

THE MUPPET MAN

By

Christopher Weekes

Circle of Confusion LLC
8548 Washington Blvd.
Culver City, CA 90232
(310) 253-7777

Circle of Confusion LTD
107-23 71st Road, Ste. 300
Forest Hills, NY 11375
(718) 275-1012

INT. DECREPIT HOTEL ROOM, MOO YORK - NIGHT

KERMIT THE FROG, twenty years older than we've ever seen him before, wakes from a DRUNKEN NIGHTMARE.

He stares, blood shot, at a WHISKEY BOTTLE on his BEDSIDE - a three day growth giving his felt chin a strongly pronounced six o'clock shadow.

He struggles out of BED - hobbling to his WINDOW. Scratching his GREEN BUTT, KERMIT stares down into the street.

MOO YORK looks a lot like NEW YORK - a gritty, grimy metro-style hot pot of MUPPETS from all walks of LIFE - some drunks, some homeless, some rich, some poor, some a mix and match of everything.

A GIANT STATUE OF LIBERTY-BELL, a COW, hangs off from the HAVOC RIVER. Its BEACON, a milk bucket, pulses an orange glow across the perpetually dirty city...

...mesmerizing KERMIT.

KERMIT

(sad under breath)

Hi-ho. Kermit the frog here.

KERMIT stares at a WEDDING INVITE on his DRESSER.

"...CORDIALLY INVITE YOU TO THE WEDDING OF MISS PIGGY AND LINK HOGTHROB".

A photo of MISS PIGGY and LINK HOGTHROB atop a CARRIAGE IN CENTRAL PARK beams back at him.

KERMIT scrunches the INVITE up and POURS HIMSELF ANOTHER DRINK.

INT. BEDROOM, JIM HENSON'S NY HOME, 1990 - MORNING

JIM HENSON, 53, a tall, lanky and gentle soul, slowly opens his eyes - much like KERMIT in the scene above.

He grabs an ASPIRIN from the BEDSIDE.

JIM pulls himself from BED, dressed elegantly as ever in his pin-striped pyjamas. He glares out the WINDOW...

...at UPPER MANHATTAN. There's street after street of the most expensive TOWN HOUSES the city can buy - no trash or homeless in sight.

JIM moves his attention to a PHOTO of his family on the DRESSER, taken some years back - JANE HENSON and the kids - BRIAN, LISA, CHERYL, JOHN and HEATHER - look back.

INT. LIVING ROOM, JIM HENSON'S NY HOME, 1990 - MORNING

JIM sits at an EMPTY WOODEN TABLE eating TOAST with ENGLISH TEA. He stares at the WALLS.

A MUPPET SHOW PROMO is playing on TV - highlighting the upcoming 20th ANNIVERSARY OF SESAME STREET.

It's the classic - "MAHNA MAHNA" SKETCH.

MUPPETS

(in song)
Do do - do do da. Do do do doo.

We see the entire house is FILLED TO THE BRIM with HENSON MEMORABILIA - from THE MUPPETS to SESAME STREET, to FRAGGLE ROCK and the LABYRINTH.

There's a STAIN GLASS WINDOW by the DOOR that shows BERT and ERNIE holding each other tightly...

...underneath is a STYLIZED JIM HENSON and FRANK OZ holding them up with their arms.

JIM mopes across the room - his lanky legs stretching out like stilts.

INT. BATHROOM, JIM HENSON'S NY HOME, 1990 - MORNING

JIM stands under the SHOWER warming his KERMIT THE FROG voice for a taping later today.

JIM

(lightly under breath)
Mahna mahna.

INT. BATHROOM, DECREPIT HOTEL, MOO YORK - MORNING

KERMIT stands under the shower - hung over. He leans against the tiles, trying to ignore the CAKES OF SOAP singing to him.

BATH TILES

Do do da doo da.

KERMIT

(annoyed)
Mahna mahna.

BATH TILES

Do do da doo.

KERMIT

(more annoyed)
Mahna mahna!

BATH TILES

Do do - da doo da - da doo da -
 da doo da - da doo da - da doo da
 da da da da da da.

INT. DECREPIT HOTEL, MOO YORK - MORNING

KERMIT, wife beater singlet on, stares at his unshaven face in a reflection. Now a broken frog - he's hardly a shadow of his former self.

KERMIT

(riffing on word)
 Mahna ma na na da da. Dee da da
 dum.

INT. BEDROOM, JIM HENSON'S NY HOME, 1990 - MORNING

JIM combs his hair, just out of the SHOWER. He looks into a mirror just like KERMIT.

JIM

(still practicing)
 Da da ahhh. *(beat)* Da dum.

INT. DECREPIT HOTEL, MOO YORK - MORNING

KERMIT throws back another WHISKEY.

KERMIT

Mahna Mahna.

A SWARM OF RATS in the corner of the HOTEL ROOM sing back.

MOTHS

Do doo da doo da.

KERMIT rips open his CLOSET - revealing a tired old moth ridden TUX hanging on a WIRE HANGER.

INT. YELLOW CRAB, STREETS, MOO YORK - MORNING

A GIANT HOLLOWED OUT CRAB (of course shaped like a CAB) drives KERMIT, now dressed smartly in his cheap tux, through the booze ridden streets of MOO YORK.

KERMIT

Mahna mahna.

The CASH COWS (business men types) all sing back to him as they scurry on their way to work.

CASH COWS

Doo doo da doo.

INT. CAB, NY, 1990 - MORNING

JIM HENSON is being driven along the busy MANHATTAN streets to his PRODUCTION OFFICE. He's still practicing voices.

JIM
Mahna mahna.

The CAB DRIVER can't help himself - suddenly joining into the familiar tune.

CAB DRIVER
Da do - da dar da - do dar da -
do dar da - do dar dar dar
da.

JIM gets embarrassed.

JIM
Oh... sorry. I was just warming
my voice.

CAB DRIVER
Buddy - I love that song!

INT. CHURCH, MOO YORK - DAY

KERMIT, quite worked up, pounds across the PAVEMENT, grasping tightly to PIGGY'S SCRUNCED WEDDING INVITATION.

KERMIT
(almost schizophrenic)
Da do dar dar dum - do dar dar
dum. De dar da da dum do!

Across the street, KERMIT stares at LARGE CONGREGATION OF MUPPETS. All the regulars are there - FOZZIE, GONZO, SCOOTER, SWEETUMS, CRAZY HARRY & ANIMAL to name the obvious (although suspiciously no ROWLF).

They all look so much older than we've ever seen them before. FOZZIE, now grossly obese, gets around on a MOVING CHAIR; GONZO has a LARGE HEARING TRUMPET; SCOOTER has entered a full blown mid-life crisis wearing LEATHER with piercings; and ANIMAL has gone BALD and GREY.

KERMIT suddenly coughs and splutters something revolting up onto the SIDEWALK.

The MUPPETS all turn, now finally noticing him.

KERMIT (CONT'D)
(quiet and angry)
Mahna mahna.

A GROUP OF CHICKENS DRESSED AS ALTAR BOYS pass KERMIT on their way to the CHURCH.

ALTAR CHICKENS
Do doo da doo do.

KERMIT looks again at the INVITATION. He glares at the smug face on LINK HOGTHROB'S photo - his arm draped across MISS PIGGY so casually.

KERMIT
Mahna mahna.

The MUPPETS can't help themselves. They just HAVE to join in.

MUPPETS
Do doo dar do do.

KERMIT
Mahna mahna.

MUPPETS
Da do - da dar da - do dar da -
do dar da - do dar dar dar
da.

Suddenly - EVERYONE turns. A STRETCH LIMO ARRIVES. The sound of a hundred monsters holding their breath...

...as MISS PIGGY steps out in her WEDDING DRESS.

KERMIT can't stand seeing her... so beautiful.

KERMIT
(*heart broken*)
Mahna mahna.

A team of MUPPET SHAPED INSTRUMENTS race over to MISS PIGGY, playing a big brass finish to the SONG.

Long pause.

FOZZIE squints - trying to make out this GRIZZLED GREEN FROG standing across the road.

FOZZIE
Kermit? Are you alright?

KERMIT thinks long and hard about how he'll answer that.

INT. MEETING ROOM, HENSON COMPANY, NEW YORK , 1990 - DAY

JIM HENSON stares at a SKETCH in his NOTE PAD.

FRANK (O.S)
Jim?

He's drawn KERMIT holding a bunch of roses forlornly.

FRANK (O.S) (CONT'D)
 Jim - you okay?

JIM looks up and sees the HENSON COMPANY sitting around a TABLE - all eyes glued to him.

There's JERRY JUHL, RICHARD HUNT, JERRY NELSON, CAROLL SPINNEY, KEVIN CLASH, DAVE GOELZ, DAVID LAZER, "FAZ" FAZAKAS, KATHY MULLEN, CAROLY WILCOX & STEVE WHITMIRE.

FRANK OZ, 46, a bald man with glasses and a deep throaty voice (in another life the voice of Miss Piggy and Fozzie and also JIM'S closest friend), examines JIM from across the divided table.

JIM
 What, ahhh, what part were we at?

FRANK
 We're trying to get going on the redraft.

JIM
 Redraft?

FRANK
 -- Muppet high. You happy with it? Because I've still got a few problems with the middle.

JIM
 Hmm. (beat) Well, ahhh, you're the best person to know Frank, I, ahhh, I'm not sure.

FRANK
 About what?

JIM
 About the middle part.

The ENTIRE TABLE stares at him - everyone now concerned.

JIM (CONT'D)
 Excuse me a moment guys? I think I need a lemon tea or something. Coming down with, ahhh, with something.

JERRY JUHL, 52, a grey haired man who appears more mad scientist than lead writer for the MUPPETS, smiles at JIM from under his glasses.

JERRY
 Jim Henson everybody. The only CEO in New York who would ask the little people if it's okay for him to take a five minute break.

JIM

Now, you quiet Jerry.

JERRY

Anyone remember the last time Jim
got sick?

RICHARD HUNT, 39, a handsome, yorker-style man (who looks a little like Billy Joel's long lost brother), quickly jumps in.

RICHARD

I've never seen it.

JERRY

Thirty years - not one day off.
I'd be phoning this meeting from
my bed if I had your money Jim.

JIM

You got more money than me Jerry.
(beat) Besides, someone's gotta
watch over the mad house.

The ROOM laughs - the tension quelled. JIM stands from the table, towering over them all.

JIM (CONT'D)

Don't go ripping the walls off
while I'm gone - okay? Save that
for when I get back.

More laughter and familiarity. It's clearly a close knit group.

INT. BATHROOM, HENSON COMPANY, NEW YORK - DAY

JIM steps into the MIRROR - poking his TONGUE OUT. It's STRAWBERRY RED.

He feels his throat, trying to ease the tickle.

Suddenly behind in his REFLECTION... ELMO, the lovable red monster from Sesame Street, waddles in.

ELMO

Jim? Are you okay?

JIM turns, a little alarmed. KEVIN CLASH, 30, is standing where ELMO was. KEVIN looks about half his age - his infectious smile beaming out.

KEVIN

Man... you're off our planet
today.

JIM

There's a little, ahhh, edge on
my chords. Never happened
before.

KEVIN, ever casual, starts washing his hands.

KEVIN

You getting a cold?

JIM

It's all the back and forth to
LA. Air conditioning is no good
for me.

KEVIN

You worried about Arsenio?

JIM

I'll try salt gargle.

KEVIN

Or pineapple juice.

JIM

Pineapple juice... I haven't
tried that.

INT. PRIVATE JET - DAY

JIM HENSON reclines on a PLUSH LEATHER SEAT, a pile of
SCRIPTS and DESIGN DOODLES stacked high on his TRAY.

He stares across at KEVIN CLASH... asleep. A CLIFFORD
MUPPET rests on his lap.

JIM pulls out his WALLET and stares at an old SEPIA
PHOTOGRAPH of his PATERNAL GRANDMOTHER, 57, - known simply
as "DEAR" - taken around 1940. She's standing next to a
young four year old boy in a safari suit...

...JAMES MAURY HENSON (Jim's birth name).

Suddenly, a MUPPET walks down the AISLE carrying a tray of
LEMONADE. It's an old grandmother figure, done in the
likeness of "DEAR".

MUPPET DEAR

James? Are you thirsty dear?
Want some lemonade?

JIM HENSON stares at this MUPPET INCARNATION OF HIS
GRANDMOTHER... perplexed.

MUPPET DEAR (CONT'D)
 You've been staring at that
 contraption for far too long.
 You'll get square eyes.

Suddenly, looking behind JIM, we find ourselves in his
 MEMORIES...

INT. LIVING ROOM, HENSON HOUSE, WASHINGTON, 1950 - EVENING

JIM HENSON'S childhood home, circa 1950.

A fourteen year old JIM is sitting inches away from an early model BLACK AND WHITE TV - enthralled in "KUKLA, FRAN and OLLIE".

He's already a very tall, handsome young man. He developed young, and by turn, quite awkwardly.

Dressed in braces with his hair pomaded back, YOUNG JIM hardly blinks he's so glued to this show.

His maternal grandmother, "DEAR", 60, holds out a tray of LEMONADE, just like her MUPPET counterpart had.

DEAR
 You'll get square eyes Jimmy.

YOUNG JIM
 You don't get square eyes from
 watching tv Gran.

DEAR
 You don't know that.

YOUNG JIM
 If I get it - everyone will get
 it. The whole world watches tv
 now.

DEAR chuckles at the wild imagination of her Grandson.

DEAR
 Oh Jimmy...

She turns off the TV.

DEAR (CONT'D)
 This box sure aint gonna help you
 get anywhere in life. (beat) Go
 outside a while, huh? For your
 grandma?

DEAR waddles off to the kitchen. Sneakily, YOUNG JIM waits till the coast is clear...

...then turns "KULA, FRAN AND OLLIE" back on.

We see on the vintage tv a crude "Punch and Judy" style show; Hand puppets of KULA and OLLIE bang on a XYLOPHONE - the manic energy between them hinting at the lunacy that would become THE MUPPET SHOW in years to come.

INT. KITCHEN TABLE, HENSON HOUSE, WASHINGTON, 1950 - NIGHT

YOUNG JIM sits at a lime green table cutting into the back of a CEREAL BOX. He smirks, excited about the mischief he's about to get up to.

He holds one of his CUTOUTS up to his eye. We see JIM cut out a PERFECT SQUARE.

INT. HALLWAY, HENSON HOUSE, WASHINGTON, 1950 - NIGHT

It's late. The lights are off. YOUNG JIM sneaks across the hallway wearing goofy CARDBOARD CUTOUTS across his eyes - shaped to resemble SQUARE EYES. It's crudely attached with SCOTCH TAPE, but clearly inspired none the less.

He chuckles to himself as he lumbers past the various DOORS and CUPBOARDS in the house. His lanky legs wobble like a BABY GIRAFFE only just learning to walk.

He creaks open a door. Inside, PAUL HENSON JNR, 18, Jim's older brother, is studying at his DESK. PAUL stares at the CARDBOARD eyes rather unimpressed.

PAUL JNR

James, what are you doing?
You'll wake everyone up.

YOUNG JIM

(almost in stitches)
Square eyes Paul!! Too much tv!!
Aaargh!!

PAUL JNR gives a little chuckle.

PAUL JNR

You're such a spazz. Come here.

YOUNG JIM walks over. PAUL JNR takes off his GLASSES. He starts to color in the SCOTCH TAPE with a MARKER.

PAUL JNR (CONT'D)

You've gotta hide the tape or no one will buy it. (beat) Such a dork. When you gonna start acting your age huh?

YOUNG JIM

A magician never reveals his secret.

INT. PARENT'S ROOM, HENSON HOUSE, WASHINGTON, 1950 - NIGHT

PAUL JNR and YOUNG JIM creep into the icy room, full of childish glee. They're BOTH wearing SQUARE EYES now.

Their mother, BETTY HENSON, 36, is reading a self help book in bed. Lying next to her is their father, PAUL HENSON SNR, 40. He's fallen asleep above the covers - still dressed in his suit from work.

YOUNG JIM

Pssst. Mom. Too much tv!

YOUNG JIM and PAUL JNR crack themselves up.

BETTY

Both of you stop it. You'll wake your father.

PAUL JNR

Square eyes - you get it?

BETTY finally chuckles. She couldn't hide it forever.

BETTY

(through chortles)

You're both as bad as each other.
Now go back to bed.

YOUNG JIM and PAUL JNR shuffle out of the room.

INT. GRANDMA'S ROOM, HENSON HOUSE, WASHINGTON, 1950 - NIGHT

JIM and PAUL JNR bumble into their GRANDMOTHERS ROOM wearing handmade SQUARE EYES still.

DEAR is lying in bed, unsuccessfully trying to sleep.

YOUNG JIM

Grandma. Look! You were right...
(balls into laughter) Too much
tv!

DEAR clicks on her BEDSIDE LAMP and sees the TWO BOYS. She bursts out laughing.

DEAR

Would you look at that... Square
eyes.

Suddenly PAUL SNR screams down the hall.

PAUL SNR (O.S)

HEY! I'M TRYING TO SLEEP HERE!

DEAR
(hushed)
 It would appear we've awoken the
 dragon.

YOUNG JIM
 Uh-oh.

PAUL SNR (O.S)
 AND WELCOME TO LOS ANGELES!

YOUNG JIM stares at DEAR confused - "What did he say?"

PAUL SNR (O.S) (CONT'D)
 PLEASE TAKE CARE DISEMBARKING
 FROM THE JET!

INT. PRIVATE JET, LA AIRPORT, 1990 - DAY

JIM HENSON has dozed off in his SEAT. The CLIFFORD MUPPET (a Jamaican musician recently added to the MUPPET SHOW) is thrust into JIM'S face by KEVIN CLASH.

CLIFFORD
 Yo man! We's arrived is Los
 Angeleees.

JIM wakes in fright. KEVIN smiles at him.

KEVIN
 I can not believe you slept
 through that landing. HO!

INT. FLOOR, ARSENIO HALL SHOW, LA, 1990 - DAY

ARSENIO HALL, 27, dressed in a classic 90's purple padded suit, grins down the lens. We're at a taping of his show.

ARSENIO
 Yes... starting with a piece of
 green cloth and a couple of ping
 pong balls, my next guest created
 a dynasty that includes Sesame
 Street, Fraggle Rock and my all
 time favorite - The Muppets.
 Please help me welcome... Jim
 Henson.

JIM HENSON, checkered sweater on, strides onto stage rather nervously. ARSENIO helps guide him down to the couches.

ARSENIO (CONT'D)
 Oh what... I hear you've got a
 party going on? 20 years of
 Sesame Street. Is that true?

JIM

Well. Something like that. Ya.

ARSENIO

Twenty years! I can't believe
that. It's been going that long?

JIM

(trying to laugh) Oh well it's
hard for us to believe too.
We've been all over the world
recently, with Big Bird and Elmo,
doing some filming... sort of
having our brand of fun for a
special we made... that airs on
Sunday.

ARSENIO

Oh so that's the clip we have?
Let's see that.

JIM

(fumbling over himself)

Oh. Yep.

CUT TO TAPE :We see ERNIE from SESAME STREET in the BATH. He's covered
in suds, holding a RUBBER DUCK up in the air for us to see.

ERNIE

*(sings)*Rubber duckie, you're the one /
You make bath time lots of fun /
Rubber duckie I'm awfully fond of
you.**INT. FLOOR, ARSENIO HALL SHOW, LA, 1990 - DAY**ARSENIO is watching the RUBBER DUCKIE clip on a monitor.
JIM HENSON lifts the KERMIT PUPPET onto his arm and
prepares for the second half of his interview.ARSENIO smiles, talking under his breath so the audience
isn't interrupted.

ARSENIO

*(hushed)*I grew up with this stuff you
know. I used to sing Rubber
Ducky to my mom.

JIM

Oh. That's wonderful.

The CLIP finishes and ARSENIO springs straight back into
INTERVIEW mode. The AUDIENCE claps enthusiastically.

KERMIT (operated by JIM) starts nodding in appreciation.

ARSENIO

We've been joined by Kermit the Frog.

KERMIT

How are ya? Great to see you Arsenio.

ARSENIO

Good to have you back. Did you meet Connie backstage?

KERMIT

Ahhh, well no I didn't. I didn't. No, I don't know what happened. Well you know what? (voice straining) They keep me in a bag. (lower than normal sounding) That's the truth. That's the truth. They keep me in a bag, they don't let me out. You know.

The AUDIENCE, a little thrown by the odd sounding Kermit, forces JIM to break his performance.

JIM

Excuse me. Frog in the throat

JIM sips a glass of WATER. The AUDIENCE lets out a little chuckle.

INT. BACKSTAGE, ARSENIO HALL SHOW, LA, 1990 - DAY

KEVIN CLASH, his CLIFFORD MUPPET ready to go, watches JIM'S interview from the WINGS.

He turns to a PRODUCTION MANAGER - concerned.

KEVIN

You got pineapple juice around?

INT. FLOOR, ARSENIO HALL SHOW, LA, 1990 - DAY

JIM is clearly nervous - but he continues with the interview anyway. ARSENIO tries to cover.

ARSENIO

How's that itchy throat going there Kermit? You better now?

Ever the professional, JIM launches back into character.

KERMIT

Much better, yes, ahhh, thank you Arsenio. I ate a few bad flies for lunch. I think, you know, maybe Piggy hit me a few too many times in the, ahhh, the old froggy mouth, you know.

The AUDIENCE laughs. Everyone is relaxing again.

ARSENIO

It's interesting you say that, because you have a totally different tone than you had the last time you were on here. And I've heard there's been problems between you and Miss Piggy? Is that true?

KERMIT

Ahhh... you know...

Suddenly MISS PIGGY bounds out from the AUDIENCE heading straight for KERMIT. She's dressed like SANDRA DEE - covered in cashmere and silk scarves.

MISS PIGGY

Ah hum. Excuse me. You taking any notes on this?

KERMIT

Am I...

MISS PIGGY

Did you... take... notes?

JIM suddenly drops KERMIT from his arm - perplexed at what is happening.

JIM

I, ahhh, I don't understand what you're asking me...

INT. PUPPET CLASS, UNIVERSITY OF MARYLAND, 1954 - DAY

We've entered some kind of memory again. Jim's youth. College in the Fall - 1954.

TEEN JIM, now 18, sits very attentively at the back of the class with his books. Tall and skinny, his giant features have outgrown his head. He protrudes from the desk.

An attractive, yet goofy young woman, JANE NEBEL, 20, leans across to him. She whispers very politely so PROFESSOR JAMES, their puppet teacher, can't hear.

TEEN JANE

Notes? Pen and paper. I've got no idea what this guy is on about.

TEEN JIM

Who?

TEEN JANE smiles. JIM'S naivety is pure gold.

TEEN JANE

That strange guy in a Brown Suit talking slow down the front.
(beat) Did you take notes?

JIM looks. She means PROFESSOR JAMES. He gives a polite giggle.

TEEN JIM

Ohhhh. I see. Ah! (beat) I don't have any notes.

TEEN JANE

This guy could put coffee to sleep couldn't he?

They both crack up. The PROFESSOR peers over from his TWO WOODEN PUPPETS - not impressed.

PROFESSOR JAMES

Am I disturbing you at the back there?

TEEN JANE

No. Nope. Sorry.

PROFESSOR JAMES

Are you sure?

TEEN JANE

Actually...

TEEN JANE stands up and holds her HOME MADE PUPPET in the AIR. She pretends to talk through it.

JANE'S PUPPET

... could you please slow down a little? I'm having... trouble... understanding... you.

PROFESSOR JAMES, trying to remain professional, replies quite calmly with his own WOODEN PUPPET.

PROFESSOR JAMES

I'll try.

INT. LIVING ROOM, HENSON HOUSE, WASHINGTON, 1954 - NIGHT

TEEN JIM sits watching "LIFE WITH SNARKY PARKER" on the family television.

PAUL SNR, smokes a PIPE on the SOFA. He's reading the paper, trying to ignore the TV... the very model of a 50's nuclear patriarch.

He puts his WASHINGTON POST down - ready to make a fresh declaration.

PAUL SNR

Jim, I think it's time you got yourself a nice girl like Paul has. You're at college now... (beat) You should be out there - living a little.

TEEN JIM

A... ahhh... a girl?

PAUL goes back to the PAPER, his declaration completed.

PAUL SNR

Steve from the office has a daughter your age, whose looking for a nice boy. (beat) I told him you'd take her out next Saturday.

TEEN JIM

I don't... I don't need you to do that.

PAUL SNR

I think I do Jim.

INT. QUADRANGLE, UNIVERSITY OF MARYLAND, 1954 - DAY

TEEN JIM stands by a COFFEE HOUSE, looking out across the QUADRANGLE. Various 50's style COLLEGE STUDENTS eat their lunch.

They all have a distinctive "boho" style to them - quite a marked difference from the starched atmosphere of his neighbourhood back home.

JIM is taken by JANE NEBEL, the young woman from his class. Dressed in black with a beret, she's sketching something in under a tree.

Nervously, JIM marches over towards her. He gulps like KERMIT.

TEEN JIM

It's, ahhh, it's a lovely day today, isn't it?

TEEN JANE

Oh... hey. Sorry. I was a million miles away. What were you saying?

TEEN JIM

Oh, you know... yeah.

JIM goes to walk away. Thinking better of it... he bravely marches straight back to JANE.

JIM

(suddenly courageous)

Hey - what are you doing this weekend?

Suddenly CHARLIE MASTERSON, 22, a fellow STUDENT, also dressed in black with a beret, walks over to them.

CHARLIE

Hey baby.

TEEN JANE smiles at him. They quickly kiss hello.

TEEN JANE

Oh hey sweetie.

CHARLIE

Who's the guy?

TEEN JANE

You know what, I don't actually know. We're in James' puppetry 101 together but I never caught his name. (to JIM) I feel terrible.

JIM

It's ahhh Jim. Jim Henson.

TEEN JANE

Hello there Jim. I'm Jane.
(beat) And this is my fiance Charlie.

CHARLIE

Hey there Jim. How's it goin' yeah?

They shake hands.

TEEN JANE

Jim... what were you saying before?

JIM

Oh, nothing, I just, ahhh, I like your drawing.

(MORE)

JIM (CONT'D)
 (beat) I've gotta get going to
 class you know, so I'll, ahhh,
 I'll see you around?

TEEN JANE
 Like an orange.

JIM tries to laugh, but his nerves have gotten the better of him.

JIM
 Nice meeting you Chuck.

JIM bounds across the QUADRANGLE - quick as he can.

INT. FRONT DOOR, HENSON HOUSE, WASHINGTON, 1954 - NIGHT

The doorbell rings. BETTY HENSON walks over and opens the FRONT DOOR, revealing JENNY SUMMERS, 18, a peachy blonde girl from Jim's high school.

JENNY
 Hello Mrs Henson. I'm here for
 Jim.

BETTY
 Of course dear. Come on in.
 (beat) JIM?!?

INT. JIM'S ROOM, HENSON HOUSE, WASHINGTON, 1954 - NIGHT

TEEN JIM sits on the end of his bed - his head in his hands. He really doesn't want to do this.

BETTY (O.S)
 JIM?!? JENNY IS HERE!

INT. DINING ROOM, HENSON HOUSE, WASHINGTON, 1954 - NIGHT

A family dinner. BETTY carves a ROAST CHICKEN as PAUL SNR and PAUL JNR look over a TAX FORM at the table. His other FOUR BROTHERS and SISTERS are scattered around the table. They're all dressed quite formally...

...quite oppositional to TEEN JIM, in checkered shirt and jeans. He sits with a nervous JENNY SUMMERS.

BETTY
 So where are you kids going to go
 tonight?

TEEN JIM
 Oh... ahhh... was thinking about
 maybe catching the new horror
 flick down on Woodmont avenue.

PAUL JNR
What film?

JENNY
(*disdainfully*)
Creature from the Black Lagoon.

PAUL SNR
You're not into that nonsense too
are you Jenny?

JENNY
I was hoping to see "Seven brides
for seven brothers" actually,
since you asked.

PAUL JNR
Oh really?

The HENSON kids give a little mocking laugh.

PAUL JNR (CONT'D)
Don't have six sisters do you?

TEEN JIM
Shut up Paul.

BETTY
Manners... the both of you. We
have a guest.

PAUL SNR
Jim, I don't understand your
obsession with these childish
movies. Don't drag a poor girl
to a film she doesn't want to
see.

TEEN JIM
I like those sorts of movies.
There's an art to it.

PAUL SNR
You shown her the rat? Where's
the art in your rat?

PAUL JNR'S face grows with GLEE.

PAUL SNR (CONT'D)
Go get the rat out Paul.

INT. LIVING ROOM, HENSON HOUSE, WASHINGTON, 1954 - NIGHT

The HENSON family sit around the fireplace watching TEEN JIM and PAUL JNR perform with home-made wooden puppets.

JIM operates an arrogant rodent named - PIERRE THE FRENCH RAT - and PAUL is performing a wimpy cowboy called SHORTHORN.

JENNY watches - quite confused.

PIERRE

Good eve-z-ning to you all. My name iz Pierre ze French rat. Or as I zay in my country - le ratty fracois!

SHORTHORN

And I am thar famous-est cowboy in thar west - Shorthorn McDraw!

The FAMILY laughs. Even JENNY cracks a smile. TEEN JIM presses PLAY on the record player.

A 50's version of "Freres Jacque" starts to play. PIERRE THE FRENCH RAT and SHORTHORN dance and mouth along to it.

The HENSON'S find themselves in stitches.

INT. JIM'S CAR, WASHINGTON, 1954 - NIGHT

TEEN JIM drives JENNY along the tranquil streets of 1950's Washington.

JENNY

So Jimmy... you like puppets?

TEEN JIM

Oh... I guess so.

JENNY

I've never met someone who liked puppets before.

JIM just looks at her - disappointed.

TEEN JIM

Me too.

INT. WOODMONT CINEMA, WASHINGTON, 1954 - NIGHT

TEEN JIM and JENNY sit amongst the other rambunctious 50's TEENAGERS in a packed CINEMA. "CREATURE FROM THE BLACK LAGOON" plays on screen.

JENNY looks bored. Extremely bored. She's the "preppiest" girl for miles. She drapes her pink sweater around her shoulders, making her stand out all the more.

A piece of POPCORN flies into her hair.

JENNY

Jim. Can we go?

JIM

You, ahhh, you don't want to see
the monster?

JENNY

The noise is so loud in here! I
can't hear the film over all the
screaming... and I don't, I don't
like these sorts of movies Jim.
I was too shy to tell you.

We see what JIM'S actually been looking at. A few rows in
front of him, JANE NEBEL is sitting with her fiance CHARLIE
- both cuddled together.

JIM

It wont be long now.

JENNY

Please Jim...

JIM stumbles over himself.

JIM

You know what will really get 'em
going?

JIM sticks his LONG ARM into the air, hitting the PROJECTOR
BEAM. ON SCREEN, the LAGOON MONSTER appears... Along with
the silhouette of a ARM reaching up...

...and picking the CREATURE'S NOSE.

The CINEMA erupts into laughter.

JENNY

(shocked)

Oh, my god.

JANE and CHARLIE turn around and see JIM.

JANE

Jim? (beat) What are you doing
here?

JIM

(hiding it badly)

Jane? Ohhhh... hi!

EXT. BOARDWALK, MARYLAND, WASHINGTON, 1954 - NIGHT

TEEN JIM and JANE walk together, with CHARLIE and JENNY
trailing along behind them. A CARNIVAL twinkles manically
in the background.

JANE and JENNY lick ICE CREAM CONES while JIM nurses a bright pink packet of FAIRY FLOSS.

CHARLIE cracks open his third BEER.

TEEN JIM

I heard the guy who played the creature had to hold his breath for four minutes to stop bubbles coming out!

TEEN JANE

Why?

TEEN JIM

'Cause a sea monster is meant to breath through gills, you see? If you saw bubbles, you might know it was a guy in a suit.

TEEN JANE

Gee, that's clever.

JENNY

Jimmy? What was that?

TEEN JIM turns to JENNY - not interested in including her in this exclusive "puppet" conversation.

TEEN JIM

I was just, ahhh, talking about some college stuff.

JENNY turns to CHARLIE a little flustered.

JENNY

Jimmy's into puppets.

CHARLIE

(cluing in)

Uh-huh. So's Jane.

INT. JIM'S CAR, JENNY'S YARD, WASHINGTON, 1954 - NIGHT

JIM'S CAR pulls up outside a WHITE PICKET FENCE. It's JENNY'S parents house.

They've been sitting in silence virtually the entire trip.

JIM turns the engine off and waits...

...JENNY is reduced to tears.

JENNY

Do you... do you hate me Jimmy?

TEEN JIM
No. Of course not.

JENNY
I get the feeling...

TEEN JIM
I don't... you're wrong about
that. (beat) Please don't cry.
Please.

JENNY
You haven't even asked me what I
do nowadays. I feel like I know
everything about you and you
don't even care to know anything
about me.

JIM hands her a handkerchief.

TEEN JIM
So... what do you do?

JENNY
I'm studying nursing.

They look at each other. This conversation isn't going to
go anywhere. JENNY wipes her eyes.

JENNY (CONT'D)
Well, good night Jim. Thank you
for the movie.

TEEN JIM
Goodnight.

INT. HALLWAY, HENSON HOUSE, WASHINGTON, 1954 - NIGHT

TEEN JIM mopes in the door - sneaking up the hallway.

As he passes PAUL JNR'S room, he catches his brother
playing with PIERRE THE FRENCH RAT at his desk. PAUL JNR
is trying to attach a silly WIG to it's head.

TEEN JIM
Hey! What are you doing to my
rat?!?

PAUL JNR
Dad got a call from some guy at
WRC-TV. Someone saw that
afternoon show we did work
experience with last year.

TEEN JIM
They did?

PAUL JNR

They want to see us tomorrow -
see what we can come up with.

TEEN JIM stares at him blankly.

TEEN JIM

What can we come up with Jimmy?

INT. RUMSEN OFFICE, WRC-TV, WASHINGTON, 1954 - DAY

TEEN JIM HENSON and PAUL JNR sit in the very posh office of MAX RUMSEN, 45, head programmer for WRC-TV in Washington. A bald man with thick black glasses, he takes his television very seriously.

MAX stares at his watch - impatient already.

MAX

Alright kids. You've got two minutes. Show me what you've got.

JIM, nervous, signals for PAUL JNR to start. He puts PIERRE THE FRENCH RAT on his hand.

PAUL, following Jim's lead, puts LONGHORN on.

JIM

This is, ahhhh, this is an idea we had for a little scene. Maybe it's funny, you know... maybe it's not.

MAX

(smarmy)

You've got my attention so far howdy. Next word might blow it though.

No need to hear it twice, JIM turns on the RECORD PLAYER. The "BANANA BOAT SONG" by STAN FREBERG starts to play.

JIM and PAUL JNR suddenly spring into a performance. PIERRE THE RAT races up towards MAX RUMSEN'S desk - mouthing the song as if they were singing.

PIERRE

(mouthing song)

DAY-O! Daaaayyyy-O! / Daylight
come and me wan go home. (beat)
Day, he say...

Suddenly LONGHORN bounces up towards PIERRE, very grumpy.

LONGHORN

(still mouthing song)

Wow man... I'm gonna have to ask
you not to shout like that.

PIERRE

Well --

LONGHORN

It's like right in my ear man.

PIERRE

It goes with the song.

LONGHORN

Yeah, but don't holler in my ear,
man.

PIERRE

Well, it's authentic Calypso.

LONGHORN

Yeah, but don't stand next to me
man.

PIERRE

Well the shout go with the bongo
drum.

LONGHORN

Not my bongo drums man, I mean,
move away there.

PIERRE

Well, I don't see why --

LONGHORN

-- No, no, no. Stand over next
to the guitar man.

PIERRE points to MAX.

PIERRE

He sent me over here.

LONGHORN

Yeah, well, then sing soft man.
You know, I mean like - wow.

PIERRE

Okay. *(beat)* DAY....

LONGHORN

It's TOO loud man!

PIERRE

(softer)

Day... --

LONGHORN

-- That's better. --

PIERRE

-- Me say day, me say day, me say
day, me say day, me say day-o /
Daylight come and we wan go home.

LONGHORN

Yeah man.

PAUL JNR quickly turns off the RECORD PLAYER. JIM and his brother quickly scurry back to their chairs - nervous.

MAX doesn't give away a thing.

JIM

Maybe, ahhhh, maybe it's not that funny.

MAX

How much do you know about tv kid?

JIM

Ahhhh... not much sir.

MAX

Good. That's the way I like 'em... Unspoilt.

EXT. QUADRANGLE, UNIVERSITY OF MARYLAND, 1954 - DAY

TEEN JANE is doing doodling away in her NOTEBOOK under the tree again...

...when PIERRE THE FRENCH RAT suddenly pokes his head out from behind the trunk.

PIERRE

Excuse-moi Madame. I wonder...
what are you up to this
afternoon?

She attempts a serious face.

TEEN JANE

Well... I'm really not sure. Why would you ask Mr Rat?

PIERRE

Ah-ha! Well, I'm filming a new show today - for a tv station if you believe that - and one of my puppeteering friends dropped out at ze last moment!

TEEN JANE
Is that right?

PIERRE
Zat is right! And... I have heard
it said you were quite handy wiz
your hand up ze backsides. No?

TEEN JANE
No.

TEEN JIM, a cheeky smile across his face, peers out from behind the tree.

TEEN JIM
You free for a couple of hours
today?

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1954 - DAY

We're on the set for Jim's first day of shooting "SAM AND FRIENDS". We see a MOCK UP POSTER DESIGN for the show. It sits on an EASEL with the note : "CREW - THIS WAY".

TEEN JIM, dressed yet again in a checkered shirt, waddles across stage to the STUDIO FLOOR.

He passes the WRC-TV CREW as he goes. They're all a good three decades older than him.

Arriving on the set - literally a STUDIO CAMERA pointed at a CARD BOARD BACKDROP - JIM finds JANE and PAUL JNR waiting for him. They're practicing with some of their early MUPPET creations.

TEEN JANE
(*under breath*)
What is all this Jim?

TEEN JIM
It's television.

The CREW, some still smoking, some in the middle of their coffee, stare at these three strange kids.

MAX RUMSEN comes barging onto the FLOOR.

MAX
Right-o everyone. Smokes down,
heads up. We've some young kids
here, the Hensons, going to put
some skits to tape. (beat) Not
sure where we're slotting this
one yet, but most important thing
--

TEEN JIM

-- Have fun. --

MAX

-- stay on time.

PRODUCTION ASSISTANT

Is this a kids show?

MAX

Jim?

TEEN JIM

I, ahhh, I'm not sure.

PAUL JNR

No.

TEEN JIM starts holding up some of the MUPPET cast of "SAM AND FRIENDS". He starts with SAM - a prize-fighter with the protruding ears of Clark Gable.

TEEN JIM

We've got the star of the show -
Sam. And some of his friends...

PAUL JNR holds up a VINTAGE PROFESSOR KERMIT, off color and missing his frill neck and webbed feet, it none the less looks like the KERMIT generations would come to love.

TEEN JIM (CONT'D)

Professor Kermit, Mushmellow,
Yorick, Henrietta... --

PRODUCTION ASSISTANT

-- What are they? What the hell
is a mush-mellow?

TEEN JIM

They're, ahhh, Muppets.

PRODUCTION ASSISTANT

For kids?

TEEN JIM

Well... *puppet* sounds like it's
for kids. Muppets are for
everyone. Hence the name.

MAX

(nervously laughing)

Ya. You're gonna love this one.
Jimmy's a bit jittery - but get
him talking "puppet" and suddenly
the big goof ball comes alive.

MAX winks at JIM. PAUL and JANE try not to laugh.

MAX (CONT'D)

The room is yours. Don't treat
'em too mean - huh? Or I'll hear
about it.

JIM

No. Of course. I'm not like
that.

MAX slaps his hands and heads on out.

MAX

Sam and Friends. Day one. Do
good kiddies.

JIM looks to JANE and PAUL JNR. It's up to them now.

JIM

Ahhh... I guess we'll, ahhh,
we'll try something straight up
okay?

LATER.

JIM and JANE are putting one of their skits down to camera.

SAM and a WIGGED OUT PROFESSOR KERMIT mouth "THAT OLD BLACK MAGIC" by LOUIS PRIMA & KEELY SMITH.

PAUL JNR stands to the side - watching proudly. He taps his feet along to the song.

This starts a montage that will take us through Jim's early months of success with "SAM AND FRIENDS" in the mid-50's.

These two MUPPETS bounce around the FRAME with a manic energy.

SAM

Old black magic has me in it's
spell.

KERMIT

Old black magic that you weave so
well.

SAM

Those icy fingers up and down my
spine.

KERMIT

The same old witchcraft when your
eyes meet mine.

The CREW suddenly take notice of the YOUNG PERFORMERS. They realize straight away something is happening here.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1954 - DAY

Another day on set. Well into the run of "SAM AND FRIENDS". "THAT OLD BLACK MAGIC" is still moving along.

We see JIM staring at a monitor on the STUDIO FLOOR, holding MUSHMELLON (a strange Japanese inspired Muppet) up to the CAMERA.

The OPERATOR is twisting the REVOLVING TURRETS on the front, changing the LENS to the three different FOCAL LENGTHS.

JIM is practicing creating illusions with SPATIAL PERCEPTIONS - using a wide angle lens, JIM makes MUSHMELLON appear to be a great distance from camera, then rush into close-up with the speed of an express train - just by moving his arm slightly (a style that would one day become synonymous with KERMIT THE FROG).

INT. CONTROL ROOM, STAGE, WRC-TV, WASHINGTON, 1954 - DAY

Musical montage continues. TEEN JIM is up in the CONTROL ROOM staring at a MATTE BOX. A TECHNICIAN is showing him how a BLACK AND WHITE IMAGE can be placed on the top of the CAMERA FEED...

...to create an early SUPER-IMPOSED GRAPHIC.

JIM takes a WHITE MARKER and draws a SQUIGGLY WORM on a piece of BLACK. The TECHNICIAN puts it into the MATTE BOX...

...and suddenly the IMAGE comes up on screen.

TEEN JIM'S eyes widen.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1954 - DAY

JIM and JANE are still performing KERMIT and SAM mouthing "THAT OLD BLACK MAGIC" for the CREW.

SAM is far in the background (in perspective to the camera), while KERMIT is closer to the lens.

KERMIT

I should stay away / But what can
I do? / I hear your name / And I'm
a flame.

SAM races to meet KERMIT (a little like ANIMAL from the MUPPET SHOW). The WORDS spell across screen as they sing - using the SUPER-IMPOSE style Jim learnt in the scene above.

SAM

FLAME! BURNING DESIRE!

KERMIT
That only your kiss...

SAM
PUT OUT THE FIRE!

INT. DRIVEWAY, HENSON'S HOUSE, WASHINGTON, 1954- DAY

MONTAGE CONTINUES. JIM and PAUL JNR carry a NEW COLOR TELEVISION up the driveway - the other HENSON kids watching excitedly.

BETTY smiles at her son proudly.

INT. LIVING ROOM, HENSON'S HOUSE, WASHINGTON, 1954- NIGHT

MONTAGE CONTINUES. JIM, JENNY, PAUL JNR, BETTY, PAUL SNR and the other HENSON KIDS sit around a NEW COLOR TV. They pass around a bowl of popcorn - excited.

"SAM AND FRIENDS" starts. The OPENING TITLES animate on.

VOICE OVER
Sam and Friends! Twice a day at
6 and 11 - only on WRC-TV!

The family claps. JENNY smiles at JIM. Their relationship is blossoming - the disastrous date now far in the past.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1954 - DAY

MONTAGE CONTINUES. JIM, far more confident, works with JANE and PAUL JNR on set. They're attempting an elaborate sight gag where a TABLE (covered in grass) is holding a CARDBOARD CUT OUT OF A CAR (clearly created by JIM).

SAM, OMAR (a bug eyed, long nosed Muppet) and MOLDY HAY (a tanned "hick" Muppet) are being controlled by the three of them - giving the illusion that these MUPPETS are driving along the country-side... still singing along to "THAT OLD BLACK MAGIC".

The CREW laughs and claps along.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1954 - DAY

MONTAGE CONTINUES. It's a CHRISTMAS PARTY at WRC-TV. All the REGULARS from the STATION are standing around drinking, eating, mulling by the LARGE CHRISTMAS TREE.

TEEN JIM sees JANE sitting alone by some MISTLETOE. Determined, he goes to walk over...

...when CHARLIE gets there first - planting a KISS ON HER.

EXT. CAR YARD, WASHINGTON, 1955 - DAY

MONTAGE CONTINUES. TEEN JIM strolls with JENNY - arm in arm. They search for a new car...

...now fully blossomed into a relationship.

EXT. DRIVEWAY, HENSON HOUSE, WASHINGTON, 1955 - DAY

TEEN JIM poses by a WHITE THUNDER BIRD CONVERTIBLE in the driveway. JENNY reclines across the HOOD. The HENSON FAMILY stand around cheering and clapping. JIM'S even put on a BLACK TOP HAT for the occasion.

PAUL SNR takes a photo - flashing us with white.

EXT. FREEWAY, WASHINGTON, 1955 - DAY

TEEN JIM and JENNY take the white THUNDER BIRD CONVERTIBLE for a spin around WASHINGTON...

...PROFESSOR KERMIT sticking over the windscreen singing the song still.

EXT. MAKE OUT POINT, WASHINGTON, 1955- NIGHT

PROFESSOR KERMIT sits in the front of the THUNDER BIRD, awkwardly facing out front...

...as TEEN JIM and JENNY make out in the back of the car.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1956 DAY

MONTAGE continues. A typical day of shooting on "SAM AND FRIENDS". The amount of people on the floor has tripled. JANE and JIM are being watched by not just a working crew now, but also a large audience of EXECUTIVES.

Everyone is laughing and having a great old time. "That Old Black Magic" is still going - only JIM has worked up the courage to actually sing it by this stage (no longer lip syncing).

KERMIT

(sings)

I should stay away / But what can
I do? / I hear you name / And I'm
a flame.

MUSHMELLON comes running down to the front of the CAMERA.

MUSHMELLON

FLAME! Burning desire!

One of the suits is a smartly dressed man with glasses -
JIMMY DEAN - a talk show host. He grins at MAX RUMSEN.

JIMMY DEAN
Who is this guy?

MAX
Some kid we found at high school.

JIMMY DEAN
You'll wanna lock that contract
down Max. Whatever you're paying
him - it aint enough.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1956 - NIGHT

MONTAGE continues. TEEN JIM, the last one on the studio floor, repaints SETS for tomorrows taping.

MAX, drinking his evening scotch, wanders on in.

MAX
You work too hard to be the
genius they say you are kiddo.

TEEN JIM
Oh... ahhh, there were some
things that needed to get done
before I headed off. Paints.

MAX
Listen, I had a word with Jimmy
Dean this afternoon. You know
who Jimmy Dean is?

JIM
I, uhhh, of course I know who
Jimmy Dean is. Everyone knows
who Jimmy Dean is.

MAX
He thinks you've got a home here
at WRC. (beat) And so do I.

TEEN JIM just stares back at him like a STUNNED MULLET.
He's speechless.

MAX (CONT'D)
I'll go ring my bosses and say
'yes' huh?

TEEN JIM
Ahhh... thank you Mr Rumsen.

He winks.

MAX

Just keep it coming kid. That's all we ask.

EXT. THUNDERBIRD, WASHINGTON, 1956 - NIGHT

TEEN JIM, excited, races home in his THUNDERBIRD. "THAT OLD BLACK MAGIC" starts to wrap itself up.

INT. FRONT YARD, HENSON HOUSE, WASHINGTON, 1956 - NIGHT

As TEEN JIM pulls into the street, he sees a POLICE CAR parked in his DRIVEWAY.

Concerned, he cautiously approaches the house.

INT. LIVING ROOM, HENSON HOUSE, WASHINGTON, 1956 - NIGHT

TEEN JIM, anxious, walks in the front door and sees his father, PAUL SNR comforting his mother BETTY on the lounge. She can't stop crying.

The other HENSON children all have tears streaming down their faces. Something has happened.

We see a POLICE OFFICER sitting across the other side of the room. His HAT rests somberly in his lap.

TEEN JIM

What's going on?

PAUL SNR

Jim - why don't you come have a seat son?

TEEN JIM

I, ahhhh, what's happened?

PAUL SNR

Something... (*loses himself to tears*) Something happened to your brother.

TEEN JIM locks up. He starts to shake.

INT. MORGUE, HOSPITAL, WASHINGTON, 1956 - NIGHT

TEEN JIM waits with his father PAUL SNR as a NURSE unzips a BODY BAG.

Inside is PAUL JNR, bloodied and bruised. He's hard to recognise at all anymore.

His FATHER starts to dissolve - his normally reserved exterior completely broken down.

PAUL SNR

Yup. That's... that's... my boy.

He clutches JIM'S hand for support. JIM can't stop staring into the bloodied face of his BROTHER.

INT. PAUL SNR'S CAR, WASHINGTON, 1956 - NIGHT

PAUL SNR, broken, slowly drives through TORRENTIAL RAIN. TEEN JIM sits in the passenger seat - unable to talk.

A long, painful, pause.

PAUL SNR

SAY SOMETHING! FOR CHRIST SAKE!
DON'T JUST SIT THERE IN SILENCE!!

PAUL SNR pulls his CAR over to the side of the road. He slumps against the wheel - sobbing.

PAUL SNR (CONT'D)

I can't... I can't stop this
coming Jimmy. I can't.

JIM watches his DAD... heart broken.

PAUL SNR (CONT'D)

My boy... I've lost my little
boy.

INT. JIM'S BEDROOM, HENSON HOUSE, WASHINGTON, 1956 - NIGHT

TEEN JIM lies awake in bed - listening to the sounds of sobbing from all the rooms of the house..

BETTY (O.S)

PAUL! WHERE'S PAUL!?!?

He pulls the covers up over his head.

INT. KITCHEN, HENSON HOUSE, WASHINGTON, 1956 - NIGHT

It's now the middle of the night. BETTY sits at the kitchen table halfway through a FRESH BOTTLE OF SCOTCH.

TEEN JIM sheepishly walks in - wearing his familiar STRIPED PYJAMAS.

TEEN JIM

Mom? (beat) Are you okay?

BETTY

Ahhh... no.

JIM sits with her. She slides a GLASS across to him. JIM just shakes his head.

BETTY (CONT'D)

He loved you, you know. Your brother. He loved you so much.

BETTY starts crying again.

BETTY (CONT'D)

Jimmy. Make it stop. Make me laugh - would you? Go get the rat... You and your brother... (beat) Paul loved that rat.

JIM

Mom... I can't.

She wont hear this right now.

BETTY

I'll go get it, huh?

BETTY, drunk, stumbles from the table.

Leaving him alone with his thoughts, JIM shakes. It's all too much. He RUSHES out the FRONT DOOR.

EXT. FRONT YARD, HENSON HOUSE, WASHINGTON, 1956 - NIGHT

TEEN JIM pounds across the DRIVEWAY - racing to his THUNDERBIRD. Wound up, he rip his keys from the SUN VISOR and roars the CAR into action.

EXT. FRONT YARD, JANE'S HOUSE, WASHINGTON, 1956 - NIGHT

JIM'S THUNDERBIRD rolls up onto the LAWN. JIM runs from the car - looking like he'll explode any second.

He stumbles to JANE'S HOUSE, his arms locking up against his sides.

JIM throws a ROCK at an UPSTAIRS WINDOW - clearly distressed.

JANE peers down from above and catches sight of JIM on the LAWN - possessed.

JANE

Jimmy? What are you doing?

It's bubbling out.

TEEN JIM
There was a car accident... Paul,
ahhh... Paul...

TEEN JANE
What's...

TEEN JIM
Paul's gone, ahhhh, he's gone.

JANE opens her WINDOW - pointing to the GARDEN LATTICE.

JANE
Quickly. Climb up. Quick.

INT. JANE'S BEDROOM, JANE'S HOUSE, WASHINGTON, 1956 - NIGHT

Tripping over themselves, JANE helps JIM in through the window.

She leads him to the BED - just as he bursts into tears.

TEEN JANE
Jim... it's okay. It's just us
now.

TEEN JIM
I came home and there was a
police car... --

TEEN JANE
-- Shhhh. Shhhh. --

TEEN JIM
-- We went to the hospital, and
he was... he was... --

TEEN JANE
-- No more talking - okay?

JIM looks at her. He needs this. Impulsively, JIM goes to kiss JANE.

She knee-jerks away.

TEEN JANE (CONT'D)
Jim... you can't.

TEEN JIM
Why?

TEEN JANE
You just... can't.

He looks at her, staring at the engagement ring on her finger.

TEEN JIM
Do you love him?

TEEN JANE
Jim...

TEEN JIM
Because, I don't think you do.

TEEN JANE
You don't know that.

TEEN JIM
I see the way you are when you're
with him and then I see the way
you are when we're together...

TEEN JANE
Jim...

TEEN JIM
... I love you.

A moment. They kiss - passionately and deeply - falling
onto the bed.

INT. FLOOR, ARSENIO HALL SHOW, LA, 1990 - DAY

JIM HENSON, present day, stares out into a SEA OF FACES -
lost. ARSENIO watches him with ever building panic.
They've been sitting in this silence for a while now.

ARSENIO
Ahhh... Jim? You okay buddy?

JIM comes round. He turns to ARSENIO.

JIM
Would you, ahhh, excuse me a
moment Arsenio?

ARSENIO smiles down the lens as if nothing were wrong.

ARSENIO
We'll be right back after this
break.

MUSIC plays as the CAMERA pulls back. The AUDIENCE is led
into forced APPLAUSE.

DIRECTOR (O.S)
And - we're out.

INT. DRESSING ROOM, ARSENIO HALL SHOW, LA, 1990 - DAY

JIM bursts into his dressing room - collapsing at the makeup table.

He stares into his reflection - troubled. He knows something is wrong.

KEVIN CLASH bangs on the door.

KEVIN (O.S)
Yo. Jim. Talk to me man.

JIM can't talk. He tries to loosen his collar.

KEVIN (O.S) (CONT'D)
JIM!

JIM
It's okay... it's okay. My
throat got caught up. I'm
alright now. I'm alright.

KEVIN lets himself in. He stares at JIM, his face covered in sweat, his skin pale.

KEVIN
What the hell happened out there?

JIM
I don't know.

He shuts the door, worried someone will hear.

KEVIN
We're calling a cab - you're
gonna go see a doctor.

JIM
I don't, ahhh, I don't need to
bother a doctor, you know. It's
a sore throat. I'm sure there's
far more important things they're
dealing with.

KEVIN grabs JIM by the face - forcing him to listen.

KEVIN
Jim... you are going to see a
doctor.

Backed into a corner - JIM nervously nods - not wanting to be confronted about this.

EXT. OUTSIDE LA STUDIOS, CALIFORNIA, 1990 - DAY

KEVIN helps JIM into a CAB.

KEVIN
 (to driver)
 Don't listen to anything this guy
 says. Take him straight to USC.

He bangs the roof. The CAB takes off.

CAB DRIVER
 (bad english)
 Where you go?

JIM thinks about it.

JIM
 Beverly hills hotel. Off Beverly
 drive and Sunset.

INT. BUNGALOW, BEVERLY HILLS HOTEL, CALIFORNIA, 1990 - DAY

JIM sits on the bed - his elongated LEGS making his KNEES rise up in the air.

He buries his head in his hands. Something strange is happening.

EXT. ROME, EUROPE, 1959 - DAY

1959. A YOUNG JIM HENSON, 23, walks the cobbled footpaths of the PIAZZA DEL POPOLO. He wears a tattered brown leather jacket and a backpack.

His face is already sporting hints at what would become his trademark beard - a small grizzled goatee spreading around his mouth like a rash.

It's the middle of the day, and the marketplace is over crowded.

A STREET BUSKER crouches underneath his RED BOX and performs a "PUNCH AND JUDY" show.

It grabs JIM'S attention immediately. He watches all the LOCAL CHILDREN smiling and laughing.

LATER.

JIM watches ANOTHER BUSKER performing a DANCING SPANISH MARIONETTE. He's fascinated.

LATER.

JIM sits in a small theatre, one of only three in the audience. He watches a SHADOW PUPPET show.

LATER.

JIM is back on the street - night time fast upon him. The place has been filled with lanterns - casting a magical glow across the PIAZZA.

Suddenly - out of nowhere - an ASIAN STYLE DRAGON starts snaking through the streets; a full bodied puppet controlled by over three performers.

JIM gets swept up in the excitement.

INT. HOTEL ROOM, ROME, 1959 - NIGHT

JIM sits on the end of his bed, playing with a WOODEN "PUNCH" puppet he brought on the street.

He takes off his shoes, noticing his BIG TOE sticking through the top of his socks.

He places the SOCK over his hand to further examine the PROBLEM...

...only to find there are actually TWO HOLES in it. His fingers stick out of THE SOCK like ANTENNAE.

JIM, being JIM, clues into a character straight away. He starts making a "whomping" ALIEN sound to go with it.

INT. PLANE, OVER ATLANTIC, 1959 - DAY

JIM doodles in his NOTE PAD. We see what he's drawing...

...a strange DOG LIKE CREATURE is being formed - with eyes like fried eggs. It's an early sketch for ROWLF.

INT. SOUND STAGE, WRC-TV, WASHINGTON, 1959 - DAY

JIM HENSON, brown leather jacket on, walks onto the BUSY SET of "SAM AND FRIENDS".

JANE NEBEL, now 25, works with another puppeteer BOB PAYNE, 23, a straight shooting clean cut man from Jim's COLLEGE.

They're in the middle of a SKIT where YORICK (a strange handkerchief over his face) sings "I'VE GROWN ACCUSTOMED TO HER FACE" by ROSEMARY CLOONEY.

PROFESSOR KERMIT (again in a strange wig) sings.

KERMIT

I've grown accustomed to your
face / It almost makes the day
begin / I've grown accustomed to
the tune you whistle / Night and
Noon / Your smiles, your frowns /
The ups, the downs.

JANE, performing YORICK, finally notices JIM watching from across the floor. It throws her for a moment...

...making her miss a cue.

BOB darts her a look as he quickly recovers by thrashing KERMIT around in the AIR with a manic mischief.

The CREW laughs. So does JIM. JANE blushes with embarrassment.

EXT. OUTSIDE WRC-TV STUDIOS, WASHINGTON, 1959 - DAY

JANE spots JIM resting against a FIRE DOOR in the corner of the STUDIO.

She walks over, the two of them using this long walk to figure out what to say.

They stare at each other... smiling... but nervous.

JIM

Did, ahhh, did you get my letters?

JANE

I got them. (beat) I've read a couple of them a few times actually.

The silence isn't fading.

JANE (CONT'D)

You've been gone over a year now Jim.

JIM

I, ahhhh, I couldn't stay away forever.

JANE

Why?

JIM

You... you know.

JANE tries to avoid the topic.

JANE

When did you get back?

JIM

Maybe an hour ago. Maybe one hour twenty, or something like that... I don't know. I dropped the bags and came straight here.

Despite her best intentions, she starts melting.

JANE

Jim. I didn't get married. We
called the engagement off. (beat)
Before you ask and make a thing --

JIM

-- I ahhhh... my mother wrote and
told me already --

JANE

-- So don't ask and --

JIM

-- I'm sorry about that.

They slow down. JANE knows better.

JANE

No you're not.

JIM

Sure I am.

JANE smiles knowingly.

JANE

No you're not.

INT. RUMSEN OFFICE, WRC-TV, WASHINGTON, 1959 - DAY

JIM steps into MAX'S office. There are several "SAM AND FRIENDS" posters up on the wall.

MAX glares at him through CIGAR SMOKE.

MAX

So... the prodigal son decides to
return.

JIM

Mr Rumsen.

MAX

Jim, Jim, Jim... you up and left
us here kid. What should I say?

JIM

Some things were happening at
home.

MAX

Well, you'll be glad to know your
show has been doing just fine
even without you.

(MORE)

MAX (CONT'D)

Gladice has a pile of fan mail
you should take with you on the
way out. I'm tired of signing
your name.

JIM goes to get up.

MAX (CONT'D)

You know what they say when your
show starts running itself
without you... don't ya kid?

JIM

Ahhh... not really.

MAX

They say it's time to move onto
other things.

JIM

I don't... --

MAX

-- What do you know about
advertising Jimbo?

JIM

Nothing at all.

MAX smiles ear to ear.

MAX

Good. (beat) Unspoilt.

INT. CAFETERIA, WASHINGTON, 1959 - NIGHT

JIM and JANE sit across from each other in a BOOTH, both
working on DRAWINGS for a WILKINS COFFEE COMMERCIAL.

Bits of PAPER, half eaten COBBLER and COFFEE are spread all
over the TABLE.

JIM looks up from his SKETCH PAD. He watches JANE drawing
a FURRY MONSTER in her BOOK.

He keeps staring.

JANE

Jim... stop it. We're meant to
be working.

JIM

What?

She throws him a smile.

JANE
Jim... you know what.

He smiles and goes back to his DRAWINGS. We move under the BOOTH and see JIM and JANE'S LEGS rubbing together... the two of them occasionally giggling.

INT. MEETING ROOM, WILKINS COFFEE, 1959 - DAY

JIM and JANE sit at a table with EXECUTIVES from WILKINS COFFEE. He slides across a HAND-DRAWN storyboard to the head of advertising, BILL DYERSON, 39.

BILL stares at the strange, comic-book drawings of TWO MUPPET CHARACTERS shooting each other.

JIM
So... basically there are two characters - Wilkins - the little guy and Wontkins - the big guy. Wilkins asks Wontkins if he's ever tried Wilkins coffee before, and when he says no - Wilkins shoots him across the screen.

The BOARD look at him rather strangely.

JIM (CONT'D)
It's... ahhh... you know... hopefully funny. And it's something you could only get away with when you're using puppets, obviously...

The BOARD continues their silence.

JIM (CONT'D)
Have you... ahhh... you have seen my show - right?

BILL suddenly explodes with laughter.

BILL
What do you reckon this is gonna cost me?

JIM
Ten dollars.

BILL
Ten dollars?

JIM
Maybe five if I re-use one of the muppets from "Sam and Friends".

BILL

Tell ya what kid - I'll give you
three hundred and you go and
shoot as many of these
promotionals as you can think of -
how's that sound?

JANE and JIM look at each other. They can't believe it.

INT. GARAGE, SUBURBAN HOUSE, WASHINGTON, 1959 - DAY

A LOW-KEY film shoot is underway in a SUBURBAN GARAGE.

JIM, a new confidence about him, walks around with JANE inspecting the place. The CREW literally consists of JIM, JANE, A CAMERAMAN and a SOUND RECORDIST.

JIM

(to CAMERAMAN)

Don't forget to thank your mom
for letting us do this here.

CAMERAMAN

Ah, you know. She's excited I'm
finally shooting something.

Suddenly ETHEL, the CAMERAMAN'S mother, 64, waddles out with a tray of LEMONADE.

ETHEL

Would you kids like some
lemonade?

JIM

No thank you Mrs Murrows.

CAMERAMAN

Ma, go back inside - you're
embarrassing me.

LATER.

JIM and JANE are performing a SKIT in front of a BLACK PIECE OF CARDBOARD. JIM provides the voice for both WILKINS (a wormy looking MUPPET) and WONTKINS (a spud like MUPPET). JANE operates WONTKINS.

Sitting on a brick wall, WILKINS points a CANNON at WONTKINS.

WILKINS

Okay buddy - what do you think of
Wilkins coffee?

WONTKINS

I've never tasted it.

WILKINS wastes no time BLASTING WONTKINS across the screen. He twirls the CANNON around and points it down the lens.

WILKINS

Now what do you think of Wilkins?

A moment. JIM stands up.

JIM

Well. That's one in the can.

The TEAM laugh.

JIM (CONT'D)

Has your mom got a hammer
somewhere?

EXT. BOARDWALK, MARYLAND, WASHINGTON, 1959 - NIGHT

JIM and JANE walk the same boards they had years before. The landscape has changed with time - TWICE as many SIDE SHOPS have opened and there are people everywhere now...

...but still, the OLD CARNIVAL twinkles in the background.

They share an ICE CREAM CONE.

JIM

Gosh. It used to be so loud
here. How long was I gone?

JANE

It opened up more, over time I
guess.

Pause.

JIM

Jane... when are we getting
married?

JANE

Married? You haven't even
proposed!

JIM

I didn't think I could.

JANE

Well - you can't.

JIM

See.

JANE

Jim... it wouldn't work out
between us.

JIM
You don't know that.

JANE
You're my boss now.

JIM
So - you're older. It evens
itself out in the mix.

JANE
Jim. No. (beat) Charlie's family
would kill me. We only broke off
the engagement six months ago!

JIM
Oh man.

JANE
What?

JIM turns JANE around. They look off towards the HARBOR.
A SIGN, made entirely of FIREWORKS, IGNITES UP.

"MARRY ME JANE?".

Her face drops.

JIM
I spent my first paycheck hoping
you'd say yes.

Suddenly - "HE'LL MAKE ME HAPPY" from THE MUPPETS TAKE
MANHATTAN starts to play.

JIM takes JANE'S hand in his own.

JIM (CONT'D)
Would you...

JANE
Jim...

JIM
...I'm not really sure how else
to say it...

JANE
...Not here...

JIM
...I want to spend the rest of my
life with you... you know that?

JANE thinks long and hard - her heart now sold.

JANE

I want to spend my life with you
too.

JIM takes a deep breath. He grabs JANE'S ice cream...

...AND KISSES HER.

After a moment, he hands the ICE CREAM back. JANE smiles and throws what's left of it in the WATER.

They KISS again.

We've entered a fantasy sequence involving a virtual army of Muppets (where JIM and JANE appear oblivious to the entire proceedings).

A STREAM of WATER shoots up behind them - revealing a 50's style JAZZ BAND. A parade of WOODEN PUPPETS (in the 50's early morning fashion) suddenly fill the screen.

MISS PIGGY and KERMIT, dressed in a ball gown and tux, slowly walk towards each other.

MISS PIGGY

(sings)

He'll make me happy / Each time I
see him / He'll be the reason /
My heart can sing.

JIM and JANE walk off towards the CARNIVAL.

MISS PIGGY (CONT'D)

(sings)

He'll stand beside me / And I'll
have everything.

EXT. FERRIS WHEEL, CARNIVAL, WASHINGTON, 1954 - NIGHT

TEEN JIM and TEEN JANE sit in a FERRIS WHEEL CAGE, holding each other. KERMIT and PIGGY sit on either side of them still singing.

KERMIT

(sings)

She'll make me happy / Each time
I hold her / And I will follow /
Where my heart may lead.

JIM rests his HEAD on JANE'S shoulder.

KERMIT (CONT'D)

(sings)

And she'll be all I'll ever need.

INT. JIM'S THUNDERBIRD, ACROSS US, 1959 - DAY

JIM, wearing his TOP HAT, drives with JANE towards NEW YORK. BOXES are stacked up in the back.

A CAR LOAD OF "YOUNG TEENY" MUPPETS drive alongside them.

YOUNG TEENY MUPPETS
(singing)
 Days go passing into years!

Another CAR drives across the other side - this one full of "OLD FOLK" MUPPETS.

OLD FOLK MUPPETS
(singing)
 Years go passing day by day!

INT. FIRST OFFICE, NEW YORK, 1959 - DAY

The FIRST EVER MUPPET OFFICE - East 53rd street New York. JIM and JANE walk into the SMALL DUSTY SPACE with their belongings...

...the PLACE is empty.

TWO REAL ESTATE MUPPETS show them around.

REAL ESTATE MUPPETS
(singing)
 She'll make him happy / Now and forever

LATER.

The OFFICE has been filled with furniture - decked out in the wild way only JIM HENSON would. Frilly feathers over the GAS PIPES, strange SPACE CHAIRS, a WORKING DESK, a few posters from "SAM AND FRIENDS"...

JANE and JIM share CHINESE TAKE-AWAY on the floor - occasionally kissing between noodles.

The REAL ESTATE MUPPETS have been hung up on the WALL with a group of OTHER PUPPETS for storage. Of course, they're all still singing.

STORAGE MUPPETS
(singing)
 Until forever / Their love will grow.

INT. STUDIOS, NEW YORK, 1959 - DAY

First day of filming for WILKINS COFFEE on the new decked out STUDIO SPACE in NEW YORK. The sets are far more elaborate than they ever were back in WASHINGTON.

JIM has built a WESTERN SET out of CARDBOARD - with WILKINS and WONTKINS now performing as COWBOYS. JIM and JANE perform underneath the table - still giddy in love.

We see the CAMERA CREW is in fact a group of LARGE MONSTER MUPPETS, all looking a little "New York".

MONSTER MUPPETS

(singing)

She only knows / He'll make her happy / That's all she needs to know.

INT. CHURCH, WASHINGTON, 1959 - DAY

MONTAGE CONTINUES. JIM'S WEDDING DAY. It's a small, family affair. Thirty or forty FAMILY in attendance, interspersed with MUPPETS everywhere.

JIM waits with the PRIEST, nervous as ever. The room turns...

...JANE, in full bridal gear, walks down the aisle.

MUPPETS

(giant chorus)

They'll be so happy / Now and forever / Until forever / Their love will grow.

LATER.

JIM lifts JANE'S WEDDING VEIL and kisses her. The place erupts with applause.

KERMIT and MISS PIGGY stand on either side of them, dressed for their own WEDDING DAY - still lost in song.

MISS PIGGY

(singing)

I only know / He'll make me happy.

JIM takes JANE'S hand.

KERMIT

(singing)

That's all I need... to... know...

GONZO rushes down and takes a PHOTO of them with his FLASH CAMERA (from the GREAT MUPPET CAPER) - blinding the screen with white.

INT. BUNGALOW, BEVERLY HILLS HOTEL, CALIFORNIA, 1990 - DAY

Back in 1990. JIM splashes his face with WATER at the sink. He's looking worse.

INT. MR CHOWS, RESTAURANT, CALIFORNIA, 1990 - NIGHT

Posh upmarket restaurant. JIM HENSON, rugged up for a SUMMER NIGHT, sits with FRANK OZ, 46.

He's looking like death.

FRANK

Jim? You cold in here?

JIM

Oh... no. It's the air con.
It's getting in my throat.

FRANK

You want me to ask them to turn
it down?

JIM retreats to his meal. FRANK knows something is wrong.

FRANK (CONT'D)

You called Jane lately?

JIM

I don't see the point.

FRANK

What point? You want to call
her, you call her.

JIM

I can't pick up the phone every
time I need to chat. I can't lay
that kind of pressure on her
anymore. We need to move on with
our own lives.

FRANK

Jim...

JIM

What?

FRANK

Don't be an idiot.

INT. FRANK'S HOUSE, CALIFORNIA, 1990 - NIGHT

Frank Oz lives in a very modest Californian brick house. Posters from his DIRECTORIAL EFFORTS litter the walls : "DIRTY ROTTEN SCOUNDRELS", "LITTLE SHOP OF HORRORS", "THE MUPPETS TAKE MANHATTAN" and "THE DARK CRYSTAL".

ROBIN, 43, FRANK'S wife, is sitting on the lounge watching DAVID OZ, 9, put together his TEENAGE MUTANT NINJA TURTLE PLAYSET.

JIM and FRANK walk in from dinner.

FRANK

Hello, hello.

DAVID

Daddy!

DAVID rushes over and jumps on his fathers leg.

ROBIN

We've been putting together the sewer playset all night. Great fun.

JIM

Oh, I see.

JIM spots the DONATELLO ACTION FIGURE in DAVID'S hands.

JIM (CONT'D)

Who've you got there Davey?

DAVID

(little shy)

Donatello.

JIM

Oh yeah? What's Donatello?

DAVID

He's a ninja turtle. The smart one. He does machines.

JIM

He does?

JIM looks to FRANK.

JIM (CONT'D)

Why didn't we think of ninja turtles huh?

FRANK

'Cause you would have made them sing.

JIM
I could see that working still.

INT. STUDY, FRANK'S HOUSE, CALIFORNIA, 1990 - NIGHT

FRANK lines up a batch of MUPPET BABY HAPPY MEAL TOYS along his desk - part of a new series the company is hoping to launch later in the year.

FRANK
Alright. They fed-exed these down from New York and Jerry made me promise I'd show you.

JIM
I'm not in the mood Frank.

JIM sits in a plush red leather CHAIR drinking WHISKEY - quite uninterested in PVC toys.

FRANK
McDonalds are gonna put your name on it either way.

JIM glances at the MUPPET BABY FIGURES out of spite.

JIM
(dry)
They didn't go for the "storyteller" idea I gave 'em?

FRANK
Har har.

JIM
They look like the last ones - with different vehicles. (beat)
What's Fozzie riding?

FRANK
Looks like... a cart.

JIM couldn't care less.

JIM
Fine. Sure. Tell Jerry to put them through. They wouldn't listen if I said no anyway.

FRANK pretends to write that down.

FRANK
Fine... sure... put them through.
Don't care anyway.

JIM leans his head back and sighs.

JIM

When are we going to stop
counting boxes and measuring
suits? I'm in a time warp Frank.

FRANK puts the MUPPET BABIES back in their BOX.

FRANK

Call Jane.

JIM

It's late.

FRANK

Call her anyway.

JIM

Maybe you're the one who has a
problem with this...

FRANK throws his cordless phone in JIM'S LAP and wanders
out of the room.

FRANK

Call Jane. Right now.

INT. HENSON OFFICE, NEW YORK, 1963 - DAY

The HENSON PRODUCTION OFFICE is far more advanced than the
last time we saw it. TWO ROOMS now, with a nook for the
secretary CAROL, 19,...

...ONE room is a WORKSHOP run by DON SAHLIN, 35, (Muppet
head designer; a chirpy clean shaven man with a methodical
outlook for costume work)...

...while JERRY JUHL, 25, sits at a messy desk covered in
papers and an AMPEX TAPE MACHINE (Muppet head writer; a
dorky light-haired man with glasses and squint) ...

...and the other is JIM'S OFFICE - his door perched with a
paper mache MOOSE HEAD and a dart board (with holes all
around the bulls eye - but none actually on it).

A BIG YORICK HEAD rests in the middle of the WORKSHOP -
looking down onto EAST 53rd ST MANHATTAN.

FRANK OZ, 19, at this stage still full of dark black hair,
pours WHISKEYS at the drinks table.

FRANK

Jim... call Jane.

JERRY

For Christ sakes Frank. You old
enough to be drinking hard stuff?

(MORE)

JERRY (CONT'D)

Go downstairs and get yourself a
sarsaparilla or something hey?

They burst into laughter. FRANK hits the MUSIC. "TENDERLY" from the MUPPET MOVIE starts to play in a 60's fashion.

JIM, now 27, with a full beard, strides out from his office.

JIM

What's going on now?

DON

Here comes the bearded one.

JIM

What are we drinking?

FRANK

Call your wife. Tell her you'll be late.

JIM

Oh yeah?

JERRY

Call Jim. Call. (beat) Carol?

CAROL

Yes Mr Juhl?

JERRY

Take the rest of the day off.

CAROL

But... it's not Friday.

JERRY

What's ya point?

JIM

I've gotta use the bathroom.

DON

Keep pouring Frank. Keep pouring.

JERRY

I'll see you tomorrow honey.
Unless you wanna stay for one of
these drinks?

FRANK starts passing the WHISKEY around. JIM heads off to the BATHROOM.

INT. BATHROOM, HENSON OFFICE, NEW YORK, 1963 - DAY

As JIM opens the bathroom door... a booby trapped wire causes the SHOWER CURTAIN to open...

...revealing a GIANT MONSTER FACE snarling from the bathtub.

JIM just blinks. Strange things happen all the time here.

JIM

Ha. Nice touch Don.

DON (O.S)

What?

JIM

What do you reckon?

The BOYS can be heard guffawing from outside.

JERRY (O.S)

Better watch out for those toilet monsters Jim.

INT. HENSON OFFICE, NEW YORK, 1963 - DAY

DON stands very proudly with his drink, laughing at JIM with the other BOYS.

DON

I've got no idea what you're talking about Jimmy. No idea.

He goes to open his DESK DRAWER when THREE SPRING LOADED WORMS shoot out...

...scaring him half to death.

DON (CONT'D)

Jesus!

He falls backwards off his chair and onto the floor. JERRY, CAROL and FRANK roll around with laughter.

DON (CONT'D)

Nice. Very nice.

JIM'S voice echoes through the room - laughing.

JIM (O.S)

Why thank you.

INT. BACKSTAGE, JIMMY DEAN SHOW, NY, 1963 - NIGHT

DON and JERRY are sitting around the greenroom before a taping of THE JIMMY DEAN SHOW.

They're still on the whiskey, enjoying life as only those in the 60's could.

JIM and FRANK lean against the wall, practicing tonight's performance with a two handed ROWLF puppet - a shaggy nightclub DOG with a gruff voice and dry sense of humour.

JIM

You move in sync... two... three.

FRANK

Two... three... I got it.

JERRY

It's Abbott and Costello, the two of you. I'm telling ya.

JIM speaks back to JERRY as ROWLF.

ROWLF

Why don't ya have another drink Jerry? What's it's been - three minutes?

DON reaches for the ROWLF PUPPET.

DON

Let me fix the stitch around his ear. I can see it slipping.

JIM hands ROWLF over. JERRY, between drinks, is jotting something down on paper.

JERRY

What if you wait till Jimmy is in close, then point out something like: "Nice hair Mr Dean - is it yours?"

JIM

Hmmph.

JERRY

He doesn't like it.

FRANK

How do you know?

JERRY

That's Jim saying he doesn't like something.

JIM

What do I say when I like something?

JERRY

The same. It's the way you say it.

They crack up. An ASSISTANT waddles into the room.

ASSISTANT

Hey, Mr Juhl, we're running about two hours behind for rehearsal today.

JERRY

Why didn't someone call?

ASSISTANT

We tried. No one was on the phone.

JERRY eyes FRANK like it was his fault (it wasn't).

FRANK

That was you Jerry. Don't look at me.

JERRY

We're just gonna sit here for two hours now?

The ASSISTANT waddles out. JIM is suddenly taken by a SMALL DOOR, oddly positioned in the middle of the room.

JIM

What's with the mini door? There a better green room behind here?

JIM opens the TINY DOOR. It's a SHALLOW CLOSET - filled with a maze of STEAM PIPES.

His mind starts wandering.

JIM (CONT'D)

You bring your paints Don?

INT. STAGE, JIMMY DEAN SHOW, 1963 - NIGHT

We're watching a taping of the JIMMY DEAN SHOW. A GROUP OF FARMERS dance in a circle around a CARDBOARD FENCE.

ANNOUNCER (V.O)

The Jimmy Dean Show!

We pan along a group of C GRADE CELEBRITIES sitting by a FARMHOUSE.

ANNOUNCER (V.O) (CONT'D)
 With Denise Glens! Molly Peas!
 Toots Randolph! And of course...

We pan across to ROWLF, the DOG MUPPET. He waves to the audience.

ANNOUNCER (V.O) (CONT'D)
 ...your buddy Rowlf!

The DANCERS speed up their HOE-DOWN. A CAMEL CIGARETTES LOGO supers on the screen.

ANNOUNCER (CONT'D)
 Brought to you by Camel
 Cigarettes. The best tobacco
 makes the best smoke. Make it
 Camel time - right now!

The DANCERS all fall to their knees as JIMMY DEAN runs between them - fully of energy.

ANNOUNCER (CONT'D)
 And now your host... Jimmy Dean!

JIMMY DEAN welcomes the audience - a consummate pro.

JIMMY DEAN
 Such a nice guy to write a song
 like that. Thank you. Thank
 you. Now one piece of serious
 business to talk about tonight,
 and I know, you know, what
 serious business we're about.
 (beat) My buddy Rowlf was
 backstage earlier today, and a
 few of the folks around these
 parts have been on at me all day
 about this amazing thing he's
 done in the dressing room. I
 wonder, Sammy, can we get the
 camera backstage there a moment?

We see on screen a CAMERAMAN rushing through the NBC hallways to a the MUPPETS green room. Inside, JERRY JULH is smoking his pipe, quite content...

...The CAMERA focuses in on the UTILITIES CLOSET JIM was working on earlier.

The HENSON TEAM decorated all the PIPES with pieces of FUR and PAINTS. It now resembles a strange HENSON-ESQUE totem pole - like an early throw to the style of THE MUPPET SHOW.

JERRY
 Rowlf actually rushed back to the
 office to grab some of that fur
 you see in there.

We cut back to the STUDIO.

JIMMY DEAN

How about that folks? My buddy
Rowlf and a little re-decorating.

ROWLF pipes up from the FENCE.

ROWLF

The Mad Dog!

The AUDIENCE claps wildly.

LATER.

Another moment from tonight's show. ROWLF is pretending to BOX the AIR from behind a fence.

ROWLF (CONT'D)

Left cross - right cross. Left
cross - right cross. Left cross -
right cross.

He stares down the camera.

ROWLF (CONT'D)

And if he hits me... blue cross -
red cross.

The AUDIENCE laughs. JIMMY DEAN walks over to ROWLF
dressed as a DOCTOR - scaring him.

ROWLF (CONT'D)

Arrrrgh!

We see from behind the set - JIM and FRANK are performing
in unison to operate this PUPPET.

JIMMY DEAN

Now wait. I'm going to help you.
Now open wide... open wide.
That's it.

He sticks a PADDLE POP STICK in ROWLF'S mouth.

JIMMY DEAN (CONT'D)

Ah ha. Ahhhh ha!

ROWLF suddenly taps him on the shoulder.

ROWLF

Hey doc... doc... there's a hole
in your headlight.

JIMMY DEAN

Now just wait a minute.

The AUDIENCE loses it - laughing hysterically. JIMMY can't help it either. He cracks up in the middle of the skit - hiding his face from the camera.

ROWLF just mocks him down the lens.

INT. HENSON APARTMENT, NEW YORK, 1963 - NIGHT

It's late. Very late. JIM walks into the darkened apartment.

CHILDREN'S TOYS and CLOTHES are strung everywhere.

A pregnant JANE, now 29, clicks on a LAMP. She's been sleeping on the LOUNGE.

JANE

What... what time is it?

JIM

Past two.

JANE

You didn't call. (beat) I'd made meatloaf.

JIM

The guys wanted to get an early dinner. We ended up on the street somewhere near the studio.

JANE

Were you drinking?

JIM

I was working honey.

JANE

I put the kids to bed. (beat)
They all said good night already.

JIM stares off. It's hard to know if he minds.

INT. BEDROOM, HENSON APARTMENT, NEW YORK, 1963 - NIGHT

Late, late night. It's dark. JIM lies in bed - staring at the ceiling. JANE reaches across and rests on his shoulders.

JIM

I've been having some ideas about getting out...

JANE

Jim... it's late. The baby wants to sleep.

JIM
I gotta try something else.

JANE
You need to slow down.

JIM
Honey... I get this part of the work done and then we can do what we want, you know. We can have everything. Me, you, the kids, we wont have to worry about variety shows and hiding behind sets anymore. We can just focus on being happy.

JANE
I thought we were happy.

JIM
(hiding)
Yeah... we are.

INT. BEDROOM, HENSON APARTMENT, NEW YORK, 1963 - MORNING

Sun shines through the windows. MANHATTAN, 1963, is waiting outside.

JANE stirs from her sleep. She goes to hold JIM only to find...

...he's not there.

The clock on the bedside reads : "6:30 am".

INT. KIDS ROOM, HENSON APARTMENT, NEW YORK, 1963 - MORNING

JIM is sitting on a rocking chair reading "CINDERELLA" to LISA HENSON, 3, - still wrapped up in bed. He nurses baby CHERYL, 1, on his lap.

JIM
...and Cinderella ran down the steps as fast as she could.

LISA
She ran?

JIM
She ran.

JANE peers in the archway and watches for a moment.

JANE
Daddy... you didn't get much sleep last night.

He winks at JANE.

JIM

I promised Lisa I would finish
our book.

LISA

Yeah mommy.

JANE just rolls her eyes.

JANE

I'll get breakfast started then,
shall I?

EXT. BROOKLYN ZOO, CENTRAL PARK, NEW YORK, 1963 - DAY

The "TIMEPIECE" short film shoot. A quiet enclosure away
from the public. JIM, dressed in overalls, covers a timid
ELEPHANT in PINK PAINT.

DON, JERRY and FRANK operate a 16mm CAMERA off to the side -
all casually smoking cigarettes.

JIM

How's the roll going?

DON

Still fifty feet.

JIM

I'll move to the middle.

FRANK whispers into JERRY'S ear.

FRANK

Do you have any idea what he's
doing?

JERRY

None at all.

EXT. HILLS, SUBURBAN NEW YORK, 1963 - DAY

Another day of filming "TIMEPIECE". DON and FRANK watch
mortified as JIM runs along the hills...

...dressed with WINGS like a early turn of the century
flying-man.

JERRY is trying to follow him with the CAMERA.

JIM

Just keep following me... keep
following.

JERRY
I've got it Jim. You're in
frame.

JIM jumps in the air between TWO MOUNDS - temporarily
giving himself the appearance of flying.

JIM
WOOOOHOOOOOOOOOO!!!!

INT. HENSON APARTMENT, NEW YORK, 1963 - NIGHT

Another lonely night at home. JANE watches THE ED SULLIVAN SHOW on TV. She cradles her newborn baby...

...BRIAN HENSON.

ON TV :

We see the famous "INCHWORM" sketch.

PROFESSOR KERMIT, sitting on a WALL, sees a SMALL WORM crawling along the top. Hungry, he pulls at it to eat...

...only to find the worm is actually part of a GIANT MONSTER NOSE.

It turns around and SWALLOWS KERMIT WHOLE.

OFF TV :

LISA rolls over LAUGHING. JANE puts a BOTTLE in BRIAN'S MOUTH.

JANE
Lisa... you'll get square eyes if
you keep sitting that close.

LISA
(*like her father*)
Good!

INT. BEDROOM, HENSON APARTMENT, NEW YORK, 1963 - NIGHT

JANE is awoken by JIM sneaking in the bedroom door. He collapses onto the bed - still fully clothed.

JANE
How did the show go?

JIM
Well. I guess. (*beat*) Well,
well, well.

JANE kisses him lovingly on the forehead.

INT. ELECTRONICS STORE, NEW YORK, 1964 - DAY

We see a rapid montage of Jim's appearances on THE JIMMY DEAN SHOW, TODAY and THE ED SULLIVAN SHOW from 1963 - 1964 - all playing at once on a large WALL OF COLOR TV'S.

Pulling back we see JIM standing with the HENSON family on the street - looking in at the display.

INT. TOY STORE, NEW YORK, 1963 - DAY

JIM and his FAMILY are dragged into a UPSCALE toy store by LISA.

She goes straight for a wall of ROWLF PUPPETS towards the back. A sign labels them : "ROWLF from the JIMMY DEAN SHOW".

JIM picks one of them up. It bares a resemblance to the real thing ... but it's not a touch on the actual ROWLF.

JIM puts in one on his ARMS and does the voice for LISA.

ROWLF

Wanna see me touch my nose?

LISA

Yeah.

JIM moves ROWLF to LISA'S face - gently rubbing noses - Eskimo style.

INT. HENSON OFFICE, NEW YORK, 1964 - DAY

The WHISKEY and CIGARS are flowing. JIM, JERRY, FRANK and DON are watching the final cut of "TIMEPIECE" up on a wall.

It's a strange, abstract film. More artistic than narrative. JERRY smirks at a scene of JIM'S HEAD bursting through a TRAY OF FOOD.

FRANK

Jim... how long is this thing?

JIM

Ten minutes.

JERRY

It's bloody hilarious.

JIM

Gee... boys... I'm not going for funny.

FRANK

It's good Jim. Don't listen to
'em.

INT. UPMARKET RESTAURANT, NEW YORK, 1964 - NIGHT

ELAINE'S RESTAURANT, NEW YORK, 1964. It's Christmas. Snow falls outside.

JIM and JANE, both looking a little hippy, enjoy a warm dinner in the candle-lit restaurant. They seem quite out of place compared to the other up-market New Yorkers dining there tonight.

JANE

You ever imagine two kids from Maryland would end up eating... at a place like this.

JIM

You should try this Colorado lamb.

JANE

What happened to the burgers?

JIM

We're celebrating.

JIM pulls an ENVELOPE out of his pocket and hands it to her.

JANE

What is it?

JIM

Take a look.

JANE pulls out a FORMAL LOOKING LETTER. Her mouth drops.

JANE

Jim... this is...

JIM

I know.

JANE

Is it real?

JIM

Well, it says Academy Award on the top. You can't fake that.

JANE

You got a *nomination* Jimmy? Have you rung your dad?

JIM

Let's not get carried away. It's for a short film. But maybe they'll fly us out to California. See some parties. Take the kids to Disneyland.

JANE

Jimmy... Of course you'll win.
(beat) I can't believe this.

JIM

This is the start. It's the start of something new. I know it.

EXT. UPTOWN STREET, NEW YORK, 1964 - NIGHT

SNOW gently falls to the pavement. JIM, a little drunk, walks with JANE. They both share an ICE CREAM CONE, just like they used to back in MARYLAND.

JIM

(*a little slurred*)
Can you... can you feel us changing?

JANE

I can feel you changing Jimmy.

JIM

Finally people are seeing it's about what you can do with the medium, not what it can do for you.

JANE

I know.

JANE hangs her head low.

JANE (CONT'D)

I was thinking of maybe doing an art course down in Bridgeview. Get back into the swing of things again. I read that it's quite good at this place.

JIM looks to her. He isn't sure how to respond.

JANE (CONT'D)

What would you think of that?

JIM retreats into his ICE CREAM. They continue on in silence for the rest of their walk.

INT. HENSON APARTMENT, NEW YORK, 1964 - NIGHT

JIM and JANE arrive home. CAROL, the secretary, is sitting on the lounge doing a CROSSWORD.

JANE

Carol... you saved our life
tonight.

JIM smiles, ever grateful, reaching for his wallet.

JIM

It's getting late.

INT. KIDS ROOM, HENSON APARTMENT, NEW YORK, 1964 - NIGHT

JIM walks in, still a little drunk. He sees BABY BRIAN and CHERYL asleep in their cots.

LISA lies in bed, hugging her ROWLF DOLL. A CINDERELLA BOOK is left half open from where she tried to read it.

JIM, his heart melting, walks over and closes the BOOK.

JANE watches him.

JANE

You coming to bed?

JIM

Just... gimme a few minutes with
them.

JANE

Okay.

JANE walks out. JIM leans down and kisses young LISA on the head. He pulls the covers up over her ROWLF DOLL.

INT. TOYS R US, MANHATTAN, 1990 - DAY

THIRTY YEARS LATER. A GIANT WALL of MUPPET MERCHANDISE stares back at us. JIM, dressed in his trademark checkered shirt, stands staring at it all.

He watches as a YOUNG BOY races over and very eagerly picks up a ROWLF DOLL and drags it to his parents.

JIM coughs and splutters into a HANDKERCHIEF.

INT. CHERYL'S APARTMENT, MANHATTAN, 1990 - DAY

JIM waits. CHERYL HENSON, 29, answers her door - still in pyjamas.

CHERYL

Dad?

JIM

Oh... am I... early?

CHERYL

No. (*beat*) Yeah, about an hour.

JIM

I could go around the block and get a sandwich or something.

CHERYL

No, no. Pa's expecting us for dinner anyway. The sooner we're on the road - the better... it's fine. It's fine.

JIM

Ok-ay then. I'll meet you down in the car.

CHERYL

Okay.

JIM dawdles off - striding down the hallway.

INT. CHERYL'S CAR, DRIVING ACROSS US, 1990 - DAY

An OLD VINTAGE CAR (suspiciously like the one FOZZIE and KERMIT drove in THE MUPPET MOVIE) heads down a wide and empty road.

MANHATTAN can be seen disappearing off in the distance.

JIM is falling asleep in the passenger seat, cradling against the window. CHERYL, driving, keeps glancing at him.

CHERYL

How's everything with the new show?

JIM

Which one?

CHERYL

It's no wonder you can't stay awake.

JIM

I'm awake. I'm awake.

Long pause.

CHERYL
You spoken to mom lately?

JIM
Not really. (beat) Is she, ahhh,
is she seeing anyone?

CHERYL
What does that matter? You've
been on dates.

JIM
No I haven't.

CHERYL
Yes you have. You can't be *you*
and think people wont know about
stuff like that.

JIM
What's that supposed to mean?

CHERYL
People write about what sandwich
you buy in the mornings. You
can't go to a restaurant and not
have somebody notice when you
don't take your wife.

JIM
Ex-wife.

CHERYL
She was upset when she saw that
you know.

JIM
How upset? I didn't...

CHERYL
-- Who was she?

JIM
Someone Bernie set me up with.
(beat) I can't remember her name.
I left before dessert to go watch
Johnny Carson.

A moment. They both start laughing. Suddenly "MOVIN'
RIGHT ALONG" from the MUPPET MOVIE starts playing.

INTO DREAM :

JIM does a double take. KERMIT pops up from the back seat -
singing into JIM'S ear.

KERMIT

(singing)

Movin' right along in search of
good time and good news / with
good friends you can't lose.

Suddenly he turns to the driver... no longer CHERYL but now
FOZZIE BEAR.

FOZZIE

(singing)

This could become a habit.

JIM looks out the window. Suddenly they're driving along a
strange DREAM SCAPE...

...outside - years of JIM'S MEMORIES go passing by in
MUPPET FORM. His first car, his first kiss, his first
job...

KERMIT

(singing)

Opportunity knocked once, let's
reach out and grab it / Together
we'll nab it.

FOZZIE

(singing)

We'll hitch-hike, bus, or yellow
cab it.

Suddenly - JIM snaps out of it.

INTO CAR :

CHERYL looks at her father - confused.

CHERYL

Dad?

JIM

Yeah?

CHERYL

Something wrong?

He can hardly keep his eyes open, falling back asleep
against the glass.

EXT. MIDDLE AMERICA, 1990 - DAY

CHERYL'S CAR continues speeding across the dust road as
"MOVIN' RIGHT ALONG" kicks back into high gear.

KERMIT & FOZZIE

(singing)

Movin' right along / foot-loose
and fancy free.

INT. CHERYL'S CAR, DRIVING ACROSS US, 1990 - DAY

KERMIT and FOZZIE sing to JIM.

KERMIT

(singing)

Gettin' there is half the fun,
come share it with me.

KERMIT & FOZZIE

(singing)

Movin' right along.

We cut to JIM sleeping against the window. He's imagining all of this.

KERMIT (O.S.)

(singing)

Doog-a-doon, doog-a-doon

FOZZIE (O.S.)

(singing)

We'll learn to share the load.

KERMIT and FOZZIE pop up again from the BACK SEAT to finish off the song.

KERMIT & FOZZIE

(singing)

We don't need a map to keep this show on the road!

They disappear back behind the SEAT. CHERYL looks again at her father leaning against the window...

...his lips twitching.

She pulls over, rushing out to JIM'S side of the CAR.

Opening the door, she gently taps her father awake.

CHERYL

Dad? What's going on?

He takes a moment to open his eyes.

JIM

Huh?

CHERYL

You just passed out all of a sudden.

JIM

No... no... I could hear you.

CHERYL

You passed out.

JIM

It was the air conditioning. It put me to sleep.

She's not sure what to do.

CHERYL

We'll be at pa's in a couple of hours. Why don't you put the seat back and get a proper rest?

JIM

Maybe a little.

JIM puts the SEAT back and tries to get some more rest. CHERYL drives off down the DUSTY ROAD again.

INT. HENSON OFFICE, NEW YORK, 1968 - DAY

The HENSON OFFICE has expanded over the last few years. Twice the space, twice the Muppets, twice the staff.

The CORE GROUP - JIM, JERRY, DON and FRANK are standing around a TV with the rest of the office. Something's happened.

ON TV :

We see the CBS NEWS LOGO - "SPECIAL REPORT".

ANNOUNCER

This is a CBS News Special Report.

DAN RATHER comes on looking quite solemn.

DAN RATHER

Dan Rather, reporting for CBS News from New York. (beat) The Reverend Martin Luther King Junior was shot to death by an assassin late today, as he stood on a balcony in Memphis, Tennessee.

We see FOOTAGE from the AFTERMATH of the ASSASSINATION.

DAN RATHER (CONT'D)

Dr King had planned to lead another civil rights march in Memphis next Monday.

(MORE)

DAN RATHER (CONT'D)

We've got the latest on the story
now from Ross Hodge, news
director of WREC-TV in Memphis.

OFF TV :

JIM and the GANG are speechless. Behind them, a GIANT WALL of ANIMAL THEMED-MUPPETS dwarf the room.

JERRY

It's a zoo out there.

INT. HENSON APARTMENT, NEW YORK, 1968 - NIGHT

JIM is sitting on the lounge. He's been watching reports on Luther's assassination all afternoon.

LISA HENSON, now 8, sits with him, while CHERYL HENSON, now 6, is asleep on a RUG. BRIAN HENSON, 5, plays with a TOY TRAIN SET by the window.

They've also had another child over the years - JOHN HENSON - 3. He's sitting in a HIGH CHAIR trying to eat some APPLE SAUCE.

JANE walks in with an APRON on. She looks out of place in domesticated garments.

JANE

Jim. Turn it off. The kids
don't need to see this.

JIM

How can we live in a world where
something like this can happen?
They got the president... they
got Luther... I don't believe it.

LISA

Who was got Daddy?

JIM

Important men. (beat) Very
important men.

Suddenly A COMMERCIAL for APPLE JACK'S BREAKFAST CEREAL comes on. The HENSON KIDS spring to life. They rush and huddle around the GLOWING BOX.

Overjoyed, they sing along.

APPLE JACKS AD (V.O)

A is for Apple! J is for Jacks!
Cinnamon toasty Apple Jacks!

JIM watches as his KIDS lose interest as soon as the COMMERCIAL finishes.

He thinks.

INT. LECTURE HALL, BOSTON, 1968 - DAY

JOAN COONEY, 39, a vibrant, well educated and wealthy woman of class, treads a LECTURE STAGE.

The AUDITORIUM is full of SCHOLARS and LEFT OF CENTRE ARTISTS. This is a consortium on CHILDREN'S TELEVISION.

JIM sits among them.

JOAN

The main directive at the Children's Television Workshop is to encourage new ways of reaching out to underprivileged inner-city, youngsters. The basic premise is to create a show that capitalizes on children's love of the slick editing and jingles found in commercials, and put them to non-corporate use. Why not use these same techniques that work so well selling breakfast cereal to children to also help them to learn?

JOAN smiles out to the silent audience - undeterred.

JOAN (CONT'D)

Let me play a clip from the Ed Sullivan Show used in English classes around the country to explain the concept of word associations to pre-schoolers.

JOAN stands back as a CLIP projects onto the wall.

ON SCREEN :

PROFESSOR KERMIT is talking with GRUMP (a NEWS READER TYPE MUPPET) on a blue background.

PROFESSOR KERMIT

(acting like a hippy)

Like man, that's my scene. You see cause I am a bonafide, true blue, guarantee your money back visual thinker.

Strange super imposed DOTS and SYMBOLS are appearing above PROFESSOR KERMIT'S HEAD.

PROFESSOR KERMIT (CONT'D)

Watch.

A WATCH SUPER suddenly appears above KERMIT'S HEAD.

GRUMP
I say it's true! You can do it
too!

A NUMBER 2 appears above GRUMP'S head.

PROFESSOR KERMIT
Hmmm uh-huh. Yeah, yeah. See -
I dig it.

A SPADE appears above KERMIT'S HEAD and starts digging.

OFF SCREEN :

JOAN smiles very proudly to the AUDITORIUM, half of them getting up to leave.

JOAN
Television can teach. (*beat*)
Remember that. Television can teach.

JIM is intrigued.

INT. HENSON OFFICE, NEW YORK, 1968 - DAY

The HENSON TEAM are sitting around a circle staring at a MOCKUP CYCLIA TENT.

The product of a PSYCHEDELIC time - CYCLIA is Jim's concept for a discotheque - a cloth dome made of WHITE FABRIC that would have various "trippy" images projected onto it.

FRANK OZ hits a button on a small slide projector. The TEAM watches in awe as the small MOCK-UP comes to life like a living KALEIDOSCOPE.

FRANK
This is that new footage you shot for Cyclia last weekend. I think it works well - yeah?

DON
It's good. But maybe we do another with blue and green as a variation.

JIM
Hmmmmmm.

FRANK looks to JERRY.

JIM (CONT'D)
I feel like we've wasted three years with this thing, you know.

FRANK

You don't wanna do installations
anymore Jim?

JIM

I just... I dunno.

JIM walks over to the MUPPET STORAGE WALL. The TEAM watch - concerned.

JERRY

Jim. If you're gonna jump, just
leave the Thunderbird to me -
okay?

JIM

You know what we need?

He puts the COOKIE MONSTER puppet on his ARM - a BLUE, FURRY MONSTER with an insatiable appetite for anything he can fit in his mouth.

He walks over to CYCLIA and before the room knows what's happening...

...COOKIE MONSTER starts devouring the MOCK-UP into pieces.

JIM (CONT'D)

A little more fun again.

INT. OSCAR'S TAVERN, MANHATTAN, 1969 - DAY

A decrepit TAVERN on the upper-east side. Even the RATS feel dirty here. JIM, FRANK, DON and JERRY are the only patrons they've had this week.

The TABLE is filled with DRAWINGS and SCRIPTS for SESAME STREET - two empty bottles of SCOTCH resting among the debris.

JIM

What do you make of this?

JIM holds up a doodle he's been working on over a few drinks. It shows a LARGE YELLOW BIRD, etched with the figure of a MAN inside - detailing how this GIANT MUPPET might work.

JIM (CONT'D)

Like a kid friendly La Choy.

JERRY

What is it?

JIM

It's a chicken. I dunno. He'll come to life once we build him.

(MORE)

JIM (CONT'D)

We just gotta make sure he looks
pre-school friendly.

JERRY

That's gonna be one really big
bird Jim.

DON

(calls to kitchen)

Hey... we get out an order here?

The waiter, PETE OSCARSON, 37, a grouchy New York type,
grumbles over to them.

PETE

Yeah?

FRANK

What's the special today?

PETE

There's no specials.

FRANK

I thought the board said ask
about our specials.

PETE

Sure. Today it's my hand up your
ass. No specials - okay?

The GROUP stare at him. They try not to laugh.

FRANK

I'll just get a burger then.

PETE

No burgers. We're only doing bar
food.

JERRY starts chortling. JIM'S trying to stay composed.

FRANK

What's the bar food?

PETE

Fries or onion rings. That's it.
When you're the only guys in here
all week - what do ya want me to
do huh? Stock out the kitchen for
just you? Send your friends in
here - then we'll do specials.

FRANK

I'll, ahhh, take fries then.

PETE

Yep. (points to DON) You?

DON
Same.

JERRY & JIM
Yeah.... same.

PETE
They'll be about forty minutes.
I gotta start the fryer up.

PETE grumbles off. They roll over laughing as he leaves.

JERRY
What was that?

INT. KAUFMAN STUDIOS, CTW, NEW YORK, 1969 - DAY

SESAME STREET PRE-PRODUCTION. A VINTAGE STUDIO in the middle of QUEENS has been transformed into a GIANT NEW YORK STREET.

A PRODUCTION MEETING is underway - with JOAN COONEY, JON STONE, 38, (a bearded, gentle man; head writer and producer of the show) and SAM GIBBON, 35, a typically New York looking film producer.

FRANK OZ and DON SAHLIN sit to the side with a TABLE OF MUPPETS to present.

JIM HENSON passes a sketch across the table for JOAN to look at.

It his BIG BIRD sketch.

JIM
Okay... this is our Big Bird.
Basically a loving but stubborn perineal six year old. Like we talked about...

DON
Or... Jim as a six year old with feathers.

JIM
Yeah, but smarter. (beat) Okay...
Carol? (beat) Please meet - Big Bird - our hero of the show.

CAROL SPINNEY, 36, a tall grey bearded man, walks in performing BIG BIRD.

BIG BIRD
Hello Joan and everyone here.
(beat) Wow! What a big place this is! I've never been somewhere this big before!
(MORE)

BIG BIRD (CONT'D)
(beat) Wait a moment... is
that... is that trash I smell?

The GROUP laughs.

JON
Okay... our Brooklyn aint *that*
authentic.

BIG BIRD
Oh... well you can't win them
all. I forgive you.

JON
(amazed)
That's a bird... talking to me.

SAM
Jimmy - you're telling me there's
actually a guy in that thing?

JIM
It's a full body puppet like the
La Choy Dragon.

JIM walks over and reveals the HEAD FLAP on BIG BIRD'S CHEST. CAROLL'S FACE pokes through.

CAROLL
Hi. How you doing? Caroll.

JIM
We met Caroll at a convention in Salt Lake city last month. (beat) I think, you know, if we do this the way we're thinking, we're gonna need a few more puppeteers to come aboard. More ideas than hands at the moment.

DON
Tell me about it.

JOAN'S eyes widen. She can't believe it.

JOAN
Jim... it's magic. Pure magic.

INT. BACKDROP, KAUFAMAN STUDIOS, NEW YORK - DAY

Still in planning for SESAME STREET, we see BERT and ERNIE (performed by FRANK OZ and JIM HENSON) up against a FENCE.

JOAN, SAM, JON, DON and CAROLL are rolling over themselves with laughter.

BERT is an uptight, vertical Muppet, while ERNIE is the complete opposite, being shaped FLAT and HORIZONTAL.

ERNIE

Bert, you wanna play a game with me?

BERT

Oh no Ernie.

ERNIE

Just repeat after me. (*beat*) I one the sandbox. I two the sandbox. I three the sandbox.

BERT

Errrr...

ERNIE

...just keep it going.

BERT

I four the sandbox?

ERNIE

I FIVE the sandbox!

BERT

I SIX the sandbox!

ERNIE

I SEVEN the SANDBOX!

BERT

I EIGHT THE SANDBOX!

ERNIE

Wait. You ate the sandbox?

A long pause. BERT realizes.

ERNIE (CONT'D)

How'd it taste Bert?

BERT

Awwww no.

ERNIE laughs. The GROUP claps. JIM stands up, putting the ERNIE PUPPET down.

JIM

They'll be a sort of Laurel and Hardy - but for kids, you know. (*beat*) You like them?

JOAN

Jim... this thing is going to be incredible.

He smiles.

JIM
We've got more.

INT. HENSON OFFICE, NEW YORK, 1969 - DAY

SESAME STREET production is in full swing. DON is working with another puppet builder now to get the job done - CAROLY WILCOX, 26, a woman of short stature and strong heart.

JERRY NELSON, 35, an orange haired man who resembles an old west prospector in hippy clothes, works with FRANK OZ - testing out several of the new MUPPETS.

At the moment, they're practicing on GROVER - a dweeby BLUE MONSTER - and THE COUNT - a DRACULA inspired-character obsessed with numbers instead of BLOOD.

COUNT
Let me count your fingers - ah ha ha.

GROVER
Aaahhhh! Keep away from me you freak!

LISA HENSON watches them with her younger sister CHERYL. They can't stop laughing.

COUNT
Let me count your teeth!!! Ah ha ha ha! Vun!!! Two!!! Tree!!!

GROVER
Get him off me! Please girls!
Please!

JIM HENSON walks past with JANE. She nurses a BABY BUMP again. JOHN HENSON, 4, walks around behind her, a little frightened of all the MONSTERS in the room.

JIM
We're gonna need a bigger space.

JANE
How many more do you have to make?

JIM
We're taking characters from Sam and Friends and Jimmy Dean - but we'll still need another fifteen, twenty or so to make Sesame Street work. (beat) I'd get you and the kids in on it if I could.
(MORE)

JIM (CONT'D)

We'll need every puppeteer I can
find in bay area.

DON pipes up across the room.

DON

Hey... you coming back to this
insanity Jane?

JANE

No, no, no. I'm done with you
boys and your toys. Thank you.

JIM

(winks)

Muppets.

JIM notices his son JOHN hiding behind his mom's LEG.

JIM (CONT'D)

Johnny? What's the matter buddy?

JOHN

(quiet and shy)

Da monsters.

JIM isn't sure what to do. FRANK notices, GROVER still
perched on his arm.

He rushes over to JIM and crouches down to JOHN, making it
appear as if GROVER was hiding on JIM'S LANKY LEGS the way
he is.

GROVER

(frightened)

Wah, wah, wah what did he say?

JIM

I think Johnny said he saw some
monsters.

GROVER

AAARGH! MONSTERS!?! WHERE?

JOHN can't help himself. He chuckles.

GROVER (CONT'D)

Where are the monsters? I don't
want to see a monster!! You've
got to save me Johnny!

JOHN

No - you're a monster!

GROVER

WAH!?! Me?? A monster? You
must be joking.

(MORE)

GROVER (CONT'D)
 I'm not a monster! I'm a little
 boy like you!

JOHN keeps laughing.

JOHN
 No... you're a monster!

GROVER
 No... I think YOU are the monster
 now!

JOHN
 Hahaha - nooooo.

GROVER
 You are not?

JOHN
(howling with laughter)
 You're the monster!

GROVER
 Monster? Where?!? AARRRGH!

FRANK pulls GROVER away - making him appear to run across the room. JOHN hasn't even realized... he's stepped away from JANE'S leg.

JANE looks at JIM and smiles.

JANE
 What happened to all the "adult"
 projects?

JIM
(smug)
 I found a more appreciative
 audience.

JANE rolls her eyes. She looks around the room.

JANE
 Where's Brian? *(beat)* Brian?

DON
 He's found Oscar.

They all turn and look. BRIAN HENSON, 7, is talking to a GREEN MUPPET in the trash can - OSCAR THE GROUCH. CAROLL SPINNEY is lying on the floor performing him.

OSCAR
 Hey kid! We aint got no specials
 today.

BRIAN
 What?

JERRY smiles at JANE.

JERRY

This is that guy from the
tavern... toned down.

JANE

Wow...

OSCAR

Kiddo... this is my trash zone!
Get out of it!

BRIAN

(cheeky)

No!

OSCAR

Hey! Who belongs to this brat?
His dad's gotta be a real piece
of work!

JIM

Caroll - you're enjoying that one
far too much.

OSCAR

Who's Caroll??.... Bozo!

JANE wells up. Without meaning to, she bursts into tears
in front of everyone.

JANE

I'm sorry. Sorry.

JANE rushes out. JIM, not knowing what's happening,
follows her.

EXT. NEW YORK STREET, 1969 - DAY

JANE, tears streaming, hurries away from the HENSON OFFICE.

JIM chases her.

JIM

Jane? What's going on?

JANE

Jim...

JIM

What are you doing?

JANE

Go watch the kids. I need some
air for a while.

JIM
Just slow down. Jane?

JANE keeps pushing through the CROWD. JIM grabs her - turning her to face him.

JANE
Don't... --

JIM
-- What's going on?

She turns away - unable to look him in the eyes.

JIM (CONT'D)
Are you mad at me for something?

JANE
I'm not mad...

JIM
If you can't talk to me - what hope have we got?

JANE clutches the cuffs of his SHIRT.

JANE
You're going to leave us. Me and the kids. It's something that happens. It's the way my life works.

JIM
Don't say that.

JANE
I can't... I can't measure up to you... and you'll go. I know... you'll see it. Maybe not tomorrow, but soon, you'll realize there's better out there... and then these brief moments I've had in your charmed life will have passed me by before I even had a chance to prove to you... I have it in me too.

JIM
Jane... that's not true.

JANE turns and walks away. She can't bring herself to keep it up. JIM watches her disappear into the CROWD.

INT. HENSON OFFICE, NEW YORK, 1969 - DAY

JIM walks back into the OFFICE. All EYES are on him - no one wants to be the first to ask.

He jumps in for them.

JIM

I think, ahhh, she needed some air. You know?

He dawdles back over to the KIDS.

INT. HENSON APARTMENT, NEW YORK, 1968 - NIGHT

BRIAN, CHERYL, LISA and JOHN are sitting around a small wooden table as JIM dishes out CHINESE TAKE-AWAY onto their plates.

All eyes turn to the FRONT DOOR...

...as a PREGNANT JANE creeps back in.

No one says anything. The KIDS remain quiet. JANE heads straight for the bedroom.

INT. BEDROOM, HENSON APARTMENT, NEW YORK, 1968 - NIGHT

JIM opens the door. JANE is sitting on the bed, taking her shoes off slowly

He holds out a BOX OF CHINESE FOOD for her.

JIM

We got you chicken noodle - if you wanted.

JANE

I've already eaten.

JIM

What you have?

JANE

I had a pretzel from the street corner.

JIM

Oh...

JANE stares at the floor. She can't look at him.

JANE

Your show is going to be amazing Jimmy. It really is. (to tears again) I'm so sorry.

JIM joins her on the bed.

JIM

You know... since Paul died... I feel like all I've been doing is chasing the time I've lost. I want my life to be everything it can be... And you're the most important part of that. You're the only part... that matters.

Still unable to look him in the eyes - JANE rests her head on his shoulders - melting.

INT. EDIT SUITE, NEW YORK, 1970 - EVENING

We see a TELEVISION MONITOR on a LINEAR EDIT DESK. It displays the SESAME STREET opening from 1970.

ON TV :

A bunch of New York inner city kids run around SESAME STREET.

KIDS

(singing)

Sunny day / Sweepin' the clouds away / On my way to where the air is sweet / Can you tell me how to get / How to get to Sesame Street

The KIDS are suddenly interacting with the SESAME STREET Muppets - BIG BIRD, BERT, ERNIE, OSCAR THE GROUCH, GROVER, COOKIE MONSTER and THE COUNT.

KIDS (CONT'D)

(singing)

Come and play / Everything's A- okay / Friendly neighbors there / That's where we meet / Can you tell me how to get / How to get to Sesame Street... / How to get to Sesame Street... / How to...

The SONG fades out to the first SEGMENT for the show. BERT addressing a gathering of MUPPETS at a PODIUM.

OFF TV:

JIM HENSON and the EDITOR turn the VOLUME DOWN.

JIM

Alright. Lock it in.

EDITOR

I'll cross that off with compliments.

There's a KNOCK on the SUITE door.

JOAN (O.S)
Knock knock.

JOAN COONEY, the executive producer, walks in with a copy of VARIETY and an ENVELOPE.

JOAN (CONT'D)
Hey Jim - you got a minute?

INT. KAUFMAN STUDIOS, CTW, NEW YORK, 1970 - EVENING

JOAN and JIM walk out into the WINGS of the SESAME STREET SET. We see the busy CREW wrapping another day of shooting.

MR SNUFFLEUPAGUS, a giant MUPPET wholly mammoth, is being hoisted into the ceiling with a PINK TARP draped over it.

JOAN
We just sold Mexico and Canada.

JIM
Oh Joan. That's fantastic.
Congratulations.

JOAN
And... the best part... drum
roll... I just got off the phone
to Ed... we got four Emmy noms.

JIM
You're joking me! I can't
believe that!

JOAN holds up the VARIETY page with Emmy nominations. She's already high-lighted the SESAME STREET ones.

JOAN
Number one children's show
thirteen weeks and counting.
That has never happened before in
the history of television. You
think we're not gonna win those
little gold statues?

JIM seems non-fussed.

JOAN (CONT'D)
Do you ever smile?

JIM
Ohhh... I told Jane I'd be back
an hour ago.

JOAN
Trouble with the tape system?

JIM
We were just messing around with
a few of the animations. It's my
fault. Episode is locked now.

JOAN
Good! I can't wait to see this
one.

JOAN stuffs an ENVELOPE in his pocket.

JOAN (CONT'D)
Don't work too hard Jimmy. We
need you at your best right now.

JOAN walks off. JIM takes a look inside the envelope.

It's a cheque - made out to "THE HENSON COMPANY PTY LTD"
for \$564,352.

JIM, shocked, doesn't notice KERMIT creeping up behind him.

KERMIT
(singing)
It's not easy bein' green /
Having to spend each day the
color of the leaves.

JIM looks around at the busy SESAME STREET set.

KERMIT (CONT'D)
(singing)
When I think it could be nicer
being red, or yellow, or gold /
Or something much more colorful
like that.

JIM and KERMIT look at each other - understanding.

EXT. NEW YORK STREET, 1970 - NIGHT

JIM and KERMIT make their way home along the SNOWY STREETS
of NEW YORK.

They stare at a giant ADVERTISEMENT ACROSS TIMES SQUARE for
"SESAME STREET". It features all the MUPPET CHARACTERS
waving to the frozen CROWDS.

KERMIT
(singing)
It's not easy bein' green / It
seems you blend in with so many
other ordinary things.

JIM sees a YOUNG MOTHER pushing her BABY in a PRAM. The PRAM is decorated with SESAME STREET patterns - a little BIG BIRD toy trying to peer out.

KERMIT (CONT'D)

(singing)

And people tend to pass you over
'cause you're / Not standing out
like flashy sparkles in the
water.

JIM and KERMIT look up to the SKY. They're unrecognizable in this big city.

KERMIT (CONT'D)

(singing)

Or stars in the sky.

INT. ELEVATOR, HENSON APARTMENT, 1970 - NIGHT

JIM and KERMIT lumber into the ELEVATOR of their APARTMENT BUILDING. He's exhausted.

KERMIT

(singing)

But green's the color of spring /
And green can be cool and
friendly-like.

They get out and bumble down the hallway. JIM waves at his NEIGHBOR as they pass in the hall.

INT. HENSON APARTMENT, NEW YORK, 1970 - NIGHT

JIM and KERMIT through the front door, about to collapse. There's no one around.

Concerned, they go looking.

KERMIT

(singing)

And green can be big like an
mountain / Or important like a
river / Or tall like a tree.

JIM sees a NOTE on the fridge. He reads it - his face dropping.

INT. HENSON APARTMENT, NEW YORK, 1970 - MORNING

JIM and KERMIT haven't slept. They're sitting on the lounge staring at the LARGE CHEQUE resting on the coffee table...

...wedged between a MACY'S brochure for SESAME STREET MERCHANDISE...

...and a newspaper clipping from the ANNIVERSARY OF THE ASSASSINATION of MARTIN LUTHER KING.

KERMIT

(singing)

When green is all there is to be
/ It could make you wonder why /
But why wonder / Why wonder...

They look up to the TELEVISION. SESAME STREET is playing. JIM gets up from the LOUNGE and walks to the window...

...across the STREET he can see FIVE or SIX KIDS in different APARTMENTS watching SESAME STREET on their TV'S right this very moment...

...the smiles on their faces saying it all.

KERMIT (CONT'D)

(singing)

I am green and it'll do fine /
It's beautiful / And I think it's
what I want to be.

JIM turns to the sound of the FRONT DOOR opening. JANE walks in with the KIDS. She puts a SUITCASE back down on the ground.

INT. FARM, AHOSKIE, NORTH CAROLINA, 1990 - DAY

YEARS LATER. A familiar face leans in through the PASSENGER WINDOW at JIM HENSON, still dozing in his seat.

It's BETTY HENSON, his mother, 76, old and grey now, but still full of life.

BETTY

Jimmy, Jimmy, Jimmy. You're home
my darlin'.

JIM opens his eyes. His mother smiles down at him.

BETTY (CONT'D)

You're gonna miss lunch if you
don't get up. We let you sleep
as long as we could.

JIM

What, ahhh, what time is it?

BETTY

It's time to cut the turkey.

INT. DINING TABLE, HENSON FARM, AHOSIKE, NC, 1990 - DAY

JIM sits around a table with his mother and father, PAUL, 80, and BETTY. CHERYL, his daughter, brings in a BASKET OF HOT CORN BREAD.

PAUL SNR

You falling asleep like that
Jimmy - oughta not have so many
late nights, wouldn't ya think?

JIM

I'm just, ahhh, just battling a
flu at the moment.

PAUL SNR

You been gettin' to church?

JIM

Dad --

CHERYL

-- Grandma, I keep telling him to
go see a doctor. Can you please
tell him he needs to see a
doctor?

PAUL SNR

Jim doesn't need a doctor.
There's no reason to bother a
professional with something like
a flu. I can tell you what's
wrong - Jim needs to sort himself
out. He needs to get back to
church. Even just the once Jim.
You're receiving a message here.

JIM

Dad... there's no message. I'm
just run down.

PAUL SNR

Hector James, three farms up,
woke himself with a locked back
not so long ago - claimed it was
from fruit picking. Went to
church the next week and all was
well on the Monday. God will
look after you if you look after
him.

JIM

I fell asleep in the car - that's
all. I'm not coughing up blood.
Please, everyone... just drop it.

PAUL SNR

I'm only saying Jimmy --

JIM

-- I got it dad. I got it.

BETTY watches her son - concerned. She passes him some CORN BREAD.

EXT. FARM, AHOSKIE, NORTH CAROLINA, 1990 - AFTERNOON

JIM, perked up, plays a ROUSING game of CROQUET with the HENSON FAMILY...

...the other BROTHER and SISTERS having now arrived.

EXT. PORCH, AHOSKIE, NORTH CAROLINA, 1990 - DUSK

JIM sits on the porch - stuck between two older renovations to the HENSON FARMHOUSE. It's Jim's secret porch.

PAUL HENSON stumbles out and sits with him. They watch the ORANGE SUN setting across the CAROLINA HORIZON in silence.

PAUL SNR

Your mother thinks you're depressed.

JIM

I'm not depressed.

PAUL SNR

Well, I'm looking at ya Jimmy - and for a man who has achieved what you have - had the life you've lived... you don't look so happy about it.

JIM

Of course I'm happy.

PAUL SNR

Son... you need to get back with Jane. Put that right.

JIM

She's not my wife anymore.

PAUL thinks on this a while.

PAUL SNR

I don't know who you think you're foolin'.

PAUL slaps him on the knee - his fatherly duties finished.

PAUL SNR (O.S) (CONT'D)
 You oughta put things right with
 that woman soon as you can.
 While you can Jimmy.

JIM continues to stare. He sees a LANDSTRIDER from the DARK CRYSTAL slowly move across the horizon in silhouette.

INT. SNL, NBC STUDIOS, NEW YORK, 1975 - NIGHT

October 1975. The first season of SATURDAY NIGHT LIVE. Strange MUPPET type creatures are performing in front of a bubbling tarpit - part of a fictional land called "GORCH".

A live audience watches as the show goes down.

KING PLOOBIS, a giant pompous LIZARD is being performed by JIM HENSON, 40, while QUEEN PEUTA is being performed by ALICE TWEEDY, 35, a timid blonde woman of short stature.

PEUTA

Ploobis! Ploobis! Do you know
 what your son Wiss is doing?

PLOOBIS

What? Has he locked himself in
 the bathroom with a magazine
 again?

PEUTA

No! Your son Wiss is smoking...
 craters!

PLOOBIS

No!

PEUTA

Yes!

PLOOBIS

Not my son. Why, my son is a...
 he's a...

PEUTA

A crater head!

PLOOBIS

A crater head!

The AUDIENCE seems restless. No one is laughing.

BACKSTAGE. LORNE MICHAELS, 31, the young hotshot brains behind the show, is watching the LAND OF GORCH sketch from the wings.

He whispers into a headpiece.

LORNE

That's three for three. Not too late to pull in laugh tracks huh?

CONTROL ROOM. The TECHNICIANS are watching the LIVE CAMERA feeds of the SKETCH. Some of the banks of monitors show unimpressed AUDIENCE MEMBERS. A DIRECTOR barks down the headpiece.

DIRECTOR

I've got some unhappy people out there Lorne. This stuff isn't funny. Someone should tell this guy to stick to pre-schoolers.

BACKSTAGE. LORNE receives the message from the room. He looks across to the head writer for the show MICHAEL O'DONOOGHUE, 35, a hard looking comedian type.

LORNE

What the hell is this?

O'DONOOGHUE

I don't write *felt* Lorne. Don't look at me.

BACK ON STAGE. The SKETCH comes to a close. The AUDIENCE is dead quiet as JIM HENSON and ALICE TWEEDY rush off stage.

A PROMPTER starts the clap, avoiding any embarrassment.

PROMPTER

Ladies and gentlemen - Saturday Night Live is back in five... four... three... two... ONE!

CHEVY CHASE, 32, a tall handsome regular on the show, bounds out to THUNDEROUS applause.

CHEVY CHASE

In America today, certain oppressed minorities... are treated like second class citizens. All because of a harmless little affliction. I refer to saliva displacement difficulties, or, as we are sometimes called, "droolers".

CHEVY trickles DROOL down his CHIN. The AUDIENCE erupts into HYSTERICS.

BACKSTAGE. JIM HENSON, FRANK OZ, 31, and ALICE TWEEDY stand with their GORCH MUPPETS. They all watch the CHEVY CHASE sketch, a little disappointed. The AUDIENCE is actually responding to this one.

LORNE

It's probably just an off night
Jim. Don't worry about it.

JIM

(not convinced)

Yeah.

INT. UPMARKET RESTAURANT, NEW YORK, 1975 - NIGHT

POSH restaurant near NBC. JIM HENSON and FRANK OZ are sitting with BERNIE BRILLSTEIN, 44, a powerful, well dressed man with a typical New York agency attitude.

BERNIE

So the show didn't go so well,
eh, the show didn't go so well.
There's always next week. Flash
'em the last five years of Emmys
from S. Street - then we'll see
who is smarter.

JIM

Lorne's gonna drop the segment.
It's three for three tonight.
He'll be backed in a corner.

BERNIE

Saturday Night Live loves the
Muppets. That's a fact. I'm
your agent. I know the things
you don't. NBC wouldn't let you
go.

FRANK

We should be writing our own
material. We know how these
segments can work - but we're
given these pieces... we can't
make that funny.

BERNIE

You're right. You should be on
your own show. And I'm working
on that. We're close. We're
real close.

JIM buries his head in his PLATE.

JIM

I don't - I don't want to be
pigeonholed as a children's
entertainer Bernie. I wanna move
into something everyone can
enjoy. That's where I started.
That was the plan, you know.

(MORE)

JIM (CONT'D)

(beat) Saturday Night Live, it's not, it's not the right place.

BERNIE

I'm trying Jim. I'm trying.

INT. EXPENSIVE HENSON APARTMENT, NEW YORK, 1975 - MORNING

The HENSON APARTMENT has been upgraded, courtesy of the GIANT WEALTH Jim has accumulated over the last few years of SESAME STREET.

No longer filled with hippie style relics from the 60's - the place seems a shrine to all things MUPPETS - SESAME STREET merchandise proudly on display round every corner...

...including a MOCK-UP BIG BIRD head on the wall and a STAINED GLASS WINDOW of BERT and ERNIE.

ON TV :

The OPENING of the SONNY AND CHER COMEDY HOUR. CHER, a tall attractive young woman, verbally spars with her husband SONNY, a much older southern-Italian man.

SONNY

Cher, c'mon, stop it. My friends are out there watching the show.

CHER

Hi Dopey. Hi Doc.

OFF TV :

JIM watches with his children - LISA, 15, CHERYL, 13, BRIAN, 12 and JOHN, 10.

JANE HENSON, 41, sits with HEATHER, 5, on the other side of the room, knitting.

They're one big happy family - at least on the surface.

ON TV :

We see an EGYPTIAN SKIT from SONNY AND CHER. CHER is dressed as QUEEN CLEOPATRA, lying across a SOFA.

CHER (CONT'D)

Another Cairo night - and here I am alone. Cleopatra - the greatest woman in all of Egypt - without a date... or even a knight.

SONNY walks in dressed as a MARC ANTONY.

SONNY
You called O' Egyptian ruler?

CHER
Yes I did O' Little Italian
Meatball.

The AUDIENCE erupts into HYSTERICS.

OFF TV :

JIM looks around. His KIDS are laughing. Even JANE gets a small giggle out.

ON TV :

SONNY and CHER sing "BABY DON'T GO" together.

OFF TV :

HEATHER has jumped off her mothers lap and has started dancing around the room.

The HENSON FAMILY just laughs.

LISA
Dad... can we get the puppets?

JIM
Oh honey. It's late. (*beat*)
Jane? What do you think?

BRIAN
Oh yeah! Please! Please!

JANE just shrugs.

JANE
You all finished your homework?

The KIDS nod in unison - excited.

JANE (CONT'D)
John... you've finished too?

JOHN
(*obviously lying*)
Scouts honour.

INT. KITCHEN, NEW HENSON APARTMENT, NEW YORK, 1975 - NIGHT

BRIAN HENSON takes a SONNY AND CHER VINYL and carefully places it on the PLAYER. The KIDS all gather around the KITCHEN BENCH.

A verbal banter starts. We suddenly see KERMIT THE FROG (now with frilly neck and webbed feet from Sesame Street) jump up by the stove - performed by JIM.

Another puppet - a strange female pig - HOGGY - (recognizable as an early MISS PIGGY) pops up next to KERMIT - being performed by JANE. HOGGY has the trade mark BLONDE WIG that would become the staple of MISS PIGGY in time to come.

The MUPPETS mouth the words of the SONNY & CHER VINYL.

KERMIT

(mouthing)

Cher, c'mon, stop it. My friends
are out there watching the show.

HOGGY

(mouthing)

Hi Dopey. Hi Doc.

KERMIT

(mouthing)

What's with you tonight? Just
take it easy will you please?
What if you were sitting out
there and watching us, you know,
right now. Be honest, what would
you say?

HOGGY

(mouthing)

I'd say the same thing everybody
else says. What does she see in
that man?

HOGGY pretends to KARATE CHOP KERMIT. The KIDS bowl over laughing. Everyone except LISA and JOHN, who stand in the DOORWAY rolling their eyes.

LISA

I don't get it. You're both
embarrassing.

JOHN

It's not funny.

JIM

(through Kermit)

Boo to the peanut gallery whiners
and ON with the show! Yaaaaay!

LISA

Boo to you Froggy!

JOHN

Frog legs!

There's more than a little WALDORF and STATLER to them.

JIM and JANE share a knowing look under the table. "I GOT YOU BABE" starts to play.

KERMIT and HOGGY mouth along to the record as the HENSON KIDS join in singing.

HOGGY

(mouthing)

They say we're young and we don't know / We won't find out until we grow old.

KERMIT

(mouthing)

Well I don't know if all that's true / 'Cause you got me, and baby I got you.

HOGGY & KERMIT

(mouthing)

Babe / I got you babe / I got you babe.

INT. OFFICE, WALDORF, NEW YORK, 1975 - DAY

The most extravagant NEW YORK office imaginable. JIM sits with BERNIE, JERRY JUHL, now 37, FRANK OZ, DON SAHLIN, now 47, and RICHARD HUNT, 24, by the receptionist desk.

RICHARD is the youngest of the HENSON GROUP, a clean shaven, squeaky clean performer. JIM nervously pours WATER into a glass.

JIM

I've been in expensive places Bernie. But this takes the cake. I'm nervous just drinking the water.

BERNIE

Lew Grade is serious money my friend. You're money, don't get me wrong. I'm money. But this guy is serious money. (beat) Dead serious.

JIM

(dry)

He sounds perfect for this.

MISS TRACY, 21, the secretary, coughs at her DESK.

MISS TRACY

You can, ahhh, you can see him now.

There's more than a slight air of THE MUPPET MOVIE to the scene.

The GROUP gets up and nervously walks to the GIANT WOODEN DOORS.

JIM

Well guys, this is it.

The DOOR SWINGS OPEN to a flurry of CHORAL MUSIC.

INT. LEW GRADES OFFICE, WALDORF, NEW YORK, 1975 - DAY

JIM, BERNIE, FRANK, DON, RICHARD and JERRY shuffle across the POSH LOOKING OFFICE. The BACK OF A LEATHER CHAIR faces them - smoking rising from behind.

JIM

Ahhh... sir?

The CHAIR revolves around. Sitting there is LORD LEW GRADE, 69, a rounded man of great wealth. He sneers with a British pomp and panache, smoking a CIGAR and eyeing off these crazy New York artists.

JIM gulps. FRANK whispers into his ear.

FRANK

We're all behind you man.

Bravely, JIM steps up to the challenge.

JIM

Mr Lew Grade... I'm Jim Henson
and this is my team.

LEW GRADE

I know who you are.

JIM

Ohhh... good. Yeah.

BERNIE

I assume you've seen the idea --

LEW GRADE

-- I've seen all the things
you've sent to my office Mr
Brillstein. Yes. (beat) I am, I
should add, a massive fan of your
work, Mr Henson. I've admired it
from afar for some time, even
before this strange man over here
came into contact with my
secretary.

JIM
Well, thank you. Gee.

LEW GRADE
As for your proposal...

They ALL hold their breath as LEW GRADE continues to suck back on his CIGAR.

LEW GRADE (CONT'D)
I like it. Not an ounce of American crass. I'll need twenty-four half hour episodes to start, and I'll need to shoot in England.

The GROUP doesn't know what to say. JIM, dumbstruck, just nods.

JIM
Ahhh... okay?

INT. BAR, UPTOWN, NEW YORK, 1975 - DAY

The small, cramped BOOTH is filled with JIM, BERNIE, DON, FRANK, RICHARD and JERRY all sharing a GLASS of WHISKEY - celebrating. It's like the old times back in the SIXTIES.

They toast to their own success. Overjoyed, JIM does an impression of LEW GRADE, using a PRETZEL as a PROP CIGAR.

JIM
(as LEW GRADE)
I know who you are!

RICHARD, a little drunk, makes a high pitched whine sound that mimics JIM.

RICHARD
(like Beaker the Muppet)
Mi, mi, mi, mi... mi, mi.

The GROUP fall over themselves laughing.

INT. BEDROOM, NEW HENSON APARTMENT, NEW YORK, 1975 - NIGHT

JIM sits on the edge of the bed looking quite sorry for himself. JANE is crying across the other side of the room.

JANE
What about the kids Jim? Their life is here - not in England.

JIM
We'll get a big house and have two homes.

JANE

It's not the money. Things were finally settling.. And you always do this... you always drive a wedge into our life with your work.

JIM

I thought you believed in this.

A long pause. JOHN calls out from his bedroom.

JOHN (O.S)

Mom? MOM!

JANE sighs, heading out the door.

JANE

When did what I think start mattering?

INT. ELSTREE STUDIOS, LONDON, 1975 - DAY

We see the OPENING TO THE MUPPET SHOW. KERMIT THE FROG sticks his head out of the "O" on a GIANT MUPPET SHOW PLACE CARD.

KERMIT

It's the Muppet Show with our very special guest Juliet Prowse!
YAAAAAAAYYYYY!

KERMIT goes ballistic. The TITLE CARD rises into the AIR revealing an old RUSTIC 40's style VAUDEVILLE STAGE. A PAIR OF RED CURTAINS PART TO REVEAL...

...SEVERAL GOLD ARCHES. The FEMALE CAST of the MUPPET SHOW start running on STAGE - MONSTERS and GIANT BIRDS et al.

FEMALE MUPPETS

(singing)

It's time to play the music /
It's time to light the lights /
It's time to meet the Muppets /
On the Muppet Show Tonight.

The MALE CAST of THE MUPPETS - including even more colorful MONSTERS and CHICKENS - race onto STAGE singing.

MALE MUPPETS

(singing)

It's time to put on makeup / It's time to dress up right / It's time to get things started...

WALDORF and STATLER (two old, grumpy MUPPETS) whine from up in their BALCONY.

WALDORF

Ohhh... they'll never get this started. Boo!

STATLER holds up a score card with "1" on it. The MUPPET audience boos them.

STATLER

Oh! I know what you want!

He holds up another card... this time with an "0". The place erupts with APPLAUSE.

We pull back from KERMIT resting in his ARCH...

KERMIT

(singing)

It's time to get things started.

...to reveal the ENTIRE CAST of the MUPPETS all in a MASSIVE LINE.

MUPPETS

(singing)

On the most sensational /
Inspirational / Celebrational /
Muppetational / This is what we
call the Muppet Show!

The "THE MUPPET SHOW" title is lowered again into frame. GONZO (a blue beaked "whatever" Muppet) blows a TRUMPET from inside the "O".

It BLOWS up in his face - ending the OPENING.

INT. MUPPET SET, ELSTREE STUDIOS, LONDON, 1975 - DAY

Filming on THE MUPPET SHOW. The set of VETERINARIAN'S HOSPITAL is laid out with a small CAMERA CREW huddled around watching a REHEARSAL.

DR. BOB (aka ROWLF THE DOG) is dressed in HOSPITAL GOWNS. He's performed by JIM HENSON (with the assistance of JERRY JUHL on the other arm).

With him is NURSE PIGGY (aka MISS PIGGY) also dressed in HOSPITAL GOWNS. She's performed by FRANK OZ. Standing with her is NURSE JANICE (a squinty eyed CHER rip off with blonde hair) performed by RICHARD HUNT.

The PATIENT on the GURNEY is covered with a SHEET. DR BOB rips the cover off - revealing a LOAF OF BREAD with EYES.

DR BOB

What? This is no patient! It's
a loaf of bread!

BREAD
And a very sick one...

NURSE PIGGY
Good grief! It's talking bread!

NURSE JANICE
Dr Bob... what do you make of it?

DR BOB
What else? TOAST!

The CREW crack themselves up. JIM hams up ROWLF'S EXPRESSION down the lens.

OFFSET. CHERYL and BRIAN HENSON laugh with the rest of the CREW. They're hanging around by the LIGHTS.

We see underneath the raised set - JIM, FRANK, JERRY and RICHARD are cracking themselves up too.

INT. CAFETERIA, ELSTREE STUDIO, LONDON, 1975 - DAY

JIM sits in the STUDIO CAFE, earpiece still in, listening to the AD's. He eats a quick lunch with BRIAN and CHERYL.

JIM
So what do you think of the show?

BRIAN
It's funny.

JIM
Yeah? Reckon your mom would laugh at it?

BRIAN
I don't know about that.

He looks across to the VIDEO SPLIT showing what's happening on SET. MARVIN SUGGS (a BLUE MUPPET with a SPANISH FLAIR) is banging small furry balls (muppephones) on the head with a large MALLET. As he does, they scream out in pain - creating notes...

...that in turn is being used to perform a SONG.

JIM
This is like the show I met your mom on - years and years ago now. Back at college. (beat) Maybe a little more... you know...

FRANK OZ stands up from behind the table, holding the MARVIN MUPPET.

JIM (CONT'D)

It's like we let the inmates out of the nut house and gave them all puppets. (beat) I don't know why she doesn't come down here and be a part of it. She'd be so much happier. She used to love performing.

CHERYL smiles, not convinced for a second.

CHERYL

Dad... she hates it. She says that all the time.

JIM

(surprised)

Really?

INT. RESTAURANT, LONDON, 1976 - NIGHT

A posh, stifling, upmarket restaurant.

JIM and JANE sit at a table. She finishes her dessert while JIM gulps down his third coffee.

JANE

You need to eat more. You still look gaunt.

JIM

I always look like that. I'm not, I'm not worried about it.

JANE

Well I am.

They've both run out of things to say.

JIM

The show is doing well. Time Magazine was thinking of doing a cover. The editor said it's the best television show being produced on planet earth... which is... you know. It's nice. (beat) We were right. Years ago, you know. With Sam and Friends. How much time did we lose when we should have just followed our heart all along? We knew what works. We always did.

JANE just looks at him - filled with sadness.

JANE

You were right Jim. I was just watching you do it. (beat) I want to go back to New York with the kids. We don't fit in here.

JIM

Jane...

JANE

...it's not... it's not something we're going to fight about. There wouldn't be any point... you're not... we're not fighting people. Why don't we try friends for a while? See if that works out better than keeping up this game of husband and wife another night?

JIM

Now we've started the show, I can slow down.

JANE just stares him the eyes.

JANE

Jim. You know that's not true. (beat) I got my first cheque in the mail. For a silly little painting I did of an orange. I wasn't even trying to sell it, I just meant for it to be framed. But somebody saw it at the shop... and of course I said yes. (beat) That was a big thing for me. I'd never made a cent before in my life - and yet here was this cheque outta nowhere. The kids and I... we celebrated with tea and cookies round the table. And it felt good... even if it wasn't the way I might have wanted something like that... with everyone around - cheering me on. It wasn't a tv show, but to me it was something - you know? I called the studio just to tell you about it - but of course you were on set. And that was a moment of my life you missed Jim.

JIM

It's been a rough few weeks getting the show started. It's always like that... I don't, I don't know what --

JANE

-- It wasn't this week Jim. I
got the cheque six years ago.

JANE pulls the CHEQUE out of her WALLET and shows JIM.

JANE (CONT'D)

I have a seller and sometimes I
make off with two or three
paintings a month through this
little store. And I can do all
this from home. All without you
ever having known... somehow.

JIM

Honey, I could pay you a hundred
times what's on this signature if
you just want to paint. If I'd
known you needed some money...
that's... that's not a problem.
Of course it's not. I want you
to be happy.

JANE

That is my happiness Jim. And
you haven't been there to share
it. (beat) I love you, but you
don't belong to me. You belong
to people I'll never even meet.

JIM stares at the CHEQUE, his heart heavy.

JIM

Let me make this right.

JANE

Then say we'll try friends Jimmy.
That's all I ever wanted anyway.

JIM looks like he'll cry. JANE holds his head in her
hands.

JANE (CONT'D)

Maybe, you know, maybe it just
means we'll disappoint each other
less...

JIM

How's that?

JANE

Don't make me be the one to say
it...

JIM stares at the table. He's ripping apart with pain.

INT. MUPPET SET, ELSTREE STUDIOS, LONDON, 1975 - DAY

A KITCHEN SET. The MUPPET CREW is hard at work filming. The SWEDISH CHEF (a crazy humanoid muppet). He's being performed by JIM HENSON with FRANK OZ doing the spare arm.

SWEDISH CHEF

(singing)

Nerd gorsh di hort. der gersch
di hoo... ort BORT! BORT! BORT!

The SWEDISH CHEF throws his UTENSILS across the room.

Behind the table - FRANK is trying no to burst into laughter. JIM is taking the performance very seriously, hardly even cracking a smile.

SWEDISH CHEF (CONT'D)

Yergish born - der Sweedish
Meatball!

He picks up a SAUCE DISPENSER.

SWEDISH CHEF (CONT'D)

Yerdin sauce din meatball!

The SWEDISH CHEF sprinkles a little CHEESE on top - but when he goes to stir it - ONE OF THE MEATBALLS springs out of the PAN and BOUNCES across the table.

SWEDISH CHEF (CONT'D)

Bort?

He tries it again. Picking up a MEATBALL - he bounces it across the TABLE.

SWEDISH CHEF (CONT'D)

Ohhhh... de beency bouncy burger
de? (thinks) Zerns de burger -
comme su!

The SWEDISH CHEF picks up a TENNIS RACQUET and launches the MEATBALLS off CAMERA. BOING!

He laughs and tries it AGAIN.

SWEDISH CHEF (CONT'D)

Orrridi hoooo!

The SKETCH finishes and the CREW burst out into the usual uncontrollable laughter.

JIM and FRANK appear from under the table. JIM'S covered in sweat - panting.

FRANK

You okay Jim?

JIM
Uh... yeah.

CREW MEMBER
(parroting sketch)
Bort! Bort! Bort!

JIM, overwhelmed, rushes away from the set.

INT. BACKSTAGE, ELSTREE STUDIOS, LONDON, 1975 - DAY

In the bowels of the MUPPET SHOW SET, JIM hobbles through the CORRIDORS, the SWEDISH CHEF MUPPET still on his arm.

He gently places it down on a table...

...and leans against the wall - about to burst.

He stares at the COVER OF TIME MAGAZINE pinned to the STAFF NOTICE BOARD in front of him...

...it shows JIM HENSON posing with the MUPPETS - "SHOW OF THE CENTURY".

JIM cries into his hands.

INT. LIVING ROOM, HENSON FARM, AHOSIKE, NC, 1990 - DAY

YEARS LATER. BACK AT HIS JIM'S PARENTS FARM.

ENTERTAINMENT TONIGHT is playing on TV. JIM, wrapped in a blanket, is watching.

ON TV :

MARY HART grins down the camera.

MARY HART
Once described as the creator of the most popular show on television, Jim Henson, mastermind behind The Muppets, suffered a new blow yesterday as his once untouchable dynasty continues its downward decline.

We cut to images from "GHOST OF FAFFNER HALL". A BLUE GHOST puppet flies around the screen.

MARY HART (V.O) (CONT'D)
Jim Henson's new show, "The Ghost of Faffner Hall", was given the axe by HBO late yesterday.
(MORE)

MARY HART (V.O) (CONT'D)

The latest in a decade long line of commercial disasters for the man once tipped as the modern day Walt Disney. Some even say the master magician may have finally lost his touch --

We cut to footage from THE STORYTELLER series. We see the DEVILS from the episode "The Soldier and Death" sitting around playing cards.

MARY HART (V.O) (CONT'D)

-- Recent failures include the critically praised, but commercially disastrous, "Storyteller" Series - a passion project using puppets to retell classic, if lesser known, folk-tales, fables and legends.

We see some footage from the 1986 feature film THE LABYRINTH. DAVID BOWIE, as JARETH, whirls a GLASS BALL around the screen.

MARY HART (V.O) (CONT'D)

The 1986 flop, "The Labyrinth" - reported to have cost over twenty five million dollars to produce, and winding up grossing less than twelve million of that back at the box office.

Cut to footage from the 1982 feature film THE DARK CRYSTAL. Various highlights from the film including THE SKEKSIS (gaunt, dragon like creatures), the MYSTICS (elephantine lizard like creatures) and the GELFLINGS (strange elves).

MARY HART (V.O) (CONT'D)

And the project that many attribute as the start of Hensons decline - "The Dark Crystal" - way back now in 1982. An unparalleled critical success for the fantasy master, but one audiences didn't seem to share.

We see footage of JIM and the DARK CRYSTAL CREW hard at work on set.

JIM HENSON ON SET

We're trying hard to break away from the Muppets, you know. There's many elements to the art of puppetry audiences have never been exposed to.

MARY HART (V.O)

In fact, outside of repeats from
The Muppet Show and Sesame
Street, the greatest success for
Henson in the last ten years was
the short-lived HBO show "Fraggle
Rock"...

We see some CLIPS from FRAGGLE ROCK, a MUPPET-STYLE show
about underground "fraggles" that live in harmony with all
the other creatures.

MARY HART (V.O) (CONT'D)

And even this new "muppet"
offering had an element of
darkness that you would never
find down on Sesame Street.

We see an interview with LEONARD MALTIN interviewing JIM
HENSON on THE LABYRINTH press JUNKET.

LEONARD MALTIN

You seem worlds away from the
vaudeville style of The Muppet
Show with your new movie.
(mocking) I almost have to ask...
is everything alright at home?

JIM HENSON ON SET

(laughs) I just like trying new
things, you know.

We see more CLIPS from FRAGGLE ROCK.

MARY HART (V.O)

Even so, HBO cancelled "Fraggle
Rock" half way through its fourth
season.

OFF TV :

BETTY HENSON clicks off the TV set.

BETTY

Jimmy... you shouldn't be
watching that trash. (beat)
It'll give you square eyes.

JIM gives her a smile.

JIM

I don't understand why they can't
leave it alone.

BETTY

People want to laugh. That's it.
That's all there is to it.

JIM thinks about it a while. BETTY gives him a gentle tap on the shoulder.

BETTY (CONT'D)

You start making them think... well then... people just wanna laugh again. (pause) It's getting late honey. You and Cheryl oughta get a good nights rest.

She heads out. JIM nods - lost in thought.

INT. LOCAL MOTEL, AHOSKIE, NORTH CAROLINA, 1990 - MORNING

The sun is trying to break through the CURTAINS. A TV in the corner is playing a MUPPET SHOW MARATHON - the sound down low.

CHERYL HENSON sits on the side of the bed, tying her shoes. She grins at the ON SCREEN antics of KERMIT and MISS PIGGY.

JIM HENSON, gaunt and ill, is asleep in his cheap bed - wrapped up in the blankets - shivering.

CHERYL

Dad. You wanna get up? It's almost eleven thirty. We've gotta get back to pa's for lunch.

JIM doesn't respond. CHERYL walks over and gently shakes him. He struggles to open his eyes.

CHERYL (CONT'D)

Dad? It's time to get up.

JIM

Honey... I think I need to rest. I can't... I don't have it in me today to handle your grandfather.

CHERYL

We're calling a doctor.

JIM

No... no. Don't bother anyone with this. I'm tired is all. Just tired.

CHERYL thinks.

CHERYL

If I come back and catch you working on something - I'm gonna kick your butt, okay?

CHERYL grabs her handbag.

CHERYL (CONT'D)
I'll pick you up some chicken
soup or something on the way
home.

JIM
Sounds good.

CHERYL kisses him on the forehead and heads out.

CHERYL
I wont be late. (beat) I love
you.

JIM
I love you too honey.

A moment. JIM tries to go back to sleep. Suddenly...

...KERMIT THE FROG walks into the room. It's the KERMIT we
saw at the start of the film - older, dishevelled - his
face covered in whiskers.

He stares at JIM - concerned.

KERMIT
Ahhhh... Jim? I'm sorry to...
you know... disturb you.

JIM
No. It's okay. I was just
dozing. This sun...

KERMIT
I know... very bright isn't it?
(beat) Jim... I was... ahhh... I
was worried about what's
happening... to us.

JIM
What's happening to us?

KERMIT doesn't know how to say it.

KERMIT
I think you should call your
wife.

JIM
I can't do that.

KERMIT walks over and sits with JIM on the bed.

KERMIT
It's strange. I almost know how
you feel. (beat) My sweetheart is
gone too.

JIM

Piggy?

KERMIT

I have, you know... I have.
 There's, gee, there's no other
 way to say it. Never actually
 spoken these words out loud...
 Piggy married that creep Hogthrob
 last week...

JIM

She got married?

KERMIT

And not to me. I thought, I
 thought we'd be together...
 Forever you know.

JIM

Maybe you will still.

KERMIT

Too late now. (*beat*) I've lost
 the greatest love of my life.
 (*beat*) Obviously... She's not
 here... is she?

They stare at each other - knowing.

Understanding, JIM reaches across to the HOTEL PHONE and dials a number.

JIM

I'm not even sure if this is
 still her number.

KERMIT

Worth a shot, right?

The other end picks up. JIM listens.

JANE

(*on phone*)
 Hello. Jane speaking. (*beat*)
 Hello?

A moment. JIM hangs up. He's not ready yet.

INT. AIRPORT, NEW YORK, 1990 - NIGHT

JIM and CHERYL move their bags through the AIRPORT. Exhausted, looking more and more like death each second, JIM stops for a moment...

...resting to the side of the RADIATOR near ARRIVALS.

CHERYL
Oh Daddy, are you okay?

JIM
I'm just tired.

JIM'S mind wanders. He looks out and sees KERMIT drinking a SHOT at the AIRPORT BAR.

KERMIT waves - noticing he's been seen. He mimes for JIM to call - using his FROGGY hands like a PHONE.

JIM (CONT'D)
(smiling)
Hi ho. Kermit the Frog here.

CHERYL watches him - stunned.

CHERYL
What daddy?

JIM
Huh?

CHERYL
What did you say?

JIM suddenly comes to. He smiles at his daughter.

JIM
Nothing.

CHERYL helps him get up.

CHERYL
You're seeing a doctor.

JIM
I'll call Phil tomorrow. He'll be at home - it's after six.

CHERYL
I will turn up first thing in the morning and force you to go - you hear me? No more ass-ing around with this.

JIM
I've gotta get to bed.

INT. JIM HENSON'S NY HOME, 1990 - NIGHT

CHERYL helps JIM into his posh apartment - overlooking central park.

He flops down onto the lounge.

CHERYL

You want something to eat or
drink?

JIM

Something cold maybe.

CHERYL

I'll check your fridge.

CHERYL walks into the KITCHEN. JIM thinks. He picks up the telephone and dials again.

JANE

(on phone)

Hello?

JIM can't talk.

JANE (CONT'D)

(on phone)

Jim?

Hearing his name... JIM hangs up. He lies down on the COUCH - resting his head.

INT. BEDROOM, JIM HENSON'S NY HOME, 1990 - NIGHT

JIM is lying in BED. He looks terrible. The APARTMENT is deathly quiet. Even the FRIDGE HUM has made its way into his BEDROOM.

KERMIT THE FROG walks in again. He carries a BOX OF CHOCOLATES that he keeps snacking on.

KERMIT plonks down on the end of BED - offering a few of his BON BONS to JIM.

JIM

You don't go away - do you?

KERMIT

I can't Jim. That wouldn't be possible - if you think about it.
(stuffs mouth with chocolate) I am so depressed.

JIM

I feel so sick... so run down.

KERMIT

Maybe you're not, like you think, you know. Maybe you're getting worse.

JIM

You're not helping.

KERMIT

Well, you've gotta consider it
Jimbo. You're a smart guy.
What's left at the end, you know?
What's there at the end of the
rainbow? We're just gonna go out
alone? How'd that happen?

JIM

I'm not alone.

KERMIT

Well - no offence - but you're
talking to a piece of cloth.

JIM thinks.

JIM

I couldn't imagine a world where
you and the pig didn't end up
together.

KERMIT

Yeah... You know... neither could
I. But, I guess it happened, you
know.

JIM

It's never too late.

KERMIT

Ahhh... she's deserves to be
happy. She deserves that.

They stare at each other. KERMIT pops another CHOCOLATE.

KERMIT (CONT'D)

So - we gonna chew the fat all
night - or are you gonna pick up
that phone? 'Cause my bon bons
are just about finished.

JIM thinks. He reaches for the phone again...

...suddenly a LOUD KNOCKING is heard from outside. LIGHT
FILLS THE ROOM.

CUT TO :

JIM wakes in his bed. It's the middle of the afternoon.
He's been sleeping for hours... maybe days.

There's a LOUD KNOCKING from the front door.

INT. JIM HENSON'S NY HOME, 1990 - AFTERNOON

JIM, wrapped in a SHEET, opens the front door. Standing there is JANE HENSON, 58. Older than we've ever seen her before - but still unmistakably JANE.

They stare at each other - unsure who should speak first.

JANE

Hi Jim.

JIM

I was... I was dreaming that I'd called you.

JANE

Cheryl told me you missed a recording. (beat) I came straight over.

INT. LIVING ROOM, JIM HENSON'S NY HOME, 1990 - AFTERNOON

JIM and JANE sit on the couch. It's extremely awkward between the two.

JANE stares at some familiar looking PAINTINGS of ORANGES on the wall.

JANE

I thought... maybe you might have moved out of this place by now.

JIM

Oh... eternal creature of habit.

JANE

I tried to get a place around the park, long ago, but the broker said I might be waiting years.

JIM

You should have told me.

JANE

Oh... no Jim. No. I was fine.

JIM coughs. JANE watches - worried - but unsure how much she should comfort him.

JANE (CONT'D)

You want some water?

JIM

No, no, no. I'm okay.

JIM relaxes. A long pause.

JANE reaches under her cushion for something that's annoying her.

JANE

There's something sticking into my back.

She pulls the HEAD OF A BROOM out. They both look at it.

JIM

I've been looking for that.

JANE bursts out laughing.

JANE

Jim... how... how did you lose part of a broom down the lounge?

JIM

I was building something. I think. I can't remember.

She keeps laughing.

INT. KITCHEN, JIM HENSON'S NY HOME, 1990 - NIGHT

JIM and JANE sit at the KITCHEN TABLE sharing a CUP OF TEA. They're getting more comfortable by the minute.

He still doesn't look well, but there's a sudden burst of color to JIM'S skin.

JIM

How's the... you know... the canvas stuff?

JANE

Oh... good some years. Not so good others. It is what it is I guess.

JIM

I've seen ads for your exhibits in the paper a few times. I cut them out to give to the kids.

JIM points to the FRIDGE. He's cut out all the NEWSPAPER ADS from JANE'S ART SHOWS over the last few years. All of them ORANGES (similar to the ones above the TV).

JANE

Brian helped design them you big dope. (beat) They were all there.

JIM

(already knew this)

Oh.

JANE slides her hand across the table... a little nervous.

It seems to take an eternity for them to hold hands.

JANE

I'm gonna have to get going soon.
Getting late.

JIM

Jane... will you stay a bit
longer?

JANE

Why?

JIM

I want you here.

They stare at each other.

INT. BALCONY, JIM HENSON'S NY HOME, 1990 - NIGHT

CENTRAL PARK twinkles with FAIRY LIGHTS down below the Sherry-Netherlands Hotel in NEW YORK. JIM, wrapped in a blanket, holds JANE in his arms.

They stare out at the STARS together - their clenched hands never wanting to let go. They've been here for hours.

JIM suddenly starts COUGHING. JANE opens her eyes, concerned. She lifts her head from his chest. He can't stop.

JIM gently moves JANE'S arms away and heads to the bathroom. JANE looks down at her hand. There's spots of BLOOD on them.

INT. BATHROOM, JIM HENSON'S NY HOME, 1990 - NIGHT

JIM is leaning over the TOILET BOWL - coughing. Splatterings of BLOOD spew out.

JANE watches in the archway - mortified.

JANE

(terrified)

Jim... can we go to the hospital?
Can we call a nurse? A doctor?
Somebody?

JIM

It's okay... it's okay. It's not going to happen again. I've been pushing too hard when I cough.
(beat) Maybe try rubbing my back.
Calm my breathing down a little.

Worried - she finds herself sucked into this delusion.

INT. LIVING ROOM, JIM HENSON'S NY HOME, 1990 - NIGHT

JIM is lying on the LOUNGE with the back of this SHIRT up. JANE rubs his back gently - trying to ease the pain.

JANE
Is it working?

JIM
Yeah. I think so.

JANE
You want me to get some ointment
or something?

JIM
No... just keep doing that.

JANE
Jim... I think we should go to
the hospital.

JIM
I want to be here. I'm okay.
I'm okay.

JANE keeps rubbing his back - hoping for the best.

INT. BEDROOM, JIM HENSON'S NY HOME, 1990 - NIGHT

JIM is shaking on the edge of his bed. His HANDKERCHIEF is full of BLOOD.

JANE stares at him - now reduced to tears.

JIM
Oh God... I think I'm dying.

He coughs again into his bloodied rag.

JANE
Jim... we've given it a few
hours.... please!

JIM thinks - as if examining his body with his mind.

JIM
Okay. (beat) We should go to the
hospital. I'm breathing too
hard... my heart is racing.

JANE
Jesus.

JIM

Don't panic. Don't panic. It's okay. It's okay.

INT. TAXI, NEW YORK, 1990 - NIGHT

JIM leans against the window of the TAXI. He looks horrible. JANE holds his hand - terrified.

They race through the streets of NEW YORK.

JANE

Jim... you still here?

JIM

I'm fine. Honestly.

EXT. OUTSIDE NY HOSPITAL, NEW YORK, 1990 - NIGHT

The TAXI pulls up outside the OUTPATIENTS ENTRANCE. JANE helps JIM out.

She looks up at the sign.

JANE

This is outpatients. We're in the wrong place.

JANE knocks on the CAB WINDOW.

JANE (CONT'D)

You've dropped us at the wrong entrance.

DRIVER

What?

JANE

This is outpatients!

DRIVER

Get in. Get in. I'll drive you around the block.

JIM pulls JANE away from the CAB.

JIM

It's a quarter block. We'll walk. We'll walk.

JANE

Jim, he said he'd drive us.

JIM

Don't bother the man. Come on.
(beat) Let me walk with you.

She's not sure what to do.

JANE
(resigned)
We're okay. Thank you.

JANE waves the TAXI OFF. She grabs JIM'S arm and helps him as they STUMBLE across the block.

JIM smiles at her. Her touch clearly means the world.

INT. ADMISSIONS, NEW YORK HOSPITAL, 1990 - NIGHT

JANE helps JIM in through the EMERGENCY DOORS. The STAFF see the situation straight away.

JANE
Please! We need a doctor!

TWO NURSES race over to help as JIM collapses into a heap.

BANG. JIM is pushed through the HOSPITAL CORRIDORS on a GURNEY. He's having trouble - gasping for air.

A DOCTOR throws an OXYGEN PUMP over his mouth.

INT. XRAY, NEW YORK HOSPITAL, 1990 - NIGHT

JIM, gasping, is carefully being placed through a GIANT XRAY MACHINE.

It CLUNKS and CLANGS as lights bounce off his BODY.

Things aren't looking that great.

INT. PRIVATE ROOM, NEW YORK HOSPITAL, 1990 - NIGHT

JIM lies on a HOSPITAL BED, an OXYGEN MASK over his face. JANE waits with him.

A DOCTOR walks in with SEVERAL X-RAYS. They look to him for answers.

DOCTOR
Mr Henson, we've got the first of your x-rays back. I've taken a look. You can see we've picked up several pockets of infection around your lungs - here and here...

We see on the X-RAYS a large CLOUD covering JIM'S RIB CAGE.

DOCTOR (CONT'D)

It's a concern. A real concern.
 (beat) We'll send you in for
 another scan in a couple of
 minutes, to see how it's
 progressing, but my first
 thoughts are we're dealing with a
 form of pneumonia or perhaps a
 Group A streptococcal infection.
 (beat) It's quite abnormally
 advanced. Can I ask how long
 you've had trouble breathing?

JANE

He was coughing blood maybe two
 or three hours ago - but he's
 been feeling off the last week or
 two weeks I think. (beat) Is
 that right Jim?

JIM, pained, nods.

JANE (CONT'D)

Is he going to be okay?

DOCTOR

We need to get anti-biotics into
 his body straight away. There's
 a real risk of toxic shock with
 the amount of time that might
 have elapsed here. (visibly
 worried) I'll be right back.

The DOCTOR rushes out of the room. JIM looks to JANE.

JANE

(to tears)

Jim... Jesus! Why did I let you
 wait? For crying out loud! So
 stupid! It was so stupid.

JIM holds her hand. He gently pulls his OXYGEN MASK down
 from his face.

JIM

Jane...

JANE

Jimmy, don't talk. You need to
 rest.

JIM

I want you to know. I love you.

JANE looks at him. Her eyes well up with tears. She holds
 him.

JANE

Jim - I love you too.

He whispers into her ear.

JIM

Don't leave me again.

JANE

I won't. I won't.

JIM

It's nothing without you. All of it. Nothing.

They hold each other tightly.

KERMIT walks into the room, his head hanging low. He starts to sing "I'M GOING BACK THERE SOMEDAY" from THE MUPPET MOVIE.

KERMIT

(sings)

This looks familiar, vaguely familiar / Almost unreal, yet, it's too soon to feel yet / Close to my soul, and yet so far away / I'm going to go back there some day.

JIM starts to SHAKE. JANE screams. Luckily we can't hear her pain. It's muted. All we're left with is the song.

It builds into a CONVULSION. She runs out to find the DOCTORS.

KERMIT walks closer to JIM - ready to say goodbye.

KERMIT (CONT'D)

(sings)

Sun rises, night falls, sometimes the sky calls / Is that a song there, and do I belong there?

INT. HOSPITAL WARD, NEW YORK HOSPITAL, 1990 - NIGHT

JANE runs around rounding up NURSES. They race back into JIM'S ROOM and hold him down...

...trying to get the situation under control.

KERMIT (O.S.)

(sings)

I've never been there, but I know the way / I'm going to go back there someday.

INT. PAY PHONE, OUTSIDE NEW YORK HOSPITAL, 1990 - DAWN

The SUN is starting to rise. JANE, trembling, puts some money into the pay phone.

JANE

Honey... the doctors told me your father might not make it through the night. You need... (*falls into tears*) you need to come here.

JANE loses herself again, collapsing into the PAY PHONE.

KERMIT (O.S.)

(*sings*)

You can't go with me, it's not one to share / I know I'll be completely at home in midair.

INT. OUTSIDE PRIVATE ROOM, NEW YORK HOSPITAL, 1990 - MORNING

JANE waits with BRIAN, CHERYL, LISA, JOHN and HEATHER in the waiting room. DOCTORS come and go from JIM'S room.

KERMIT watches, head hanging low, by the WATER COOLER.

KERMIT

(*sings*)

I'm flyin', not walkin', on featherless wings / We can hold onto love / like invisible strings.

A DOCTOR walks out - quite distraught. He bends down very casually to the HENSON family and takes JANE'S HAND.

She knows already.

JANE

No... no.....

She collapses into BRIAN'S ARMS.

KERMIT walks towards JIM'S ROOM. He sneaks inside.

INT. PRIVATE ROOM, NEW YORK HOSPITAL, 1990 - MORNING

KERMIT sees JIM on the hospital bed. He's covered with TUBES and MONITORS...

...he DIED only a moment ago.

KERMIT

(sings)

There's not a word yet, for old
friends who've just met / Part
heaven, part space, or have I
found my place? / You can just
visit, but I plan to stay / I'm
going to go back there someday.

KERMIT looks outside. Half the HENSON COMPANY has turned up to see JIM - up front are FRANK, JERRY and DON. They hold JANE and JIM'S CHILDREN - weeping at hearing the news.

It's incredible. KERMIT watches - the line of VISITORS snakes all the way down the corridor.

KERMIT (CONT'D)

(sings)

I'm going to go back there
someday.

INT. JIM HENSON MEMORIAL, NEW YORK, 1990 - DAY

Some days have passed. A GIANT PUBLIC MEMORIAL is being held at the CATHEDRAL OF ST. JOHN THE DIVINE.

The room is FILLED with THOUSANDS OF CHILDREN and MEMBERS of the PUBLIC, each holding up a little PUPPET BUTTERFLY.

Interspersed among them are MUPPET CHARACTERS, sitting among the KIDS, holding them tightly.

A JAZZ BAND sits on stage - a giant PROJECTION shows JIM HENSON with his arm around KERMIT the FROG.

A SPOTLIGHT shines onto a PODIUM where BRIAN HENSON is bravely talking to the MOURNING CROWD.

BRIAN

My father, worried his kids would not get to his bedside in time, wrote a letter for us, that I would like to share with you all today.

BRIAN pulls out a small handwritten letter. He looks down into the AUDIENCE at JANE, CHERYL, LISA, JOHN and HEATHER all holding each other up front.

BRIAN (CONT'D)

(fighting back tears)

Life is meant to be fun, and joyous, and fulfilling. May each of yours be that - having each of you as a child of mine has certainly been one of the good things in my life.

(MORE)

BRIAN (CONT'D)

Know that I've always loved each of you with an eternal, bottomless love. A love that has nothing to do with each other, for I feel my love for each of you is total and all-encompassing. Please watch out for each other and love and forgive everybody. It's a good life, enjoy it.

BRIAN looks out at the AUDIENCE - fighting back tears. It's not just HUMAN EYES staring at him...

...it's also HUNDREDS OF MUPPETS.

BRIAN (CONT'D)

It's a good life, enjoy it.

BRIAN puts the letter away and slowly walks off stage.

We see a group of JIM'S FRIENDS walking on with something hidden behind their backs...

...It's FRANK OZ, RICHARD HUNT, DAVID GOELZ, STEVE WHITMIRE, JERRY NELSON and KEVIN CLASH.

A LONE PIANO across the other side of STAGE begins to play. The GROUP start singing "BABY FACE" as CHICKENS.

GROUP

Bwarrk bwarrk bwarrk / bak
bak bak bwaaark bak bak

The PLACE erupts into laughter. The KIDS wave their BUTTERFLY PUPPETS in the air.

Even BIG BIRD, walking down the AISLE, does a CHICKEN DANCE to try and lighten to mood.

After a moment the song changes into something a little slower.

RICHARD HUNT walks to the MICROPHONE. He pulls SCOOTER, the spectacled yellow manager of THE MUPPET SHOW, out from behind his back.

SCOOTER begins to sing to the crowd - "JUST ONE PERSON".

SCOOTER

(sings)

If just one person believes in you / Deep enough, and strong enough, believes in you / Hard enough, and long enough / Before you knew it, someone else would think / If he can do it, I can do it.... Making it...

Suddenly JERRY NELSON turns around holding the GOBO FRAGGLE MUPPET. Both he and SCOOTER start singing into the MICROPHONE.

SCOOTER & GOBO

(sings)

Two whole people, who believe in
you / Deep enough, and strong
enough, believe in you / Hard
enough and long enough / There's
bound to be some other person who
/ Believes in making it a
threesome...

STEVE WHITMIRE turns around holding WEMBLEY FRAGGLE. He joins in with the others.

SCOOTER & GOBO & WEMBLEY

(sings)

Making it three! / People you can
say / Believe in me.... / And if
three whole people...

Suddenly KEVIN CLASH turns around holding ELMO. Now he joins in on the song.

SCOOTER, GOBO, WEMBLEY & ELMO

(sings)

Why not four? / And if four whole
people...

Suddenly FRANK OZ turns around holding FOZZIE BEAR and DAVID GOELZ turns around with GONZO. They all join in together.

GROUP

(sings)

Why not more? / And more? / And
more?

Suddenly the ENTIRE HENSON COMPANY walks on stage holding his creations. The HALL fills with SINGING MUPPETS, all standing underneath a PHOTO OF JIM HENSON.

THE MUPPETS

(sings)

And when all those people /
Believe in you / Deep enough, and
strong enough / Believe in
you.... / Hard enough, and long
enough...

JANE turns around to see. The ENTIRE ROOM is clapping and SINGING ALONG. She wipes her eyes.

THE MUPPETS (CONT'D)

(sings)

It stands to reason that you
 yourself will / Start to see what
 everybody sees in / You...

The MUPPETS all TURN and look up at the PHOTO of JIM.

THE MUPPETS (CONT'D)

(sings)

And maybe even you / Can believe
 in you... / too!

JANE turns to the IMAGE OF JIM as APPLAUSE fills the room.

INT. DECREPIT HOTEL ROOM, MOO YORK - DAY

We see KERMIT, covered in growth, still sitting on the end of his bed, eating CHOCOLATES.

Long pause. He looks up into the camera.

KERMIT

Well... darn it... you didn't
 think we'd end like that did you?

EXT. STREET, MOO YORK - DAY

KERMIT walks out of his BUILDING into the COW COVERED STREET. He thinks...

...before RUNNING... fast as he can.

He keeps running - past buildings; into tunnels; past trees and parks...

...as fast as he can go.

EXT. HOG MANSION, MOO YORK - EVENING

KERMIT finds himself in a HOG INSPIRED SUBURBIA.

He walks up a driveway - possessed. He rings the DOOR BELL.

MISS PIGGY answers.

The two of them stare at each other for a long, long time.

MISS PIGGY

Yes?

KERMIT

Piggy...

MISS PIGGY
Uh-huh....?

KERMIT
I wish...

MISS PIGGY
You wish....

KERMIT
... I wish you knew...

MISS PIGGY
Know what...?

KERMIT
That, ahhh, you knew....

MISS PIGGY
OUT WITH IT ALREADY FROG!

KERMIT
I wish you knew how much I loved
you.

MISS PIGGY is floored. She thinks for a moment.

MISS PIGGY
You do... do you?

KERMIT
Very, ahhh, very much.

MISS PIGGY
Wait just a moment.

MISS PIGGY turns and walks inside the house.

INT. INSIDE HOG MANSION, MOO YORK - DAY

MISS PIGGY barges into the LIVING ROOM. LINK HOGTHROB, a giant beer gut on him now, is watching a BALL GAME.

MISS PIGGY
Link. I don't love you anymore.
I'm sorry.

LINK HOGTHROB
Baby... I can't hear you over the
tv.

MISS PIGGY
I said I'm leaving you.

LINK HOGTHROB
Piggy... come on. This is the
playoffs.

Frustrated, MISS PIGGY karate chops the TELEVISION in HALF.

EXT. HOG MANSION, MOO YORK - EVENING

KERMIT waits on the LAWN. He is suddenly taken by surprise as MISS PIGGY races out the FRONT DOOR and takes him in her arms.

MISS PIGGY
You're a stupid frog.

KERMIT
Yup.

MISS PIGGY
What took you so long?

KERMIT
I don't know... I, ahuh, you
know, there was this and then
there was that.

MISS PIGGY holds her hand up to his MOUTH.

MISS PIGGY
Don't ruin this with your
jabbering!

KERMIT, shocked, just dissolves in the moment. They KISS.

He turns to the CAMERA - a GIANT RAINBOW falling out of the SKY - way off in the distance. "FINALE - THE MAGIC STORE" begins to play.

KERMIT
(sings)
Why are there so many song about
rainbows?

PIGGY
(sings)
That's part of what rainbows do.

INT. MISS PIGGY'S CAR, MOO YORK - DAY

KERMIT drives with MISS PIGGY, FOZZIE and GONZO all crowded in the back. They head towards the RAINBOW.

FOZZIE
(sings)
Rainbows are memories / Sweet
dream reminders.

GONZO
(sings)
What is it you'd like to do?

EXT. OUTSIDE CHURCH, MOO YORK - DAY

We're back at the CHURCH from the beginning. There's a GIANT CONGREGATION OF MUPPETS again...

...watching as KERMIT, MISS PIGGY, FOZZIE and GONZO all pull up in their car.

MUPPETS

(sings)

All of us watching, and wishing
we'd find it.

KERMIT

(sings)

I've noticed you're watching too.

EXT. OUTSIDE CHURCH, MOO YORK - DAY

KERMIT lifts a VEIL on MISS PIGGY at the front of the ALTAR. They KISS.

The CONGREGATION smiles and sings.

MUPPETS

(sings)

Someday you'll find it, the
rainbow connection.

KERMIT and MISS PIGGY join in.

MUPPETS (CONT'D)

(sing)

The lovers, the dreamers, and
you.

Suddenly ANIMAL (the crazy unhinged MUPPET - part LION - part BEAR) gets overwhelmed. He RUSHES at the WALLS - eating straight through them.

The MUPPETS scream and rush away. CHAOS erupts. CHICKENS fly everywhere.

KERMIT

Wait! Everybody! Don't panic!

It's too late. The entire CHURCH is coming down. The WALLS FALL...

...crashing to the GROUND.

We suddenly see that the MUPPETS weren't in a CHURCH at all, but rather, all on a GIANT SOUND STAGE...

...An EXPLOSION goes off in the ceiling - creating a HOLE.

The RAINBOW gently falls down through the gap... straight onto KERMIT'S FACE.

The INSANITY stops as all the MUPPETS bunch together to watch this amazing sight.

KERMIT (CONT'D)

(sings)

Life's like a movie, write your own ending.

The MUPPETS join in.

MUPPETS

(sings)

Keep believing, keep pretending /
We've done just what we set out
to do....

They all watch as a STEEL DOOR creeps open. They see a HUMANOID MUPPET plodding in...

...it's JIM HENSON in MUPPET FORM - smiling at them all.

MUPPETS (CONT'D)

(sings)

Thanks to the lovers / The
Dreamers / And you!

A RED VELVET curtain closes across the SCREEN.

INT. BALCONY MUPPET SHOW - DAY

We see WALDORF and STATLER in their familiar BALCONY. They yawn.

WALDORF

Well... that wasn't half bad.

STATLER

No... it was ALL bad!

They both roll over laughing.

CUT TO BLACK.

THE END