

POPEYE

Screenplay by

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Based on the comic strip by

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Paramount Pictures Corporation

FIRST DRAFT

POPEYE

SOUND: POPEYE MUSIC

1 FADE IN: TITLE SHOT FROM THE MAX FLEISCHER ANIMATED POPEYE:
The foredeck of a ship FOCUSING on twin doors leading below
deck. The doors fly open. POPEYE CREDIT FLASHES ON between
doors. The doors fly shut, then open again. MOVE IN on
open doorway through which WE SEE not a cartoon but

2. EXT. SWEETHAVEN WHARF - DAY

Dusk on a hazy summer day, the haze so thick that the bleached
wharf bleeds almost invisibly into the calm, shimmering sea.
What we can see of the wharf (which is not much: a piling or
two, barrels, crates, a wheel of rope) is crude, old and
seasoned. The setting here, as everywhere in the film, is
simple. Uncartoony, but pared down to plain, no-nonsense
bare bones.

CAMERA MOVES through doorway

SHOT - LOOKING OUT TO SEA

SOUND: FOGHORNS, loud and muted, under which WE HEAR A ROWBOAT,
ITS OARLOCKS RATTLING, APPROACHING FROM A DISTANCE. The single
occupant of the rowboat, barely discernible in the haze, CAN BE
HEARD SINGING A SONG which grows louder and more audible as HE
LOOMS MORE CLEARLY INTO VIEW.

POPEYE

(Sings)

I'm Popeye the sailor man, I'm Popeye the
sailor man...etc.

CREDITS

CAMERA MOVES IN on edge of wharf

SOUND: The rowboat arrives, BANGS against a piling, a man
climbs the piling to the wharf. Throughout, he has been MUTTERING
to himself.

POPEYE

(O.S. mutter while
tying up boat)

I din't see no Sweethaven onna chart. Where's
me chart? Oh yeah. First I went here. Ten
degrees starboard here. Anudder 20 degrees
starboard here. Forty degrees port. Nasty
Bend! Not no Sweethaven, this should be Nasty
Bend. I never makes navagravational errors.

(MORE)

2. CONTD

POPEYE (Contd)
Where's me udder chart?

SOUND: CHARTS UNFLAPPING, CRACKLING

POPEYE
(O.S. mutters)
Now I'm over here but I wuz over dere an'
den I sailed over dis way--

A shipping chart creeps over the edge of the pier.

POPEYE
(O.S. mutter)
Oh, now I understands. Me mistake was--
now where is me mistake? I had it a second
ago. It got away. Oh, it's up dere.

SOUND: POPEYE CLIMBING THE LADDER TO THE WHARF.

Over the side of the wharf appears a hand, then a forearm. The forearm is swollen to extraordinary size, one enormous misplaced muscle, on it a tattoo of an anchor. The forearm stays in place. No further movement of any kind.

POPEYE
(O.S. mutter)
Oh, here it is right here. Nasty Bend.
Except it ain't. It's Sweethaven. They
changed th' name o' the town on me is wot
they done. Thassa good one on me.
(Chuckles)

Suddenly over the edge of the pier pops POPEYE: A mashed-in face, one eye in a permanent squint, a corncob pipe jammed into his kisser. He bounds onto the dock.

3. ANGLE ON POPEYE

Over one shoulder he carries a rope. He gives the rope a tug and begins hauling in all the paraphernalia he has attached to the rope. Slithering onto the dock comes a duffel bag, a sea chest, a barrel stuffed with junk, a bedroll--and finally, with one last jerk--the boat itself.

3. CONT'D

POPEYE

(Mutters)

Oh, tha's a mistake. I din't mean t' do that.

He drops the boat back into the sea.

SOUND: A LOUD SPLASH

POPEYE

(Chuckles, mutters)

Blow me down! Pulled it right onto th' dock, I did. If I don't watch myself I cud pulla plug outta th' sea an' sufracate alla fishes an' sharks an' whales an' octopussies. An' I loves fishes an' whales. I don't love sharks an' octopussies, but 'at ain't no reason t' sufracate 'em. I better watch wot I'm doin' or I'll sufracate alla animals inna sea.

(Chuckles)

'at's a good one.

As he talks to himself, Popeye stacks his sea chest, barrel and bedroll against a piling and hoists his duffel bag over his shoulder.

4.

CAMERA MOVES WITH POPEYE

as he starts walking toward us, into the town.

POPEYE

(Starts to sing)

I'm Popeye the sailor man, I'm....

5.

SHOT - BEHIND POPEYE - WHAT HE SEES:

Out of the haze put-puts a tiny motor scooter. On it, a tall, thin man in Graustarkian uniform, wearing a top hat. This is the TAX-MAN. Attached to the handlebars of his bike is a tin donation cup with the word TAX lettered on its side. He comes to a halt in front of Popeye.

TAX-MAN

You just dock?

6. POPEYE AND TAX-MAN

POPEYE
I has.

TAX-MAN
That'll be a 25-cent Docking-Tax. Where's
your seacraft?

POPEYE
It ain't a seacraff, it's a rowboat and it's
under da wharf.

TAX-MAN
(Making notes)
Uh-huh, uh-huh.
(Indicates Popeye's
paraphenalia)
Your goods?

POPEYE
They is.

TAX-MAN
(Clicks tongue, makes
notes)
You're new in town, right?
(Popeye nods)
Well, I'm going to give you a break because
you're new in town. First of all, there's
a 17-cent New-in-Town tax, a 45-cent Rowboat-
Under-the-Wharf tax, and a dollar Leaving-
Your-Junk-Lying-Around-the-Dock tax. All
together you owe the Commodore a dollar 87,
but I'm going to give you a 10-percent discount,
which brings it down to a dollar 59, which with
the addition of the 5-percent tax Discount Tax,
brings your tax debt to the Commodore to a
dollar 77.

POPEYE
The Commodore?

TAX-MAN
Is that in the nature of a question? There's
a nickel Question-Tax...

POPEYE
Ferget it.

He hands the Tax-Man a couple of bills.

6. CONTD

TAX-MAN
Exact change, please. I'm an exact-
change Tax-man.

Popeye scowls, digs into his pants and drops a number of coins
into the donation cup, muttering throughout.

POPEYE
(Mutters)
Dis tax, dat tax, can't-ax-no-questiong-
tax. Wot's 'a worl' comin' to?
(To the Tax-Man)
'at weren't a questiong I wuz axin' ya.
'at wuz a questiong I wuz axin' meself.
I don't have t' pay tax on a questiong
I axes meself, do I?

He glares at the Tax-Man, then starts to walk off. The Tax-Man
stares after him suspiciously.

7. CAMERA MOVES WITH POPEYE

walking toward us, with the Tax-Man receding into background.

TAX-MAN
(Shouts)
You're not up to no good, are you?
Because if you are, there's a 50-cents
Up-to-no-Good tax.

CUT TO:

8. TRACKING SHOT - POPEYE'S WALK THROUGH TOWN

made up of small Cape Cod cottages and shanties, houses meeting
at clashing angles and perspectives, widow's walks, fishermen's
nets hanging over the railings. Popeye mutters to himself as
he walks.

POPEYE
(Mutters)
Quiet little town. Not too big. Not
too small. Not too pretty. Not too
ugly. Reminds me o' 40, 50 udder towns,
mainly Fishtail. Cud be Fishtail where
I had me fight to da finich wit' Softie
Coogan. Three hundred pounds o' glop.
Like smackin' foam rubber. We might still
be fightin' excep' Softie fell asleep onna
third day. Nice swab, Softie, but no
stayin' power.

9. SHOT - MOTHER AND CHILD

in front of a small grocery, staring at Popeye as he advances down the cobblestone street.

POPEYE

Hello, Missus. Hello, little girl.

The mother grabs her child and flees inside the store, slamming shut the glass door and pulling down the shade. Popeye does not break stride.

POPEYE

(Mutters)

Ya don' wanta say "hello," don' say "hello." I kin understan' not wantin' t' say "hello" ta somebody ta who ya ain't introdooched. They cud be a crook or a wiseguy. Me feelin's ain't hurt.

10. MERCHANTS' POV

Four or five merchants, their backs to us, huddle together in front of their shops, watching Popeye approach. Some wear straw boaters, others wear aprons. They shrink into the shadows on Popeye's advance.

POPEYE

(Mutters)

Gettin' dark. Gotta find me a nice, clean roomin' house. I will ax dese genul'men. 'at middle one reminds me o' Short Socks Halberstam, who went 26 roun's wit' me in Secaucus. Near drowned in his own sweat.

11. FOLLOWING POPEYE

He approaches the merchants and waves in a friendly fashion.

POPEYE

Podd'n me, genul'men. I yam lookin' fer--

The merchants separate at the sound of his voice and flee inside their stores, slamming doors, rolling down shades, unwinding awnings. All very fast.

11. CONT'D

POPEYE

(Mutters)

I guess they got a sundding rush o'
 bizness. They can't help a stranger
 when they got a rush o' bizness.

(Pause)

Phooey!

(Sings)

Suspishikus. Everybody is suspishikus.
 No one trusts anyone. Why is that?
 Meself, I yam never suspishikus. I
 trusts life. I trusts meself. I trusts
 people no udder swabs trust. I'll tell
 ya why. Becuz it's easier to trust than
 to be suspishikus.

Each time that Popeye sings the word "Suspishikus," he executes something on the order of a little hop-skip-slide dance step that he repeats at the start of every dance throughout the film. Throughout his song, Popeye continues his walk down the cobblestoned main street, passing merchants who slam their doors in his face and women who flee down alleys with their children. A great, gray mongrel, sniffing at an overturned garbage can, growls at Popeye as he passes.

POPEYE

(Interrupts his song)

Hi-ya, little doggie, cute little doggie.

The dog attacks. Hardly breaking stride, Popeye swoops the snarling dog up in his free hand.

POPEYE

Ya don't wanna bite me, doggie. I yam
 a frien' to all aminated. I yam a frien'
 to doggies all over th' worl'.

The dog claws the air, trying to get at him.

12.

ANGLE ON DILAPIDATED SHANTY WITH BRIGHTLY LIT WINDOW

Popeye approaches the shanty, walking with the dog in his hand.

POPEYE

I cannot play wit' ya no more, doggie.

He observes the shanty.

12. CONTD

POPEYE

Pink curtings. This looks like a nice
home fer ya, doggie.

He drops the dog through the open window of the shanty.

13. TRACKING SHOT - POPEYE

walking toward us, the shanty receding in distance.

POPEYE

(Resumes singing
"Suspishikus")

Behind him, an unholy HOWLING, followed by loud CRIES and SCREAMS.
Six terrified figures come bounding, tumbling, scrambling out of
the door and window of the shanty, running for dear life, the
wild BARKING dog following close behind. 55

14. POPEYE'S POV

He approaches an ominous, gray, barnlike structure, a large,
crudely-lettered sign fronting it that says: THE GASHOUSE GANG
ATHLETIC CLUB AND HEALTH SPA. The walls of the structure tremble
ever so slightly.

SOUND: Inside, a monumental brawl is going on. THUDS, GROANS,
FURNITURE SMASHING.

A window breaks and a figure comes flying through, lands on the
pavement, raising dust, leaps to his feet, brushes himself off
and dashes back into the clubhouse.

15. ANGLE ON CLUBHOUSE

as Popeye walks by the fighting comes to a sudden halt. Heads
in silhouette pop up at windows on all three levels. The heads
speak in GROWLED WHISPERS.

FIRST HEAD

New guy in town.

SECOND HEAD

What's he after?

THIRD HEAD

I'll beat the truth out of him.

15. CONTD

FIRST HEAD

You beat the truth out of the last stranger. It's my turn.

SECOND HEAD

Phooey, it's your turn! It's my turn.

THIRD HEAD

Phooey on both of you!

16. ANGLE ON POPEYE

walking toward us, away from the clubhouse.

POPEYE

(Mutters)

Sounds like a nice bunch o' fellers.
If I wuz not in such a hurry I bet I
cud make a lotta new frien's.

The fighting and wall-trembling resumes.

SOUND: FISTICUFFS, BREAKING FURNITURE

POPEYE

(Resumes singing
"Suspishikus")

17. ANGLE ON GEEZIL'S SIDEWALK EATING EMPORIUM

an outdoor food stand on wheels, with additions mounted in every direction so that it resembles an inverted pyramid. Over all stands a large, striped umbrella. GEEZIL, a bearded Russian dressed in black serge, except for his white chef's cap, views Popeye's approach with grave suspicion.

18. POPEYE AND GEEZIL

POPEYE

A bunch o' carrots.

Geezil gravely shakes his head no.

POPEYE

You ain't got carrots?

18. CONTD

GEEZIL

Poey on carrots. Take broccoli.

POPEYE

I yam inna mood fer carrots.

GEEZIL

Poey on carrots. Take spinach.

Geezil holds up a can of spinach. Popeye glares at the spinach can.

POPEYE

I yam inna mood fer carrots.

He starts to walk off.

GEEZIL

So why didn't he say so?
(Holds out a bunch
of carrots)
For you it's a dollar.

POPEYE

How much issa broccoli?

GEEZIL

A nickel, maybe a dime.

POPEYE

How much issa spinach?

GEEZIL

A dime, maybe a quarter.

POPEYE

So how come me carrots issa dollar?

GEEZIL

You buy what I don't feel like selling,
it costs a dollar.

Popeye tosses Geezil a coin.

GEEZIL

Hey, deadbeat, this is a nickel!

POPEYE

I pays wot I feels like payin'.

19.

FULL SHOT - OLIVE'S STREET

A row of wood-framed boarding houses on a cobblestone street, all rather run-down. As Popeye approaches from the distance, each house in turn has its vacancy sign disappear from the window, replaced by a no-vacancy sign.

20.

TRACKING SHOT - FOLLOW POPEYE

POPEYE

I guess they musta just filled up. I
guess this one has just filled up too.
I guess there must be a convenshink in
town.

(With growing
irritation)

Well, gnats to you! I'm disgustipated
wit' ya suspishikocity!

One house remains on the street, as small as the others but in considerably better shape. Its vacancy sign is still in the window. Popeye mounts the porch and KNOCKS on the front door.

21. ANGLE ON DOOR

It is opened by MINERAL OYL, a short, obviously bouncy woman in her late 50s.

POPEYE
You got a room fer renk?

MIN
For what?

POPEYE
Fer renk. If ya ain't got a room fer renk, how come ya got a sign up 'at says ya got a room fer renk?

MIN
Oh, my stars and gardens! Of course! Come in! My mind was a million miles away--

She ushers him into a narrow, wallpapered hallway leading to a staircase behind, and a room off to her right.

POPEYE
Me name is Popeye an' I yam a strangerker in town an' I don't knows how long I will be here becuz I yam lookin'--

He is interrupted by the agitated appearance of OLIVE OYL, who comes rushing out of the sitting room on Min's right, discarding a ridiculous-looking jacket. She has other jackets on underneath. Olive is taller than Popeye and slender.

OLIVE
I'm sorry, Mother, it's ugly. It's so ugly. Look at it. I ask you, have you ever seen anything so ugly?

22. OLIVE

OLIVE
I won't be engaged in this jacket!

She dumps it on the staircase and examines herself in the hall mirror. She shakes her head.

OLIVE
Ugly. There's nothing left to say except ugly. What do you think?

23. OLIVE, MIN AND POPEYE

MIN
I think it's up to you, dear.

OLIVE
(To Popeye)
What do you think?

POPEYE
Ya wants me honisk opinion?

She rips off the jacket, revealing another jacket underneath.

OLIVE
It's ugly! I think it's a conspiracy.

24. OLIVE

OLIVE
Why would they manufacture deliberate ugliness unless they wanted me to look ugly? And why do they want me to look ugly? Because they hate me! And why do they hate me?

She sizes herself up in this next jacket and begins to glower.

OLIVE
I can't get engaged. That's all.

25. OLIVE, MIN AND POPEYE

OLIVE
You'll have to tell Bluto--I can't tell him--we have to cancel the party tomorrow night. It's not my fault that it's ugly. It's so ugly!

She turns to Popeye.

OLIVE
What are you doing listening in on a private conversation between me and my mother? I've a good mind to have my father call a policeman.

26. POPEYE AND OLIVE

POPEYE
I think 'at one's okay.

OLIVE
(Stopped)
Okay?

POPEYE
Yes. It's pretty okay.

OLIVE
Mother?

27. MIN

MIN
If Mr. Popeye thinks it's okay, and
you think it's okay, I think it's perfect.

28. SHOT - HALLWAY WITH STAIRCASE LEADING UPSTAIRS

OLIVE
(Suspicious)
Who is he?

MIN
Our new boarder, Mr. Popeye. This is
my grown daughter, Olive. And I'm
Mineral Oyl, her mother.

CASTOR OYL comes running down the stairs: short, thickset, full
of energy.

CASTOR
And I'm her brother, Castor.

He grabs Popeye's hand and shakes it.

POPEYE
Popeye.

CASTOR
Castor Oyl.

29. CAMERA MOVES WITH CASTOR DOWN HALLWAY TO DOOR

CASTOR
Love to talk to you. Can't stop! Big
deal going on the--

He runs out.

SOUND: THE DOOR SLAMS ON HIS WORDS

30. OLIVE AND POPEYE

Olive rips off the jacket.

OLIVE
(To Popeye)
You're lying.

POPEYE
(Shrugs)
I t'ought it was okay.

OLIVE
I may not be much to look at, but this
is my home.

POPEYE
I ain't argumentapatatative.

OLIVE
You're not what?

She turns to her mother.

OLIVE
Mother, throw him out!

31. MIN

MIN
Oh, my stars and garbage! Dinner is
past on! And nothing's ready! Olive,
try to show Mr. Popeye his room.

Thoroughly flustered, she looks at her hands.

MIN
Where do I get enough hands?

She starts off.

31. CONTD

MIN

Mr. Wimpy will kill me.

She hustles down the hallway, out of sight through a swinging door.

32. CLIMBING STAIRWAY - CAMERA MOVES WITH POPEYE AND OLIVE

OLIVE

I don't see why I have to do anything on the day before my engagement party when nothing is ready, especially me. What kind of name is that, Popeye?

POPEYE

Me name is me name an' if ya don't likes it--

OLIVE

(Interrupts)
Prt-ty strange!

33. TRACKING SHOT - POPEYE AND OLIVE

on the second floor, pleasantly cramped, the hallway papered.

POPEYE

Yer name is Olive?

OLIVE

So what?

POPEYE

Olive--Oyl?

Olive draws herself up.

OLIVE

I'll show you the room.

She strides ahead of Popeye, stops, turns, and looks at him.

OLIVE

What's wrong with it?

POPEYE

Nuttin'.

33. CONTD

She stares at him for a long moment.

OLIVE

This is the room.

She makes no move to open the door.

OLIVE

You're short. Or are you just passing yourself off as short?

POPEYE

Gud I see me room?

OLIVE

As if I cared.

She flings the door open on a small, comfortable room. The door BANGS so hard against the wall a picture FALLS to the floor. Olive glares at Popeye.

OLIVE.

Now, really!

34. POPEYE'S BEDROOM

Small, low ceilinged and cozy. A big, soft single bed with a brass head, and footrest. Olive walks to the window.

OLIVE

You pick up a lot of noise from the street. Roughhouse's Cafe is on the corner. There's a lot of late night and early morning carousing. You get too much light in the morning.

She struggles to lower the blinds. They come off their brackets.

OLIVE

Well, you can always close the curtains.

She tries to draw the lace curtains, which are a little too high over her head. They rip and come down. She shuts her eyes in an attempt to regain her temper. Popeye dumps his duffel bag on the bed.

POPEYE

It's a real nice room.

34. CONTD

OLIVE

Careful how you treat the bed! It belonged to Castor's namesake, ^{my uncle} Castor who was castaway in the Caspian. Nothing goes on this bed!

She swings the duffel bag off the bed onto a wicker chair which collapses under its weight. She glares at Popeye.

OLIVE

See what you almost did to the bed?

She swings it viciously onto a small sofa whose legs buckle.

OLIVE

Now look! Will you please do something with this?

She dumps it on the floor with such force that the rest of the pictures fall off the wall, and the china and glass trinkets on the dresser and end table fall over. Popeye saves a lamp from falling off the end table.

OLIVE

Watch that lamp, for pity's sake!

Olive charges Popeye, standing with the lamp, trips across the bed in an effort to get to the lamp, catches her foot in the brass bed frame, rips the foot out with fury enough to separate the frame from the bed. The bed collapses with such force that the two top drawers fall out of the dresser. Olive rises from the shambles, the dregs of her dignity more or less intact.

OLIVE

This home is my parents' castle.
Whoever you really are, I will thank you to take care of it.

She SLAMS out. The door bounces open. Popeye closes it and the knob comes off in his hands. He surveys the wreck of a bedroom.

POPEYE

(Sings last chorus
of "Suspishikus")

CUT TO:

35.

INT. LIVING ROOM - NIGHT

Around the oval-shaped dinner table sit Castor Oyl, his father COD LIVER, and their boarders, Popeye, Geezil, and J. WELLINGTON WIMPY. Wimpy is a portly, bland-seeming man, with sleepy eyes and a sedentary manner. Min and Olive burst busily in and out of the kitchen, serving. The talk around the table is noisy, fast, overlapping.

CASTOR

I could have made a fortune on the deal if Bluto would have let me go directly to the Commodore, but he's so jealous of me, that Bluto--

MIN

Who wouldn't be?

COD

Me! I'm not jealous of Castor! He's my son. A man jealous of his own son? You owe me an apology.

MIN

I didn't mean you.

WIMPY

The Commodore is the paragon of sagacity. If I can ever put in a good word--

GEEZIL

Shaddup is the word. Pass is another word. Pass! That Wimpy, he don't pass. Could a person stood it?

MIN

(To Popeye)

Have you met Mr. Wimpy, Mr. Popeye? Mr. Popeye, Mr. Geezil, my husband Cod Liver Oyl. You've met Castor. We're one big happy family, although not really. I mean Mr. Wimpy and Mr. Geezil--

COD

I'm family.

MIN

Well, you're my husband.

35. CONTD

COD

You owe me an apology.

Olive storms out of the kitchen.

OLIVE

I can't find anything.

MIN

What are you looking for, Olive?

OLIVE

A glass!

MIN

Here's a glass.

OLIVE

That's a short, fat, ugly glass. I want
a tall, pretty, slender glass.

MIN

They're all broken.

CASTOR

I could make a fortune in fish futures,
but I'd have to dip into capital.

GEEZIL

Fish futures smell.

MIN

Do you want a water glass? Or a wine
glass? A brandy glass?

OLIVE

Not a thing. I don't want a thing.
Peace of mind. I want a fork.

MIN

Right by your plate. If it was a knife
it would cut you.

OLIVE

I want a knife. Why don't I have a
knife? And a nice dress!

COD

You owe me an apology.

35. CONTD

POPEYE

Please pass the fish.

The fish platter is passed around until it comes to Wimpy, who takes another portion and sets the platter down in front of him.

WIMPY

The Sardinian moose, Miss Oyl.
 Man's best friend. More loyal
 than the dog, more cuddly than the
 cat, more gullible than the goat,
 more marriageable than the male.
 Before matrimony I would urge you to
 try the Sardinian moose.

OLIVE

Mother, he's picking on me.

MIN

You mustn't talk Olive out of her
 engagement, Mr. Wimpy. Three times
 bitten, four times shy.

OLIVE

(Reproachful)

He can't talk me out of anything. I'm
 not a child.

Castor guffaws.

CASTOR

I'll say you're not a child.

MIN

(To Popeye, low)

What I mean when I say three times
 bitten, four times shy, Mr. Popeye, is
 Olive's been almost engaged three times.
 Tomorrow will be the fourth.

Olive has been simmering over Castor's remark.

OLIVE

Who says I'm not a child?

CASTOR

You said you're not a child, and I
 agreed with you. That's who.

35. CONTD

OLIVE

Who asked you to agree with me?

CASTOR

Nobody can stop me from agreeing with you if I want to.

OLIVE

I can.

CASTOR

Who says?

OLIVE

I say!

COD

Quarreling at my table! You both owe me an apology.

Olive and Castor turn away, eat.

COD

Nobody understands manners anymore. The way I was brought up.

(To Popeye)

Where were you brought up?

POPEYE

Seattle, Satchkatoon, Salt Lake, Santa Monica--

COD

(Interrupts)

Well, it had to be very different from where I was brought up. If you know what I mean. Nobody ever knows what I mean.

He notices Popeye's empty plate.

COD

Don't you like Mrs. Oyl's cooking?

POPEYE

I'd like t' find out. Will you pass me the ongyins?

35. CONTD

The onions are passed around until they get to Wimpy.. He shovels off a large portion and sets the platter down in front of him.

MIN

Well, what to do? I don't know. Captain Bluto has the patience of Job. Or is that job? He's got a very good job. And needs a lot of patience! Why, he runs this town for the Commodore. While he's away--and the Commodore's always away--as a matter of fact, I've never seen him. Have you, Cod?

COD

(To Popeye)

Well, if you don't come from here, what are you doing here?

POPEYE

It's a long story. Fer sevink years--

CASTOR

I wouldn't let any girl break my engagement. I'd break her nose before I let her break our engagement. You'd better never try that on me.

OLIVE

Don't be stupid. I can't get engaged to you. You're my brother.

CASTOR

Because I won't put up with it. I'm no pushover.

WIMPY

I was once engaged to a Queen of the Nile. She became ill and died intestate. I threw myself on her pyre, ruining my new white suit. I was arrested for shabbiness and trespassing and was sent into exile.

GEEZIL

Could you stood such lies? Flies in my soup, that Wimpy.

COD

(To Popeye)

You're a friend of Bluto's? You come for the engagement party?

35. CONTD

POPEYE

No, I come lookin' fer--

CASTOR

I've been engaged to six beautiful women. Four of them famous heart-breakers. If I mentioned names you'd faint dead away. They never got over me. Dump 'em before they dump you is my motto.

MIN

(To Olive)

Stop fidgeting so.

OLIVE

This knife doesn't cut.

MIN

Take mine.

OLIVE

We never have had a sharp knife in this house. Not since I was a little girl.

COD

You owe me an apology. If you don't like our knives, Bluto's rich, he can buy you plenty of knives.

Olive turns away from Cod.

OLIVE

It's not the knife. The chair's too low to cut.

MIN

Take my chair.

OLIVE

Why do I always have to take somebody else's chair? Why can't I have my own good chair? Anyhow, it's the table, not the chair.

WIMPY

Please pass whatever's left.

He helps himself to more food.

35. CONTD

OLIVE

I hate this table. Everybody hates this table. I'm the only one with nerve enough to tell the truth about it.

CASTOR

Ask Bluto, the pushover, to buy you a new table!

OLIVE

Bluto, Bluto, Bluto! Everyone depends on my poor Bluto. Get a new knife! A new chair! Now they want a table! Bluto has enough responsibilities. He's a very responsible and hard-working and wonderful and talented man and I want you to stop picking on him. That's why I always have to break off our engagement. To stop you all from taking advantage of the sweetest, most decent man on the face of the earth.

GOD

You owe us an apology.

POPEYE

Please pass the potatys.

Olive glares at Popeye.

OLIVE

Anyhow, it's the potatoes. That's what's wrong around here.

Her eyes burn into Popeye's.

MOVE IN on Popeye, sitting quietly, staring straight ahead, his plate empty.

SOUND: CLINKING SILVERWARE AND PLATES, CHEWING, GRUNTS OF PLEASURE.

36.

INT. POPEYE'S BEDROOM

Popeye unpacks. From his duffel bag he removes a cardboard-framed empty picture.

37. CLOSE ON THE PICTURE

Underneath the empty frame a scrawled label: "ME POPPA."

POPEYE

Hello, Poppa. Soon you an' me, we'll be
together. After 40 years. Jus' stay
alive, will ya, Poppa? 'at's all I ax.

38. ANGLE ON THE ROOM

Popeye rights the broken end table next to the collapsed bed and
places the picture on it. He proceeds to fix up the room.

POPEYE

(Sings)

I knows the trut' in me bones. I knows
right from wrong in me bones. I knows
good from bad in me bones. I knows
honesky from dishonesky in me bones. I
knows smart from stupid in me bones. An'
I knows in me bones that after sevink
years o' searchin' I will finds ya, Poppa.
I will finds ya in Swee'haven, Poppa.

39. ROUGHHOUSE'S CAFE - DAY

A sizable, sleazy waterfront diner jammed with the dregs of the
docks side seated at tables and at the counter.

SHOT - SHORT-ORDER COOK

in the kitchen flipping a hamburger off the griddle and onto a
plate.

SHORT-ORDER COOK

Burger Special, well done!

He SLAMS it on the service counter where it is swept up by ROUGHHOUSE,
a burly ex-sailor in a chef's cap.

CAMERA MOVES with Roughhouse as he SLAMS the hamburger onto the
counter in front of a tough-looking SAILOR. Wimpy appears behind
the sailor.

WIMPY

I'm afraid there's been a mistake.

39. CONTD

The sailor turns on his stool to look at Wimpy.

SAILOR
What mistake?

WIMPY
Did you order a hamburger?

SAILOR
Yes, I ordered a hamburger. And this is
it. My hamburger. What I ordered.

He starts to pick up the hamburger. Wimpy slips his hand under the sailor's and places it flat on the bun.

WIMPY
I beg to disagree with you. This is not
a hamburger. I am an expert in these
matters.

SAILOR
This is not a hamburger?

WIMPY
No, it is a raisinburger. Roughhouse,
this man ordered a hamburger.

Wimpy slips the plate off the counter.

WIMPY
Don't worry, sir, I'll take ^{full} responsibility.

ROUGHHOUSE
That is a hamburger.

The sailor grabs the plate back from Wimpy.

WIMPY
I beg to differ. It is a raisinburger,
if I've ever seen--

He lifts the bun off the meat patty.

WIMPY
Ha! As I charged! See, a raisin!

SAILOR
I hate raisins. See here, I ordered a
hamburger!

39. CONTD

ROUGHHOUSE

It is a hamburger. Wimpy, you're daffy!

Wimpy lifts the meat patty off the bun and brings it up to his mouth.

WIMPY

Is this a raisin I see before me?

ROUGHHOUSE

That's not a raisin! That's 100-percent part beef!

Wimpy nibbles at the burger.

WIMPY

Charcoaled raisin. No doubt about it.

SAILOR

Hey, that's my raisinburger you're eating.

WIMPY

Proprietor, one genuine hamburger for the gentleman. I'm buying.

SAILOR

(Placated)

Gee, thanks, mister.

ROUGHHOUSE

Who's paying?

WIMPY

I'm buying. He's paying.

SAILOR

Listen you, I'm not paying--you're eating my raisinburger.

WIMPY

Someone had to.

SAILOR

Say, who do you think you are?

WIMPY

Jones, I'm one of the Jones boys.

39. CONTD

The Tax-Man intrudes, his tax can in hand.

TAX-MAN
That's a nickel Hamburger-Tax.

WIMPY
(To sailor)
I'd refuse to pay if I were you.

He hands him the empty plate and walks away.

WIMPY
A shocking abuse of power.

40. CAMERA MOVES WITH TAX-MAN

from table to table, making his collections. He comes to three rough-looking SAILORS.

TAX-MAN
Seven-cents Table-Tax.

They pay up, grumbling. The Tax-Man moves to the next table: four rough-looking SAILORS.

TAX-MAN
Seven-cents Table-Tax.

They pay up. He moves to the next table: Popeye is sitting alone.

TAX-MAN
Seven-cents Table-Tax.

POPEYE
(Grumbles)
Nice ta see ya. Where ya been keepin' yaself?

TAX-MAN
And an additional three-cents Sarcasm-Tax.
That'll be ten cents, please.

Popeye pays up, grumbling. The Tax-Man leaves.

41. TIGHT SHOT ON POPEYE AT HIS TABLE

He sits nursing a root beer, looking preoccupied. A pair of chubby clasped hands appear across from him, but it is a moment before he notices that he is not alone. His head jerks up.

42. POPEYE 'S POV: WIMPY

WIMPY

My friend, we are both in luck. You are in luck because you look in need of a friendly ear. I am in luck because I am in need of a hamburger, for which such I will rent you a friendly ear.

POPEYE

(Snorts)

WIMPY

One hamburger will buy you a friendly ear for 15 minutes, two hamburgers will buy you a friendly ear for a half hour. I am also available on a subscription basis by the month.

43. POPEYE AND WIMPY

Popeye stares at Wimpy for a long time. He does not answer.

WIMPY

You drive a hard bargain. To prove the value of my listening (because many speak well but so few know how to listen), I will throw in, at no extra charge, a gratis five minutes of sample listening.

He takes a stopwatch from his inside pocket and CLICKS the start button.

WIMPY

My attention is fixed. You may proceed.

Straightening his posture, Wimpy stares at Popeye with great concentration. But Popeye says nothing, simply sips at his root beer, thinking "disgustipated" thoughts about a man who asks to be paid to listen. Wimpy wilts under this formidable lack of response. He makes every effort to keep his eyes glued on Popeye, but his body soon begins to twitch in nervous fits. He shifts in his seat, crosses and uncrosses his legs, laces and unlaces his fingers. Finally, he rises to flee.

44. ANGLE ON WIMPY WALKING AWAY

Behind him, Popeye cemented to his table.

POPEYE

Me Poppa.

Wimpy whirls, a relieved expression on his face, and runs back to the table. He stands over Popeye.

WIMPY

Did you say, your Poppa?

POPEYE

I yam lookin' fer me Poppa.

Gratefully, Wimpy sinks into his chair and focuses his entire being on Popeye.

45. POPEYE AND WIMPY

Wimpy waits what seems like an eternity for Popeye to open his mouth again.

POPEYE

I yam searchin' the sevink seas--

He stops, stares at Wimpy. Says no more.

WIMPY

(Encouraging)

You are searching the seven seas. Yes, yes?

POPEYE

I yam. Fer me Poppa. Who I ain't seen since I wuz two.

46. THREE SAILORS AT THE NEXT TABLE - THEIR POV

Their backs to us, their attention centered on Popeye and Wimpy. They lean forward and crane their necks, listening hard.

POPEYE

I yain't gonna cast no aspershevikins. He run off. I wuz a infink o' two an' he run off on me. Me own Poppa.

47. POPEYE AND WIMPY

Popeye becomes aware that he is being listened in on. He turns and glares at the sailors. They pull in their necks and ignore Popeye's glare.

48. THE THREE SAILORS

FIRST SAILOR

I think it looks like rain.

SECOND SAILOR

I think it looks like rain, too.

THIRD SAILOR

Oh, yes. I can tell from me game lag.
Definitely rain.

49. POPEYE AND WIMPY

Popeye turns his glare from the sailors and looks back on Wimpy.

POPEYE

I yam a very tolerink man except when I holds a grudge, an' I didn' t'ink I wud ever forgive me Poppa but sevink years ago I shipped out on th' merchant, Gloomy Gus, an' we broke up off Guam in a typhloocm--

SOUND: THREE CHAIRS LOUDLY CREAK

Popeye turns around.

50. THE THREE SAILORS

leaning forward, breathing in every word.

51. ANGLE ON POPEYE AND THE THREE SAILORS

He glares them into straightening up, returning to their drinks and food.

FIRST SAILOR

If it doesn't snow.

SECOND SAILOR

It will definitely rain if it don't snow.

THIRD SAILOR

Or both. It could do both.

52. POPEYE AND WIMPY

Popeye turns back to Wimpy.

POPEYE

So's I was alone at sea on a raft, 45 days out, widdout food er water but fer a coupla sharks an' seagulls I caught. An' rainwater. An' I got a visitashikin an' the visitashikin tol' me that me Poppa wuz alive, an' 33 years of a grudge is enough; otherwise it pizens th' system. So's ever since th' day I got rescued I been lookin' t' tell me Poppa that I forgives him.

SOUND: CREAKING CHAIRS, dozens of them

Popeye turns from Wimpy and looks around.

53. FULL SHOT OF CAFE

At every table customers lean forward, heads craned, intently tuned in to Popeye's story. Popeye takes it all in, then rises. He SHOUTS.

POPEYE

I'M ON'Y AFEARED HE'LL BE DEAD BY TH' TIME I FINDS 'IM AN' IT'LL BE TOO LATE FER 'IM T' KNOW WOT A FINE FIGGER O' A ORPHINK I GROWED UP INTO WIDDOUT ONE WHIT OF HIS HELP WOTSOMUCHEVER.

He SHOUTS even louder.

POPEYE

DUZ ANYONE WANNA MAKE ANYT'ING OUT O' IT?

He turns back and glares down at Wimpy.

54. SHOT - POPEYE AND WIMPY

WIMPY

A fascinating story. I'd say engrossing. Fascinating and engrossing. I'd say spellbinding. Spellbinding, engrossing and fascinating.

54. CONTD

He looks up at Popeye, waiting for a reaction. Popeye reaches into his pocket and takes out a handful of coins.

POPEYE

Ya list^lened real good. I ain't one t'
turn me back onna frien', even if I gotta
buy 'im.

He hands Wimpy the coins. Wimpy greedily accepts, at one and the same time clasping Popeye's hand, thus sealing their friendship.

55. FOLLOWING WIMPY

as he rushes, coins crushed in his hand, to the lunch counter. He passes the table with the three sailors.

56. CLOSE ON THREE SAILORS

FIRST SAILOR

Yes, I'd say it looks like snow.

SECOND SAILOR

Oh, I hope it don't snow.

THIRD SAILOR

Me too. I hope it don't snow because I
could get lost in the snow.

FIRST SAILOR

Yes, and if I got lost in the snow I
couldn't find me Daddy.

SECOND SAILOR

And I wants me Daddy.

THIRD SAILOR

I wants me Daddy.

THREE SAILORS

(In chorus)

I want me Daddy!

FIRST SAILOR

Dada.

SECOND SAILOR

Daddy.

THIRD SAILOR

Dada.

56. CONTD

The three sailors play patty-cake to the rhythms of "Dada, Daddy." Other customers POUND tables and STAMP THEIR FEET to the rhythms of "Dada, Daddy." To the background of "Dada, Daddy," the three sailors break into a vigorous and parodic dance, mimicking baby poses and baby actions of all sorts: bawling, slapping, clapping, tumbling, leaping into and out of each other's arms. They end up on their knees at Popeye's feet, hugging, clawing the air, CRYING "Dada." Popeye stands over them, very grave.

57. ANGLE ON POPEYE AND SAILORS

POPEYE

One t'ing I got is a sense o' humor. I
c'n laugh at meself.

He emits a short, humorless bark of a LAUGH.

POPEYE

Anudder t'ing I got is a sense of
humiligration. So I yam axing ya swabs
fer an apologiky.

The three sailors look at each other in amused astonishment. They start LAUGHING, rise to their feet, tower over Popeye, LAUGHING. LAUGH down into his face, raucously, insultingly. Popeye stands stiff, unflinching, doing a slow burn.

58. LUNCH COUNTER - WIMPY

Wimpy nibbles fastidiously at a giant hamburger.

SOUND: THREE RAPID-FIRE THUDS, AS LOUD AS THUNDER CLAPS, FOLLOWED BY THE CLATTER OF BREAKING FURNITURE.

Wimpy whirls about on his stool, holding tight to his hamburger.

59. WHAT HE SEES - CAMERA PANS

Beginning at one corner of the cafe, where the first sailor lies unconscious atop a table, his head in a bowl of spaghetti, the two occupants of the table staring, stunned. PAN TO a second corner where the second sailor lies unconscious, contorted between the rungs of a broken chair and the legs of a broken table. PAN TO the kitchen where the third sailor's feet stick out of a giant pot sitting on the stove. Near the stove the Tax-Man looks on, making notes.

60. FOLLOW TAX-MAN

out of the kitchen, across the cafe, passing patrons at tables staring goggle-eyed at Popeye. The Tax-Man arrives at Popeye, who stands calmly, rubbing his fist against his palm.

TAX-MAN

Three with one blow. I'll have to look that up.

He takes out a small tax directory that hangs on a string from his upper tunic pocket.

TAX-MAN

You're in luck. There's a special on that. \$3.50 please.

With the entire cafe looking on, Popeye rummages through his pockets, painstakingly extracting money: a dollar from one pocket, coins from another, another dollar from a third. Whatever he comes up with he lays on the table.

61. POPEYE AND TAX-MAN

POPEYE

3.50.

62. FOLLOW POPEYE

Popeye walks the length of Roughhouse's and out the door. All eyes are on him; no one stirs at the various tables.

63. EXT. ROUGHHOUSE'S CAFE - DAY

Popeye walks out the door. The angry dog appears out of nowhere and immediately starts BARKING at him.

64. CAMERA MOVES WITH POPEYE away from the cafe.

A second BARKING dog joins the first. They follow Popeye down the street, SNARLING their protest.

65. EXT. SWEETHAVEN - BIRD'S-EYE - NIGHT

A view of gabled rooftops, lamp-lit streets. Along the streets, coming out of doors, walking down stoops, from all directions come an assemblage of townspeople in dress befitting their professions and stations in life

66. THE OYLS' STREET - LONG SHOT

Straggling in twos and threes, the party guests make their way toward the Oyl household. Night mist adds a glow to the air.

SOUND: FOGHORNS

67. INT. OYLS' HOUSEHOLD - FRONT HALLWAY

Min stands in the door welcoming her guests as they arrive. The crowd, mostly middle-aged, is quickly made out: merchants and their wives, seamen and their wives, longshoremen and their wives. They stream in past Min, who takes their hats and coats. TALK is fast, overlapping.

MIN

Isn't it exciting?

WOMAN GUEST

I'm excited.

MALE GUEST

Where's the bar?

SECOND WOMAN GUEST

There's Mabel.

MIN

Aren't you? I know I am.

SECOND MALE GUEST

I never thought he'd have the nerve to show his face again.

MIN

God's excited too. Castor's excited. Olive will be excited too as soon as she gets here.

Min disappears under the layer of coats. Only the top of her head is visible.

68. LIVING ROOM

Guests mingle, joust with one another in the crowded space. Postures and expressions are formal, stiff, conveying extreme guardedness beneath a social surface.

COBBLER

Did you see the stranger in town?

68. CONTD

GROCER

I didn't see anybody. What do you want to know for? What do you think he wants? Why our town? Do you think Bluto knows I didn't talk to him? Maybe my taxes will go down. What do you think?

CASTOR

This would be a rotten party if Bluto wasn't paying for it. Even so, the roof leaks.

WIMPY

I will gladly pay my rent on Thursday for a hamburger today.

He picks a hamburger off a passing platter that Cod carries through.

GEEZIL

That Wimpy. He's flies in my soup.

69.

FOLLOW COD

carrying his platter.

MIN

(At door, to Cod)

He's coming!

COD

Who's coming?

MIN

Who do you think's coming?

COD

(Fed up)

If I knew who's coming I wouldn't ask who's coming!

70. EXT. THE OYLS' OPEN DOORWAY

filled by BLUTO'S massive back. Standing behind him, lost in his shadow but nonetheless jiggling his coin box, is the Tax-Man.

BLUTO

My party!

71. INT. HALLWAY

Bluto enters, a giant of a man, ugly, bearded and barrel-chested. He hugs Min.

BLUTO

Mother!

75. CONTD

PLUMBER'S WIFE
Stop standing in front of me so Bluto can
see me.

BLUTO
(Grins)
Hey!

TAX-MAN
Ten cents.

PLUMBER'S WIFE
That's not fair.

TAX-MAN
Twenty cents.

BLUTO
(Grins)
Hey!

BUTCHER
I shut my door in the new guy in town's
face, Bluto.

TAX-MAN
Four cents.

BLUTO
(Grins)
Hey!

BUTCHER
(To Tax-Man)
I won't pay; it's unfair.

76. BLUTO AND BUTCHER

BLUTO
(At butcher)
ARRGH!

BUTCHER
I will pay. Here. Here. You want more?

He rifles his pockets. Bluto grabs the butcher by the nape of his
neck and pulls him toward him.

76. CONTD

BLUTO
Hey, you thought I was going to
masacree you?

BUTCHER
Oh no, Bluto, I wouldn't think--

BLUTO
Hey, this is Olive and I's engagement party.
Would I masacree anybody at Olive and I's
engagement party?

77. ANGLE ON LIVING ROOM

The entire party turns silent. Bluto looks around the room. No one
says boo.

BLUTO
I know what you're gonna say.

79. BLUTO AND CASTOR

BLUTO
You're going to say, What should stop me
from masacreeing you--

He turns to guest, who cowers.

BLUTO
Or you--

He turns to another guest, who cowers.

BLUTO
Or you--

79. CONID

He turns to a third guest, who cowers.

BLUTO

--at this particular engagement party because at Olive and I's last engagement party I massacred Bubblynose and Noodleneck. Didn't I, Bubblynose and Noodleneck?

80. SHOT - BUBBLYNOSE

BUBBLYNOSE

Right, Bluto, you sure did, right, wow!

81. SHOT - NOODLENECK

NOODLENECK

You massacred us good! Yeah!

82. ANGLE ON BLUTO

BLUTO

And Olive broke off the engagement. And at Olive and I's engagement party before that, I massacred Ham Gravy. Where's Ham?

83. SHOT - HAM

HAM

Here, Bluto. I'm here. You sure popped my lights and dented my fenders, I'll say, boy!

84. ANGLE ON BLUTO

BLUTO

And Olive broke off that engagement. And the one before that. Where's Gus, Corky, Crackers and Zilch?

85. SHOT - GUS

GUS

Some party that was, Bluto.

86. SHOT - CORKY

CORKY
I only got out of the hospital three weeks ago, so I missed the last two parties.

87. SHOT - CRACKERS

CRACKERS
Fun, let me tell you!

88. SHOT - ZILCH

ZILCH
My ear still hurts where you bit it off.

89. ANGLE ON BLUTO IN CROWD

surrounded by party guests

BLUTO
But this time I'm not gonna give her the chance to break off the engagement. I learned my lesson. Bubblenose, Noodleneck, Ham, Gus, Corky, Crackers and Zilch. Go home!

He suddenly explodes into a rage.

BLUTO
What? You're still here? Why are you guys always trying to wreck my parties? I won't forget you swabs in a hurry!

90. FOLLOW THE SEVEN MEN

as they break from different parts of the room and run for their lives out the door.

91. THE HALLWAY

One by one, they rush by Min. They grab the first coat they can get their mitts on and fling themselves out the door.

92. EXT. STREET

The seven men stumble down the steps, scatter, running and tripping in different directions.

93. INT. LIVING ROOM

Bluto turns to survey the remains of the party. A broad smile creases his ugly face. Everyone shrinks.

BLUTO

We're safe.

94. EXT. THE DOCKS - NIGHT

LONG SHOT of Olive, dressed in a topcoat, buttoned tight, as if to hide her, backing down the street with a suitcase in each hand.

95. TRACKING SHOT

Olive, as she moves cautiously backward, her eyes fixed on where she has just been. She is startled (as are we) when she backs into a man hidden in shadows, seated atop a barrel. The man is Popeye, and he does not budge an inch.

OLIVE

(Screams)

You scared the wits out of me!

Popeye doffs his cap in a silent greeting.

OLIVE

What right do you have to lurk here in the dark in the middle of the night and scare the wits out of a person?

He looks at her for the first time.

POPEYE

How's the party?

OLIVE

That's a dumb question. Where do you think I'm headed right this minute?

POPEYE

Out o' town.

OLIVE

I am not headed out of town! Don't you see which direction I'm facing?

95. CONTD

POPEYE

Yas, I yam purty dumb becuz I tho't ya
wuz goin' inna direkershin ya wuz goin'
instead o' th' direkershin ya wuz facin'.
Ya need help wit' yer bags?

OLIVE

No.

She puts down a bag. Popeye hops off the barrel and picks it up.

OLIVE

Thank you.

She stares at him, not knowing what comes next.

POPEYE

Which way?

She just stares at him. Popeye starts off, leading away from her house.

OLIVE

No, that's the wrong way.

Popeye starts back toward her house.

OLIVE

No, that's the wrong way.

Popeye puts her bag down and waits.

96. SHOT - OLIVE

OLIVE

(Points)

I want to go--

(She thinks, then
points)

that way.

She stops, thinks, points in another direction, SINGS.

OLIVE

I want to go that way; no, I want to go
that way; no, I want to go that way; no...

She points in all possible directions, including up, as she SINGS a
song about indecision and doubt in every area of her life as symbolized
by her inability to choose a direction.

97. ANGLE ON TAX-MAN

on his motor scooter. He drives up behind Olive.

97. TAX-MAN AND OLIVE

TAX-MAN
That will be a 50-cents Causing-a-Public-Disturbance-Singing-Out-Loud tax.

Olive turns and is recognized. The Tax-Man throws her a one-fingered tip-of-the-cap salute.

TAX-MAN
Oh, sorry, Miss Oyl. Didn't recognize you from behind. It won't happen again.

98. ANGLE WIDENS TO INCLUDE POPEYE

The Tax-Man starts to back off and notices Popeye.

TAX-MAN
(To Popeye)
That'll be a 50-cents Listening tax.

Grumbling, Popeye digs into his pocket and pays up.

POPEYE
How come she don't pay?

99. POPEYE AND TAX-MAN

TAX-MAN
Ten-cents Additional-Question tax.

Popeye does not budge. The Tax-Man looks at him suspiciously.

TAX-MAN
I'll let you off this time because you're with Miss Oyl.

He takes off on his scooter.

100. FOLLOW TAX-MAN

TAX-MAN
Don't think you can make a fool out of the Tax-Man!

101.

POPEYE AND OLIVE

Popeye stares at her for a long time, then picks up her suitcase. Olive looks increasingly defensive.

OLIVE

I don't know what you're talking about.

POPEYE

I ain't talkin'.

OLIVE

Then I don't know what you're looking about.

102.

FOLLOW THEM

as they start walking down the street. Olive is quite uncomfortable.

OLIVE

You think everyone pays taxes but me and my family. Don't you? Well, you couldn't be more wrong.

Popeye says nothing.

OLIVE

You think it's because I'm engaged to Bluto and Bluto runs the town for the Commodore, so we get special favors. Well, it's a lie.

Popeye says nothing. Olive stops, stares at him, abruptly starts in the opposite direction.

OLIVE

Let's go this way.

Popeye follows along with her suitcase.

OLIVE

If you knew the first thing about me, it's that I hate special favors. You wouldn't accuse me if you knew me. But you don't know me. A good thing too.

She stops, stares at him, then again alters directions.

OLIVE

This way.

102. CONTD

Popeye follows.

OLIVE

Bluto's kind and generous and likes to do things for his loved ones. And you want me to hurt his feelings. Well, phooey on you. You don't even think enough of me or my family to be at my engagement party.

She stops, stares at him. Popeye puts down the suitcase. Olive alters directions again.

OLIVE

This way.

She starts walking off, but this time Popeye does not follow. She walks a little way, turns, sees him not following and returns.

OLIVE

What are you doing?

POPEYE

Waitin'.

OLIVE

There's not a thing here.

POPEYE

Me Poppa's here.

OLIVE

Well, I can't wait around any longer. Anyhow, there are too many guests as it is. And half of them I hate. What time will he be here?

Popeye does not answer. Olive waits, puts down her suitcase. They both wait in the dark. The two dogs come from around the corner. They begin to GROWL.

103. INT. OYL LIVING ROOM - THE PARTY

ANGLE ON BLUTO, very solemn, seated on the couch surrounded by party guests, very, very jumpy but trying hard to hide it.

BUTCHER

This is fun.

He looks at Bluto. Everyone looks at Bluto. No reaction.

108. EXT. DOCK STREET - NIGHT

Popeye and Olive stand and wait as before. The dogs are on top of them now, SNARLING and BARKING. Popeye leans over, picks up a stick and throws it. The dogs run out of the frame after the stick, BARKING and SNARLING.

OLIVE

I've got to go home now.

She shuffles back and forth, indecisively.

POPEYE

40 years. I figgered it's becuz he wuz lookin' fer me an' wit' him lookin' an' me lookin', we missed each udder. So now one of us waits an' one of us looks.

The dogs return; one of them carries an old sneaker, the other a floor lamp with a shade.

POPEYE

Last year I waited in Singapore. The year before I waited in Honolulu.

Popeye throws the sneaker. The dogs run off, BARKING and SNARLING.

POPEYE

The year before that I waited in Pago-Pago.

Olive is interested in his story now.

OLIVE

You mean you just go anywhere and you wait?

Popeye nods. Olive looks around.

OLIVE

Well, I can't-- I mean-- Oh, okay, I'll give him 15 more minutes.

They wait in silence. The dogs return, SNARLING. This time one dog carries a blue bundle and the other carries a creased business-sized envelope.

103. CONTD

GOBBLER

Sure is.

He forces a smile at his wife. She looks as if she's about to cry. A long pause, as everyone checks Bluto for a reaction. He shifts in his chair. Everyone reflexively ducks, except...

104. SHOT - WIMPY

eating gingerly.

WIMPY

The apex. The extreme apex.

105. ANGLE ON BLUTO AND CASTOR

BLUTO

ARGHH!

He puts his fist through the wall.

CASTOR

Ha, ha, Bluto. What a kidder.

106. ANGLE WIDENS TO INCLUDE MIN

MIN

Adorable. He's pretending he's getting mad.

CASTOR

Boy, is that Bluto a good pretender.

COD

Listen, Bluto's a good anything.

107. ANGLE ON COD AND MIN

MIN

Good? He's the best anything in the world!

Cod and Min SING "Bluto," a nerve-wracked, vaudeville song-and-dance number, celebrating the excellent character of their almost-son-in-law. Anxiously, Castor joins in. After the first chorus, the rest of the frightened party guests join in. Production number revolving around Bluto, who merely sits and glowers.

111. ANGLE ON POPEYE

as he picks up the bundle, about to throw it for the dogs to retrieve.
The bundle SCREAMS.

SOUND: BABY SCREAM

112. POPEYE AND BUNDLE

Popeye examines the bundle, poking an opening in the blanket. Revealed
is the round, red face of a crying year-old infant.

POPEYE

Blow me down!

OLIVE

(O.S., reading)

"To the one-eyed sailor: I must trust
someone with my baby until I free myself
of certain financial obligations which
will take 25 years or so--"

113. OLIVE AND DOG

She is reading the note. The ripped-open envelope still lies in the
dog's SNARLING mouth.

OLIVE

"--at which time I shall reclaim him. In
the meantime, this \$15 should help defray
your costs...."

She exhibits three five's in her hand.

OLIVE

"Love him as only a mother could."

114. ANGLE WIDENS TO INCLUDE POPEYE

She hands the note and money to Popeye.

POPEYE

(Reads)

Signed, "A Mudder."

He looks up at Olive, stunned.

POPEYE

I yam flabbergastipated!

115. CLOSE ON POPEYE

He is deeply perturbed, deeply moved.

POPEYE

I yam a mudder.

116. OLIVE AND POPEYE

As if in a trance, Popeye hands Olive the baby.

117. ANGLE ON TAX-MAN

zooming through the night mist toward them.

118. FOLLOW TAX-MAN

to where Popeye stands. Without slowing his scooter, he grabs the money out of Popeye's numbed fingers.

TAX-MAN

Fifteen dollars Child-Abandonment tax.

STAY ON POPEYE, a numbed husk, as the Tax-Man, his back to us, rides off on his scooter, receding into the darkening distance. The dogs follow, SNARLING and YIPPING at his tires.

119. EXT. OLIVE'S STREET

Popeye and Olive walk toward Olive's house, their entire bearing informing us that they are victims of an unimaginable happening. Olive carries the baby.

POPEYE

(Numb)

I'll take it.

Olive silently hands him the bundle.

SOUND: CONTENTED BABY GURGLE

They walk a dozen steps more.

OLIVE

(Numb)

I'll take it.

119.

CONT'D

Popeye passes her the baby.

SOUND: DISCONTENTED BABY GURGLE

They are fast approaching the Oyl home.

120.

ANGLE ON THE OYL HOUSE

the windows brightly lit. Inside we catch a glimpse of a party as still as a wake.

SOUND (FROM WITHIN): OCCASIONAL NERVOUS COUGHS, NERVOUS GIGGLES

Popeye and Olive come into frame, 20 feet away.

POPEYE

(Numb)
I'll take it.

121.

POPEYE AND OLIVE

She passes him the baby, who, sick and tired of all this uncertainty, begins to SQUAWL.

SOUND: BABY CRYING

122.

POPEYE AND OLIVE'S POV - THE OYL FRONT DOOR

In reaction to the baby's cry, the front door flies open. Bluto fills the door frame. The rest of the party lines up behind him, poking heads out on all sides.

123.

BLUTO'S POV

He glares down the front steps at Olive, standing as one with a stranger and a baby.

BLUTO

(A low, ominous roar
begins to build deep
in his vitals)

Before the roar can erupt, Olive takes command.

OLIVE

Who do you think you are, Bluto? Did I
(MORE)

123. CONTD

OLIVE (Contd)
ask you for special favors? No! Everyone
in this town gets taxed but me and my
family! How do you think that looks? You
are a cruel and thoughtless kind and gentle
brute. I will never marry you until you
stop treating me so unfairly!

124. OLIVE AND POPEYE

She grabs the baby out of Popeye's hands.

OLIVE
Anyhow, I can't become a bride because I
have just become a mother.

125. OLIVE, POPEYE AND BLUTO

Their backs to the CAMERA, Olive and Popeye stare up at Bluto, framed
in the doorway. He seems to grow in size as he switches glares.

126. PAN - WHAT BLUTO SEES:

From Olive to the baby to Popeye

127. ANGLE ON DOORWAY AND FRONT STEPS

Bluto unwinds a long arm which collars Popeye, lifts him bodily and
floats him up to the doorway.

127A. SHOT - POPEYE AND BLUTO

POPEYE
(To Bluto, unperturbed)
It's a logiwockal misunderstandakin'.

Bluto uncorks a punch. Popeye sails through the air.

SOUND: BLUTO'S BLOW

128. FOLLOW POPEYE

as he smashes into a parked car, splitting it asunder, somersaults
across the street, crashing through a picket fence and the clapboard
front of a neighbor's house, rolls like a hoop through the living
room wall into the bedroom, where he ends up lying between an elderly
couple in nightcaps. Popeye sits up, unhurt, and turns to the
terrified couple.

128. CONTD

POPEYE

It's me policy never t' interkefers wit'
lovers' squarrels.

129.

ANGLE ON STREET - MODIFIED BIRD'S-EYE

Bluto stalks off, his back to us, leaving an avenue of mayhem. Party guests lie about like extras in Atlanta in Gone With the Wind. They hang from the tops of lamp posts, draped over the roofs of cars and fire hydrants, are pilloried in twisted street signs, are deposited in garbage cans.

Only Olive stands upright, clutching the baby to her bosom, CRYING OUT after the departing Bluto.

OLIVE

Apologize!

130.

INT. POPEYE'S ROOM - DAY

SHOT - BABY IN OLD-FASHIONED WOODEN CRADLE

Olive and Popeye's VOICES are heard O.S.

POPEYE

He's smilin' at me.

OLIVE

She's not smiling, it's gas.

POPEYE

My baby ain't go no gas; he's perfeck.

131.

ANGLE ON OLIVE, POPEYE, AND BABY

Popeye begins to diaper the baby.

OLIVE

You're doing it wrong. Here, let me.

She tries to take over, but Popeye pushes her hand aside.

131. CONED

POPEYE
Avast.

OLIVE
(Miffed)
Watch it, you'll hurt her.

POPEYE
Her is a he. What do you know about
diapering? Yer a landlubber.

OLIVE
I'm a girl.

POPEYE
An' I yam his mudder. Sailors is
experiangst in all sorts of-- See, he's
pointin' at me. I bet he's got a I.Q.
about half a milliong.

Olive, feeling increasingly left out, bends over, her face close
to the baby.

OLIVE
Cootchie-coo.

POPEYE
Don' talk baby-talk aroun' me son. He is
goin' to be a man-infink, not a baby-infink.

OLIVE
You're bats!

POPEYE
I yam wot I yam.

131. CONID

OLIVE

And you know what that is?

She gives him the bird.

132. FOLLOW OLIVE

storming out of the room, with Popeye, fussing over the baby, framed in the background. She slams the door on the intimate tableau.

133. ANGLE ON BABY

He starts to CRY. Popeye reaches in and lifts him out of the crib.

POPEYE

Nice baby. Cootchie. Cootchie. Ya wants
a lullaby? Izzat wot ya wants? Cootchie.
Cootchie? Ya liddel swee'pea, cootchie?

He SINGS a lullaby, "Mudders": What luck it is to own a "Mudder" who will comfort you and teach you and be with you through hard and good times--and how some people never had the luck to have a "Mudder" or, for that matter, a "Fadder" either--but Popeye will be "Mudder" and "Fadder" and help him with his homework and beat up his enemies and take him over the seven seas and no one will ever desert this baby.

134. EXT. WATERFRONT - DAY

In CLOSE foreground, a four-masted bark, black, crusted and ugly. Bluto's ship, The Vile Body. Walking toward it on their morning stroll are Olive and Popeye, wheeling the baby in his carriage.

MUSIC: "Mudders" theme

OLIVE

Swee'pea?

(She snorts)

That's the worst name for a baby I've ever heard.

POPEYE

I found 'im in Swee'haven so he is me
swee'pea an' that's the name he will
answer to till he's a hunnert.

135.

FOLLOW THEM

in profile, as they walk past The Vile Body.

OLIVE

You don't hold the carriage right.

POPEYE

I holds it right fer Sweepa an' me.

OLIVE

You don't know what you're doing.

She looks on enviously.

OLIVE

It's my turn to wheel him.

Popeye ignores her.

OLIVE

Popeye.

136.

POPEYE'S AND OLIVE'S POV

They are being approached by a dowdy MOTHER with six raffish children in tow. One is an infant that she carries over her shoulder.

POPEYE

(To mother)

Hey, Missus, whaddya do when he gets pains in his tummy after eatin'?

MOTHER

I hold him and pat him like this.

POPEYE

Izzat so? 'at's all there is to it?
Thank ye. I learnt somethin'.

137.

FOLLOW OLIVE AND POPEYE

walking with carriage. Popeye picks Sweepa out of the carriage and begins patting him on the back.

POPEYE

Very valreble inframation.

OLIVE

It's my turn to hold him.

POPEYE

He jest had his bottle.

OLIVE

Last time you said I couldn't hold him before his bottle.

POPEYE

Tha's right. Ya can't hol' 'im befer er after his bottle.

OLIVE

You mean I can't hold him ever!

POPEYE

I found 'im. I yam his mudder. An' on'y I hol's 'im.

OLIVE

The dog found him. By rights, the dog is his mother!

In the course of their quarrel they pass an old wreck of a houseboat, piled with junk and covered over with condemned signs. HOLD ON houseboat in foreground. Olive and Popeye walk off into the distance.

138.

INT. POPEYE'S ROOM - NIGHT

MUSIC: "Mudders" theme

Popeye sits with Sweepa in his lap. The child is asleep.

POPEYE

(Musing)

--an' purty soon you'll
go to school an' bust some bigger kids
inna mush an' go to sea an' meet a dame
an' get married an' be a Poppa wit' gray
hairs an' get ol' and die an' I'll be all
alone again. Mudderhood
ain't no bed o' nusegays.

139. INT. HALLWAY

Olive, in a nightgown, stands outside Popeye's door. She silently opens it and tiptoes in.

140. FOLLOW OLIVE

as she tiptoes over to Popeye, now fast asleep in his chair, the sleeping baby in his lap. Olive plucks Sweepee out of his arms and tiptoes into her room.

141. OLIVE'S ROOM

She SINGS her own version of "Mothers." The baby PURRS occasionally and sleeps on.

142. EXT. OYL HOUSE - DAY

Castor approaches his home and observes the Tax-Man supervising a pair of burly workmen detaching the front steps from the house and carting it away.

CASTOR

You can't--wait--what are you doing?

TAX-MAN

Back taxes.

143. INT. MIN'S KITCHEN

Min stands at the stove cooking. Two other workmen enter, pick up the stove and walk off with it.

144. FOLLOW MIN

following the stove out the kitchen, down the hallway.

MIN

What are you doing?

The Tax-Man appears in the living room doorway.

TAX-MAN

Back taxes.

145. FOLLOW TAX-MAN INTO LIVING ROOM

where two other workmen lift up the sofa that Cod sits in reading his newspaper.

COD
What? Wait! What?!

TAX-MAN
Back taxes.

146. EXT. OYLS' STREET

A procession of workmen carting on many little carts a stove, a refrigerator, a sofa, tables, chairs, beds--and Geezil in the bathtub.

GEEZIL
Flies in my soup!

147. CAMERA PULLS BACK

Bluto stands in foreground, a pleased smirk on his kisser.

BLUTO
(Under his breath)
I got my rights.

148. INT. BARE LIVING ROOM, OYL HOUSE

Cod and Min clutch each other.

COD and MIN
(Sing)
Worry, worry, worry.

A DIRGE in which they review the hopelessness of their plight. How do they recover their possessions? Where do they find the money to pay their taxes and keep their heads above water? Castor paces to and fro, in a fit, kicking the bare walls, muttering inaudible imprecations. Wimpy sidles up to him. Under their exchange, Castor's and Min's DIRGE continues.

WIMPY
There is a way.

CASTOR
Which way?

148.

CONT'D

WIMPY

No. It's too monstrous.

CASTOR

I'll take monstrous.

WIMPY

Out of the question. It's suicide.

CASTOR

I'll take suicide.

WIMPY

Tonight I referee the card at the arena.
Fifty dollars if you last one round--

CASTOR

Last? I'm strong. I'll win. Who do I
fight?

Wimpy puts his arm around Castor's shoulder.

WIMPY

I'm only trying to help.

Unaware of the plot afoot, Cod and Min SING on.

COD and MIN

Worry. Worry. Worry.

149.

SHOT - POSTER ON ARENA FENCE

TEXT: HIS HONOR, THE COMMODORE, CHALLENGES YOU

TO LAST ONE ROUND WITH OXBLOOD OXHERT,

THE DIRTIEST FIGHTER ALIVE, \$50 TO ALL

COMERS.

Under the sign, a photograph of a vicious-looking brute.

150.

PULL BACK TO FULL SHOT OF CIRCUS-STYLE TENT

Wimpy, his arm around Castor, guides him through the opening.

SOUND: CROWD ROAR

151. INT. OLIVE'S ROOM, EMPTY

Olive sits on the bare floor, crumpled papers all around her. She writes on a pad in her lap as Sweepee GURGLES in a bassinet nearby.

OLIVE

(Sings)

Dear Commodore: I'm writing to tell you...

She crumples the paper, starts to write again.

OLIVE

(Sings)

Dear Commodore: A terrible fate has befallen us...

She crumples the paper, starts to write, turns to Sweepee.

OLIVE

Oh, Sweepee, will I ever get this letter written?

152. SHOT - SWEEPEA

He SPUTTERS his lips loudly.

153. OLIVE AND SWEEPEA

OLIVE

Don't say that! Will we never get out of this mess?

154. SHOT - SWEEPEA

Sweepee purses his lips and emits a SHRILL WHISTLE.

155. ANGLE ON ROOM

OLIVE

Well, that's better.

Popeye sticks his head in the door.

POPEYE

If yer writin' a story, I got a coupla good ones.

155.

CONT'D

OLIVE

I'm trying to write a letter to the
Commodore.

POPEYE

He won't do nuttin'.

OLIVE

Why, he's a great man. He's rich. He
owns everything!

POPEYE

Ah, potaty salad! Ten years, nobody's
seed this famousk Commydore. I t'ink
Bluto et him.

OLIVE

This can't be the only town he owns, you
know. He has many responsibilities. If
he had any idea how disgustingly Bluto is
taxing us...

She looks glumly down at her pad, then, in a burst of temper, throws
her pen across the room.

OLIVE

Why is it so easy to talk English and so
impossible to write it down?

POPEYE

(Sings)
"Englich."

A word-mangling SONG in which he gives his guidelines about writing,
which are really a metaphor for the way he governs his entire life,
that is: to be simple, direct, plainspoken, honest, true and true blue.
His problem is that the more he theorizes, the more complicated,
convoluted, twisted and tongue-twisted his SONG becomes. Olive joins
in, correcting him, trying to straighten him out. The two get
hopelessly snagged in word traps and odd-sound combinations. Olive
finally rips her pad to pieces in a fit of temper.

OLIVE

Nothing could possibly get worse!

Sweepa emits a SHRILL WHISTLE.

OLIVE

(Chagrined)
It will?

156. SHOT - POPEYE
amazed, staring goggle-eyed at Sweepee.

157. ANGLE ON DOOR
Cod bursts in.

COD
To the arena! To the arena!

OLIVE
What...?

Min's head appears in doorway behind Cod's.

MIN
Terrible! So terrible! To the arena!
To the arena!

POPEYE
Wot's happening?

COD and MIN
To the arena! To the arena!

158. EXT. THE ARENA - NIGHT
SOUND: CROWD ROAR

WIMPY
(O.S. from the ring)
19, 20, 21, 22, 23, 24...

From out of the tent staggers a behemoth of a man, his arm in a sling, his face a rat's nest of bruises.

159. FOLLOW HIM

as he stumbles across the open lot on which the arena stands. Towards him, but still in the distance, come Popeye, Olive carrying Sweepee, and Cod and Min, running.

160. ANGLE ON POPEYE, OLIVE, COD AND MIN

They stop, aghast at the sight of the battered fighter.

160. CONTD

MIN
Castor!

She starts to run. The others follow.

161. FOLLOW THEM

as they approach the tent entrance.

SOUND: CROWD ROAR

WIMPY
(O.S. from the ring)
14, 15, 16, 17...

From out of the entrance, stumbling and falling, limps an even greater BEHEMOTH. Olive SHRIEKS and clutches Sweepee close. The behemoth meets their shocked gaze.

BEHEMOTH
It hurts.

He staggers on past them as they turn and look after him.

MIN
Cod! Castor...

COD
(Sheet-white)
I'm not worried.

WIMPY
(O.S.)
13, 19, 40, 100...

They wheel about.

162. WHAT THEY SEE

Coming toward them, out of the SCREAMING CROWD, rolls a wheelchair. On it, swathed in bandages from head to toe, reclines Castor.

OLIVE
Don't look!

She covers her own and Sweepee's eyes. Cod and Min clutch and SOB. They trail meekly behind Castor's wheelchair. Next to Olive, Popeye stands, rigid as a hunting dog, staring straight ahead at the ring.

162. CONTD

POPEYE
Dis looks like fun.

SOUND: THE BELL

163. THE RING - WIMPY

stands at the ring mike.

WIMPY
Fifty dollars to last one round with
Oxblood Oxheart, the dirtiest fighter
alive! Are there any other worthy
fatalities?

SOUND: A HUM GOES THROUGH THE CROWD

164. ANGLE ON CROWD AND POPEYE

The CROWD BUZZING, craning necks to get a look at the next sucker,
as Popeye strides down the center aisle. Olive dashes after him,
SCREAMING.

OLIVE
No, Popeye!

Popeye turns and stares at her.

POPEYE
I wants me fun.

He starts to climb into the ring.

165. ANGLE ON WIMPY

at the far side of the ring, leaning casually on the ropes, TALKING
to a fan.

WIMPY
Hello Bill, how's the little woman?
Let's you and I have a duck dinner next
week. You bring the duck.

Behind him, Popeye climbs into the ring. The CROWD ROARS at Wimpy
and points. Wimpy lethargically turns, sees Popeye.

WIMPY
Surely not.

166.

POPEYE AND WIMPY

WIMPY

Do you know what you're doing?

POPEYE

Winnin' 50 bucks fer back taxis.
Also gettin' even.

WIMPY

Do you realize who you're fighting?

Wimpy points.

167.

RINGSIDE - OXHEART AND MOTHER

Seated in trunks at ringside is OXBLOOD OXHEART, an enormous, muscled brute of a man. He is CONVERSING with his mother, a little, gray-haired old lady who is busily crocheting.

OXHEART

You all right, Ma?

MOTHER

Perfectly fine, Sonny.

OXHEART

You got good enough light?

MOTHER

Perfectly fine.

OXHEART

Seat okay?

His mother nods.

OXHEART

Be right back.

He climbs into the ring.

MOTHER

Don't worry.

SOUND: THE BELL

168.

FOLLOW OXHEART TO THE CENTER OF THE RING

Popeye and Wimpy wait for him. Popeye is still fully clothed but is wearing boxing gloves.

POPEYE

Izzat yer mudder?

OXHEART

Don't you dare mention me mudder!

POPEYE

I cannot busk ya inna mush wit' yer mudder lookin'. Wud ya ask her t' leave?

OXHEART

Gnats to you, sucker!

WIMPY

Gentlemen, let's not get violent.

169.

FOLLOW WIMPY TO RINGSIDE

where he picks up money and side bets from the outstretched hands of ringsiders. Behind him, Popeye and Oxheart argue.

OXHEART

Nobody orders my mudder around.

WIMPY

Twenty dollars on 20 seconds...
ten on five seconds...100 on
two seconds...

POPEYE

I likes all mudders.

OXHEART

Mine's the best!

POPEYE

So why let her see ya busked
inna mush?

Oxheart loses patience and swings at Popeye, who ducks and slugs him in the gut. He sits heavily down on the canvas.

SOUND: CROWD GASP

Wimpy, still in the foreground, whirls about. FOLLOW HIM back to the center of the ring.

WIMPY

Here, here! None of that.

169. CONTD

POPEYE

I'm sorry. Any time a swab takes a poke at me I can't control me refraxes an' I takes a poke back.

170. OXHEART'S MOTHER

shaking her knitting needles at Popeye.

MOTHER

He's no gentleman! Come home, Sonny!

171. FOLLOW POPEYE

crossing to ringside to speak to Mrs. Oxheart.

POPEYE

(At ringside)

It ain't that I wants t' deskroy yer son. I'm onny doin' it becuz it's right an' t' get even.

Behind him Oxheart rises and comes ROARING down on him.

172. ANGLE ON RING

Popeye sails out of the ring, the recipient of a vicious behind-the-back swipe. He lands in a seat (occupied) directly behind Mrs. Oxheart

SOUND: CROWD ROAR

173. ANGLE ON POPEYE

lying atop a CUSTOMER, Mrs. Oxheart looking on.

CUSTOMER

Hey, c'mon, will ya?

POPEYE

(To Mrs. Oxheart)

I will personalky haf' t' ask ya t' leave.

CUSTOMER

Hey, fella, is this gonna take all day?

Mrs. Oxheart rises and turns to her son.

MOTHER
You win, Sonny. Now come home! This one
looks mean!

174.

ANGLE ON WIMPY

collecting money like crazy from ringsiders. Popeye appears behind
him.

POPEYE
Ya had better return it. It ain't over.

Wimpy turns, surprised.

WIMPY
Dear me!

Oxheart stalks over and pokes his nose into Popeye's face.

OXHEART
What did you call my mother?

175.

SHOT - OXHEART'S MOTHER

shaking her fist.

MOTHER
Have nothing further to do with the
bruts, Sonny!

176.

ANGLE ON THE RING

Oxheart swings on Popeye. Wimpy closes his eyes and cowers. Popeye
ducks and slugs Oxheart, who goes down. Popeye completes his swing
by turning completely around, face-to-face with Mrs. Oxheart.

FOLLOW Popeye to ringside.

POPEYE
I apologakiza. Like I say, it's a
refrax.

FOLLOW Popeye back to center ring where the crestfallen Wimpy looks
down on the unconscious Oxheart.

176. CONTD

POPEYE

Ya had better start countin'.

Wimpy turns to him, astonished.

WIMPY

Me?

POPEYE

Yer the referee, ain't ya?

WIMPY

Jones is the name. I am one of the Jones boys.

He walks off to a corner.

WIMPY

Never saw him before in my life.

Popaye raises his right arm and proceeds to count over Oxheart.

POPEYE

1--2--

Wimpy comes rushing back.

WIMPY

(Whispers)

Do you realize how much I have riding on this?

POPEYE

--3--

Wimpy waves his hands at the crowd.

WIMPY

1--1--he means 1!

POPEYE

--4--

WIMPY

1-1/2--1-1/3--

177.

ANGLE ON WIMPY

as he is hit by a tomato.

SOUND: BOOS

178.

ANGLE ON ARENA

The crowd stands SHOUTING, BOOING, throwing vegetables, programs, beer cans.

179.

ANGLE ON POPEYE, WIMPY, AND OXHEART

As Oxheart lies stunned, Popeye glares at Wimpy, who stands, hands behind his back, trying to look innocent.

POPEYE

--5!

WIMPY

--1-7/8!

Both are pelted with fruit. Wimpy suddenly reaches out a hand and grabs a flying pickle.

FOLLOW Wimpy to ringside.

WIMPY

Does anyone have a hamburger to go with this pickle?

180.

DIFFERENT ANGLE ON WIMPY

A meat patty flies toward his head. Wimpy expertly picks it out of the air and slaps the pickle on top of it.

WIMPY

Bun?!

A hamburger bun flies at him. He catches it and wraps it around the meat patty and pickle.

WIMPY

Ketchup?!

A bottle of ketchup zips past his ear.

OXHEART'S VOICE

Ouch!

181. ANGLE ON POPEYE AND OXHEART

Popeye stands in the center of the ring, which has come to resemble a vegetable garden, looking down at Oxheart. Wimpy strolls into the FRAME, reaches down into the pile of produce near Oxheart's head and extracts the ketchup bottle. He dollops ketchup on his burger and commences eating.

WIMPY
Cold, but nonetheless capital.

Into the FRAME comes a FAN with a shopping bag.

FAN
Good stuff!

The fan starts shoveling produce into her shopping bag. FOLLOW the fan across the ring as other fans climb through the ropes and start picking up fruit and vegetables, biting into apples, peeling bananas, breaking open coconuts.

182. FULL SHOT OF RING

jammed with fans, shoulder to shoulder, eating as if there's no tomorrow.

183. SHOT - POPEYE

POPEYE
Blow me down!

184. ANGLE WIDENS TO INCLUDE TAX-MAN

TAX-MAN
(To Popeye)
\$3 tax for operating a fruit stand
without a license.

185. TRACKING SHOT - EXT. EMPTY LOT - NIGHT

(Except for the inserts of the baby, this scene should be one long TRACKING SHOT from the arena into town, with appropriate CAMERA moves.)

The arena stands in the background. A scattered crowd carrying bags of foodstuffs, stuffing their mouths, straggles off in various directions. In foreground, Popeye, Olive, and Sweepee. Behind them Wimpy; behind him, the Oyls wheel Castor, bandaged head to foot, in a wheelchair.

185. CONTD

POPEYE
(Counting money)
Well, it don't come to much after taxis.

OLIVE
It is what it is.

Popeye smiles slyly.

POPEYE
'dja think he'd kill me?

OLIVE
Oh, Popeye, don't be silly. I knew.

POPEYE
G'mon, ya didn't have no confidinks.

OLIVE
I did too! Anyhow, after I asked Sweepa.

POPEYE
(Laughs)
Tha's a rich one!

OLIVE
I always ask Sweepa. Sweepa always tells
me. Didn't I, Sweepa?

186. SHOT - SWEEPEA

He emits a SHRILL WHISTLE

187. CLOSE ON POPEYE

quickly turning his head, looking about.

POPEYE
Wuzzat?

ANGLE WIDENS TO INCLUDE OLIVE AND SWEEPEA

OLIVE
I asked Sweepa, "Sweepa, will Popeye be
killed?"

188. SHOT - SWEEPEA

He SPUTTERS.

189. TRACKING SHOT - OLIVE AND SWEEPEA.

OLIVE
So then I asked, "Sweepa, will Popeye be seriously maimed?"

190. SHOT - SWEEPEA

He SPUTTERS

191. TRACKING SHOT - OLIVE AND SWEEPEA

OLIVE
So then I asked, "Sweepa, will Popeye actually survive?"

192. SHOT - SWEEPEA

He emits a SHRILL WHISTLE

193. TRACKING SHOT - OLIVE AND SWEEPEA

She is increasingly excited.

OLIVE
So then I asked, "Sweepa, will Popeye actually win?"

CAMERA HOLDS. Olive and Sweepa pass out of FRAME. Wimpy enters. MOVE WITH WIMPY as he looks on with enormous interest.

SOUND: SWEEPEA'S WHISTLE, OFF SCREEN

POPEYE
(O.S., laughs)
'at's a good trick, Sweepa.

Wimpy's eyes widen in astonishment. He licks his chops; he lifts his derby and wipes his brow with a handkerchief. Out of the derby he unpeels a racing form. He trots up behind Olive, adjusting Sweepa, moving him onto her shoulder. To Sweepa's head, poking over Olive's shoulder, Wimpy starts MUTTERING nearly inaudible names out of his racing form.

193. CONT'D

PULL BACK TO LONG SHOT of the procession as seen from across the field, silhouetted against the sky. Popeye, Olive with Swee pea, Wimpy hot on her heels, the Oyls wheeling Castor not far behind. And behind them, straggling across the field, a smattering of fight fans. TRACK across field. The lights of town, then town itself: the commercial district, shops, one- and two-story buildings...

WIMPY
(Almost a whisper)
Love's Blessing.

SWEEPEA
(Sputters)

WIMPY
No Parking.

SWEEPEA
(Sputters)

WIMPY
Cat's Pajamas.

SWEEPEA
(A long, shrill
whistle)

194. ANGLE ON OLIVE, SWEEPEA AND WIMPY

in profile, walking past a storefront whose awning reads: "The Betting Parlor."

WIMPY
You must be tired, Miss Oyl. Allow me...

Wimpy takes Swee pea out of Olive's hands--and, as she and Popeye walk on (out of FRAME), he peels off into The Betting Parlor.

195. INT - BETTING PARLOR

jammed with cigar-smoking men in derbies and shirt-sleeves, kerchief-headed, cigarette-smoking women in cloth coats, carrying shopping bags--all of them weaving in, out, and around each other in complicated traffic patterns, touting, studying the blackboards, placing bets with three bookies slouched behind caged windows, two phones to each ear, no two phones alike. MOVE WITH WIMPY through crowd to the betting window.

195. CONTD

SOUND: PHONE RINGS. AD-LIB INAUDIBLE CHATTER.

Wimpy shoves a note through the window.

WIMPY
\$2 on Cat's Pajamas.

The BOOKIE picks up the note.

BOOKIE
What's this?

WIMPY
My note.

BOOKIE
Get outta here!

Wimpy is shunted aside by the customers waiting behind him.

WIMPY
I'm good for it on Tuesday!

LOUDSPEAKER
They're off!

Wimpy is pushed to the back of the betting parlor as customers squeeze forward, listening intently.

LOUDSPEAKER
(The following is sung
in operatic recitative)
And it's Nightlife and Farrago quickly
into the lead, Touch Me third, Arched
Eyebrows fourth, Cat's Pajamas bringing
up the rear. And at the first pole it's
Moon Madness, Sad Preference, and Eyesore.
Into the quarter turn it's Avocado, Trust
Me, Cohabitation, and Stop-Me-If-You've-
Heard-This-One. Purple Prose coming up on
the outside, with Reckless Drive moving into
the lead. At the far turn: Warped Values
first, Orchestra Leader falls back, and
here comes Sprained Ankle. Into the
stretch now it's Maid of Orleans, Can't-
Be-Bothered, Diatribe, and Hygienist--and
here comes Wombat! And the winner--it's
going to be close--by a neck it's Cat's
Pajamas!

195. CONTD

Throughout the broadcast, customers SING IN CHORUS: "Come on, My Horse." MOVE IN ON WIMPY, huddled in a corner, SINGING IN WHISPERED COUNTERPOINT into Sweepee's ear.

WIMPY
(Under broadcast)
Highfalutin?

SWEEPEA
(Sputters)

WIMPY
Nervous Manner?

SWEEPEA
(Sputters)

WIMPY
Spitball?

SWEEPEA
(Sputters)

WIMPY
Magnum Opus?

SWEEPEA
(A shrill whistle)

which coincides with the end of the race. MOVE WITH WIMPY as he beats his way through the bustling crowd to the betting window, ten dollars clutched in his hand.

WIMPY
\$10 on Magnum Opus!

196.

TRACKING SHOT - MAIN STREET - NIGHT

Olive and Popeye walk past shops.

POPEYE
No, he can't.

OLIVE
Yes, he can.

POPEYE
Me son is a baby. He's too inexperiangst
to tell the future.

196. CONTD

OLIVE
My son is a genius!

POPEYE
Me son is a normal, red-blooded orphink
an' tha's all he is. He ain't no blasted
genius.

OLIVE
I'll prove it!

She turns to where she supposes Wimpy to be.

OLIVE
Wimpy?

POPEYE
Sweepa?

197.

INT - BETTING PARLOR

SHOT - BOOKIE

sullenly shoves three bags of money through the wire cage at Wimpy

BOOKIE
Phokey on you; here's another thousand.

WIMPY
I don't want it.

BOOKIE
You don't want it?

WIMPY
I want it on the nose of Washtubs in the
seventh.

ANGLE WIDENS TO INCLUDE POPEYE AND OLIVE

They come up behind Wimpy, fuming.

BOOKIE
Washtubs?

Popeye steps between Wimpy and the wire cage.

197. CONTD

POPEYE

Stow it. Them is ill-gottin' games won
through gambling and child exploiterashikin.
Take it back.

BOOKIE

Take it back?

WIMPY

Take it back!?

POPEYE

Give it ter widders and orphinks.

BOOKIE

Oh yes, Mister, that's what I'll do.
Righto. Widows and orphans.

FOLLOW POPEYE

crashing through the crowd, followed by an angry Olive and a stunned
Wimpy.

WIMPY

But--but--but--but--

POPEYE

Wimpy, I yam disaperntiked an'
disgustipated.

FOLLOW THEM

into the street, Popeye and Olive side by side, Wimpy chasing after
them.

POPEYE

I feels like sockin' ya inna mush.

OLIVE

Disgraceful!

WIMPY

That was \$10,000.

OLIVE

\$10,000?

She falls back to Wimpy's position.

197. CONTD

POPEYE
I haf t' control maself or I will wreck
yer face.

WIMPY
(Overlap)
But--but--

OLIVE
(Overlap)
You won \$10,000?

WIMPY
(Overlap)
Do you have any idea how many hamburgers
that is?

OLIVE
(Overlap)
How many races?

WIMPY
(Overlap)
Two.

OLIVE
(Overlap)
Only two races?!

She grabs the racing form out of Wimpy's hand and peruses it.

OLIVE
(To Sweepie on
Popeye's shoulder)
Osteopath?

SWEEPEA
(Sputters)

OLIVE
Cold Comfort?

SWEEPEA
(Sputters)

Popeye whirls on her.

POPEYE
What in heck are ya doin'?

197. CONTD

OLIVE
It's okay, he's doing this for his mother.
(To Sweepea)
Sucking Lemons?

SWEEPEA
(Whistles)

Olive and Wimpy turn to race back to the betting parlor. Popeye
SHOUTS after them.

POPEYE
Me chilt will not be exploitakid fer
ill-gottin^g games.

Olive turns back to Popeye.

OLIVE
It's not ill gotten, it's good gotten gains!
These gains will feed us and clothe us and
save us!

POPEYE
(Overlap)
Wrong is wrong even if it saves ya!

OLIVE
(Overlap)
Family is more important than dumb morality!

WIMPY
(Overlap)
Miss Oyl, you may win the debate but lose
the bet.

He tugs at her sleeve.

POPEYE
(Overlap)
You are a corruptering influinks on
innocink chil'rens an' aduiks!

MOVE WITH OLIVE AND WIMPY

as they run off. Popeye, SHOUTING, recedes into the background.

POPEYE
(Shouts)
I forbids ya from ever seein' me chilt
again until you reforms or he can't
propheesy no more.

197.

SHOT - POPEYE AND SWEEPEA

POPEYE

(Shouts)

Or I changes me mind, which will be never!

He stands, simmering, looking after them.

POPEYE

(Mutters, hurt)

Desertakad.

He turns his back and walks off with Sweepee.

POPEYE

(Mutters)

I yam wot I yam.

He is swallowed in shadows.

POPEYE

(Mutters)

An' tha's all I yam.

198.

EXT. ROUGHHOUSE'S CAFE - NIGHT

Wimpy approaches from down the street, carrying a bag of money.
He rattles the locked door.

WIMPY

(Groans)

No...

199.

ANGLE ON WIMPY

as he presses his nose against the black window, nothing visible
but his own reflection.

WIMPY

(Groans)

No.

CAMERA MOVES through the window into the cafe, past empty tables
stacked with chairs, to the deserted counter.

200.

CLOSE ON WIMPY

pressed against window, looking on with yearning.

201.

WHAT HE SEES (FANTASY SEQUENCE)

Suddenly the cafe is brightly lit. Wimpy, with his bag of money, appears behind the counter. He upends the money bag and out pour hamburgers.

WIMPY

(Sings)

Hamburgers!

A song of love to the food he adores most in the world. Throughout the song he upends bag after bag, out of which pour dozens, then hundreds of hamburgers. An edifice of hamburgers rising on all sides of him. Wimpy leaps into the edifice, juggles hamburgers, dances on them and over them, dives ballistically into their midst.

Suddenly the sea of hamburgers begins to rise, pouring this way and that, off a monstrous shape displacing them. After a moment it becomes clear that the monstrous shape is that of Bluto.

202.

ANGLE ON WINDOW

Wimpy, on the street, staring into the darkened window. Behind his reflection is the reflection of Bluto. MOVE IN on reflections.

BLUTO

Now tell me about this kid who can pick winners.

203.

EXT. OYLS' HOUSE - DAY

Popeye is in the act of moving. With Sweepa in one arm and his duffel bag over his shoulder, he starts out the doorway. A small wagon on the sidewalk carries his trunk, a crib, bassinet, and carriage. Min stands in the doorway arguing to his back.

MIN

It's cruel, Mr. Popeye!

POPEYE

I yam sorry, Mrs. Oyl, but Olive an' Wimpy is a bad influinks on account they assaulks me moraliky an' when me moraliky is assaulked I got no cherce but t' move me son an' me t' anudder berth.

He places Sweepa in the bassinet atop the wagon.

MIN

But you can't take Sweepa away from Olive!

203. CONT'D

Popeye picks up the handle of the wagon and starts down the street.

POPEYE
Moraliky ain't doughnuts.

FOLLOW MIN FOLLOWING POPEYE

MIN
Mr. Popeye, I think you're being hard and
self-righteous!

Popeye drops the wagon handle and turns to face her, very upset.

POPEYE
'dja think this is easy? Strong and
righteous people has alla responsabilikies!
Weak and corruptikated people has alla fun!
If I cud be who I ain't I'd be weak an' hafe
fun! But I yam who I yam an' 'at's all I
yam!

STAY ON MRS. OYL

as Popeye carts the wagon down the street

204.

EXT. MAIN STREET - DAY

ANGLE ON GROCER IN DOORWAY

GROCER
Rooms to rent? How should I know? That's
your problem, not mine!

He turns on his heels and walks back into his shop. ANGLE WIDENS
TO INCLUDE POPEYE AND SWEEPEA. FOLLOW POPEYE to the next shop,
the cobbler's. As he gets there, the door SLAMS in his face.
FOLLOW POPEYE to Geezil's vegetable stand. On sight of him, Geezil
ducks down, and the various counters, partitions and extensions SLAM
shut, closing like a clam.

205.

ANGLE ON TAX-MAN

riding his scooter down the now-empty street, except for Popeye and
Sweepa. He dismounts and approaches Popeye.

TAX-MAN
You moved out of the Oyls'?

205. CONID

POPEYE

None o' yer bizness.

TAX-MAN

\$5 tax for deserting a sinking household.

POPEYE

Gnats to you!

TAX-MAN

\$6 tax for talking back.

POPEYE

(Gives the Tax-Man
the bird)

TAX-MAN

\$7 tax for hurting my feelings.

Popeye slugs the Tax-Man, who is sent sprawling ten feet, against Geezil's stand. On impact, the stand--all its partitions and counters--flies open, WHISTLES go off, two miniature American flags pop out, waving. Geezil pops up, wildly CHEERING.

GEEZIL

Hoopla! Hoopla!

SOUND: CROWD CHEERS

PULL BACK TO FULL SHOT OF STREET

Windows and doors fly open. Cheering heads of men, women, and children. Confetti falls on the street. Citizens pour out of stores and houses to surround Popeye, slap his back, shake his hand. Amid the CHEERS can be heard CRIES of: "You want a room?" "I got a room!" "Live here!" "Rent free!" "My place!" "No, mine!"

206.

ANGLE ON SWEEPEA AND WAGON

The crowd surrounds Popeye, swamping him with congratulations. The wagon slowly creeps forward. Sweepee looks startled, turns to find Popeye, but he is lost in the crowd. The wagon rolls out of FRAME.

207.

ANGLE ON CROWD

Popeye emerges from the center, shaking hands.

POPEYE

Thank ya. Thank ya. It's nicer t' be
liked than hated. I yam a rough ole sailor
but me heart's touched. Sweepa and me--

He looks around for the wagon.

POPEYE

Sweepa?

He plunges back into the crowd, disappearing from view.

POPEYE

Excuse me--izza down here--Sweepa?!

He emerges from the crowd, looking shrunken, stunned.

POPEYE

Sweepa?

PULL BACK TO SHOW TAX-MAN

his back to us, five feet away.

TAX-MAN

That'll be \$7.50 Kidnaped-Child Tax.

208.

EXT. DOCKS - LONG SHOT - NIGHT

Popeye walks from door to door.

POPEYE

Sweepa! Sweepa! Sweepa!

He climbs over a fence into a back yard.

POPEYE

Sweepa! Sweepa!

HOLD ON: CELLAR DOOR IN BACK YARD

Popeye walks out of FRAME.

POPEYE

(O.S.)

Sweepa! Sweepa!

208. CONTD

The cellar CREAKS open. Wimpy's head rises slowly between the raised doors. He looks after Popeye.

WIMPY

I can't believe I've done this.

He emerges up the cellar steps, carrying Sweepea in his arms.

WIMPY

I truly cannot believe it.

FOLLOW HIM strolling blandly out onto the dock.

WIMPY

Nothing could make me behave this way.

He walks up the gangplank of Bluto's ship, The Vile Body.

WIMPY

This is inexcusable and despicable. This can't be me. Someone else is doing this. One of the Jones boys is doing this.

On deck, he walks forward.

WIMPY

Jones, you are despicable. Don't speak to me.

Out of the shadows steps Bluto.

BLUTO

Gimme the kid.

WIMPY

I won't, Jones will. He has no conscience.

BLUTO

Here's your hamburgers.

He hands him a steaming laundry bag.

WIMPY

Worse than 30 pieces of silver. You are despicable, Jones.

He takes the bag.

WIMPY

Despicable but hungry.

208. CONTD

He walks off, reaches into the bag and takes out a hamburger.

BLUTO

One word of this to anybody and I'll feed
you to the sharks.

Wimpy whirls on him angrily.

WIMPY

You dare think I'd be disloyal?!

209.

EXT. OYLS' HOME - NIGHT

Popeye stands outside, waiting. The house is dark. He waits. A
light goes on. Olive's head appears at an upstairs window.

OLIVE

(Shouts)

I heard! Don't think word hasn't gotten
around! Don't think I don't blame you!
Don't think if you didn't take him away
from me he wouldn't be safe and snug with
his loved ones instead of kidnaped and
crying and hungry and maybe dead! Don't
think I'll ever speak to you again!

She SLAMS shut the window. Out goes her light. Popeye, his shoulders
slumped, stands and waits.

210.

EXT. THE VILE BODY - NIGHT

Bluto wheels Sweepee in his baby carriage down the gangplank.
FOLLOW HIM along dock. He passes a piling. HOLD ON PILING. A
moment after Bluto passes OUT OF FRAME, Wimpy's head pokes out
from behind the piling. FOLLOW WIMPY as he tails Bluto.

WIMPY

(Low)

I can't believe I'm doing this.

211.

EXT. OYLS' HOME - NIGHT

Popeye still waits outside, shoulders slumped, looking terrible,
looking up at Olive's window.

OLIVE

(O.S.)

I'm down here.

211. CONTD

He looks down.

ANGLE WIDENS TO INCLUDE OLIVE

sitting on curb in her bathrobe and rollers.

OLIVE

(Sings)

Worry. Worry. Worry.

Where is Sweepee? Is he safe?

If I hadn't been greedy, would he be safer?

Popeye sits himself next to her.

POPEYE

(Sings)

Worry. Worry. Worry.

Where is Sweepee? Does he still remember

me? If I hadn't been moral, would he be
home?

As they SING their separate worries, their songs interlock; they SING lines in chorus, separate and come together again. The song becomes a review of their quarrel and a woebegone effort to repair it. By the end of the song they have moved closer, then next to each other, and, on the final line, tentatively hold hands.

212.

EXT. SWAMP - NIGHT

In the distance, the flickering lights of town. Bluto, thigh deep in swamp, muddles through, Sweepee high in his arms.

BLUTO

(Under his breath)

Blasted, dadblasted...some day the Commodore
will exhaust my patience and my good will.

PAN BEHIND BLUTO, ACROSS SWAMP TO WIMPY ON TERRA FIRMA

He is hiding behind a tree.

WIMPY

I can't say I didn't give it my all. I
gave it my all. My all extends to the
shoreline. More cannot be asked of an all.

He pauses, then with extreme distaste wades into the swamp.

WIMPY

I can't believe I'm doing this.

213.

ANGLE ON BLUTO

wading with Sweepee. He approaches a dark shape in the swamp. As he closes in on it we recognize it as the condemned houseboat from Scene 137.

BLUTO

Ahoy! Commodore!

No answer. He wades closer.

BLUTO

Ahoy! You old sea rat!

Still no answer. Bluto continues to wade nearer. He is almost at the boat.

COMMODORE'S VOICE

(From inside houseboat)

Get away! Come back next never! I wants me priveracity!

(His voice is a guttural rasp, not unlike Popeye's)

BLUTO

Phooey on your privacy! I got a fortune in diapers here.

He holds up Sweepee for the unseen Commodore to inspect. Sweepee wakes up.

SWEEPEE

(Cries)

A door on deck CREAKS open. A slim, bent figure is silhouetted in the doorway.

COMMODORE

Izzat a baby I hears?

He pauses to listen to Sweepee's CRY.

COMMODORE

Can't ya tell th' brat's hungry, ya iggerink swab? Come aboard an' give it a can o' spinach!

214.

SHOT - SWAMP - WIMPY

He is standing chest deep, his derby cloaked in mud.

WIMPY

Probity is your first name, Selflessness
is your second name, Sacrifice is your
third name. Jones, you are a prince.

215.

EXT. MAIN STREET - DAY - SHOT - BIRD'S-EYE

Olive and Popeye search for Sweepee. Popeye, at the top of the
FRAME, Olive, at the bottom, go in and out of doorways, alleys,
behind fences, bumping into each other at certain points, separating,
duplicating visits to places. All of this has the ritual of a dance.

MUSIC: THE "WORRY, WORRY, WORRY" THEME

POPEYE

Sweepee! Sweepee! Sweepee! etc.

OLIVE

Sweepee! Sweepee! Sweepee! etc.

INTERCUT SHOTS - OLIVE AND POPEYE SEARCHING

When they meet, their sense of relief is apparent. The message
conveyed is that this search is not only for Sweepee, it is also
for each other.

OLIVE

(To Popeye)

Being sick with worry is better together.

POPEYE

(After a long stare)

Yas. I never felt better feelin' rotten.

They look at each other almost in fear, abruptly break away and go
on with the hunt.

OLIVE

Sweepee! Sweepee!

POPEYE

Sweepee! Sweepee!

FOLLOW POPEYE

heading down the street, away from Olive.

215. CONTD

POPEYE
Olive! I mean Sweepee!

He stops and looks around to make sure no one's heard his slip.

POPEYE
(Mutters)
How embarrasserkin'.

He starts off again.

POPEYE
Sweepee! Sweepee! Olive! Sweepee!
Ol---live!

He catches himself again.

POPEYE
(Mutters)
Gnats!

SOUND: INDOOR FIGHTING

Popeye stops and looks O.S.

216.

WHAT HE SEES:

The Gashouse Gang Clubhouse, its walls throbbing.

SOUND: FIGHTING, BREAKING FURNITURE, GRUNTS AND GROANS

217.

ANGLE ON CLUBHOUSE

Popeye in the foreground, his back to us. He squares his shoulders and walks with measured stride into the clubhouse. The door SLAMS behind him.

218.

INT. GASHOUSE GANG CLUBHOUSE

A tableau of violence. Fifty men frozen in various stages of mayhem, arms locked around heads, fists poised in midair, chairs, clubs, baseball bats held over heads. Popeye's entrance is the cause of this freeze; all eyes are on him, framed in the doorway.

GASHOUSE GANG
(In a group scream)
Get him!

218. CONT'D

All fifty men charge at Popeye as one.

219.

EXT. GASHOUSE GANG CLUBHOUSE

The walls tremble, finally crack. The entire edifice collapses.

SOUND: FURIOUS FIGHTING, CRIES, GROANS

Out of the dust and rubble, Popeye emerges. He brushes off his clothes and walks toward us. Behind him, lying covered with pieces of shattered building are the GROANING remnants of the Gashouse Gang.

ANGLE WIDENS

to include Tax-Man, on his scooter, looking on.

SOUND: MOANS AND GROANS

POPEYE

(To Tax-Man)

That sure clears me head. How much?

TAX-MAN

What do you care? You won't pay. You'll just hit me again. Well, I refuse to dignify your violence by taxing it. You don't deserve to be taxed. You know what you are? You are untaxable! You know what that means? As far as I'm concerned, you don't exist!

He drives off.

MOVE IN ON POPEYE

looking surprised--and then, slowly, rejected.

220.

DOCKSIDE - DAY - OLIVE

Olive is looking into a barrel.

OLIVE

(To herself)

Nope.

Wimpy comes up behind her, appearing worried.

220. CONT'D

WIMPY

Miss Oyl, I have wonderful-terrible news.

Olive turns to look at him.

WIMPY

This is the best and worst moment of my life.

221.

EXT. SWAMP

Olive and Wimpy stand, chest-deep, staring at the houseboat.

OLIVE

Are you certain?

WIMPY

(Insulted)

Certainly! I'm not accustomed to having my certainty questioned.

FOLLOW THEM

through the slime to steps leading out of the swamp onto the deck.

222.

INT. HOUSEBOAT

ANGLE ON BLUTO

counting a pile of money on a beat-up table, piled high with dirty dishes. Behind him is a dark, tangled mess of cobwebs and debris. Almost OUT OF THE FRAME we see Sweepee, sitting in a junklike structure contrived into a highchair. His mouth opens and shuts on spoonfuls of spinach coming from IN AND OUT OF FRAME.

BLUTO

(Counting)

4,001, 4,020, 4,050. This kid is better than taxes.

COMMODORE

(O.S., feeding

Sweepee, overlapping

Bluto's count)

One more...one more...one more...just one more... What a good kid.

222. CONTD

BLUTO

You getting soft, Commodore? That kid is the first man, woman or beast I ever saw you not hate.

COMMODORE

(O.S.)

He's too little to hate. I'm feedin' him so he'll grow up faster so I can get t' hate him sooner.

BLUTO

Yeah? I never saw anybody hate as good as you.

PAN FROM BLUTO TO COMMODORE

a grizzled old man with one eye and scruffy beard. He has a wide bib tied around his neck, which hides his forearms from us.

COMMODORE

(Sings)

"Dog eat dog."

An example song about the cruel ways of the world, the rules of which are that you must do it to them before they do it to you. Bluto joins him in a duet, citing his own examples. The SONG is vibrant, upbeat, full of joy, completely at odds with its nasty theme. At the end the Commodore lifts Sweepie out of his highchair and dances with him around the cabin. In his dance the bib falls from around his neck, revealing his forearms. They are balloon-shaped, identical to Popeye's.

MOVE IN ON PORTHOLE BEHIND HIM FOR C.U.

Olive and Wimpy stare in, incredulous.

223:

SHOT - DECK - OLIVE AND WIMPY

OLIVE

Popeye's father!

WIMPY

Found! Wonderful news.

OLIVE

He's a crook. He's the Commodore. He kidnaped Sweepie!

WIMPY

Wonderful-terrible news.

224.

TRACKING SHOT - OLIVE AND WIMPY

walking out of the swamp, across the field, toward town.

OLIVE
(Contemplative)
I guess we really should get Sweepee out
of there.

They walk on in silence.

OLIVE
You know, because he's ours.

WIMPY
More or less. At present, less than more.

They walk on in silence.

OLIVE
But he's happy there.

WIMPY
Delirious.

They walk on in silence.

OLIVE
So it won't do him a bit of harm if he
stays kidnaped a couple of days longer.

They walk on in silence.

OLIVE
What do you think? Would it?

WIMPY
He eats well. Did you notice?

They walk on in silence.

OLIVE
Anyhow, you and I can't rescue him.

WIMPY
Laughable thought!

They walk on in silence.

OLIVE
Popeye could rescue him. I believe in
Popeye.

224. CONTD

They walk on in silence.

OLIVE

But he'd find out about his father, that
crook!

WIMPY

Truly a dilemma.

They walk on in silence. Olive, who has been contemplative,
suddenly looks up in alarm.

OLIVE

(Sings)

Don't tell Popeye, don't tell Popeye, it
would kill him if he found out.

INTERCUT:

225.

INT. OYLS' LIVING ROOM - DAY

Wimpy whispers in Cod's ear, then SINGS.

WIMPY

(Sings)

Don't tell Popeye, don't tell Popeye, it
would kill him if he found out.

226.

OYLS' KITCHEN

Olive whispers in Min's ear, then SINGS.

OLIVE

(Sings)

Don't tell Popeye, don't tell Popeye, it
would kill him if he found out.

227.

EXT. OYLS' PORCH - DAY

Castor, in his wheelchair, bandaged from head to toe. Cod and Min
whisper in his ear, then SING.

COD AND MIN

(Sing)

Don't tell Popeye, don't tell Popeye, it
would kill him if he found out.

Passing neighbors look on with interest, and Cod and Min extend
their song to them.

228.

EXT. GEEZIL'S STAND

Castor whispers in Geezil's ear, then SINGS.

CASTOR

(Sings)

Mmmph, um, mmmmm, mmmmlp.

Geezil throws an arm over a passing customer, whispers in his ear, then SINGS.

GEEZIL

(Sings)

Not telling Popeye, not telling Popeye, is kapooey from him finding out.

FOLLOW THE CUSTOMER

rushing across the street into the butcher shop. He whispers into the butcher's ear, then SINGS.

CUSTOMER

(Sings)

Don't tell Popeye, don't tell Popeye, it would kill him if he found out.

FOLLOW THE CUSTOMER AND THE BUTCHER

out of the shop, splitting in separate directions.

FOLLOW THE BUTCHER

running down the street. Along comes Popeye.

POPEYE

Sweepa!

He passes the butcher.

POPEYE

Hey, did you see--

The butcher turns tail, runs back into his shop, and SLAMS the door.

229.

ANGLE ON POPEYE

heading across Main Street, his back to us in the foreground. A vista of stores in his path on both sides of the street.

MUSIC: From inside the various stores a MUFFLED CHORUS OF "Don't tell Popeye," etc.

229. CONTD

FOLLOW POPEYE

past the stores. As he walks by, passersby clamp hands over their mouths, run indoors, mothers clamp hands over their own and children's mouths, and pull them indoors. DOORS SLAM. Awnings roll down. Popeye appears increasingly confused.

230.

ANGLE ON ROUGHHOUSE'S CAFE

Popeye approaches.

MUSIC: From inside Roughhouse's, a MUFFLED CHORUS of "Don't tell Popeye," etc.

231.

INT. ROUGHHOUSE'S CAFE

Popeye enters. The cafe falls silent. Customers freeze, mouths open, forks and cups in midair.

FOLLOW POPEYE

as he walks toward the counter. The customers turn away from him. Popeye sits on a stool, stares at Roughhouse behind the counter.

POPEYE

Coffee.

Silently, Roughhouse serves coffee.

POPEYE

Nice day.

ROUGHHOUSE

Mm.

POPEYE

Me little boy has been kidnaped.

ROUGHHOUSE

Mm.

POPEYE

'dja see him?

ROUGHHOUSE
(Shakes his head)

Mm-nn.

231. CONTD

Popeye tosses a coin on the counter and walks out.

FOLLOW POPEYE ONTO STREET

POPEYE

(Mutters)

"Mm." "Mm-nn." What? I got bad breat'?
A rotten personaliky? Offensive
moraliky? Me pipe stinks?

232.

TRACKING SHOT

Popeye, walking toward us, away from the stores.

POPEYE

(Mutters)

"Mm-nn."

He hunches his shoulders, whirls about, starts to go back looking
for a fight, then stops.

POPEYE

(Mutters)

Heck wit' him. Wot do I care?

He stands, looking back.

POPEYE

(Mutters)

"Mm-nn."

He begins to back away, still looking.

232. CONTD

He turns and walks on, then whirls again.

POPEYE

(Shouts)

You don't like it, you can-- Well, I'm
too much a gennulman t' say it, but you
know wot!

He turns and walks on.

POPEYE

(Mutters)

I yam wot I yam.

(Sings)

An' 'at's all I yam.

He breaks into a robust, affirmative musical declaration of his philosophy: That whatever he is, he is himself; though small and ugly, he is himself; though "ungrammatrisical," he is himself; that through times of triumph he wins as himself, that in times of defeat he loses as himself; that all he is good at is being himself, and people can like it or lump it.

He launches into a fulsome, defiant tapdance that covers the length and breadth of the town.

233. INTERCUT TOWNS PEOPLE FLEEING

All he meets is silence and what he wrongly perceives as rejection. DOORS SLAM, SHUTTERS CLOSE, children are pulled off the streets by their mothers in fear that they will give away the secret.

Popeye finishes his SONG. The streets are empty, the town closed down. He walks off, still defiant but clearly pained. Behind the closed doors and windows of the town WE HEAR: MUSIC (Muffled) "Don't tell Popeye, don't tell Popeye, it would kill him if he found out."

234. PULL BACK TO BIRD'S-EYE OF TOWN

Doors open, one by one, then all at once. Out of the shops and homes stream the townspeople. They carry bats, clubs, pokers, mallets. Some flock off side streets to join the main throng.

234. CONTD

TOWNS PEOPLE

(Sing)

Don't tell Popeye, don't tell Popeye, etc.

235. EXT. EDGE OF THE SWAMP - DAY

Olive and her family stand in the foreground, their backs to us, watching the approaching mob. Castor is in his wheelchair, still wrapped in bandages. Wimpy and Geezil are at the head of the crowd.

GEEZIL

Phooey from me personally on all kidnapers!

GROGER

Don't make enough on taxes, I suppose.

BUTCHER

Let's go.

COD

I'm ready.

COBBLER

I've never been more ready.

CASTOR

Mmp, mmph.

ROUGHHOUSE

That goes double for me.

A pause. No one moves, the steam clearly seeping out. People begin to stare self-consciously at each other.

OLIVE

(Sharply)

Well?

ROUGHHOUSE

What are we waiting for? Lunch?

WIMPY

Good idea!

236.

INT. HOUSEBOAT

The Commodore is feeding Sweepa as Bluto peers out of porthole.

COMMODORE

One fer th' whiffle hen, one fer the Jeep...

BLUTO

Well, well, well, if this don't beat all.

CROWD

(O.S., distant)

We want the baby! We want the baby!

COMMODORE

Wot th' heck is that?

BLUTO

(Chuckles)

The entire town, looks like.

COMMODORE

Dadblast!

CROWD

(O.S., distant)

We want the baby! We want the baby!

COMMODORE

(Mutters)

They're upsettin' th' kid.

(To Sweepa)

Take it easy, Poopdeck Pappy will perdeck ya.

SWEEPEA

(Sniffles, about to cry)

CROWD

(O.S., distant)

We want the baby! And lower taxes! And lower rent! And free beer!

WIMPY

(O.S., distant)

And hamburgers!

COMMODORE

Gnats!

(Shouts)

I wants me priveracity!

236. CONTD

SWEEPEA
(Cries)

COMMODORE
See wot they done?

He storms about the cabin, knocking over tables and chairs.

CROWD
(O.S., distant)
We want fresh fruit! We want a nice house
in the country!

237. EXT. THE SWAMP

ROUGHHOUSE
Hey, we did it!

COBBLER
Who's scared?

ROUGHHOUSE
I feel all good and clean inside.

CASTOR
Mmp, mmlp.

COBBLER
Let's come back and yell again tomorrow.

BUTCHER
Good idea!

They straggle off.

237. CONTD

OLIVE

But-- Wait!--

The Oyls, Wimpy and Geezil stand still and watch the crowd, all smiles, break up into little groups and wander off.

COBBLER

Looks like a full moon.

COBBLER'S WIFE

Oh, you Max!

238. EXT. HOUSEBOAT DECK - NIGHT

The Commodore stands reflectively, smoking his pipe. After a long, quiet moment, he goes inside the cabin. Immediately after, Olive pokes her head over the side, and boards. On tiptoe, she prowls the deck, peeks through the porthole, then enters the cabin.

239. INT. CABIN - VERY DARK

Bluto is asleep in a bunk, gently SNORING. The Commodore stares at him, glowering, then turns away and starts stowing gear from about the cabin in a duffel bag. Sweepie is asleep in his highchair.

240. ANGLE ON OLIVE

crawling along the floor toward Sweepie. The Commodore has his back to her, busily packing, occasionally GRUMBLING to himself, grabbing out for items to his left, right, and behind him, including countless cans of spinach. He never looks where he's grabbing. Occasionally his hand is within inches of Olive's head.

She carefully reaches up to Sweepie. In his sleep Sweepie SPITTERS. The Commodore turns to look at him. Olive bends herself in two and ducks behind Sweepie's highchair, clearly discoverable were it not so dark.

COMMODORE

(Whispers to Sweepie)

Shhh. We're goin' far away.

BLUTO'S VOICE

(Whispers)

Where?

240. CONTD

COMMODORE

(Whispers to Sweepee)

To me island.

BLUTO'S VOICE

(Whispers)

Why?

COMMODORE

(Whispers)

Don't ax so many questiongs. I' get
me treasure.

ANGLE WIDENS TO INCLUDE BLUTO

standing behind and hovering over Commodore as he talks to the
sleeping Sweepee.

BLUTO

(Whispers)

But you promised Bluto half your treasure.

The Commodore stares down at Sweepee thoughtfully for an extended
moment, then, reflecting no emotion whatever; turns to face Bluto.

COMMODORE

Yer dreamin'. Go back t' sleep.

BLUTO

(Reasonably)

For ten years you've been promising me
when you pulled out you'd cut me in on
half your treasure.

COMMODORE

There ain't no treasure.

241.

SHOT - BLUTO AND COMMODORE

COMMODORE

An' I yain't talkin' t' ya. This ia a
fingermint o' yer imagineration.

BLUTO

Okay, I'm dreaming. But you promised.

COMMODORE

I had me fingers crossed. Go back t' sleep.

241. CONTD

BLUTO

Okay, I'm dreaming. But I want my half
or I'll dream I cut out your gizzard.

COMMODORE

Yer fast asleep. Lie down. Yer dreamin'.
We're all fast asleep.

BLUTO

You're fast asleep?

COMMODORE

Sure. Look.

He walks over to his bunk and climbs into it.

COMMODORE

(Snores)

He sits up.

COMMODORE

See?

He leaves the bunk.

COMMODORE

So even if it looks in yer dreams like I
yam pullin' out, in real life I ain't.

He hauls the duffel bag over his shoulder.

COMMODORE

An' even if it looks inna dream like I yam
stealin' the kid from ya, in real life I
ain't.

242.

CLOSE UP - BLUTO

BLUTO

What kid?

242.

ANGLE ON COMMODORE AND HIGHCHAIR

He turns and looks down at an empty highchair.

COMMODORE

The kid!

243.

ANGLE ON EDGE OF SWAMP

Wimpy and Geezil and the Oyls fidgeting nervously, peering through the darkness at the houseboat.

MIN

Worry. Worry. What's taking her so long?

COD

I should have gone. I'll go get her.

He doesn't move.

CASTOR

Mmlp.

He starts to wheel himself into the swamp. Cod stops him.

COD

No! I'll go.

He doesn't move.

SOUND: DISTANT, INAUDIBLE CRIES, COMMODORE AND BLUTO

WIMPY

Do you hear...

GEEZIL

Me? What? That? I don't hear it.

He turns his back, very nervous.

WIMPY

Music!

COD

Music?

WIMPY

Unquestionably, music! I'll fetch my violin.

He backs off, turns, and runs away.

244.

EXT. HOUSEBOAT

Bluto and Commodore search the deck for Sweepee.

COMMODORE

Kid!

244. CONTD

BLUTO
Hey! Kid!

They move about, making a racket, lifting piles of junk to search under.

PAN TO SWAMP, 20 feet away.

Olive, with Sweepee in her arms, hunches immobile, hidden by darkness and tall swamp grass. She is knee-deep in swamp and sinking slowly.

COMMODORE
(O.S.)
Kid!

BLUTO
(O.S.)
Hey--footprints!

COMMODORE
(O.S.)
Adulk feet prinks.

Sweepee shifts uncomfortably in Olive's arms, about to SPUTTER in protest. Olive covers his mouth. He begins to struggle with her. In order to calm him, Olive WHISPERS a lullaby.

OLIVE
(Sings)
Thomas Codfish met a wooly worm one day--

SOUND: FEET SQUISHING THROUGH SWAMP, DISTANT, COMING CLOSER

BLUTO
(O.S.)
Come on out! We got ya!

COMMODORE
(O.S.)
Kid!

Sweepee nods off, asleep, and Olive cuts off the lullaby.

COMMODORE
(O.S., distant)
Kid! It's time t' eat. Don't ya wants yer spinach?

Sweepee jerks bolt upright in Olive's arms.

SWEEPEA
(Emits a long, loud
whistle)

245.

INT. POPEYE'S BEDROOM - NIGHT

Popeye lies asleep.

SOUND: FLOORBOARD CREAK

Popeye, in a nightshirt, sits up, turns on the light. Standing by his bedside, looking down on him, is Wimpy. They stare at each other, neither saying a word.

POPEYE

Ya come t' visik?

Wimpy nods his head.

POPEYE

But ya ain't talkin' wit' me?

Wimpy nods.

POPEYE

(Grunts)

Ya wanta eat?

Wimpy nods.

246.

INT. OYLS' KITCHEN

Popeye and Wimpy sit at the kitchen table. Popeye is now dressed. The kitchen has been decimated: no fridge, no stove. Wimpy is polishing off a bowl of fruit. Six apple cores lie on a plate in front of him. The table is covered with orange peel. At the moment he is popping down grapes. Popeye observes him eating. Finishing his grapes, Wimpy rises and tips his derby.

POPEYE

This th' end o' yer visik?

Wimpy nods and backs off toward the door. He stands in the doorway, obviously perturbed.

WIMPY

(After a pause)

Your father!

He clamps both hands over his mouth.

POPEYE

Wot wuz 'at about me fodder?

246. CONTD

WIMPY

(Muffled, through
his hands)

Terrible news about your father!

He spins on his heels and goes for the door.

247.

EXT. OYLS' STREET - BIRD'S-EYE

Wimpy running down the street, followed out the door by Popeye.

POPEYE

(Shouts)

Wot terrible news about me fodder?

248.

EXT. SWAMP'S EDGE

The Oyls wait en masse, a sullen threesome, as Wimpy appears on the horizon, chugging toward them. Closing on him fast is Popeye.

OLIVE'S VOICE

(Distant)

Save me! Help! Save me.

249.

ANGLE ON OYLS

MIN AND COD

Worry. Worry. Worry.

250.

ANGLE ON SWAMP'S EDGE

Wimpy arrives on the scene, out of breath. He tips his hat as he comes to a halt. Popeye whizzes right by, dashing heedlessly into the swamp in answer to Olive's cry.

OLIVE'S VOICE

Help! Anyone but Popeye, help!

WIMPY

(To Oyls)

I didn't tell him, I didn't tell him.

251.

FOLLOW POPEYE

crashing through the swamp, making an enormous RUCKUS.

OLIVE'S VOICE

(Closer)

Save me! Save Sweepee! Help! But not
Popeye!

He arrives at the houseboat, charges up the steps, onto the deck, and bursts into the cabin.

252.

INT. CABIN - WHAT HE SEES

Bound to a chair is Olive.

OLIVE

Bluto kidnaped Sweepee! Go 'way, Popeye!
He's taking him to his ship! Get out of
here!

PAN TO a second chair

to which the Commodore is bound. He glares at Popeye.

COMMODORE

Whacha lookin' at, ya one-eyed rat?

253.

SHOT - POPEYE

He stares at the Commodore, transfixed, not hearing a word that he or Olive shout at him.

OLIVE

Don't mind us! Get Sweepee!
Stop Bluto! Get a gun! Get
an army! Bluto's going to
take advantage of Sweepee's
powers to lead him to the
Commodore's buried treasure.
No one can stop him! Stop him!

COMMODORE

Untie me, ya ugly, one-eyed,
dish-faced, sissipated, sniffle-
snaffle. Untie me an' get offa
me boat an' take this scrawny
bag o' noisy shemale bones wit'
ya an' th' two o' you can drown
inna swamp, for all I cares.

254.

FOLLOW POPEYE

Toward the close of their overlapping outbursts, Popeye, as if in a
trance, takes out a pocket knife and snips the Commodore's bonds.

OLIVE

(O.S.)

Ignore him. He's not who you think. Now me.

254. CONTD

The Commodore leaps up, flexing his arms, bringing his bulging forearms to Popeye's notice for the first time.

OLIVE

(O.S.)

You're wrong. He's not who you think.
He's only the Commodore.

255. CLOSE ON POPEYE

A tear comes to his squint eye.

POPEYE

(Whispers)

Poppa...

256. CLOSE ON OLIVE

OLIVE

He's not! He's not! It's a
coincidence. Anyhow, he's a crook!

257. CLOSE ON POPEYE AND COMMODORE

staring at each other

POPEYE

(Deeply moved)

Poppa... It's me, yer orphink son.

COMMODORE

I yain't Poppa to no man nor beask, ya
weepy-eyed, sissipated, sniffle-snaffle!

He winds up for a haymaker.

258. EXT. HOUSEBOAT DECK

SOUND: A POWERFUL THUD

Popeye comes tumbling through the door onto the deck, followed immediately by the Commodore, fiercely striding by his son to the deck railing. He cups his hands to his mouth and SHOUTS.

COMMODORE

Ahoy!

259.

ANGLE ON THE OYLS, GEEZIL, AND WIMPY

on the edge of the swamp, their backs to us, facing the silhouetted houseboat.

COMMODORE

I yam yer Commodore an' I needs every
able-bodied swab to man this craft!

MOVE IN ON THE OYLS, GEEZIL, AND WIMPY

They stare at each other in fear and indecision.

COMMODORE

(O.S.)

Now move!

260.

LONG SHOT - SWAMP

Silhouetted figures splashing in a panic toward the houseboat.
Castor, in his wheelchair, is being pulled along.

SOUND: SUCKING, SQUISHING NOISES OF SWAMP

261.

INT. HOUSEBOAT CABIN

Olive is still tied to her chair. Popeye slumps against the doorway,
his back to her.

OLIVE

Popeye, untie me! You can't just stand
there holding up the doorway! Bluto is
taking Sweepea out to sea. We've got to
go to his rescue! Why don't you untie me?

Popeye slowly turns around, his eyes glazed.

POPEYE

But I yam lookin' fer me Poppa.

He turns his back on her and shambles out on deck.

262.

EXT. DECK

FOLLOW POPEYE

to the foredeck. He moves slowly to where the Commodore BARKS OUT
instructions to the Oyls, Wimpy, and Geezil. Popeye stands by,
examining his father closely.

262. CONTD

COMMODORE

(To Wimpy)

You man the bilge pump.

(To Cod)

You plug the leak foredeck.

(To Min)

You plug the leak aft.

(To Geezil)

Unhitch the capstans, batten down the hatches.

(To Castor)

Cast off!

The others run off (and wheel off) to carry out instructions. The Commodore turns away, smack into Popeye.

POPEYE

Poppa...I yam yer one an' on'y offsprang.

The Commodore sets himself up in a fighting stance.

COMMODORE

Stand to, ya swab, yer inna way o' Poopdeck Pappy, pride o' th' Paciferic an' fodder to th' shark, brudder to th' piranika, cousin to th' killer whale an' uncle to th' oktapussy. An' I ain't laid eyes on th' likes o' such a skimmy runt in me life.

He feints two jabs at Popeye's chin. Popeye holds out his arms for inspection.

POPEYE

Lookit, th' same bulgey arms.

The Commodore shuffles in and out, feinting.

COMMODORE

No resemblinks.

Popeye points to his own bad eye.

POPEYE

Th' same squinky eye.

COMMODORE

Wot squinky eye?

262. CONTD

POPEYE

Poppa, th' same growly voice.

COMMODORE

No resemblinks, dadblast ya!

263.

INT. CABIN

Olive still tied to the chair.

SOUND: (O.S.) A THUD

OLIVE

Untie me!

Simultaneous to her CRY, Popeye comes tumbling through the door, landing at Olive's feet.

OLIVE

Untie me, Popeye, and I'll protect you!

Popeye climbs slowly to his feet, his eyes glazed. As if in a trance, he shuffles over to a porthole. He sticks his head out. All that remains visible is his slumped body.

POPEYE

Has anybody seed me Poppa?

264.

EXT. HOUSEBOAT DECK

Popeye's head poking out of the porthole, looking like a miserable mounted trophy.

SOUND: THE GASP, SHUDDER, AND THROB OF AN ANCIENT ENGINE.

The ship vibrates and starts to move.

COMMODORE'S VOICE

Make way!

265.

LONG SHOT - THE HOUSEBOAT SLOWLY CHUGS OUT OF THE SWAMP

OLIVE'S VOICE

Untie me!

Olive's CRY is repeated as CAMERA PANS across the swamp and PULLS BACK to give us a view of the town.

265. CONTD

SOUND: OLIVE'S CRY diminishes in volume

PAN CONTINUES out to sea until we come to Bluto's fully-rigged bark, The Vile Body.

SOUND: OLIVE'S CRY is now heard as a distant, inaudible chirp, replaced by the INCREASING VOLUME OF BLUTO'S SONG.

BLUTO

(Sings)

"Fathers."

To the same tune as "Mothers." The song is Bluto's declaration of fatherhood to Sweepee: How he will raise him to be tough and hard and not a soft touch like his new-father, Bluto.

266.

SHOT - BLUTO AT THE WHEEL

At the conclusion of each stanza he breaks out of SONG and questions Sweepee.

BLUTO

Would it be buried at sea, lad?

SWEEPEA

(Sputters)

BLUTO

(Sings)

"Fathers."

After one more stanza:

BLUTO

Would the treasure be on land?

SWEEPEA

(Whistles)

BLUTO

Would it be close?

SWEEPEA

(Whistles)

Bluto hugs Sweepee and dances a couple of steps.

266. CONTD

BLUTO
 (Sings)
 "Fathers."

After one more stanza:

BLUTO
 Would it be Dead Man's Cove?

SWEEPEA
 (Sputters)

BLUTO
 Gimlet Inlet?

SWEEPEA
 (Sputters)

BLUTO
 Scab Island?

SWEEPEA
 (Whistles)

Bluto kisses Sweepee and commences a wild dance of joy on deck.

MUSIC: "Fathers."

267.

SHOT - POPEYE'S HEAD STICKING OUT OF PORTHOLE

SOUND: HAMMERS BANGING ON WOOD

PULL BACK TO SHOW

Olive shuffling out the door, still bound to her chair. She seats herself directly under Popeye's head.

OLIVE
 No more! I'm out of patience, Popeye. I never want to speak to you again unless you free me and start out rescuing Sweepee by the time I count to 3. 1 and 2 and--

ANGLE WIDENS TO INCLUDE COMMODORE

coming out of a hatchway below deck, carrying a sack on his shoulder.

267. CONED

COMMODORE

Don't waste yer time. He's got Bonkus o'
th' Konkus; good thing Slimy Sam's aroun'
ter perteck me interesks.

He climbs all the way out, reaches into his sack and draws out a
can of spinach.

OLIVE

He's got what?

268.

COMMODORE

COMMODORE

Everyone in our fambly come down wit'
Bonkus o' th' Konkus.

He pops the top off the can.

OLIVE

(O.S.)

Bonkus of the what?

COMMODORE

I had it.

269.

OLIVE

She looks mystified.

OLIVE

You had what?

270.

COMMODORE

He upends the can and devours his spinach.

COMMODORE

Now it's his turn.

271.

CLOSE ON POPEYE

OLIVE

(O.S.)

But you said you weren't his father!

271. CONTD

COMMODORE

(O.S.)

I ain't never seed him before in me life!

272.

ANGLE ON OLIVE AND COMMODORE

COMMODORE

Wot th'--?

He looks down. Their feet are slowly covered with water.

SOUND: GURGLING WATER. ENGINE THROB AND COUGH.

273.

LONG SHOT - HOUSEBOAT BEGINNING TO FLOUNDER

COMMODORE'S VOICE

(Shouts)

Bail!

274.

EXT. SCAB ISLAND

A small, rugged strip of land made up of cliffs and gorges. PULL BACK to Bluto's dinghy. Bluto rows toward the island on choppy seas. Sweepa WHISTLES and points excitedly.

BLUTO

Your Daddy is so proud!

275.

ANGLE ON INLET

Bluto pulls the dinghy ashore. He grabs Sweepa in one arm and a spade in the other. He starts running up the beach.

BLUTO

This way?

SWEEPEA

(Sputters)

Bluto stops, and starts again in the opposite direction.

BLUTO

This way?

SWEEPEA

(Whistles)

Bluto races up the beach.

276.

HOUSEBOAT DECK

ANGLE ON MIN, COD, CASTOR, AND GEEZIL

All of them bailing like crazy, using buckets, glasses, toy pails, anything at hand. Castor, in his wheelchair, fills his pail, dumps the water back on deck, and fills the pail again.

COD AND MIN

Worry. Worry. Worry.

The water has reached their ankles. FOLLOW WIMPY, bailing his way toward the Commodore, also bailing.

WIMPY

Pardon me, Captain Commodore, we seem to be sinking.

COMMODORE

I hope ya drownds, ya fat rat! Bail!

FOLLOW WIMPY past Olive, still tied to her chair. Popeye's head is directly above, sticking out the porthole.

OLIVE

Mr. Wimpy, untie me!

WIMPY

(To Olive)

Unspeakable working conditions.

He passes OUT OF FRAME, bailing.

OLIVE

Popeye! Save us! Wake up!

She struggles with her ropes.

277.

ANGLE ON COMMODORE,

bailing.

COMMODORE

Dontcha worry, girlie, even if we drownds,
Slimy Sam's aroun' ter perteck me interesks.

278.

OLIVE

struggling with her ropes.

OLIVE

Popeye!

279.

CLOSE ON POPEYE

COMMODORE

(O.S.)

She lasts 20 years, Bonkus o' th' Konkus.
Then you dies o' it or you don't.

ANGLE WIDENS TO INCLUDE OLIVE

struggling with her ropes.

COMMODORE

(O.S.)

Nobody but me knows th' cure an' I ain't
tellin'.

Olive ceases her struggle.

OLIVE

Cure?

The water rises to her shins. Olive looks up at Popeye.

OLIVE

Help is on the way, Popeye! Your father
knows a cure and he's going to cure you
with it, his cure!

The Commodore's head pops INTO THE FRAME so that his and Olive's
head frame Popeye in the porthole.

COMMODORE

(Shouts)

I ain't tellin', I tol' ya!

OLIVE

You can't leave your son like this for 20
years!

COMMODORE

I ain't leavin' him like this fer more'n
5 more miniks! Then he drownds. An' don'
call 'im me son!

279. CONT'D

FOLLOW COMMODORE

as he splashes away and resumes bailing, leaving Olive and Popeye in the background. He is increasingly furious, obviously suppressing some long-felt resentment.

COMMODORE

Slimy Sam's more t' me than that sissipated sniffle-snaffle! I raised 'im from a pup. The biggest, meanest, most affectionake octapussy wotever squeezed the innards out o' a man. An' obedienk! Which is more'n I can say fer some chil'ren!

270.

ANGLE ON WIMPY,

bailing.

OLIVE

(O.S.)

You can't mean you've got an octopus guarding your treasure?

COMMODORE

(O.S.)

Slimy Sam will perteck me interesks, so don'tcha worry that we drown&s.

Wimpy drops his bucket. It floats off.

WIMPY

Drown?!

He splashes over to the railing and lifts a leg to climb over.

WIMPY

(Shouts)

Abandon ship! Portly men first! Portly men first!

A section of railing comes off in his hands.

271.

OLIVE

FOLLOW HER as she clumps her chair, splash by splash, directly in the Commodore's path.

OLIVE

(Shouts)

And what about Sweepea?

271. CONT'D

The Commodore glares at her and keeps bailing.

OLIVE

The baby, you sap!

The Commodore freezes.

COMMODORE

(Thoughtful)

Oh yes...

272.

INT. MOUTH OF CAVE - SCAB ISLAND

In the foreground, a dark pool. Outside the cave, a distance away, Bluto digs a hole in the beach. Swee pea, near him, GURGLES happily on a mound of sand.

BLUTO

You wouldn't kid me, kid? This is the spot?

273.

SWEEPEA

SWEEPEA

(Whistles)

274.

ANGLE ON SWEEPEA AND BLUTO

Bluto digs furiously, oblivious to the tide lapping at his feet.

275.

SWEEPEA

The tide eats away at the mound of sand on which he rests. The mound flakes, crumbles. The water rises beneath Swee pea. He CLAPS his hands joyously, seconds away from immersion.

PULL BACK to the mouth of the cave. Out of the black pool, a tentacle surfaces, then another. The head of Slimy Sam rises out of the pool.

276.

BLUTO

waist-deep in his excavation. The tide fills his hole almost as fast as he digs it.

276. CONT'D

BLUTO
Blankety-blank! Kid! How much more? A
lot? A little?

He looks around.

ANGLE WIDENS: SWEEPEA IS NOT IN SIGHT

The inlet surges with water, streaming into the mouth of the cave.

BLUTO
Kid?!

He lifts himself out of the ditch.

BLUTO
Kid?!

SWEEPEA
(Whistles)

SOUND: A TRIPLE ECHO WHISTLE

Bluto runs, stumbles, drops his spade, and keeps running toward the cave.

277. ANGLE ON HOUSEBOAT

swaying dangerously, leaving a wake of debris in the sea.

OLIVE'S VOICE
You can't let the octopus eat the baby!

278. THE COMMODORE

thinking furiously, his grizzled face forming a battleground of conflicting emotions.

ANGLE WIDENS TO INCLUDE OLIVE AND POPEYE

COMMODORE
You think this swab's any good?

OLIVE
(Overlaps)
He's as good as good gets, that's how good!

278. CONTD

COMMODORE

(Overlaps)

Because if I makes him better an' he don't do
 nuttin' but hang on me neck an' call me
 Poppa, I ain't gonna put up wit' it.

(Shouts)

I never seed this swab in me life!

The water in the boat is knee deep.

279.

EXT. CAVE

The swelling tide rips in and out of the cave.

BLUTO'S VOICE

(Echoes)

Kid! Hey, kid!

280.

INT. CAVE

Bluto stands in a puddle looking up at Sweepee, who hangs by the hem of his skirt on a low-hanging ledge. Bluto points at Sweepee and commences to LAUGH.

BLUTO

(Laughs)

PAN AWAY FROM BLUTO TO POOL

Slimy Sam rises out of the pool and slithers toward Bluto, whose back is turned.

281.

ANGLE ON BLUTO

still laughing. Suddenly a long tentacle whips about his ankle.

282.

CLOSE ON BLUTO'S BOOT

engulfed in tentacle.

BLUTO

(Screams)

He writhes, struggles. Frenzied, blind movement.

283.

FULL SHOT OF CAVE

Bluto hangs precariously from a stalactite at the roof of the cave. Slimy Sam, ten feet below, waves his boot at him. Swee pea CLAPS his hands in amusement, thus drawing himself to the octopus's attention.

284.

SWEE PEA'S POV

Hanging from the ledge by his skirt, CLAPPING, LAUGHING. Slimy Sam lumbers ponderously toward him.

285.

HOUSEBOAT - INTERCUT

Wimpy, Oyls, Geezil frantically bailing. The water is now up to their thighs.

286.

SHOT - POPEYE

Say it!

COMMODORE'S VOICE

He's not your son.

OLIVE'S VOICE

ANGLE WIDENS TO INCLUDE THE COMMODORE AND OLIVE ON EITHER SIDE OF POPEYE

Say it stronger!

COMMODORE

You never seed him before in your life!

OLIVE

I needs more encouragermint!

OLIVE

He's a no-good! He doesn't deserve to live! He should drown! He's a-- He's a-- He's a sissipated sniffle-snaffle!

COMMODORE

Yer a hard an' cruel an' unreasonakable shefemale. Shake.

He extends his hand.

286. CONTD

COMMODORE

Lemme untie you.

He severs her ropes with a slash of his pocketknife.

COMMODORE

But I be wot I be an' I been bein' it fer
99 years so I have decidiked against ya.
Fer I yam goin' t' save this lad's life.

287.

CLOSE ON POPEYE IN PORTHOLE

COMMODORE'S VOICE

Easy.

The deathlike head shifts within the porthole.

OLIVE'S VOICE

I got him.

COMMODORE'S VOICE

You got 'im?

OLIVE'S VOICE

I got him. Let him go.

The head of Popeye slips from sight out of the porthole. PAN TO doorway of cabin. Olive and the Commodore carry Popeye out. They sit him on the chair in which Olive was prisoner. The Commodore examines Popeye.

COMMODORE

Spinach.

Olive, standing behind him, doesn't know what to make of this. He whirls on her.

COMMODORE

Spinach, ya hard an' cruel shefemale! In
me sack! In me sack! In me dadblasted
sack!

Olive looks for and finds the Commodore's sack stashed inside a vent. She quickly withdraws a can of spinach. She hands it to the Commodore, who handles it as if it's gold.

288.

CLOSE ON COMMODORE

He squeezes the can. The lid pops. ANGLE WIDENS TO INCLUDE POPEYE collapsed in Olive's chair. The Commodore opens Popeye's mouth and pours down the spinach. No reaction.

289.

CLOSE ON COMMODORE

Spinach!

COMMODORE

290.

SHOT - OLIVE AND COMMODORE'S HANDS

Olive slaps another can into the Commodore's hand.

291.

CLOSE ON COMMODORE

He squeezes the can. The lid pops.

292.

SHOT - POPEYE AND COMMODORE

Holding Popeye's mouth open, the Commodore pours down the spinach. Popeye feebly SPUTTERS.

He moved!

OLIVE'S VOICE

Shaddup! Spinach!

COMMODORE

293.

SHOT - BIRD'S-EYE TO SIMULATE OPERATING THEATER

Popeye sprawled out in the chair. The Commodore as doctor, Olive as nurse rapid-firing can after can of spinach down Popeye's craw.

Spinach.

COMMODORE

Spinach.

OLIVE

Spinach.

COMMODORE

Spinach.

OLIVE

294.

CLOSE ON POPEYE

He spits out a torrent of spinach directly into the CAMERA. PULL BACK. He pulls himself to a sitting position.

POPEYE

(Shouts)

I hates spinach!

His head falls back against the chair.

295.

WORM'S-EYE ON COMMODORE

looking up from Popeye's head.

COMMODORE

Ya see?

He pours a can of spinach down Popeye's throat.

POPEYE

(Groans, spits)

COMMODORE

Disobediensk! As usual! Ya disobediensk brat!

Pouring can after can down Popeye's craw, the Commodore proceeds to SING with immense agitation.

COMMODORE

(Sings)

Disobediensk at 2, disobediensk now. He wudn't eat his spinach. Spinach, wot kept our fambly strong fer thousings o' years an' wot does me on'y oxsprang do wit' it? Spits it up! His mudder ups an' dies an' he wudn't eat his spinach. His Poppa outta work an' he wudn't eat his spinach. Th' whole country inna Depreshikin an' he wudn't eat his spinach! His Poppa goin' hungry, goin' out t' steal! Stealin' wot? Spinach! So his ungrate son cud grow up big an' strong! Ya knows wot I did when they caughted me an' thrung me in jail? I laughed. I laughed a whole year!

Throughout his sung diatribe, the Commodore hugs and forcefeeds Popeye. He is alternately abusive and--unknowingly, reluctantly--loving.

296. INTERCUT SHOTS THROUGH SONG
The Oyls, Geezil, and Wimpy bailing.
297. CLOSE ON OLIVE
looking down at Popeye, then across at Commodore.
PAN TO COMMODORE
looking at Olive, then down at Popeye.
297. WIMPY, GEEZIL, AND OYLS
They've stopped bailing, stare incredulously.
298. SHOT - POPEYE FROM BEHIND
His posture straightens in the chair. He ascends slowly.
MUSIC: "POPEYE THE SAILORMAN."
299. SHOT - POPEYE - FRONT
He rises straight up, unbending, stiff as a board.
300. CLOSE ON POPEYE
The glaze leaves his good eye. Color and expression return. He heaves a SNORT which sends smoke curling up from his pipe.
POPEYE
(Snorts)
301. GEEZIL AND THE OYLS
leap for joy, hug each other.
302. CLOSE ON WIMPY
plastered by a wave.
WIMPY
(Shouts)
Bail!

303.

CLOSE ON OLIVE

Popeye!

OLIVE

PULL BACK as Olive flings herself on Popeye. The water is hip deep. Wimpy's head pops up in foreground.

304.

CLOSE ON WIMPY

WIMPY
(Shouts)

Bail!

All around Popeye, a flurry of activity; everyone resumes bailing but Olive, the Commodore, and Popeye.

305.

POPEYE, OLIVE, AND COMMODORE

POPEYE

(Quietly)

Thank you.

(A long pause)

Poppa.

COMMODORE

(Blinks)

I hates sanktament an' I admits nuttin'.

He turns away.

COMMODORE

Scab Island is 3 knots due west. Slimy Sam's cave is onna leese side inside th' gorge.

306.

CLOSE ON COMMODORE

COMMODORE

Save th' kid. Kill Bluto. Leave me treasure be. Steer a safe course away from Sam. Don't fergit yer spinach.

307.

ANGLE ON POPEYE AND COMMODORE

He tosses a can of spinach at Popeye. Olive stands nearby looking on in anticipation. Popeye flips the can about in his hand, looks at Olive, looks at his father. A crackling exchange of stares.

308.

POPEYE

He drops the can down his shirtfront.

POPEYE

I loves spinach.

309.

ANGLE ON DECK

From where he stands, Popeye takes off on a flying broadjump.

310.

ANGLE ON HOUSEBOAT IN SEA

In a long, graceful 50-foot arc, Popeye plunges into the sea.

311.

INT. CAVE

SHOT - BLUTO

clinging to the stalactite.

BLUTO

(Alarmed)

Cut it out, you dumb dodo!

PULL BACK to show Sweepee in foreground, hanging from the ledge by the hem of his skirt, reaching out to Slimy Sam in an attempt to make contact with his flailing tentacles.

312.

ANGLE ON SEA

TRACKING SHOT - POPEYE SWIMMING

under the sea, no part of him visible, leaving a mighty, high-speed wake. PULL BACK to show Scab Island.

313.

DIFFERENT ANGLE ON SEA - POPEYE'S WAKE CHURNING AWAY FROM US

It stops. Popeye's pipe emerges from under the water. MOVE IN on pipe. It turns this way and that, simulating the movement of a periscope.

POPEYE

(Gargled, underwater
mutterings)

313. CONTD

The pipe ducks under the sea. The churning resumes. PULL BACK to the inlet. Popeye's wake leads straight to the beach. PULL BACK TO A BIRD'S-EYE of the cave.

BLUTO'S VOICE

(Echoed)

Dope! Sap! Chump! Quit playing with him!

314.

ANGLE ON BEACH

Popeye, his pipe belching smoke, runs out of the surf very fast, looks around.

BLUTO'S VOICE

(Echoed)

Kid, this ain't funny!

Popeye triple-times it to the cave.

315.

INT. CAVE

SHOT - FOREGROUND - SLIMY SAM AND SWEEPEA

Sweepa's thrashing about has ripped his dress. He falls from his ledge. The octopus delicately plucks him out of the air with a gently-thrust tentacle.

SWEEPEA

(Squeals with delight)

BACKGROUND: Through the entrance of the cave WE SEE Popeye barrel-assing up the beach, 80 mph. Now framed in the entrance, he launches himself at the octopus.

POPEYE

Sweepa!

316.

ANGLE ON POPEYE AND SLIMY SAM

Popeye lands on the octopus with a LOUD SQUISH. Sweepa goes flying free. PULL BACK TO BLUTO'S POV. Hanging from the stalactite, he watches Popeye and Slimy Sam rolling in the surf. Bluto drops from his perch into the mud.

316. CONTD

BLUTO

Very neat.

FOLLOW BLUTO. He passes a few feet from Popeye's struggle with Slimy Sam, pausing for a moment to observe.

BLUTO

Let's you and him fight.

POPEYE

Yas. I don't like help, specially from villiangs.

Slimy Sam's tentacles lash tightly around Popeye.

BLUTO

It wasn't very nice of you to steal my girl.

POPEYE

It wasn't very nice t' steal me chilt.

More tentacles entangle Popeye.

BLUTO

When you're right you're right.

FOLLOW BLUTO out of the cave.

BLUTO

You win the argument.

He passes Sweepee, sitting, dazed, on the beach, the tide, now ebbing, laps at his ripped skirt.

BLUTO

Dumb, kid. Very dumb.

He retrieves his spade and passes OUT OF FRAME.

317.

CLOSE ON SWEEPEA

collecting his senses.

POPEYE

(O.S.)

Oomph! I yam a fren' to all beasks.
Oomph, Oomph!

317. CONTD

SWEEPEA
(Gurgles)

He turns about and crawls as fast as he can back toward the cave entrance.

318. SHOT - BLUTO DIGGING

BLUTO
(Hums)
"Dog eat dog."

319. INT. CAVE

SHOT - POPEYE AND SLIMY SAM

The octopus, all its eight tentacles at work, squeezes the strength out of Popeye.

POPEYE
(Groans)
I yam losing me patience, Octapussy. I yam
gonna haf to resork t' violensk.

PULL BACK to Sweepee crawling toward the trapped Popeye.

320. SWEEPEA

He surveys the scene, looks upset, begins to cry.

SWEEPEA
(Bawling)

321. POPEYE AND SLIMY SAM

POPEYE
See wot ya done?

322. SHOT - HOLE IN BEACH

Shovelfuls of sand pour out of Bluto's excavation.

BLUTO'S VOICE
Paydirt!

322. CONTD

POPEYE
 (O.S., echoed)
 Ouch! That hurts!

SWEEPEA
 (O.S., bawling)

A great beat-up metal chest appears on the rim of the excavation. It glitters brightly in the sun.

323.

INT. CAVE

SHOT - SLIMY SAM AND POPEYE

Popeye struggles to no avail. Every time he frees himself from one tentacle, two more lock him in. The life-and-death struggle has the precision and ritual of a military manual of arms.

POPEYE
 Sweepea! Get away!
 (Groans)
 Scram!
 (Groans)
 This is a fodder's order!
 (Groans)

324.

ANGLE ON BEACH

Bluto shoves off in his dinghy, the weight of the chest sinking it up to its gunwales.

BLUTO
 (Whistles "Dog Eat
 Dog")

325.

HOUSEBOAT

Olive, Wimpy, and the Oyls bail like mad. The Commodore scowls at their lack of progress. The water is waist deep. Their CRIES overlap.

OLIVE
 Stroke!

WIMPY
 Help!

325. CONTD

CASTOR

Mmlp!

MIN AND COD

Save me! Save me!

COMMODORE

(Mutters)

I seen better crews inna kidneygarten.

326.

INT. CAVE

SHOT - POPEYE AND SLIMY SAM

Popeye, almost worn out, fights, kicks, GRUNTS ineffectively.

327.

CLOSE ON POPEYE

One of Slimy Sam's tentacles crunches the spinach can inside Popeye's shirt. The pressure of the tentacle maneuvers the can upward until its top pokes out of Popeye's collar. The tentacle squeezes tighter, popping the lid off the can. Spinach flies. Popeye stretches, arches his neck upward, and catches much of the splattering spinach in his yawning mouth.

MUSIC: "POPEYE THE SAILORMAN."

Popeye's chest and shoulders heave with a mighty rush of power. He flings out his arms. Slimy Sam's tentacles spring apart as if hit by a bomb.

328.

SHOT - SWEEPEA

REACTION SHOT - wide-eyed double-take.

329.

POPEYE AND SLIMY SAM

Popeye leaps free and whirls on the octopus.

POPEYE

Sos ya wants to fight, does ya!

He positions himself for a haymaker.

330.

ANGLE ON DINGHY AND ISLAND

Bluto, rowing, still within sight of the island, stops to observe the roof of the cave begin to shudder violently.

SOUND (ECHOED): A JETLIKE ROAR

The roof of the cave erupts. Out of it, as if from a missile silo, ascends Slimy Sam.

SOUND: LOUDER JET ROAR

MOVE IN. FOLLOW Slimy Sam's ascent into space, its tentacles stretched to their limits, giving the octopus the appearance of a spacecraft.

331.

THE HOUSEBOAT

SHOT - THE COMMODORE

looks up as Slimy Sam shoots overhead, aimed for the heavens.

COMMODORE

Sammy!

He reaches out helplessly for his pet.

332.

ANGLE ON SEA

Popeye floats with Sweepee on his chest.

POPEYE

(Sings)

I'm Popeye the sailorman...(etc.)

The SONG includes the lines: "I eats all me spinach an' fights to the finich, I'm Popeye the sailorman."

DISSOLVE TO:

333.

ANGLE ON POPEYE

floating. He floats restfully, Sweepee riding on his chest. ANGLE WIDENS to include houseboat, some hundred yards away, slowly breaking up, sections of it littered across the water. The crew has quit bailing and huddle haplessly together at the railing in water that is now chest high.

CASTOR, MIN, GEEZIL, WIMPY, OLIVE
Worry. Worry. Worry.

333. CONTD

Olive spots Sweepee and points excitedly.

OLIVE

Sweepee!

334.

WIMPY AND GEEZIL

WIMPY AND GEEZIL

Worry. Worry. Worry.

335.

COMMODORE

at rail. He SHOUTS to Popeye.

COMMODORE

Me treasure! Is it safe?

336.

ANGLE ON POPEYE AND SECTION OF HOUSEBOAT

Popeye floats up to the boat, flips over with Sweepee in his arms, and hands the baby to the warmly-welcoming Olive.

337.

OLIVE AND SWEEPEA

OLIVE

(Hugging Sweepee)

Sweepee! Sweepee! Sweepee!

Wimpy pops INTO FRAME.

WIMPY

(To Sweepee)

Will we drown?

SWEEPEA

(Sputters)

Wimpy clasps his hands.

WIMPY

Thank goodness!

(To Sweepee)

Will we be saved?

SWEEPEA

(Whistles)

338.

WIMPY, THE OYLS, GEEZIL

Wimpy turns to the others.

WIMPY

The baby says we'll be saved!

OYLS AND GEEZIL

Hooray!

339.

BLUTO'S SHIP, "THE VILE BODY"

bearing down. PULL BACK to include houseboat. Bluto's ship passes within a few feet of the houseboat, creating an awesome wake.

BLUTO

(Sings one verse)

"Dog Eat Dog."

340.

SHOT - BLUTO'S WAKE

submerging the houseboat. Air bubbles. Then it pops to the surface, exactly as before, except for the leak, now chest deep.

COMMODORE

He's singin'! He don't sing unless he's
happy; he ain't happy unless somebody else
is miserable. Save me treasure!

341.

OLIVE AND SWEEPEA

OLIVE

Save us!

Wimpy paddles INTO FRAME.

WIMPY

(To Sweepee)

I'm not sure you can any longer be trusted.

342.

CASTOR

CASTOR

Mmupy.

343.

COD AND MIN

MIN

What did he say?

COD

He said: "Where's Popeye?"

344.

PROW OF "VILE BODY"

cutting through the sea at a rapid pace. Shinning up the prow,
hand over hand, is Popeye.

345.

OLIVE

OLIVE

Popeye!

346.

COMMODORE

COMMODORE

Save me treasure!

347.

DECK OF "VILE BODY"

SHOT - THE TREASURE CHEST. PULL BACK

to show Bluto kneeling before chest in high anticipation, a hammer
and chisel in his hands.

348.

POPEYE

Popeye appears at the railing and scrambles aboard. He starts for
Bluto.

349.

ANGLE ON POPEYE AND BLUTO

Popeye comes up behind Bluto, who has begun to thwack away at the
lock on the chest.

350.

CLOSE ON POPEYE

POPEYE

(A shrill whistle)

351.

BLUTO

He whirls about, surprised.

Kid?

BLUTO

352.

POPEYE AND BLUTO

Popeye slugs him, vaulting him over the chest, sending him tumbling across the deck, landing him heavily against the mast. The mast cracks.

353.

FULL SHOT OF SHIP

The mast shudders, snaps in two places, and falls in on Bluto.

354.

POPEYE

Popeye scoops up the treasure chest onto his shoulder and starts for the ship's railing.

355.

BLUTO

Bluto rises, carrying a section of sheared-off mast. He hurls it like a javelin.

356.

POPEYE

The javelin smashes into the treasure chest, sending it flying off Popeye's shoulder.

357.

CLOSE ON POPEYE

Popeye whirls to face Bluto.

358.

BLUTO

Bluto lifts a second section of mast and flings it like a spear.

359.

POPEYE AND MAST

Popeye slugs a nearby mast. It cracks and falls, deflecting Bluto's spear.

360.

BLUTO

BLUTO
(Growls)

He circles his arms around a third mast and tears it out by its roots.

361.

POPEYE

His eyes never leaving Bluto, Popeye picks up the mast he has just kayoed and breaks it off at the trunk.

362.

INTERCUT POPEYE AND BLUTO

A mast duel up and down the deck. With each swipe, they miss each other but destroy one more vital section of ship: vents and capstans break off, rigging is torn loose.

363.

HOUSEBOAT

The water is shoulder deep. Olive, Wimpy, Geezil, the Oyls, and the Commodore look on in anxiety mixed with amazement.

OLIVE

(Shouts)

Smack him, Popeye! Kill him! Not too hard,
I used to be his girlfriend!

(To Sweepa)

They're fighting over me, Sweepa.

She pauses to look at the Commodore.

OLIVE

(Chastened)

Maybe.

364.

POPEYE AND BLUTO

In two mighty swipes, Bluto reduces Popeye's mast to a three-foot splinter. With an added backstroke, he knocks it out of his hands entirely. He then brings the mast around like a baseball bat, smoting Popeye square on the hip, sending him aloft.

365.

HOUSEBOAT POV

The occupants of the houseboat watch Popeye sail through the air toward them.

366.

CLOSE ON SEA

Popeye lands with a mighty splash. PULL BACK to show he is only feet away from the houseboat. He surfaces.

COMMODORE

Get back in there! Me treasure!

367.

POPEYE AND HOUSEBOAT

Popeye treads water.

POPEYE

This issa tough fight. I don't know if it's wort' gettin' beat up t' save a treasure o' some swab o' a total strangeker who I ain't even relataked to.

OLIVE

Absolutely right. Come aboard before you're killed.

368.

WIMPY

splashes about in water up to his shoulders.

WIMPY

Help!

369.

COMMODORE

looking thoughtful. ANGLE WIDENS to include Popeye, treading water.

COMMODORE

You killt me best fren' Sam. You ate yer spinach. Cud be yer me son after all.

369A.

CLOSE ON POPEYE

He is deeply moved.

369B.

ANGLE ON POPEYE

He dives down into the sea. HOLD ON HIS POINT OF ORIGIN as he submarines toward The Vile Body, leaving a powerful wake.

370.

OLIVE AND SWEEPEA

OLIVE
Popeye wins, right?

SWEEPEA
(Sputters)

OLIVE
(Incredulous)
Popeye loses?

SWEEPEA
(Sputters)

OLIVE
(Shakes baby)
Bluto wins? Popeye loses? What?

SWEEPEA
(Bawls)

371.

DECK OF "VILE BODY"

Bluto is working on the lock of the treasure chest, hammer and chisel. Popeye rises out of the sea, over the railing, behind Bluto. The leap carries him across the deck onto Bluto's back. Bluto and Popeye roll across the deck exchanging fierce blows. Bluto lands on top, pins Popeye down and is about to deliver a haymaker.

372.

ANGLE FROM DECK - POPEYE AND BLUTO

POPEYE
Bluto, even though you are bigger than me,
you can't win because you're bad. An' good
always wins over bad, especially wit' me
Poppa, me girl, an' me chilt in me corner.

So saying, Popeye breaks Bluto's grip and slugs him.

373.

BLUTO

sailing through the air. He lands heavily against the fo'c'sle, demolishing it. He leaps up and uproots a vent.

374.

POPEYE

Popeye rips off a hatchway door.

375.

BLUTO AND POPEYE

Bluto charges at Popeye, brandishing the vent. Popeye shields the blow with the hatchway door.

376.

INTERCUT POPEYE AND BLUTO

They tear apart the deck, fore and aft, using everything in sight as weapons. The deck, reduced to splinters, gives way. FOLLOW THEM dropping out of sight into the cargo hold, the Commodore's' treasure chest tumbling after them.

SOUND: 2 BODIES LANDING, THE THUD OF THE TREASURE CHEST ON FLESH

BLUTO

(O.S.)

Ow!

377.

INT. CARGO HOLD

SHOT - BLUTO

rubbing his head, stunned, the treasure chest lying on its side near him. ANGLE WIDENS as Tax-Man drives in on scooter INTO THE FRAME.

TAX-MAN

2.50 mayhem tax.

Bluto, still on the floor, looks up at him in astonishment.

BLUTO

Me?

TAX-MAN

You.

BLUTO

You're taxing me?

TAX-MAN

(Shrugs)

You're losing.

Bluto leaps to his feet and points to the panting Popeye.

378.

POPEYE, BLUTO, AND TAX-MAN

BLUTO

I'm not losing! He's losing as much as me!
Tax him!

TAX-MAN

I wouldn't give him the satisfaction.

379.

'THE VILE BODY' - HOUSEBOAT POV

Olive and company look on.

SOUND: THE BATTLE IN THE CARGO HOLD: PUNCHES, CRASHES, RIPPING TIMBER

WIMPY

The odds are 5 to 2 Bluto. Are there any
takers?

Castor floats up in his wheelchair.

CASTOR

Mmlp.

He hands Wimpy five dollars.

COD

I'm in.

OLIVE

I'll take a piece of that.

SOUND: RIPPING, TEARING TIMBER

The starboard side of the ship cracks and peels off into the sea,
falling like a moat gate.

380.

POPEYE, BLUTO, AND TAX-MAN

The fight continues aboard a ship that is now little more than a
sinking raft. Popeye sends Bluto sprawling. He lands near the
treasure chest, looks for a weapon and, finding none, hurls the
chest at Popeye.

381.

TAX-MAN

The Tax-Man, in the way, ducks. The chest sails over his head.

382.

POPEYE

Popeye ducks. The chest sails over his head.

383.

THE COMMODORE

COMMODORE

Me treasure!

384.

TRACKING SHOT - TREASURE CHEST

Arcing high in the air, glittering in the sun, it plunges into the sea not far from the houseboat.

385.

THE COMMODORE.

The Commodore dives into the sea.

386.

POPEYE AND BLUTO

Popeye slugs Bluto, who lands against the last remaining section of hull. It collapses into the sea, already cluttered with an unbelievable array of flotsam.

387.

HOUSEBOAT

OLIVE

(To Wimpy)

Pay off!

The houseboat, with all its occupants, goes under.

388.

ANGLE ON SEA, GURGLING, BURBLING, AGITATED

DISSOLVE TO:

389.

A CALM SEA LOADED WITH FLOTSAM

Popeye, Olive, and Sweepee ENTER THE FRAME riding The Vile Body's anchor. They float along, feet hanging in the water, as if they are sitting at poolside. MOVE IN ON THEM.

POPEYE

But a woman can't ship out.

389. CONTD

OLIVE

I can.

POPEYE

Not wit' me, you can't.

OLIVE

Oh yes, and Swee pea too.

POPEYE

Wot I yam is a sailor an' sailors can't
take no famblies to sea.

OLIVE

What I am is Olive Oyl, and I say phooey
on that!

Popeye glowers.

OLIVE

(Sings)

I am what I am and that's all I am...

a brief declaration of self. Popeye turns away, disapproving.

390.

WIMPY

floating on an iron stove, eating a hamburger out of a sizzling
frying pan.

WIMPY

(Sings)

I am what I am and that's all I am...

his brief declaration of self.

391.

GEEZIL

floating on a mattress.

GEEZIL

(Sings)

I are what I are, is all, that's it...

his brief declaration of self.

392.

MIN, COD, AND CASTOR

Min and Cod hang onto the wheels of Castor's floating chair.

MIN, COD, CASTOR

(Sing)

We are what we are and that's all we are.

(Castor's singing
is, of course,
muffled by his
bandages)

393.

CLOSE ON COMMODORE

COMMODORE

Sanktament!

PULL BACK on Commodore, scrunched inside his treasure chest, floating amidst the rest of the debris.

COMMODORE

I hates sanktament!

MOVE IN AND DOWN into treasure chest. The Commodore is sifting through his prizes: not gold, diamonds and rubies, but ancient, peeling photographs, baby pictures, baby clothes.

394.

CLOSE ON COMMODORE

enraptured in his treasure.

395.

CLOSE ON TREASURE

The Commodore's fingers shuffle through photos of Popeye at birth, shots of himself and his wife with the infant Popeye, shots of his bride and himself on their wedding day...

MUSIC: "I AM WHAT I AM."

396.

POPEYE, OLIVE, AND SWEEPEA

on anchor.

POPEYE

Everybody got their own I yams. I have give birt' to a epydemic. Well, at least I got me Sweepea fer a couple more years.

He takes Sweepea out of Olive's arms and hugs him.

397.

CLOSE ON SWEEPEA

SWEEPEA

I yam!

397.

POPEYE, OLIVE, AND SWEEPEA

Popeye and Olive exchange amazed stares.

398.

CLOSE ON SWEEPEA

SWEEPEA

I yam wot I yam! I yam wot I yam! I yam
wot I yam! etc.

PULL BACK TO A BIRD'S-EYE of the sea. Popeye's gang drifts on everything imaginable across a vista of calm blue. Min, Cod, and Castor on the wheelchair, Geezil on his mattress, Wimpy on his stove, the Commodore deep inside his treasure chest. Bluto floats, unconscious, draped across the highest reaches of an upright mast, the wreckage of which has locked around him like a pillory. Patrolling nearby, the Tax-Man on his scooter.

All are linked and cross-linked by lengths of ship's rigging attached to Popeye's anchor. As Popeye foot-paddles home, his family of friends (plus Bluto) drags along in his wake, forming and unforming a cat's-cradle of Busby Berkeley-like configurations: flower shapes and geometric patterns.

SONG: (ALL IN CHORUS) "I AM WHAT I AM," underscored by Sweepee's repeated "I yams."

Olive and Popeye shyly hold hands. Awkwardly, she rests her head on his shoulder.

SWEEPEA

(Whistles)

SOUND: SWEEPEA'S WHISTLE echoes across endless miles of dazzling blue sea.

TAX-MAN'S VOICE

(Very close)

4.50.

SOUND: CLINK OF COINS FALLING IN HIS CONTAINER

FADE OUT