT - CONTINUOUS

118

DUG'S COLLAR SCREEN powers on, and a signal zeroes in on Dug's location.

Dug, oblivious, looks out over the landscape, sniffing.

Carl and Russell peek out from behind a tree.

CARL
See anything?

DUG
No, my pack is not following us!
Boy they are dumb.

Dug scampers back to Carl and Russell, who pull the house from behind a tree canopy.

CARL
This is crazy. I finally meet my
childhood hero and he's trying to
kill us! What a joke.

DUG
Hey, I know a joke. A squirrel
walks up to a tree and says I
forgot to store acorns for winter
and now I am dead. Ha! It is funny
because the squirrel gets dead.

They pull the house, keeping it hidden behind the trees.

CARL
Careful Russell.

The house bumps into a tree, jostling the injured BIRD on the porch.

RUSSELL
You okay, Kevin?

Kevin goes back to sleep. Russell looks at her BANDAGED LEG.

RUSSELL
You know what, Mr. Fredricksen? The
wilderness isn't quite what I
expected.

CARL
Yeah? How so?

RUSSELL
It's kinda -- wild. I mean, it's
not how they made it sound in my
book.

CARL
Hmm, get used to that, kid.

RUSSELL

My dad made it sound so easy. He's really good at camping, and how to make fire from rocks and stuff. He used to come to all my Sweatlodge meetings.

Russell smiles at the thought.

RUSSELL

And afterwards we'd go get ice cream at Fentons. I always get chocolate and he gets butter-brickle. Then we'd sit on this one curb, right outside, and I'll count all the blue cars and he counts all the red ones, and whoever gets the most, wins. I like that curb.

He looks up at Carl.

RUSSELL

That might sound boring, but I think the boring stuff is the stuff I remember the most.

They walk in silence. Carl understands.

The bird babies CALL OUT in the distance. Kevin CALLS BACK.

RUSSELL

Look, there it is!

Russell spots the labyrinth, now close by. He tries to run but is pulled back by his tether.

LAUGHING, Carl unclips Russell's tether.

CARL

Hold on Russell, stand still!

Carl ties the hose harnesses to a tree, securing the house.

Russell helps Kevin off the porch and the group run toward the labyrinth entrance.

Kevin is reenergized by the sound of her babies. She runs off ahead. Carl and Russell LAUGH.

CARL

Look at that bird go!

CARL

Wait up, you overgrown chicken!

RUSSELL
That's it, go Kevin! Go find your
babies!

Just as they approach the entrance to the labyrinth, a fierce
spotlight hits them. MUNTZ'S DIRIGIBLE lowers overhead.

RUSSELL
Run Kevin! Run!

A net shoots out and binds her. She falls and CALLS OUT.

RUSSELL
Oh no!

The net catches on a rock. Carl and Russell run to her aid.

CARL
Russell, give me your knife!

Carl saws frantically at the net.

MUNTZ (O.S.)
Get away from my bird!

Muntz and his dogs descend from the dirigible. Beside them, a
group of dogs drag forward CARL'S HOUSE.

Muntz hurls a lit lantern. Flames burst up beneath the house.

Heat waves ripple up. Balloons POP. Carl's house LOWERS into
the fire.

119 INT. CARL'S HOUSE - LIVING ROOM - CONTINUOUS 119

Inside the living room, Ellie's photo crashes to the floor.

120 EXT. MOUNTAIN - LABYRINTH GATE - CONTINUOUS 120

CARL
No!

Carl panics. He rushes toward the house, dropping the knife.

Muntz motions to the dogs. They swarm past Russell, knocking
him down and grabbing the bird in the net.

RUSSELL
No!

Carl pulls his house away from the flames.

The bird CALLS OUT plaintively as the dogs drag her into the dirigible.

Muntz follows the bird up the ramp of the dirigible.

MUNTZ

Careful. We want her in good shape
for my return.

RUSSELL

Let her go! Stop!

Russell runs after the dogs, but the gangplank closes.

The dirigible flies off.

RUSSELL

Kevin!

Carl beats out the flames with his jacket. He extinguishes the flames.

Carl collapses on the side of his house.

RUSSELL

You gave away Kevin. You just gave
her away.

CARL

This is none of my concern. I
didn't ask for any of this!

DUG

Master. It's alright.

CARL

I am not your master! And if you
hadn't a shown up, none of this
would have happened! Bad dog! Bad
dog!

Dug slinks off, tail between his legs.

Carl angrily puts on the harness.

CARL

Now, whether you assist me or not,
I am going to Paradise Falls if it
kills me.

He walks off. Russell falls in behind. An angry dawn breaks.

Now barely aloft, Carl pulls the house across the rocky landscape.

Russell's harness drags along side, empty.

Russell walks behind.

122 EXT. MOUNTAIN HILLSIDE - MORNING

122

With the last of his energy, Carl drags the house into place.

The house groans as it comes to rest.

Carl drops the hose harness and walks to the edge of a cliff.

123 EXT. PARADISE FALLS - MORNING

123

He looks over. He's finally made it: Paradise Falls. Torrents of water careen over the massive cliff edge.

Carl takes out Ellie's childhood drawing. Next to him stands the real house, just like Ellie wanted.

RUSSELL (O.S.)

Here.

Behind him, Russell throws his sash on the ground.

RUSSELL

I don't want this anymore.

Russell walks away. He sits on a rock, alone.

Carl picks up the sash. He walks up the steps of his house.

124 INT. CARL'S HOUSE - HALLWAY - CONTINUOUS

124

The door opens. Carl steps in. He's back in his house for the first time in days.

125 INT. CARL'S HOUSE - LIVING ROOM - CONTINUOUS

125

Carl and Ellie's things are strewn across the floor, a mess from the rough journey.

Carl rights Ellie's chair, sets the lamp upright, slides the table into position. He pushes their two chairs back into their place.

Carl closes his eyes, takes a deep breath, and sits.

Quiet.

Nothing, save the distant sound of the falls outside. Carl surveys the room. The ADVENTURE BOOK rests on a table near him. He opens it and puts Ellie's drawing back. He looks through the pages, remembering the newspaper clippings and old photographs, the dreams of young Ellie. He turns to the page marked: STUFF I'M GOING TO DO.

Carl sighs. He managed to bring the house to the falls, but Ellie never made it. He closes the book. But as he does, Carl sees something he hadn't before.

The blank pages at the end are no longer blank. A WEDDING PHOTO of the two of them. On a picnic. Celebrating birthdays. Another and another photos of their ordinary life together, the ups and downs. Carl's face warms. Ellie lived the life she wanted: she saw adventure in everyday life.

A photo of the two of them sitting side by side, together, in their chairs. Beneath it, Ellie has written:

"THANKS FOR THE ADVENTURE -- NOW GO HAVE A NEW ONE! LOVE, ELLIE."

Carl smiles.

He looks over to Ellie's empty chair. On the arm is Russell's sash. Carl picks it up. He looks to Ellie's chair.

He crosses his heart.

126 EXT. CARL'S HOUSE - MOMENTS LATER

126

Carl walks from the house and calls from the porch.

CARL

Russell?

But Russell is nowhere to be seen.

A shadow crosses Carl. He looks up to see Russell floating off, hanging from a BUNCH OF BALLOONS.

CARL

Russell!

RUSSELL

I'm gonna help Kevin even if you won't!

Russell fires up a LEAF BLOWER and steers himself off into the sky.

CARL
No, Russell! No!

Carl runs back to his house and tries in desperation to lift it. He struggles, but the house doesn't budge. The balloons have lost too much helium.

Furious, he THROWS a chair off his porch. It lands atop the mountain rocks with a thud.

This gives him an idea.

CUT TO:

The GRAMOPHONE smashes onto the rocky ground. Chairs, dressers, tables; Carl throws them all out of the house.

Slowly, one corner of the house lifts. Then another.

Carl struggles to push a refrigerator from the porch. It teeters and falls. The house lifts off!

CARL
Wahhoo!

The house floats off into the sky, leaving a huge pile of things. Beside it sits Carl and Ellie's chairs, side by side atop Paradise Falls.

127 EXT. CARL'S HOUSE - FLOATING **127**

The house soars into the air, sails billowing.

128 INT. CARL'S HOUSE - LIVING ROOM **128**

Inside the house, Carl adjusts his steering, scans the skies.

KNOCK KNOCK KNOCK.

Carl's eyes go wide.

CARL
Russell?

129 INT. CARL'S HOUSE - PORCH - CONTINUOUS **129**

The door swings open.

CARL
Dug!

DUG
I was hiding under your porch
because I love you. Can I stay?

CARL
Can you stay? Well, you're my dog
aren't you? And I'm your master!

DUG
You are my master?!

Dug lunges forward and overwhelms Carl with dog kisses.

DUG
Oh boy. Oh boy!

130 EXT. CARL'S HOUSE - FLOATING - CONTINUOUS **130**

The house flies off into the sky.

CARL (O.S.)
Good boy, Dug. You're a good boy!

131 EXT. OPEN SKY - DAY **131**

Russell steers through the clouds toward the DIRIGIBLE.

132 INT. DIRIGIBLE - CONTINUOUS **132**

Dogs play poker. Behind them, Russell flies past with the leaf blower. They turn to look.

133 EXT. DIRIGIBLE **133**

Russell steers wobbly toward an open dirigible window. He smashes into the wall.

RUSSELL
Ooph!

He tries again and TUMBLES through the window.

134 INT. DIRIGIBLE - CONTINUOUS **134**

Russell releases the balloons and picks up the leaf blower, ready for action.

RUSSELL
Yes! Don't worry Kevin! I'll save -

Growling dogs move toward him.

Russell blows the leaf blower at the dogs.

135 INT. DIRIGIBLE - CAGE ROOM

135

Muntz stares into the bird's cage, mesmerized. She's miserable and scared.

MUNTZ

And they wouldn't believe me. Just wait till they get a look at you.

Alpha enters.

ALPHA

Master! The small mailman has returned.

MUNTZ

What?

136 INT. DIRIGIBLE

136

Dogs tie Russell to a chair.

RUSSELL

Let me go!

Muntz enters.

MUNTZ

Where's your elderly friend?

Russell blows the leaf blower in Muntz's face.

RUSSELL

He's not my friend anymore.

Muntz grabs the leaf blower and drags Russell out.

MUNTZ

Well, if you're here, Fredricksen can't be far behind.

137 INT. DIRIGIBLE - TROPHY ROOM

137

Muntz drags Russell through the trophy room.

RUSSELL

Where are you keeping Kevin!?

138 INT. DIRIGIBLE - RAMP ROOM - CONTINUOUS**138**

Muntz sets Russell down and walks to a control panel.

RUSSELL

Let me go!

BETA

Scream all you want, small mailman.

GAMMA

None of your mailman friends can hear you.

RUSSELL

I'll unleash all my Wilderness Explorer training!

Muntz is about to throw a switch when he looks out the porthole. Flying toward him is CARL'S HOUSE!

MUNTZ

Alpha! Fredricksen's coming back. Guard that bird. If you see the old man, you know what to do.

Muntz pulls the switch and walks out of the room.

RUSSELL

Hey, where are you going? I'm not finished with you!

MUNTZ

Nice talking with you.

Muntz slams the door. Light emerges from the floor. Russell is on the ramp, which is opening. Russell REACTS.

139 INT. DIRIGIBLE - COCKPIT**139**

Muntz enters the cockpit and takes the wheel.

MUNTZ

Where are you, Fredricksen?

140 EXT. DIRIGIBLE**140**

The dirigible turns, revealing Carl's house sneaking up behind.

141 INT. CARL'S HOUSE - LIVING ROOM**141**

Carl steers toward the cockpit. He dons Russell's sash, then hooks his cane onto his back. He's fighting for a cause.

He hears SCREAMING. It's Russell! Tied to his chair, he slides down the ramp as it lowers, closer and closer to the edge.

CARL

Russell!

Carl steers his house to the dirigible.

142 EXT. DIRIGIBLE - RAMP - CONTINUOUS

142

Carl flings the hose, HOOKING it to the ramp railing. Using his cane as a zip line, Carl slides to Russell, catching him just as Russell slides off the ramp edge. They land safely together.

RUSSELL

Mr. Fredricksen!

CARL

Dug! Bring `er over!

Dug winches in the hose caddy, pulling the house closer to the dirigible ramp.

Carl carries Russell into the house.

143 INT. CARL'S HOUSE - CONTINUOUS

143

Carl sets Russell, still bound, down in the front hall.

RUSSELL

You came back for Kevin! Let's go get her.

CARL

I'm getting Kevin. You stay here!

RUSSELL

But I want to help!

CARL

I don't want your help. I want you safe!

Carl leaps back into the dirigible. Dug follows.

Russell STRUGGLES against his bonds.

144 INT. DIRIGIBLE - HALLWAY**144**

Carl and Dug sneak down a hall. They see dogs ahead and hide.

CARL

How do we get past these dogs?

DUG

Uh -- POINT!

Dug points to a grate in the wall.

145 INT. DIRIGIBLE - GAS CELL AREA**145**

Dug leads Carl "backstage" through a vent shaft into the dirigible. They sneak past two biplanes.

146 INT. DIRIGIBLE - CAGE ROOM**146**

They emerge through a grate near the ceiling. They look down into the room where the bird is kept in a cage.

CARL

Kevin!

The bird recognizes Carl and CRIES OUT.

CARL

Don't worry Kevin, we're on our way!

Alpha enters, leading a group of dogs. Carl and Dug duck into the shadows and watch unnoticed from above.

ALPHA

Allow no one to be entering through these doors. Guard well that bird, my minions.

CARL

(WHISPERS)

What do we do now, Dug?

Dug is lost in ecstasy, chomping on a tennis ball on the end of Carl's cane.

147 INT. DIRIGIBLE - CAGE ROOM - MOMENTS LATER**147**

Carl drops down from the ceiling and stands on the cage. He bangs his cane. All the dogs turn.

He grabs a ball from his cane and waves it in the air.

CARL
Who wants the ball?

DOGS
Me! I do! I want the ball!

CARL
Then go get it!

Carl throws the ball. The dogs scramble after it.

148 INT. DIRIGIBLE - HALLWAY OUTSIDE OF CAGE ROOM - CONTINUOUS 148

The dogs pile into the hallway in pursuit.

DOGS
I'm gonna get there first! Oh gonna
get the ball! I'm gonna get it!

Gamma catches it..

GAMMA
I got it!!

Behind them Carl shuts the door. The dogs realize their mistake.

GAMMA
Uh-oh.

149 INT. DIRIGIBLE - CAGE ROOM 149

Carl opens the cage door.

CARL
I'm sorry Kevin. Let's get you out
of here.

150 INT. DIRIGIBLE - COCKPIT 150

Muntz scans the horizon. Suddenly the in-ship communicator comes to life.

DOG WALLA
(on radio)
Master! He's gone! The old man!
He's here! He's got the bird! The
bird's gone!

MUNTZ
What? Calm down! One at a time!

151 EXT. CARL'S HOUSE - FRONT PORCH

151

Russell STRUGGLES to break free of the chair.

RUSSELL
I want to help!

He manages to get his arms free.

RUSSELL
Ha ha!

Except that all his struggling causes the chair to hop out on the porch and fall off.

Russell SCREAMS as he falls. The hose unspools.

Russell reaches the end of the hose. Russell grabs onto it and the chair jostles free, falling thousands of feet down.

The house drifts away from the dirigible.

152 INT. DIRIGIBLE - COCKPIT

152

The melee of conflicting reports from the dogs continues.

DOG WALLA
He's in Hall D! He's in Hall B!
It's the old man!

MUNTZ
Does anyone know where they are?!?!

On cue, Russell SPLATS into the dashboard window of the control room and SQUEEGEES across, dangling from the hose.

Muntz stares, slack-jawed.

RUSSELL
Whooooaaah!

The house floats off.

MUNTZ
(into radio)
Grey leader! Take down the house!

153 EXT. CARL'S HOUSE

153

Russell clings to the end of the hose, swaying in the wind.
 What's that noise? From beneath the dirigible emerges --

154 EXT. OPEN SKY - CONTINUOUS

154

From beneath the dirigible, three spitfire airplanes emerge.
 As they get closer, it is clear they are being flown by DOGS.

BETA
 (into radio)
 Grey leader, checking in.

GAMMA
 Grey 2, checking in.

OMEGA
 Grey 3, checking in.

The planes fall into formation and fly toward the house.

BETA
 Target sighted.

The Dog Squadron Leader bites down on a squeaky bone chew toy
 that fires poison darts.

The biplanes fire and strafe Carl's house with darts.

Russell SCREAMS, swaying beneath it on the hose.

155 INT. DIRIGIBLE - TROPHY ROOM

155

Carl, Dug and the bird escape through the trophy room.

CARL
 Come on, Kevin.

Behind the door, Muntz is waiting for them. He grabs a sword
 from the wall display and attacks. Dug hears and BITES Muntz
 on the leg.

Muntz kicks Dug loose and out the door. He slams it shut.

156 INT. DIRIGIBLE - OUTSIDE OF TROPHY ROOM - CONTINUOUS

156

Locked out, Dug jumps on the door and barks.

He hears growling and turns around. There stands Alpha and
 the other dogs.

DUG

Hi.

157 INT. DIRIGIBLE - HALLWAY

157

Dug runs. The dogs give chase.

158 INT. DIRIGIBLE - TROPHY ROOM

158

Muntz swings his sword at Carl but misses. Carl uses his cane to defend himself.

OLD MAN SWORD FIGHT!

Muntz smashes his trophy collection as he swings for Carl. His sword gets stuck in a mounted skeleton. Carl swings his cane and hits Muntz on the head. The tennis balls bounce the cane off Muntz and smack Carl in the face.

Muntz pulls the sword free. He raises the sword over his head to strike and his back CRACKS loudly. He's stuck! Carl raises his cane over his head and his back CRACKS too.

Carl and Muntz STRUGGLE to move. Muntz CRACKS his back free and kicks Carl in the chest, knocking him against a trophy. He has the upper hand now. He throttles him with his arm and lifts his sword.

MUNTZ

Any last words, Fredricksen? Come on, spit it out!

Carl spits his FALSE TEETH at Muntz. He falls backwards.

Carl collects his teeth and motions for Kevin.

CARL

Come on!

Muntz advances on Carl, who struggles to protect the bird.

Muntz is a wild man now, smashing and destroying anything that gets in his way.

MUNTZ

Enough! I'm taking that bird back with me alive or dead!

Carl trips and falls to the floor. Muntz is about to deal the final blow.

159 INT. DIRIGIBLE - COCKPIT**159**

Meanwhile Alpha backs Dug into the control panel. He bumps a
a LEVER.

160 EXT. DIRIGIBLE - CONTINUOUS**160**

The entire dirigible rocks wildly to the side.

161 INT. DIRIGIBLE - TROPHY ROOM**161**

Muntz is knocked off balance. He slides to one side. Trophy
cases slide after him. The dirigible tilts to the other side.

The broken trophy cases barrel straight toward Carl! Carl is
thrown into a window which bursts open. Carl falls through
but manages to grab the frame with his cane. He dangles out
over open air. He sees the biplanes circling the house,
Russell hanging beneath it.

The ship corrects again. Carl climbs back inside. Muntz comes
at Carl.

CARL
Come on, Kevin!

162 EXT. SIDE OF DIRIGIBLE - CONTINUOUS**162**

Carl climbs the work ladder up the side of the dirigible. He
pushes the bird along as he goes.

Muntz follows up.

163 INT. DIRIGIBLE - COCKPIT**163**

Alpha throws Dug viciously across the room. Alpha throws him
again and Dug crashes into the steering wheel, knocking a
radar shade off the control panel. Alpha moves in. Dug hides
behind the steering wheel.

ALPHA
I will have many enjoyments for
what I am about to do, Dug.

Alpha lunges at Dug through the steering wheel. Dug cowers,
but then notices the RADAR SHADE.

As Alpha lunges again, Dug jams the shade over Alpha's head.
Alpha's head is stuck, trapped by the cone. The dogs all
GASP.

MISC DOG
He wears the Cone of Shame!

ALPHA
(high-pitched voice)
What? Do not just continue sitting!
Attack!

The bump caused his collar to go funny again. The dogs all howl with laughter.

ALPHA
(high pitched voice)
No! No! Stop your laughing! Get this off of me!

DUG
Listen you dog! Sit!

Surprised at Dug's moxy, Alpha sits. All other dogs sit too.

DOG WALLA
Yes, Alpha.

DUG
Alpha? I am not Alpha, he is-
(REALIZING)
Oohhhh!

164 EXT. CARL'S HOUSE

164

Russell TRIES TO CLIMB the hose. His hands are about to give out. The biplanes head straight at Russell.

RUSSELL
(out of breath)
I can't do it!

Behind him, Carl is climbing the side of the dirigible for dear life, Muntz closing in.

CARL
(far in the distance)
Russell!

RUSSELL
Huh?

Carl calls for help: the WILDERNESS EXPLORER CALL.

RUSSELL
You leave Mr. Fredricksen alone!

Russell CLIMBS! He's more machine than boy now. Biplanes shooting the whole way, he climbs up onto the porch. The biplanes close in.

Russell yells to them.

RUSSELL
Hey!
(pointing down)
Squirrel!

All the dog pilots snap to attention.

GAMMA
Squirrel?

OMEGA
Where's the squirrel?!

The planes dive, crash into each other. The dog pilots parachute out.

GAMMA
I hate squirrels.

165 EXT. SIDE OF DIRIGIBLE

165

Carl climbs. Muntz grabs Carl's foot. Carl defends himself with his cane, knocking Muntz off the ladder. Muntz catches on to a rung of the ladder.

He watches Carl and the bird climb.

Muntz descends the ladder.

166 EXT. DIRIGIBLE - TOP - DAY

166

Carl and the bird make it to the top of the dirigible.

Suddenly, a trap door opens. Carl GASPS but it's Dug!

CARL
Dug!

Dug jumps up on Carl, licking his face.

DUG
Master!

The house bears down on them. They run to meet it.

CARL

Russell!! Over here!! Let's go!

Russell steers the house toward Carl.

RUSSELL
Mr. Fredricksen!

The house slows and lowers atop the airship. Carl HOISTS the bird up onto the porch.

CARL
Come on, Kevin!

Carl helps Dug onto the porch. He climbs up himself.

BLAM! Muntz appears on top of the dirigible with a rifle!

A bullet blasts through Carl's balloon strings. A third of them break or shoot skyward. The house plummets, crashing onto the dirigible.

Carl is THROWN from the house onto the airship.

The house slides toward the edge, Russell, Dug and Kevin still inside.

CARL
No!

Carl SCRAMBLES to grab the hose trailing from the sliding house. The house slides on to the dirigible's tail fin.

Holding the hose, Carl digs in his heels and is just able to stop it.

The house teeters on the very edge of the tail fin.

CARL
Russell! Get out of there!

Russell, Dug and Kevin run toward the front porch.

BLAM! A bullet smashes the door jam next to them.

Muntz storms toward the house. Carl holds desperately to the hose.

CARL
No! Leave them alone!

Russell and others duck inside and slam the door.

The house tilts, threatening to tip off at any second. Carl holds on for his life.

Muntz POUNDS on the door with the butt of the rifle.

167 INT. CARL'S HOUSE - HALLWAY 167

Russell, Dug and Kevin back away from the door.

168 EXT. DIRIGIBLE - TOP 168

The house slides farther over the edge.

Carl struggles to hold on. The hose caddy is ripping free from the house! The bolts pop from the wooden siding, it's about to go!

169 INT. CARL'S HOUSE 169

Russell, Dug and Kevin run into the living room.

170 EXT. DIRIGIBLE - TOP 170

Muntz KICKS the door.

Suddenly, Carl has an idea.

CARL
Russell! Hang on to Kevin! Don't
let go of her!

171 INT. CARL'S HOUSE - LIVING ROOM 171

Confused, Russell follows Carl's directions. He Dug and the bird huddle together.

Muntz breaks through the door. He lifts his rifle and sights the bird.

Through the window, Carl yells out.

172 EXT. DIRIGIBLE - TOP 172

CARL
Kevin! Chocolate!

Carl holds aloft a bar of chocolate.

173 INT. CARL'S HOUSE - LIVING ROOM 173

Kevin lunges, pushing past Muntz and knocking the rifle from his hands.

Muntz lunges after them.

174 EXT. CARL'S HOUSE - CONTINUOUS

174

The hose caddy breaks free. Kevin leaps through the window, Russell and Dug hanging from her side.

Muntz leaps after them. But balloon strings tangle around his leg and pull him back.

Muntz hangs for a moment. It's thousands of feet from the ground.. He falls.

175 EXT. DIRIGIBLE - TOP

175

PANTING, Carl is left holding the hose. He PULLS himself toward the edge.

The hose curves beneath the tail fin. Finally it swings out.

RUSSELL

That was cool!

Russell and Dug dangle from it, sitting on Kevin. The bird holds on to the hose with her beak. Carl LAUGHS, relieved.

CARL

Don't jerk around so much, kid!

Russell climbs up, followed by the bird and Dug.

DUG

Oh I am ready to not be up high.

Carl LAUGHS heartily as Dug jumps on him and licks his face.

Carl looks into the distance. His house, now empty, floats softly down into the clouds, and disappears.

RUSSELL

Sorry about your house, Mr. Fredricksen.

Carl smiles. He puts his arm around Russell.

CARL

You know, it's just a house.

Carl, Russell, Dug and Kevin stand on the tail of the airship floating off over the clouds.

DISSOLVE TO:

176 EXT. MOUNTAIN - LABYRINTH GATE - AFTERNOON

176

Carl and Russell hold and cuddle the baby birds. The babies peck at Carl's head. Carl and Russell LAUGH.

CARL

Ow! Ow! Ow!

RUSSELL

Look at you. You're so soft.

Kevin CALLS OUT, waiting for the babies at the gate to the LABYRINTH. Time to go.

CARL/RUSSELL

(DISAPPOINTED)

Awwww!

RUSSELL

I wish I could keep one.

The babies run to the bird. One stops to HISS at Dug.

Carl has misplaced something.

CARL

Huh, where's my cane? I just had it here --

Kevin starts HACKING. She COUGHS up the cane. Babies start HACKING too. They COUGH up tennis balls.

CARL

You know what? Keep `em. A little gift from me to you.

The bird family enters the labyrinth. Carl and Russell wave.

RUSSELL

Bye Kevin!

The bird looks back toward Carl and Russell and CALLS OUT one last time before disappearing into the mist.

177 INT. DIRIGIBLE - COCKPIT - LATER

177

Carl and Russell both wear matching leather flight helmets and goggles.

RUSSELL

Ready?

Carl gives a thumbs up.

CARL

Ready!

178 EXT. DIRIGIBLE

178

Muntz's dirigible ascends into the sky. Dug and all of MUNTZ'S DOGS stick their heads out the dirigible windows, barking as they fly into the sunset.

DISSOLVE TO:

179 INT. AUDITORIUM

179

CAMP MASTER STRAUCH

-- and by receiving their badges,
the following Explorers will
graduate to Senior Explorers.

Each Junior Wilderness Explorer stands next to his father. As the Camp Master announces the achievement he hands the father a badge, who pins it to his son's sash.

CAMP MASTER STRAUCH

For Extreme Mountaineering Lore --
Congratulations, Jimmy.
(hands badge to dad)
For Wild Animal Defensive Arts --
Congratulations, Brandon.
(hands badge)
For Assisting the Elderly --

Russell is tanned and dirty. And alone.

CAMP MASTER STRAUCH

Uh, Russell? Is there -- someone
that -- uh --

The Camp Master CLEARS HIS THROAT uncomfortably. Russell looks for his dad in the audience.

CARL (O.S.)

Excuse me. Pardon me. Old man
coming through.

Carl takes his place next to Russell.

CARL
(to Camp Master)
I'm here for him.

CAMP MASTER STRAUCH
Congratulations, Russell. Sir --

The Camp Master hands Carl the badge and continues down the line.

CARL
Russell, for assisting the elderly,
and for performing above and beyond
the call of duty, I would like to
award you the highest honor I can
bestow: The Ellie Badge.

Carl pins the badge onto the missing spot on Russell's sash.
It's Ellie's GRAPE SODA PIN.

RUSSELL
Wow.

Carl smiles.

They salute each other. Russell gives Carl a hug. Carl
returns it. Russell's mom sits in the audience with Dug.
Russell proudly shows her the badge.

CAMP MASTER STRAUCH
Alright, I think that covers
everybody... So let's give a big
Explorer Call to our brand new
Senior Wilderness Explorers! Ready
everybody?

The Camp Master leads the audience in the WILDERNESS EXPLORER
CALL.

Muntz's dogs sit in the back, BARKING in approval.

DISSOLVE TO:

180 EXT. CURB OUTSIDE FENTONS ICE CREAM PARLOR - DAY

180

Carl and Russell sit on a curb licking ice cream cones.
Russell has chocolate and Carl has butter-brickle.

Cars pass by.

RUSSELL
Blue one.

CARL
Red one.

DUG
Grey one.

CARL
Red one.

Russell GIGGLES.

RUSSELL
That's a bike!

CARL
It's red, isn't it?

RUSSELL
Mr. Fredricksen, you're cheating.

CARL
No, I'm not. Red one.

RUSSELL
That's a fire hydrant.

They LAUGH.

CARL
Maybe I need new glasses.

Overhead, MUNTZ'S DIRIGIBLE is parked, its ladder in the
handicapped parking spot.

DISSOLVE TO:

181 EXT. PARADISE FALLS - AFTERNOON

181

On top of Paradise Falls sits Carl's house, just as Ellie
imagined it.

THE END