

Disney · PIXAR

INSIDE OUT

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original story by

Pete Docter
Ronnie Del Carmen

Screenplay by

Pete Docter
Meg LeFauve
Josh Cooley

BLACK.

JOY (V.O.)
Do you ever look at someone and wonder, "What is going on inside their head?" Well, I know. I know Riley's head.

WHITE. FADE IN...

INT. HOSPITAL - DAY

A newborn baby swaddled in a blanket, held by her parents. Push in... and ZOOM IN TO HER HEAD.

INT. HEADQUARTERS

Out of the blackness steps a glowing figure. This is JOY. The room is black except for a bright CONSCIOUSNESS SCREEN.

JOY
Hmm?

In front of Joy is a single large BUTTON. She pushes it.

INT. HOSPITAL - CONTINUOUS

The baby gurgles and wiggles happily.

JOY (V.O.)
And there she was...

INT. HEADQUARTERS - CONTINUOUS

ON THE CONSCIOUSNESS SCREEN:

MOM
Hello, Riley.

DAD
Oh look at you. Aren't you a little bundle of joy?

A GOLDEN GLOWING SPHERE rolls from behind the screen. It's a MEMORY of what we just saw: Mom and Dad cooing at Riley.

JOY
Whoa.

Joy rolls the memory on its track, illuminating the room. She turns back to the button and pushes it again.

INT. HOSPITAL - CONTINUOUS

Baby Riley gurgles happily.

JOY (V.O.)
It was amazing. Just Riley and me,
forever...

INT. HEADQUARTERS - CONTINUOUS

Baby Riley CRIES.

JOY (V.O.)
...for 33 seconds.

Joy looks to her side. There's a new, droopy, blue character touching the button.

SADNESS
I'm Sadness.

JOY
Oh, hello. I'm Joy.

Joy tries to muscle past Sadness to press the button.

JOY (CONT'D)
Can I just... if you could... I
just want to fix that. Thanks.

The two struggle.

JOY (V.O.)
And that was just the beginning.
Headquarters only got more crowded
from there.

INT. MINNESOTA HOUSE - DAY

Riley, now age 3, barrels through the house pulling a wagon.

INT. HEADQUARTERS

ON THE SCREEN: Riley's POV as she runs through the house.
Fear "supervises" Joy, who drives.

FEAR

Very nice. Okay, looks like you got this. Very good, sharp turn...

Riley approaches a POWER CORD on the ground.

FEAR (CONT'D)

Ahh! Look out!!! No!

Fear leaps to the console.

JOY (V.O.)

That's Fear. He's really good at keeping Riley safe.

INT. MINNESOTA HOUSE - CONTINUOUS

Riley stops. She cautiously steps over the power cord.

FEAR (O.S.)

Easy... we're good! We're good.

INT. HEADQUARTERS

A fear memory (purple) rolls in.

JOY/SADNESS

Whew!/Nice job.

FEAR

Thank you! Thank you very much.

Joy jumps back into driving position.

JOY

And we're back!

INT. MINNESOTA HOUSE - CONTINUOUS

Riley continues her sprint through the house.

Suddenly she's picked up.

INT. KITCHEN - CONTINUOUS

PLOP into highchair. Bib. Tray. Bowl.

DAD

Here we go. Alright, open.

Dad lifts a spoonful of food to Riley's mouth.

INT. HEADQUARTERS

JOY

Hmm. This looks new.

FEAR/SADNESS

Do you think it's safe?/What is it?

ON THE SCREEN: a spoonful of broccoli.

DISGUST enters.

DISGUST

Okay, caution! There is a dangerous smell, people. Hold on, what is that?

JOY (V.O.)

This is Disgust. She basically keeps Riley from being poisoned, physically and socially.

DISGUST

That is not brightly colored or shaped like a dinosaur... Hold on guys... It's broccoli!

Disgust GAGS and pulls a lever.

INT. KITCHEN

YOUNG RILEY

Yucky!

Riley swats the broccoli. It flies into Dad's face.

INT. HEADQUARTERS

A disgust memory (green) rolls in.

DISGUST

Well, I just saved our lives. Yeah. You're welcome.

INT. KITCHEN

DAD
Riley, if you don't eat your dinner,
you're not going to get any dessert.

INT. HEADQUARTERS

ANGER looks up from reading his newspaper.

ANGER
Wait. Did he just say we couldn't
have dessert?

JOY (V.O.)
That's Anger. He cares very deeply
about things being fair.

ANGER
So that's how you want to play it,
old man? No dessert? Oh, sure,
we'll eat our dinner, right after
YOU eat this! GrrrrraaaAAHH!!!!

Anger takes the controls as FLAMES blast out of his head. An
anger memory (red) rolls in.

INT. KITCHEN

Riley throws a fit. Dad distracts her.

DAD
('flying' the spoon)
Hey, Riley, Riley, here comes an
airplane!

INT. HEADQUARTERS

Anger stops screaming.

ANGER
Oh, airplane. We got an airplane,
everybody.

DISGUST/FEAR/SADNESS/JOY
Ohh!/Ahh!

INT. KITCHEN

Dad "lands" the food into Riley's smiling mouth.

INT. HEADQUARTERS

A happy memory (golden) rolls in.

The others leave Joy alone at the console with Sadness.

JOY (V.O.)
And you've met Sadness. She...
well, she...

FLASH CUTS of Riley crying: broken toy, spilled ice cream, tantrum in the supermarket, wanting out of her car seat.

JOY (V.O.)
I'm not actually sure what she
does. And I've checked, there's no
place for her to go, so she's good,
we're good. It's all great!

Sadness exits. Joy turns to the wall of golden memories.

JOY (V.O.)
Anyway! These are Riley's memories--
and they're mostly happy, you'll
notice, not to brag.

She inspects one of the golden memories: Riley and her friend MEG (both age 3) going down a slide. She REWINDS it, relishing the happy moment.

JOY (V.O.)
But the REALLY important ones are
over here. I don't want to get too
technical, but these are called
CORE MEMORIES.

Joy pops up the CORE MEMORY HOLDER. Inside are five intensely bright golden memories.

JOY (V.O.)
Each one came from a super-
important time in Riley's life.
Like when she first scored a goal?
That was so amazing!

EXT. MINNESOTA LAKE, WINTER - DAY

Two-and-a-half-year-old Riley shoots a hockey puck across the ice. She trips and accidentally scores a goal.

MOM/DAD
(cheering)
Heeey! Would you look at that?! We
got a future center here!

INT. HEADQUARTERS

A super-bright CORE MEMORY rolls in.

It rolls to the Core Memory Holder. Clicking into position,
a LIGHTLINE shoots out. The Emotions follow it to the back
window and watch a new ISLAND OF PERSONALITY form.

JOY (V.O.)
And each core memory powers a
different aspect of Riley's
personality. Like Hockey Island!

Five ISLANDS OF PERSONALITY float in space, miles from
Headquarters, connected by LIGHTLINES -- their power sources.

JOY (V.O.)
Goofball Island is my personal
favorite.

INT. MINNESOTA LIVING ROOM - NIGHT

Toddler Riley runs naked from the bathroom, underpants on her
head, laughing wildly. Dad chases her with a towel.

DAD
Come back here, you little monkey!

INT. HEADQUARTERS

Goofball Island activates: lights, movement, etc.

INT. MINNESOTA LIVING ROOM

Naked Riley does the goofy dance on the sofa.

INT. HEADQUARTERS

JOY (V.O.)
Yup, Goofball is the best! Friendship
Island is pretty good too.

Joy looks at FRIENDSHIP ISLAND.

EXT. SIDEWALK - DAY

Riley and Meg walk leg over leg, arms linked, laughing.

INT. HEADQUARTERS

Joy inspects Honesty Island.

JOY (V.O.)
Oh, I love Honesty Island! And
that's the truth!

INT. MINNESOTA HOUSE - DAY

A guilty Riley stands by a broken plate. She reveals a
HAMMER from behind her back.

INT. HEADQUARTERS

Joy examines Family Island.

JOY (V.O.)
And, of course, Family Island is
amazing.

EXT. MINNESOTA KITCHEN TABLE - DAY

The family decorate cookies together. Riley stuffs one into
Dad's mouth.

INT. HEADQUARTERS

The Emotions look out over the Islands of Personality.

JOY (V.O.)
The point is, the Islands of
Personality are what make Riley...
Riley!

INT. BATHROOM

Riley splashes in the bathtub.

YOUNG RILEY
Look out, mermaid!

INT. MINNESOTA LIVING ROOM

Riley climbs the couch. She looks at the floor.

INT. HEADQUARTERS

Joy projects an IMAGINATION of LAVA onto the screen.

INT. MINNESOTA LIVING ROOM

YOUNG RILEY

Lava!

Riley jumps from couch to chair to avoid the lava.

INT. MINNESOTA HOUSE

Riley draws. Pull back to reveal she's drawing on the wall.

YOUNG RILEY

(singing)

Who's your friend who likes to
play? Bing Bong, Bing Bong...

EXT. MINNESOTA LAKE - DAY

Six-year-old Riley skates across the ice backwards.

MOM/DAD

Hey! Very nice! Where did you learn
that?

INT. HEADQUARTERS

Joy skates around the room, in sync with Riley.

EXT. MINNESOTA FRONT STEPS - DAY

Riley and Meg slurp frozen drinks. Riley grimaces: ice
headache!

INT. HEADQUARTERS

FEAR

Brain freeze!

The Emotions scream as Headquarters freezes over.

EXT. MINNESOTA LAKE - DAY

A kids' hockey game. Riley takes a shot and scores!

INT. HEADQUARTERS

JOY

Yaaay!

INT. RILEY'S MINNESOTA BEDROOM - NIGHT

Parents tuck Riley into bed and turn off the light.

DAD

Good night, kiddo!

RILEY

G'night, Dad.

She looks up at the stars on her ceiling and falls asleep.

INT. HEADQUARTERS

Joy watches the screen go DARK. She inspects the shelves mostly populated with GOLDEN MEMORIES.

JOY

And... we're out. That's what I'm talking about: another perfect day! Nice job everybody! Let's get those memories down to Long Term.

Joy pulls a lever. Memories cascade down the shelves.

FEAR

All right, we did not die today! I call that an unqualified success.

The memories pachinko down the shelves and up a tube. Joy runs to the back window to watch them glide through the distant tubes towards Long-Term Memory like falling stars.

JOY (V.O.)

And that's it! We love our girl. She's got great friends and a great house. Things couldn't be better. After all, Riley's 11 now. What could happen?

CUT TO:

The car emerges from a tunnel onto the GOLDEN GATE BRIDGE.

TITLE CARD: INSIDE OUT

The car drives across the bridge. Riley looks out the window.

JOY (V.O.)

Hey look! The Golden Gate Bridge!
Isn't that great?! It's not made
out of solid gold like we thought,
which is kind of a disappointment,
but still!

The car drives past the Ferry Building.

INT. HEADQUARTERS

FEAR

I sure am glad you told me
earthquakes are a myth, Joy.
Otherwise I'd be terrified right
now!

Everyone eyes each other behind Fear's back.

JOY

Uh... yeah.

EXT. LOMBARD STREET - DAY

The car is stuck in traffic. Cars HONK and people YELL.

INT. HEADQUARTERS

ANGER

These are my kind of people!

EXT. MARKET STREET - DAY

DAD

All right, just a few more blocks.
We're almost to our new house!

INT. HEADQUARTERS

ANGER

Step on it, Daddy!

DISGUST

Why don't we just live in this smelly car? We've already been in it forever.

JOY

Which, actually, was really lucky, because that gave us plenty of time to think about what our new house is going to look like! Let's review the top five daydreams.

Joy plugs in DAYDREAMS showing fantasy houses: tree house, water-slide house, etc.

FEAR

Ooh! That looks safe!

JOY

Ohh, this is will be great for Riley! Oh, no, no, no, THIS one.

A gingerbread house.

DISGUST (O.S.)

Ugh, Joy. For the last time, she cannot live in a cookie.

A castle.

ANGER

THAT'S the one! It comes with a dragon!

EXT. SAN FRANCISCO HOUSE - DAY

JOY (O.S.)

Now we're getting close, I can feel it. Here it is, here's our new house... and...

The car stops and Riley steps out.

REVEAL: a run-down Victorian. Nothing like the daydreams.

INT. HEADQUARTERS

Everyone looks slackjawed.

JOY

Maybe it's nice on the inside.

INT. SAN FRANCISCO HOUSE - CONTINUOUS

Riley steps inside. The room is dark, dusty, uninviting.

ANGER (V.O.)
We're supposed to live here?

SADNESS (V.O.)
Do we have to?

DISGUST (V.O.)
I'm telling you, it smells like
something died in here.

INT. HEADQUARTERS

A disgust memory rolls in.

FEAR
Can you die from moving?

JOY
Guys, you're overreacting. Nobody
is dying--

DISGUST
A DEAD MOUSE!!!

ON THE SCREEN: A dead mouse in the corner.

DISGUST (O.S.) (CONT'D)
I'm gonna be sick...

ANGER (O.S.)
Great, this is just great.

FEAR (O.S.)
Ahhhhh!! It's the house of the
dead! What are we gonna do?! We're
gonna get rabies!!!

Fear jumps into Anger's arms. Anger fires up the flames.

ANGER
GET OFFA ME!!!

Fear runs around on fire. Joy puts him out with a fire
extinguisher.

JOY
Hey, hey, hey, all through the
drive Dad talked about how cool our
new room is. Let's go check it out!

FEAR/ANGER/DISGUST (O.S.)
 You're right, Joy/Yeah!/That's
 right!/Yes, yes, yes!

INT. SAN FRANCISCO HOUSE

Riley dashes up the stairs.

INT. RILEY'S ROOM - CONTINUOUS

It's tiny. Depressing.

FEAR/DISGUST/ANGER (O.S.)
 No, no, no, no, no./I'm starting to
 envy the dead mouse./Get out the
 rubber ball, we're in solitary
 confinement.

INT. HEADQUARTERS

SADNESS
 Oh, Riley can't live here.

<p>ANGER She's right.</p>	<p>FEAR Really bad.</p>
<p>DISGUST It's the worst. It's absolutely the worst.</p>	<p>ANGER This house stinks.</p>

Memories roll in: anger, disgust, fear.

JOY
 Hey, it's nothing our butterfly
 curtains couldn't fix. I read
 somewhere that an empty room is an
 opportunity.

ANGER
 Where did you read that?

JOY
 It doesn't matter. I read it and
 it's great. We'll put the bed
 there. And the desk over there...

Joy projects an IMAGINATION of Riley's furniture.

FEAR
 The hockey lamp goes there...

ANGER
Put the chair there.

 DISGUST
Well, the trophy collection
goes there.

 SADNESS
Posters...

 FEAR
Stars! I like that.

 JOY
Now we're talking! Let's go get our
stuff from the moving van!

INT. SAN FRANCISCO HOUSE - DAY

Riley dashes down the stairs as Mom and Dad enter the house.
Dad is on the phone.

 DAD
Alright. Goodbye.
 (hangs up; to Mom)
Well, guess what? The moving van
won't be here until Thursday.

 MOM
You're kidding.

INT. HEADQUARTERS

 FEAR
The van is lost?! This is the worst
day ever!

ON THE SCREEN: Mom and Dad ARGUE.

 MOM
You said it would be here
yesterday!

 DAD
I know that's what I said.
That's what they told me!

*

 FEAR (O.S.)
Mom and Dad are stressed out!

 FEAR/ANGER/DISGUST/SADNESS
They're arguing!/What are we going
to do?/This is so stressful./What
is their problem?

Joy runs to storage and grabs what looks to be a LIGHTBULB.

 JOY
I've got a great idea!

She clicks the IDEA into the console.

INT. SAN FRANCISCO LIVING ROOM - DAY

Riley's face lights up. Riley grabs her hockey stick. Puts a wad of paper in play.

MOM
Did you even read the contract?

DAD
Honey, you act like this is my fault--

*

RILEY
Andersen makes her move. She's closing in!

DAD
(grabbing a broom)
Hey! Oh, no you're not!

RILEY
She's lining up for the shot!

DAD
Coming behind you! Watch out!

She slides past him. Knocks the "puck" into the fireplace.

RILEY
She shoots and she scores! Yeah!

INT. HEADQUARTERS

The Emotions cheer. Out the back window, Family Island runs.

INT. SAN FRANCISCO LIVING ROOM - CONTINUOUS

RILEY
(taunting Mom)
Come on, Grandma!

MOM
Ha! "Grandma?"

INT. HEADQUARTERS

JOY
Uh-oh, she put her hair up, we're in for it!

INT. SAN FRANCISCO LIVING ROOM

They all play hockey, Mom using a pillow to guard the "goal."
Dad picks her up to shoot past her.

MOM
(laughing)
Woo! Hey, put me down!

Dad scoops up Riley, too. Riley giggles.

INT. HEADQUARTERS

A happy memory rolls in. Joy's back in charge.

INT. SAN FRANCISCO LIVING ROOM

Dad's cell phone beeps.

DAD
Ugh. Sorry, hold on, hold on.
(answers)
Hello?

INT. HEADQUARTERS

JOY
Wait. Wha--?

INT. SAN FRANCISCO LIVING ROOM

DAD
You're kidding. All right. Stall
for me, I'll be right there.
(hangs up)
The investor's supposed to show up
on Thursday, not today! I gotta go.

INT. HEADQUARTERS

Joy is disappointed.

INT. SAN FRANCISCO LIVING ROOM

MOM
It's okay. We get it.

DAD
You're the best. Thanks, Hon.
(to Riley, as he leaves)
See you, Sweetie.

INT. HEADQUARTERS

FEAR
Dad just left us.

SADNESS
Oh, he doesn't love us anymore.
That's sad. I should drive, right?

JOY BLOCKS HER.

SADNESS (CONT'D)
Joy? What are you doing?

JOY
Uh, just uh, gimme one second...
You know what I've realized? Riley
hasn't had lunch!
(takes a memory off the
wall and plays it)
Remember?

MEMORY: A PIZZA SHOP.

INT. SAN FRANCISCO LIVING ROOM

RILEY
Hey I saw a pizza place down the
street. Maybe we could try that?

MOM
Pizza sounds delicious!

INT. HEADQUARTERS

FEAR/ANGER/DISGUST
Yeah!/Pizza!/Good idea, Joy.

Joy smiles.

INT. PIZZA PLACE - DAY

Riley and Mom get their pizza. On it: broccoli.

INT. HEADQUARTERS

FEAR/JOY/DISGUST

What the HECK IS THAT?!/Who puts
broccoli on pizza?/That's it. I'm
done.

ANGER

Congratulations, San Francisco,
you've ruined pizza! First the
Hawaiians, and now YOU!

EXT. SAN FRANCISCO STREET - LATER

Mom and Riley walk home. Riley looks disappointed.

MOM

What kind of a pizza place only
serves one kind of pizza? Must be a
San Francisco thing, huh?

INT. HEADQUARTERS

Joy glances at the wall of multi-colored memories. She sighs:
things are not going well.

EXT. SAN FRANCISCO STREET - CONTINUOUS

MOM

Still, it's not as bad as the soup
at that diner in Nebraska.

RILEY

Oh yeah. The spoon stood up in the
soup by itself! That was
disgusting.

INT. HEADQUARTERS

Joy looks out the back window. Family Island is going.

JOY

Oh good. Family is running.

EXT. SAN FRANCISCO STREET

MOM

The drive out was pretty fun, huh?
What was your favorite part?

INT. HEADQUARTERS

ANGER

Spitting out the car window!

DISGUST

Definitely not when Dad was singing.

FEAR

Wearing a seat belt!

JOY

What about the time with the dinosaur!

Joy pulls up a memory.

SADNESS/FEAR/ANGER/DISGUST

Yeah./Yup./That's the one.

ON THE SCREEN: Riley and Mom pose in front of a roadside cement dinosaur in Vernal, Utah.

DAD (ON SCREEN)

Say cheese!

Behind Dad, the car rolls down the hill. No brakes!

RILEY (ON SCREEN)

Dad! Dad! Look behind you.

MOM (ON SCREEN)

Honey. The car! The car!

DAD (ON SCREEN)

Hold still. Huh?

(runs off after the car)

Stooooop! No no no nononono!!

Stegosaurus tail through the back window. The family laughs.

Enjoying the memory, Joy and the others chuckle.

FEAR

Nice one, Joy.

EXT. SAN FRANCISCO STREET

RILEY

(smiling)

I liked that time at the dinosaur.
That was pretty funny.

INT. HEADQUARTERS

Joy's cheer is cut short when the dinosaur memory TURNS BLUE.

EXT. SAN FRANCISCO STREET - DAY

Riley's smile fades.

INT. HEADQUARTERS

JOY

Wait. What? What happened?

Joy looks back. Sadness is touching the memory.

FEAR

She did something to the memory.

Joy tries to fix the memory.

JOY

What did you do?

SADNESS

I just touched it.

JOY

That shouldn't make it change.

FEAR

Change it back, Joy!

Joy rubs it, but the memory stays blue.

JOY

I'm trying.

ANGER

You can't change it back?

JOY

No, I guess I can't!

DISGUST

Good going Sadness. Now when Riley thinks of that moment with Dad, she's gonna feel sad. Bravo.

SADNESS

I'm sorry Joy... I don't really know-- I thought maybe, if you-- if I-- if... I mean...

DISGUST

Joy, we've got a stairway coming up.

EXT. SAN FRANCISCO STREET - DAY

Riley runs towards a stairway and handrail.

INT. HEADQUARTERS

JOY

Just don't touch any other memories until we figure out what's going on.

SADNESS

Okay.

JOY

(stepping up to controls)
Alright. Get ready, this is a monster railing, and we are riding it all the way down!

EXT. SAN FRANCISCO STREET - CONTINUOUS

Riley sits on the railing, ready to slide.

INT. HEADQUARTERS

Joy looks back: GOOFBALL ISLAND is whirring like crazy.

EXT. SAN FRANCISCO STREET

Riley goes to slide... but hops off and walks down instead.

INT. HEADQUARTERS

JOY

Wait, what? What happened?

Suddenly a CORE MEMORY ROLLS up to Joy's feet.

FEAR

A core memory!

JOY

Oh no!

Out the back window, GOOFBALL ISLAND GOES DARK. Joy rushes to the Core Memory Holder.

JOY (CONT'D)
Sadness! What are you doing?

SADNESS
It looked like one was crooked so I opened it and then it fell out!

Joy pops the memory back in. GOOFBALL ISLAND comes back on.

EXT. SAN FRANCISCO STREET

Riley jumps back on the railing and slides down.

RILEY
Woo hoo!

INT. HEADQUARTERS

SADNESS
It's just that... I wanted to maybe hold one.

She reaches out to touch one, AND IT STARTS TO GO BLUE.

FEAR
JOY!

Joy pushes Sadness away before she can touch it.

JOY
Whoa, whoa, whoa!

The core memory TURNS BACK TO YELLOW.

JOY (CONT'D)
Sadness! You nearly touched a core memory. And when you touch them, we can't change them back!

SADNESS
I know. I'm sorry. Something's wrong with me. It's like I'm having a breakdown.

JOY
You are not having a breakdown. It's stress.

SADNESS

I keep making mistakes like that.
I'm awful...

JOY

Nooo, you're not.

SADNESS

...and annoying.

JOY

Well... uh... You know what? You
can't focus on what's going wrong.
There's always a way to turn things
around, to find the fun!

SADNESS

Yeah. Find the fun. I don't know
how to do that.

JOY

Okay. Well, try think of something
funny!

Long pause.

SADNESS

Oh! Remember the funny movie where
the dog dies?

JOY

Yeah, that's not...
(tries another approach)
What about that time with Meg, when
Riley laughed so hard milk came out
of her nose? I mean come on...

INSERT: Riley spitting milk out of her nose, Meg laughing.

SADNESS

Yeah, that hurt. It felt like fire.

JOY

Okay, okay, don't think of that.
Let's try something else. What are
your favorite things to do?

SADNESS

My favorite? Um, well, I like it
when we're outside.

JOY

That's good! Like there's the beach
and sunshine... Oh!

(MORE)

JOY (CONT'D)

Like that time we buried Dad in the sand up to his neck?

INSERT: Riley at beach, Dad buried in sand.

SADNESS (V.O.)

I was thinking more like rain.

INSERT: Riley stands in a downpour.

JOY

Rain? Rain... is my favorite too!
We can stomp around in puddles...

INSERT: Riley happily jumps through puddles.

JOY (CONT'D)

There's cool umbrellas, lightning storms...

SADNESS (V.O.)

More like when the rain runs down our back and makes our shoes soggy.
And we get all cold and shivery...

INSERT: Riley's shoes fill with water. She looks miserable.

SADNESS

...and everything just starts feeling droopy...

Sadness melts to the floor, crying.

JOY

Oh, hey, hey... easy. Why are you crying? That's really the opposite of what we're going for here.

SADNESS

Crying helps me slow down and obsess over the weight of life's problems.

JOY

Ugh, you know what? Let's think about something else. How about we read some mind manuals, huh? Sounds fun!

She drags Sadness over to a shelf of technical manuals.

SADNESS

I've read most of them.

JOY

Well have you read this one? This seems interesting: "Long-Term Memory Retrieval, Volume 47?"

SADNESS

No.

JOY

Ohhh! A real page turner!

SADNESS

(opens manual; reads)
"Long-Term Memory Data Selection via channel sub-grouping?"

JOY

See? Fun already! You lucky dog, you're reading these cool things and I gotta go work. Life is so unfair.

Joy walks away. But just as she thinks things are handled...
DING! Another memory -- Disgust -- slides in. Joy groans.

INT. SAN FRANCISCO HOUSE - NIGHT

Riley hops down the stairs towards the living room.

DAD (O.S.)

(on phone)

What can we do? We've only got capital to last a month, maybe two. If we can't find investors by then, we're going to have to lay people off.

Riley hears the stress in Dad's voice.

RILEY

Mom! Dad! Come kiss me g'night!

MOM

Be right there!

DAD

(on phone)

I know, I know! We've got to land this, okay?

Riley heads back upstairs.

INT. RILEY'S ROOM - MOMENTS LATER

Riley climbs into her sleeping bag.

INT. HEADQUARTERS

FEAR

Did you hear Dad? He sounded really upset.

INT. RILEY'S ROOM

STRANGE NOISES from outside. Headlights cast shadows on the wall. Riley looks scared.

INT. HEADQUARTERS

FEAR

What was that? Was it a bear? It's a bear!

DISGUST

There are no bears in San Francisco!

ANGER

I saw a really hairy guy. He looked like a bear.

FEAR

Oh, I'm so jumpy, my nerves are shot!

DISGUST

Ew, I don't want to hear about your nerves!

ANGER

I'll tell you what it is. This move has been a bust.

FEAR

That's what I've been telling you guys! There are at least 37 things for Riley to be scared of right now!

DISGUST

The smell alone is enough to make her gag.

ANGER

I can't believe Mom and Dad moved us here!

JOY

Look, I get it. You guys have concerns. But we've been through worse! Tell you what: let's make a list of all the things Riley should be HAPPY about!

ANGER

Fine. Let's see... this house stinks, our room stinks...

DISGUST

Pizza is weird here...

SADNESS

Our friends are back home...

FEAR

And all of our stuff is in the missing van!

JOY

Oh c'mon, it could be worse...

DISGUST

Yeah, Joy. We could be lying on the dirty floor. In a bag.

INT. RILEY'S ROOM

Riley is lying on the dirty floor in a sleeping bag.

INT. HEADQUARTERS

JOY

Okay, I admit it, we had a rough start. But think of all the good things that--

ANGER

No, Joy. There's absolutely no reason for Riley to be happy right now. Let us handle this.

FEAR

I say we skip school tomorrow and lock ourselves in the bedroom.

DISGUST

We have no clean clothes. I mean,
no one should see us.

SADNESS

Yeah, we could cry until we can't
breathe.

ANGER

We should lock the door and scream
that curse word we know. It's a
good one!

JOY

Now hold on! Look, we all have our
off days. You know, I--

ON THE SCREEN: Mom opens Riley's bedroom door.

MOM

Hi honey.

ANGER

The Mom Bad News Train is pulling
in! Toot toot!

INT. RILEY'S ROOM

Mom sits next to Riley.

MOM

Still no moving van. Now they're
saying it won't be here 'til
Tuesday, can you believe it?

INT. HEADQUARTERS

ANGER

Toot toot toot!

INT. RILEY'S ROOM

RILEY

Where's Dad?

MOM

On the phone. This new venture is
keeping him pretty busy. Your dad's
a little stressed -- you know,
about getting his new company up
and running...

INT. HEADQUARTERS

 ANGER
I rest my case!

Joy sighs. She falls back from the controls. Anger steps up to the console.

 ANGER (CONT'D)
Now for a few well-placed withering
scowls.

INT. RILEY'S ROOM

 MOM
I guess all I really want to say
is: thank you.

INT. HEADQUARTERS

 ANGER
Huh?

Anger drops the controls.

INT. RILEY'S ROOM

 MOM
You know, through all this
confusion you've stayed... well,
you've stayed our happy girl!

Mom brushes Riley's cheek.

 MOM (CONT'D)
Your dad's under a lot of pressure.
But if you and I can keep smiling,
it would be a big help. We can do
that for him, right?

INT. HEADQUARTERS

Joy, smiling with renewed purpose, steps back to the console.

 JOY
Whoa! Well.

DAD

Well, this is it. The new place.

-- except it's haunted! Organ music. Ghosts howling. The dead mouse rises up into frame.

MOUSE

Come live with me, Riley!

The mouse falls over, dead. A bear enters, holding a pizza.

PIZZA BEAR

Somebody order a broccoli pizza?

The pizza slices hop up and dance a jig.

PIZZA SLICE

Eat me! I'm organic!

INT. RILEY'S ROOM

Riley frowns in her sleep.

INT. HEADQUARTERS

JOY

Ah, NO, who is in charge of programming down there?! I know I'm not supposed to do this, but...

Joy ducks behind the console and REBOOTS it. The dream ends.

INT. RILEY'S ROOM - NIGHT

Riley still looks troubled.

INT. HEADQUARTERS

JOY

We are not going to end the day like this.

Joy has a thought. She recalls a memory.

ON THE SCREEN: Riley ice skates with her parents.

Joy watches, loving this kid. She shadows Riley, "skating" around headquarters.

JOY (CONT'D)

Don't you worry. I'm gonna make sure that tomorrow is another great day. I promise.

INT. RILEY'S ROOM - NIGHT

Riley SMILES in her sleep.

INT. KITCHEN - MORNING

Riley excitedly snarfs down breakfast cereal.

INT. HEADQUARTERS - MORNING

Joy plays the accordion around Headquarters. The others appear, looking grumpy. Joy yells over the noise.

JOY

Hello! Did I wake you?

ANGER

DO you have to play that?

JOY

Well, I have to practice. And I don't think of it as playing so much as hugging.

She tosses aside the accordion and runs off.

JOY (CONT'D)

Okay, first day of school! Very, very exciting! I was up late last night figuring out a new plan. Here it is.

(to Fear)

Fear! I need a list of all the possible negative outcomes on the first day at a new school.

FEAR

Way ahead of you there. Does anyone know how to spell "meteor?"

JOY

Disgust! Make sure Riley stands out today... but also blends in.

DISGUST

When I'm through, Riley will look so good the other kids will look at their own outfits and barf.

JOY

(addressing herself)

Joy! Yes Joy? You'll be in charge of the console, keeping Riley happy all day long. And may I add I love your dress, it's adorable. Oh, This ol' thing? Thank you so much, I love the way it twirls...

TOOT TOOT! A TRAIN rushes by outside.

JOY (CONT'D)

Train of Thought! Right on schedule.

The engineer waves from the cab and drops off a large bag.

JOY (CONT'D)

Anger! Unload the daydreams. I ordered extra in case things get slow in class.

ANGER

Might come in handy, if this new school is full of boring useless classes, which it probably will be...

Sadness walks by. Joy stops her.

JOY

Oh - Sadness! I have a super important job just for you.

SADNESS

Really?

JOY

Mmm-hmmm. Follow me.

CUT TO:

THE BACK OF THE ROOM

Joy draws a chalk circle on the floor around Sadness's feet.

SADNESS

What are you doing?

JOY

(finishing the circle)

And... there. Perfect. This is the circle of Sadness. Your job is to make sure that all the Sadness stays inside of it.

SADNESS

So... you want me to just stand here?

JOY

Hey, it's not MY place to tell you how to do your job. Just make sure--
(nudging Sadness' foot back over the line)
--ALL the Sadness stays in the circle.

Sadness stands there.

JOY (CONT'D)

See? You're a pro at this! Isn't this fun?!

SADNESS

No.

JOY

(heading to the console)

Atta girl. Alright everyone, fresh start! We are gonna to have a good day, which will turn into a good week, which will turn into a good year, which turns into a good LIFE!

INT. SAN FRANCISCO HOUSE - MORNING

Mom helps Riley on with her backpack. Dad is on the phone.

MOM

So, the big day! New school, new friends, huh?

RILEY

I know! I'm kinda nervous, but I'm mostly excited! How do I look? Do you like my shirt?

INT. HEADQUARTERS

Joy looks back at Family Island, working away.

INT. SAN FRANCISCO HOUSE - CONTINUOUS

MOM

Very cute! You gonna be okay? You want us to walk with you?

INT. HEADQUARTERS

DISGUST

Mom and Dad? With us in public? No thank you.

JOY

(operating console)
I'm on it.

INT. SAN FRANCISCO HOUSE

RILEY

Nope, I'm fine. Bye Mom! Bye Dad!

DAD

(covering phone)
Have a good day at school, Monkey!

All three make monkey sounds at each other.

INT. HEADQUARTERS

Goofball Island works out the back window.

INT. SAN FRANCISCO HOUSE

Riley giggles as she exits.

MOM

Have a great day, sweetheart.

EXT. SCHOOL - MORNING

Riley walks up to her new school. New kids everywhere. She hesitates.

FEAR (O.S.)

Are you sure we want to do this?

JOY (O.S.)

In we go!

FEAR (O.S.)
Okayyy! Going in! Yes.

Riley perks up and walks in.

INT. CLASSROOM - MORNING

Riley sits at her desk and looks at the other kids in class.

DISGUST (O.S.)
Okay, we've got a group of cool
girls at 2 o'clock.

INT. HEADQUARTERS - CONTINUOUS

JOY
How do you know?

DISGUST
Double ears pierced, infinity
scarf...

A group of makeup-wearing girls look back at Riley.

JOY
Whoa. Is she wearing eye shadow?

DISGUST
Yeah, we want to be friends with
them.

JOY
Let's go talk to 'em!

DISGUST
Are you kidding?? We're not TALKING
to them, we want them to like us.

JOY
Oh!
(then)
Wait, what?

FEAR
(drops a giant stack of
paper on the console)
Almost finished with the potential
disasters. Worst scenario is either
quicksand, spontaneous combustion,
or getting called on by the
teacher. So as long as none of
those happen...

INT. CLASSROOM

TEACHER

Okay, everybody. We have a new student in class today.

INT. HEADQUARTERS

FEAR

Are you kidding me?! Out of the gate? This is not happening!

INT. CLASSROOM

TEACHER

Riley would you like to tell us something about yourself?

INT. HEADQUARTERS

FEAR

Nooooooo! Pretend we can't speak English!

JOY

Don't worry. I got this.

Joy pushes a lever.

INT. CLASSROOM

RILEY

Uhh... okay. My name is Riley Andersen. I'm from Minnesota. And now I live here.

TEACHER

And how about Minnesota?... Can you tell us something about it? Well you certainly get a lot more snow than we do.

INT. HEADQUARTERS

JOY

(laughs)
She's hilarious!

She turns a lever.

INT. CLASSROOM

Riley smiles, in spite of all the eyes on her.

RILEY

Yeah, it gets pretty cold. The lake freezes over, and that's when we play hockey. I'm on a great team. We're called the Prairie Dogs. My friend Meg plays forward. My Dad's the coach. Pretty much everyone in my family skates.

INT. HEADQUARTERS

Joy recalls a MEMORY: the family skating together.

INT. CLASSROOM

Riley "watches" the memory, smiling.

RILEY

It's a kind of family tradition. We go out on the lake almost every weekend.

INT. HEADQUARTERS

Joy smiles. Then, mysteriously, the IMAGE TURNS BLUE.

INT. CLASSROOM

Riley's smile fades, her brow furrows.

RILEY

Or we did, 'til I moved away.

INT. HEADQUARTERS

Confused, Joy looks around.

FEAR/DISGUST/ANGER

Huh?/Hey, what gives?/What?

JOY

Hey--

She spots Sadness, who is guiltily touching the memory.

JOY (CONT'D)

Sadness! You touched a memory?! We talked about this.

SADNESS

Oh yeah, I know. I'm sorry.

JOY

Get back in your circle.

(trying to eject memory)

Gnnh! What's going on? Why won't it eject?!!

She fiddles with the console, but the blue memory won't move.

FEAR

Get it out of there, Joy!

INT. CLASSROOM

RILEY

(sniffing)

We used to play tag and stuff...

INT. HEADQUARTERS

DISGUST

Cool kids whispering at 3 o'clock!

INT. CLASSROOM

The other kids whisper and stare.

INT. HEADQUARTERS

FEAR

Did you see that look?!? They're judging us!

JOY

Oh no.

Joy tries pulling the memory. Anger, Fear and Disgust help.

JOY (CONT'D)

Somebody help me. Grab that... everybody...

They pull with all their might, but the memory's not budging.

INT. CLASSROOM

RILEY
But everything's different now.
Since we moved...

TEARS stream down Riley's face.

INT. HEADQUARTERS

FEAR
Oh no! We're CRYING AT SCHOOL!!!

Joy turns to the console. SADNESS IS DRIVING.

JOY
What? No! Sadness, what are you
doing?

Joy finally yanks the memory out. She runs to the console and pulls Sadness away from the controls.

SADNESS
Oh no, I'm sorry... I... oh...

PING! A memory is created. BRIGHT BLUE.

JOY
Huh?

ANGER
Whoa!

FEAR
It's a core memory!

DISGUST
But it's blue!

The bright blue core memory rolls through the memory shelf and STARTS TOWARDS THE CORE MEMORY HOLDER!

JOY
No wait... stop it! No! Ahh!

Joy leaps to the holder and pops it open, preventing the new blue core memory from going in. Joy grabs it.

She pushes the end-of-day "memory flush" button. The tube comes down from the ceiling.

TEACHER

Thank you, Riley. I know it can be tough moving to a new place, but we're happy to have you here. Alright everyone, get out your history books and turn to chapter seven.

Riley hides behind her book.

INT. HEADQUARTERS

ANGER

Can I say that curse word now?

INT. TUBE

Joy and Sadness scream as they rocket down the tube. Joy desperately tries to hold on to the core memories.

The blue core memory is sorted to a side tube.

EXT. LONG-TERM MEMORY CLIFF EDGE

Joy lands in a bin of memories. Sadness crashes next to her.

JOY

Oh no...
(gathering memories)
One, two, three... okay, got 'em.
Wha-- where are we?

Joy takes in the shelving around her.

JOY (CONT'D)

Long-Term Memory...!

Joy grabs the core memories and jumps out of the dumpster. She sees GOOFBALL ISLAND, silent and dark.

JOY (CONT'D)

Goofball Island.

Joy surveys the islands beyond. They're all dark.

SADNESS

Hoh... Riley's Islands of Personality. They're ALL down! This is bad.

JOY

We-- we can fix this. We just have to get back to Headquarters, plug the core memories in, and Riley will be back to normal.

Joy and Sadness hurry towards headquarters.

SADNESS

Riley has no core memories, no personality islands and no--
(gasp)

JOY

Wha-- What is it?

SADNESS

You! YOU'RE not in headquarters. Without you, Riley can't be happy. We gotta get you back up there.

JOY

I'm coming, Riley.

They set off across the bridge to Goofball Island. We see the LIGHTLINE beyond it, leading towards Headquarters.

INT. KITCHEN TABLE - EVENING

Riley and her parents eat dinner.

MOM

So as it turns out the green trash can is not recycling, it's for greens. Like compost. And eggshells.

DAD

(not really listening)
Mmm.

MOM

And the blue one is recycling. And the black one is trash.

Riley pushes food around on her plate.

INT. HEADQUARTERS

DISGUST

Riley is acting so weird. Why is she acting so weird?

ANGER

What do you expect? All the islands are down.

DISGUST

Joy would know what to do.

FEAR

That's it! Until she gets back, we just do what Joy would do!

DISGUST

Great idea! Anger, Fear, Disgust. How are WE supposed to be happy?

MOM (O.S.)

Hey, Riley. I've got good news!

INT. KITCHEN TABLE - CONTINUOUS

MOM

I found a junior hockey league right here in San Francisco. And get this: try-outs are tomorrow after school. What luck, right?

INT. HEADQUARTERS

ANGER

Hockey?

DISGUST

Uh-oh. What do we do?

FEAR

Guys, uh, this... Here, you pretend to be Joy.

Fear pushes Disgust forward. She steps up to drive.

ON THE SCREEN:

MOM

Won't it be great to be back out on the ice?

INT. KITCHEN DINING TABLE

RILEY
(sarcastic)
Oh yeah, that sounds fantastic.

INT. HEADQUARTERS

FEAR
What was that? That wasn't anything
like Joy.

DISGUST
Uh, because I'm NOT Joy.

FEAR
Yeah, no kidding.

INT. KITCHEN TABLE

Mom, taken aback, eyes Riley. Zoom in to Mom's head...

INT. MOM'S HEADQUARTERS

MOM'S SADNESS
Did you guys pick up on that?

MOM'S ANGER
Uh-huh.

MOM'S JOY / MOM'S FEAR / MOM'S DISGUST
Oh yeah/Definitely.

MOM'S DISGUST
Something's wrong.

MOM'S ANGER
Should we ask her?

MOM'S SADNESS
Let's probe. But keep it subtle, so
she doesn't notice.

INT. KITCHEN TABLE

MOM
So! How was the first day of
school?

INT. RILEY'S HEADQUARTERS

ANGER
She's probing us.

DISGUST
I'm done.
(to Fear)
YOU pretend to be Joy.

FEAR
What? Uh... okay... hmm.

INT. KITCHEN TABLE

RILEY
(nervous)
It was fine, I guess, I don't know.

INT. RILEY'S HEADQUARTERS

DISGUST
Oh, very smooth, that was JUST like
Joy.

INT. MOM'S HEADQUARTERS

MOM'S ANGER
Something's definitely going on.

MOM'S DISGUST
She's never acted like this before.
What should we do?

MOM'S SADNESS
We're going to find out what's
happening. But we'll need support.
Signal the husband.

INT. KITCHEN TABLE

Mom clears her throat at Dad. He doesn't notice. Zoom in to
Dad's head...

INT. DAD'S HEADQUARTERS

All of Dad's emotions are watching a HOCKEY MATCH, cheering.

SPORTS ANNOUNCER
...with a nice pass over to Reeves,
he comes across center ice...

INT. KITCHEN TABLE

Again Mom stares, clears her throat. Dad looks up, clueless.

INT. DAD'S HEADQUARTERS

DAD'S ANGER
Uh-oh. She's looking at us.
(turns off the memory)
What did she say?

DAD'S FEAR
What? Uh, sorry, Sir. No one was
listening.

DAD'S ANGER
Is it garbage night? We left the
toilet seat up? What? What is it,
woman, what?!?

INT. MOM'S HEADQUARTERS

MOM'S DISGUST
(re: Dad on the screen)
He's making that stupid face again.

MOM'S ANGER
I could strangle him right now!

MOM'S SADNESS
Signal him again.

INT. KITCHEN TABLE

Mom raises her eyebrows and tilts her head towards Riley. Dad finally gets it.

DAD
Ahh, so, Riley! How was school?

INT. MOM'S HEADQUARTERS

Mom's Emotions give up.

MOM'S JOY / MOM'S SADNESS / MOM'S FEAR
/ MOM'S DISGUST

You gotta be kidding me!/He really
needs to start paying attention./
Is he paying attention at all?

MOM'S ANGER

For THIS we gave up that Brazilian
helicopter pilot?

INT. RILEY'S HEADQUARTERS

ANGER

Move! I'LL be Joy.

INT. KITCHEN TABLE

RILEY

(snarky)

School was great, alright?

MOM

Riley, is everything okay?

Riley rolls her eyes.

INT. DAD'S HEADQUARTERS

DAD'S FEAR

Sir, she just rolled her eyes at us.

DAD'S ANGER

What is her deal? Alright, make a
show of force. I don't want to have
to put "the Foot" down.

DAD'S FEAR

No. Not the Foot.

INT. KITCHEN TABLE

DAD

Riley, I do NOT like this new
attitude.

INT. RILEY'S HEADQUARTERS

ANGER

Oh I'll show you attitude, old man.

FEAR

No, no, no! Stay happy!

Anger shoves him away and hits a button.

INT. KITCHEN TABLE

RILEY

What is your problem? Just leave me alone.

INT. DAD'S HEADQUARTERS

DAD'S FEAR

Sir! Reporting high levels of sass!

DAD'S ANGER

Take it to DEFCON 2.

Sirens begin to BLARE.

DAD'S FEAR

You heard that, gentleman. DEFCON 2.

INT. KITCHEN TABLE

DAD

Listen young lady, I don't know where this disrespectful attitude came from...

INT. RILEY'S HEADQUARTERS

ANGER

You want a piece of this, Pops? Come and get it!

Anger grasps two levers with all his might.

INT. KITCHEN TABLE

RILEY

Yeah, well... well...

INT. DAD'S HEADQUARTERS

DAD'S ANGER

Here it comes... Prepare the Foot!

Dad's Emotions uncover "Launch Station" buttons, insert keys.

DAD'S FEAR
Keys to safety position! Ready to
launch on your command, Sir!

INT. RILEY'S HEADQUARTERS

ANGER, flames and yell at full blast, pushes up the levers.

INT. KITCHEN TABLE

RILEY
Just SHUT UP!

Dad and Mom are shocked.

INT. DAD'S HEADQUARTERS

DAD'S ANGER
FIRE!

INT. KITCHEN TABLE

DAD
That's it, go to your room! Now!

Riley pushes away from the table and goes upstairs in a huff.

INT. DAD'S HEADQUARTERS

DAD'S FEAR
The Foot is down! The Foot is down!

They all CHEER.

DAD'S ANGER
Good job gentlemen. That could have
been a disaster.

INT. MOM'S HEADQUARTERS

MOM'S SADNESS
Well, that was a disaster.

Mom's Anger recalls a memory: the Brazilian helicopter pilot.

HELICOPTER PILOT
Come fly with me, gatinha.

They all SIGH.

INT. HALLWAY - CONTINUOUS

Riley slams her bedroom door.

EXT. MIND WORLD, LIGHTLINE

In the distance, Family Island RUMBLES.

Joy and Sadness have made it across Goofball Island and must now walk across the thin lightline. Below is the darkness of the Memory Dump.

SADNESS

We're gonna walk out there? On that?

JOY

It's the quickest way back.

SADNESS

But it's right over the Memory Dump. If we fall we'll be forgotten forever!

JOY

We have to do this. For Riley. Just follow my footsteps.

SADNESS

Hohh... ok.

JOY

(stepping onto lightline)
It's not that high. It's totally fiii... Whoa...

She loses her balance. Almost drops a memory over the side.

Sadness steps out onto the lightline. They inch along.

INT. RILEY'S ROOM - LATER

Dad knocks on Riley's door, peeks in.

DAD

Hey.

Riley's in her sleeping bag. She doesn't answer.

DAD (CONT'D)

So uh, things got a little out of hand downstairs. You want to talk about it?

(still no answer)

Come on. Where's my happy girl? Monkey.

(he tries monkey noises)

INT. HEADQUARTERS

ANGER

He's trying to start up Goofball.

Fear looks at the empty Core Memory Holder, then out the window: GOOFBALL ISLAND is dark and silent.

INT. RILEY'S ROOM

DAD

Come on.

(tries more monkey noises)

Riley looks at Dad, but TURNS AWAY.

EXT. GOOFBALL ISLAND

Goofball Island crumbles and breaks.

EXT. GOOFBALL ISLAND LIGHTLINE

Joy sees the lightline breaking ahead.

JOY

Ahhh! Go back! RUN! RUN! RUN!

They run back onto Goofball Island as the lightline crumbles.

EXT. GOOFBALL ISLAND

Joy and Sadness frantically outrun collapsing debris.

EXT. LONG-TERM MEMORY CLIFF EDGE

They leap across the buckling bridge, making it over to the cliff just in time to see Goofball Island fall into the dump.

JOY

What-- ?

Joy watches it sink. FLASH CUTS of Young Riley:

* Riley twirling until she falls over.

* The family jumping on a trampoline.

* Riley riding on Dad's shoulders, making silly faces with ice cream all over her face.

INT. RILEY'S ROOM - CONTINUOUS

DAD

I get it, you need some alone time.
We'll talk later.

INT. HEADQUARTERS

The Emotions stare out the back window in disbelief.

DISGUST

We have a major problem.

FEAR

Ohh, Joy where are you?

EXT. LONG-TERM MEMORY CLIFF EDGE

Joy and Sadness stare down into the abyss.

SADNESS

We lost Goofball Island. That means
she can lose Friendship, and
Hockey, and Honesty, and Family!
You can fix this, right Joy?

JOY

I... I don't know.
(Sadness sighs in despair)
But we have to try. C'mon.

The sky darkens.

JOY (CONT'D)

Riley's gone to sleep.
(more sighs from Sadness)
...which is a good thing, when you
think about it, because nothing else
bad can happen while she's asleep!
We'll be back to Headquarters before
she wakes up. We'll just go across
Friendship Island.

Shelves jut out over the cliff edge, making Friendship Island inaccessible.

SADNESS

We'll never make it, hoh... nooo...

JOY

No, no, no, don't obsess over the weight of life's problems, remember the funny movie where the dog dies?!

Sadness face plants.

JOY (CONT'D)

Uhhh, Sadness, we don't have time for this.

She looks to her side. Memory shelves wind into the distance. Joy heads off into the maze.

JOY (CONT'D)

We'll just have to go around! Take the scenic route.

SADNESS

Wait! Joy, you could get lost in there!

JOY

Think positive!

SADNESS

Okay. I'm positive you will get lost in there. That's Long-Term Memory. An endless warren of corridors and shelves. I read about it in the manuals.

Joy stops. Sadness is right. But wait!

JOY

The manuals? The manuals! You read the manuals!

SADNESS

Yeah...

JOY

So you know the way back to headquarters!

SADNESS

I, guess...

JOY

You are my map! Let's go! Lead on,
Mind Map! Show me where we're
going!

SADNESS

Okay! Only, I'm too sad to walk.
Just give me a few... hours.

Joy grabs Sadness' leg and DRAGS her into the shelves.

JOY

Which way? Left?

SADNESS

Right.
(Joy turns right)
No. I mean, go left. I said left
was right, like "correct."

JOY

Okay.

SADNESS

This actually feels kind of nice.

Joy heads off into the COMPLICATED LABYRINTH ahead of them.

JOY

Okay! Here we go. We'll be back to
Headquarters before morning. We can
do it. This'll be easy. This is
working!

DISSOLVE TO:

EXT. LONG-TERM MEMORY - LATER

Joy, exhausted, drags Sadness through the maze of shelves.

JOY

This is not working. Are we getting
close?

SADNESS

Yeah. Just another right. And a
left. Then another left, and a
right...

JOY

Are you sure you know where we're
going? Because we seem to be
walking AWAY from Headquarters--

The SKY BRIGHTENS. Day. And they're still lost.

JOY (CONT'D)
Riley's awake.

Joy drops a core memory. Sadness reaches to grab it.

JOY (CONT'D)
Ah ah ah, don't touch, remember? If
you touch them, they stay sad!

SADNESS
Oh. Sorry. I won't...

Joy looks behind her. The bottom row of memories are BLUE.

SADNESS (CONT'D)
...starting now.

JOY
I can't take much more of this.

MALE FORGETTER (O.S.)
Forget 'em!

JOY
Mind Workers!

Joy runs off toward the voice.

SADNESS
But Joy we're almost... ohhhh.

EXT. LONG-TERM MEMORY - LATER

Joy finds two workers vacuuming up memories from the shelves.

FEMALE FORGETTER
Phone numbers. We don't need all of
these. They're in her phone.

MALE FORGETTER
Just forget all of that. Please.
Forget it!

JOY
Excuse me. Hi. I need to find
Friendship Island...

FEMALE FORGETTER
(pointing to memories)
Look at this. Four years of piano
lessons.

MALE FORGETTER
Yeah, looks pretty faded.

FEMALE FORGETTER
You know what? Save "Chopsticks"
and "Heart and Soul," get rid of
the rest.

Zoop! The memories get vacuumed up.

JOY
Are you--

FEMALE FORGETTER
U.S. Presidents. What do you think?

MALE FORGETTER
Eh, just keep Washington, Lincoln
and the fat one.

FEMALE FORGETTER
Forget 'em!

JOY
Hey! You can't throw those away!
Those are perfectly good memories.

MALE FORGETTER
The names of every "Cutie Pie
Princess" doll?

JOY
Yes! That is critical information!
Glitterstorm, Honeypants, Officer
Justice...

FEMALE FORGETTER
Forget 'em!

He vacuums up the memories behind Joy.

EXT. CLIFFSIDE - CONTINUOUS
The memories shoot out a sewer pipe and fall into the
darkness of the Memory Dump.

EXT. LONG-TERM MEMORY - CONTINUOUS

JOY
Hey! Bring those back.

FEMALE FORGETTER

They're in the dump. Nothing comes back from the dump.

MALE FORGETTER

Yeah. Look lady, this is our job, OK?

FEMALE FORGETTER

When Riley doesn't care about a memory, it fades.

JOY

Fades?

FEMALE FORGETTER

Happens to the best of 'em.

MALE FORGETTER

(pulls memory from a cart)
Except for this bad boy! This one will NEVER fade.

JOY

(recognizing it)
The song from the gum commercial?

MALE FORGETTER

(conspiratorial)
Sometimes we send that one up to headquarters for no reason.

FEMALE FORGETTER

It just plays in Riley's head over and over again. Like a million times! Ha! Let's watch it again!

She rewinds it and plays it again. They sing along.

MALE FORGETTER

Triplident gum will make you smile!
Triplident gum! It lasts a while!
Triplident gum will help you,
mister, to punch bad breath right
in the kisser.

JOY

We all know the song. Okay. Yup.
Real catchy.

MALE FORGETTER

(to Female Forgetter)
What do ya think? Should we do it?

FEMALE FORGETTER

Yeah! Ha ha!

MALE FORGETTER

OK, here we go! Ha ha ha!

He tips the gum memory into the inner workings of the shelf.
FWOOM! It shoots up towards Headquarters.

INT. HEADQUARTERS - CONTINUOUS

Fear, Anger and Disgust are having a peaceful morning. The memory drops into Headquarters, playing at full volume.

GUM MEMORY

Triplident gum will make you smile!
Triplident gum! It lasts a while--

ANGER

Wha-- this again!?!

INT. LONG-TERM MEMORY

The Forgetters walk away, laughing and singing.

JOY

(following them)

Wait! Do you know how to get to
Friendship Island?!

INT. RILEY'S ROOM - DAY

Riley, laptop on her stomach, hums the Triplident gum song.

MEG (O.S.)

(on the computer)

Do you like it there? Did you feel
any earthquakes? Is the bridge
cool?

RILEY

Yeah, it's good. What happened with
the playoffs?

MEG

We won the first game. Coach says
we might actually go to the finals
this year. Oh, and we've got this
new girl on the team. She's so
cool.

INT. HEADQUARTERS

DISGUST

Oh, she did NOT just say that.

FEAR

A NEW GIRL? Meg has a new friend
already?!

Anger GROWLS.

DISGUST

Hey hey, stay happy! We do NOT want
to lose any more islands here guys!

INT. RILEY'S ROOM

MEG

We can pass the puck to each other
without even looking. It's like
mind reading!

INT. HEADQUARTERS

ANGER

You like to read minds, Meg? I got
something for you to read right here!
(grabbing the controls)

DISGUST

No no no, what are you doing?!

FEAR

Wait, wait-- let's just be calm for
one second--

Anger snaps Fear's nose like a rubber band. Anger slams the
controls forward like a lunatic.

ANGER

GAAAAAA!!!!

INT. RILEY'S ROOM

MEG (O.S.)

I heard they have parrots living in-

RILEY

I gotta go.

MEG

What?

RILEY

I GOTTA GO.

Riley slams down the computer and SCOWLS.

EXT. LONG-TERM MEMORY

Joy follows the Forgetters, trying to get directions. They ignore her, singing the gum-commercial jingle.

A horrible mechanical GROANING sound. Joy reacts.

JOY

What...?

EXT. LONG-TERM MEMORY

Joy rounds a corner and sees Friendship Island crumbling.

JOY

Friendship Island?

The FRIENDSHIP CORE MEMORY Joy holds fades. She runs forward.

JOY (CONT'D)

Wh-- ?

She looks on in horror as Friendship Island falls.

JOY (CONT'D)

Ohh, not Friendship.

Joy hugs the core memories. One of them is memory of young Riley and Meg walking together.

SADNESS

Oh, Riley loved that one. And now it's GONE. Goodbye friendship, hello loneliness.

Joy sees Hockey Island in the distance.

JOY

(trying to stay positive)
We'll just have to go the long way.

They turn to look back into the deep memory shelves.

SADNESS

Yeah. The long, long, looong way.
I'm ready.

Sadness lies down on the ground, offering her leg. Joy sighs.
She doesn't want to do this again.

JOY

Ah, yes.
(pulling Sadness)
There's gotta be a better way.

BING BONG (O.S.)

(talking to the memories)
Ohhh, look at you, you're a KEEPER!

JOY

Huh?

Joy sees a strange figure up ahead, gathering memories.

BING BONG

I will take you, but not you.
(beat)
Oh who am I kidding, I can't leave
you!

JOY

Hello!

The figure sees Joy -- and bolts.

JOY (CONT'D)

Wait! Hey, wait! Stop!

Joy chases after him.

EXT. LONG-TERM MEMORY DEAD END

Joy rounds a corner to find the figure crouched on the
ground, hiding his face in his hands like a three year old.

JOY

Excuse me...?

BING BONG

(jumping up; cornered)
Ahhhh! Uh, I was looking for, uh--
(grabs a memory)
--DIVERSION!

He THROWS IT and makes a run for it.

BING BONG (CONT'D)
Ha ha! So long, sucker!

He immediately crashes into a cart of memories.

BING BONG (CONT'D)
Ow! Oww, I hurt all over.

JOY
Wait. I know you.

BING BONG
No you don't. I get that a lot, I
look like a lot of people.

JOY
No, I do! Bing Bong! Riley's
Imaginary Friend!

BING BONG
You really DO know me!

JOY
Well of course! Riley loved playing
with you, you two were best
friends! Oh! You would know. We're
trying to get back to
Headquarters...

BING BONG
Headquarters? You guys are from
Headquarters?

JOY
(mock modesty)
Well, yeah. I'm Joy. This is
Sadness.

BING BONG
You're Joy? THE Joy?

JOY
Mm-hmm.

BING BONG
Well what the heck are you doing
out here?

JOY
That's a good question! You want to
answer that, Sadness?

BING BONG

Without you, Riley won't ever be happy. We can't have that, we gotta get you back! I'll tell you what, follow me.

JOY

Oh, thank you!

EXT. LONG-TERM MEMORY

Bing Bong leads them on through the memory shelves.

JOY

It is so great to see you again. I gotta tell you, I am such a huge fan of your work. Do you remember when you and Riley were in a band?

FLASH CUTS of their adventures:

*Riley bangs on pots and pans, Bing Bong plays his trunk.

JOY (V.O.)

I went to all of your concerts.

BING BONG (V.O.)

Yeah, I blow a mean nose.

*Bing Bong runs on ceiling, Riley chases after him.

JOY (V.O.)

Watching you play tag was such a treat.

BING BONG (V.O.)

Two-time world champ.

*Riley and Bing Bong sit in her wagon ("rocket").

JOY (V.O.)

Oh, and remember your rocket?!

BING BONG (V.O.)

Of course! It runs on song power.

JOY

That's right, your theme song!
(singing)
Who's your friend who likes to play?

BING BONG
(sings)
BING BONG BING BONG!

JOY
His rocket makes you yell "Hooray!"

BING BONG/JOY
BING BONG BING BONG!

Sadness eyes Bing Bong, who is a pink elephant made with a cat tail.

SADNESS
What exactly are you supposed to be?

BING BONG
You know, it's unclear. I'm mostly cotton candy, but shape-wise, I'm part cat, part elephant, part dolphin.

JOY
Dolphin?

Bing Bong does a spot-on dolphin impression.

BING BONG
You gotta remember, when Riley was three, animals were all the rage. The cow goes moo. The horse goes neigh. That's all people talked about back then.

JOY
Yeah, I guess that's true. What are you doing out here?

BING BONG
Well, there's not much call for imaginary friends lately, so, uh, you know, I'm...

JOY
Hey, hey, don't be sad. Tell you what, when I get back up to Headquarters, I'll make sure Riley remembers you.

BING BONG
You will?!

JOY
Of course, she'd love that!

BING BONG
Ha ha! This is the greatest day of
my life!

He launches into a jig, but hurts himself and bursts into
tears. Candy pours out of his tear ducts.

JOY
Are you okay?

SADNESS
What's going on?

BING BONG
I cry candy. Try the caramel, it's
delicious.

JOY
Ooo.
(fumbles memories)
Woah!

BING BONG
Oh-- here-- use this.
(offers his satchel)

JOY
Thanks!

BING BONG
Oh, hold on. Wait a second.

He empties out an impossible amount of stuff: tons of
memories, a boot, an anchor, a cat... Joy and Sadness stare
in amazement.

BING BONG (CONT'D)
What? It's imaginary.

Joy accepts the satchel and puts in the core memories.

JOY
Thanks! This'll make it a lot
easier to walk back to
Headquarters.

BING BONG
Walk? We're not walkin'! We're
taking the Train of Thought!

He points to the train speeding towards Headquarters.

JOY

The train, of course! That is so much faster! But how do we catch it?

BING BONG

Well, it kind of goes all over the place, but there is a station in Imaginationland. I know a short cut. Come on, this way!

JOY

I'm so glad we ran into you!

A giant BUILDING blocks their progress. Bing Bong opens a door. It's dark inside.

BING BONG

The station is right through here.

The train station is visible through a door on the other side.

BING BONG (CONT'D)

After you.

SADNESS

Joy...

JOY

What?

SADNESS

I read about this place in the manual. We shouldn't go in there.

JOY

Bing Bong says it's the quickest way to Headquarters.

SADNESS

No, but Joy, this is Abstract Thought.

BING BONG

What're you talking about? I go in here all the time. It's a shortcut, see?

He points to a "Danger" sign above the door.

BING BONG (CONT'D)

D-A-N-G-E-R: shortcut. I'll prove it to you.

(he climbs in)

(MORE)

BING BONG (CONT'D)

Look at me! I'm closer to the station 'cause I'm taking the shortcut!

SADNESS

Let's go around. This way.

She points: the building is huge -- it's a long way around.

BING BONG

Almost there...!

Joy looks back at Bing Bong. The station is right there.

JOY

(to Sadness)

If you want to walk the long way, go for it. But Riley needs to be happy. I'm not missing that train.

(walks in)

Bing Bong knows what he's doing. He's part dolphin. They're very smart.

SADNESS

Well, I guess...

She climbs in.

EXT. SCHOOL LUNCH YARD - LUNCHTIME

Riley carries her lunch tray outside. The yard is full of chatty, happy kids, but Riley finds an empty bench and eats by herself.

EXT. ABSTRACT THOUGHT BUILDING - HATCH DOOR - MOMENTS LATER

Two Mind Workers approach the same door our trio entered.

ABSTRACT WORKER #1

Okay, what abstract concept are we trying to comprehend today?

ABSTRACT WORKER #2

(checking a clipboard)

Um... loneliness.

ABSTRACT WORKER #1

Hm. Looks like there's something in there. I'm going to turn it on for a minute and burn out the gunk.

She closes the door.

INT. ABSTRACT THOUGHT BUILDING

BING BONG

What'd I tell ya? You'll be at
Headquarters in no time.

BAM! The door closes behind them. The LIGHTS GO ON.

BING BONG (CONT'D)

Say, would you look at that!

Around them, strange SHAPES float into space.

JOY

Whoa! What's happening?!

SADNESS

Oh no. They turned it on.

BING BONG

Huh! I've never seen this before.

Bing Bong's head turns into a Picasso-like form. Joy and Sadness scream as they become Cubist versions of themselves.

BING BONG (CONT'D)

My face! My beautiful face!

JOY

What is going on?

SADNESS

We're abstracting! There are four
stages. This is the first: non-
objective fragmentation!

BING BONG

Alright, do not panic! What is
important is that we all STAY
TOGETHER.

His arm falls off.

JOY

Ah!

Joy's head falls off. Sadness' leg goes. She topples.

SADNESS

We're in the second stage: we're
deconstructing!

BING BONG

Run!

Bing Bing falls into pieces.

BING BONG (CONT'D)

Aaah! I can't feel my legs!
(his disassembled arm finds
them)
Oh, there they are.

JOY

Come here, me!

They gather their pieces as they rush to the exit.

SADNESS

We've gotta get out of here before
we're nothing but shape and color!
We'll get stuck here forever!

JOY

"Stuck?!" Why did we come in here?!

BING BONG

I told you, it's a shortcut!

Though the window, the TRAIN OF THOUGHT pulls in.

JOY

The train!

POP! They change into FLAT COLOR VERSIONS of themselves.

SADNESS

Oh no... We're two-dimensional!
That's stage three!

JOY

We're getting nowhere!

BING BONG

Depth! I'm lacking depth!

It's hard to move. They struggle towards the window.

JOY

Come on!

Sadness and Bing Bong follow and try to squeeze through. But because of the broken perspective, they are now all HUGE compared to the door.

JOY (CONT'D)
AUGH! We can't fit!

POP! They abstract into ABSTRACT COLORED BLOBS.

SADNESS
Oh no, we're nonfigurative. This is
the last stage!

BING BONG
We're not going to make it!

Sadness slumps to the ground... and becomes a line!

SADNESS
Wait! We're two dimensional. Fall
on your face!
(crawls like an inchworm)

JOY
Oh!

They follow Sadness and inch safely out the window.

EXT. ABSTRACT THOUGHT BUILDING

The three lines land outside just as the train pulls out.
They get up to go, but as lines they can barely move.

JOY
Wait! Stop! Stop! STOP!

POP! Joy goes from non-representational to two-dimensional.
She falls down flat as the train speeds off.

POP! The three transform back to normal.

JOY (CONT'D)
(to Bing Bong)
I thought you said that was a
shortcut.

BING BONG
I did, but wow, we should NOT have
gone in there. That was dangerous!
They really should put up a sign.

JOY
How long till the next train?

BING BONG
Who knows? But don't worry. There's
another station. That way!
(MORE)

BING BONG (CONT'D)

(points O.S.)

The train always stops there right before it goes to Headquarters. If we hurry, we can catch it!

JOY

This isn't another one of your short cuts, is it?

BING BONG

(laughing exuberantly)

Yeah!

Joy skeptically watches him head off.

JOY

(to Sadness)

Is there really another station?

SADNESS

Uh-huh. Through there.

Bing Bong leads them towards the impressive gates of...

BING BONG

Welcome to Imaginationland!

INT. IMAGINATIONLAND - CONTINUOUS

JOY

Imaginationland?

BING BONG

Sure! I come here all the time. I'm practically the mayor. Hey, you guys hungry? There's French Fry Forest!

(starts eating)

Nom nom nom, delicious!

Joy is loving this.

JOY

No way!

BING BONG

Check it out! Trophy Town! Medals! Ribbons! Everyone's a winner!

Bing Bong kicks a soccer ball into a giant goal and workers appear out of nowhere to shower him with awards.

BING BONG (CONT'D)
I won first place!

Workers give Joy a medal and Sadness a ribbon.

JOY
Me too!

SADNESS
Hohh... Participation award...

JOY
Wait, is that-- Sadness, look, it's
Cloud Town! That is my favorite!

Joy rips off a chunk of cloud and floats up into the air.

JOY (CONT'D)
It's so soft!

Joy jumps down and runs off.

BING BONG
Woah! Let me try!

Bing Bong rips off some cloud. A CLOUD MAN emerges from the house, angry.

CLOUD MAN
Hey! What's the big idea? You'd
better fix that wall, or else
you're in big troub--

POOF! Bing Bong blows the Cloud Man away and walks off nervously.

EXT. IMAGINATIONLAND, LAVA DAYDREAM

Joy and Bing Bong gleefully jump between couch cushions.

JOY
Oh no, lava! Whooo!

BING BONG
Whawhoooo! Imaginationland is the best! *

Sadness tries to jump to a rock, barely makes it.

SADNESS
Is it all going to be so
interactive?

EXT. IMAGINATIONLAND, HOUSE OF CARDS

BING BONG
Hey, look! The House of Cards!!
Ooh, wait, hang on just a minute...

From a nearby garage made of cards, Bing Bong pulls a wagon.

JOY
Your rocket!

BING BONG
Yeah! I stashed it in there for
safekeeping. Now I'm all set to
take Riley to the MOON!

He gestures proudly -- accidentally knocking over the house.

BING BONG (CONT'D)
Oh, I'm sorry.

HOUSE OF CARDS WORKER
Great.

EXT. IMAGINATIONLAND

JOY
I love Imaginationland!

BING BONG
Isn't it great? And there's always
something new, like...

A giant machine. A conveyer belt reveals a handsome teenager.

BING BONG (CONT'D)
Who the heck is that?

BOYFRIEND GENERATOR WORKER
Imaginary Boyfriend.

IMAGINARY BOYFRIEND
I would die for Riley.

Joy grimaces.

BING BONG
I've never seen him before.

IMAGINARY BOYFRIEND
I live in Canada.

BING BONG

Anyway. This way, through Preschool
World! We're nearly to the train!

JOY

Riley, here we come!

EXT. HOCKEY RINK - FOOT OF GOLDEN GATE BRIDGE -- SUNSET

INT. HOCKEY RINK - BLEACHERS - CONTINUOUS

Mom and Riley sit on the bleachers.

MOM

This should be fun. New team, new
friends! These kids look pretty
good -- considering they're from
San Francisco. Heh heh!

HOCKEY COACH (O.S.)

Okay Andersen, you're up!

RILEY

I gotta go.

Riley heads onto the ice.

MOM

Okay. Good luck, sweetie!

INT. HEADQUARTERS

DISGUST

Luck isn't gonna help us now. If
she tries to use Hockey Island,
it's going down.

FEAR

Which is why I've recalled every
hockey memory I can think of.

The Emotions are standing ankle deep in memories.

FEAR (CONT'D)

One of these has got to work in
place of the core memory.

O.S. Hockey whistle.

ANGER/DISGUST

She's about to play!/Hurry!

Fear loads a memory into the core holder.

INT. HOCKEY RINK

Riley skates onto the ice.

INT. HEADQUARTERS

Out the window, Hockey Island lights up feebly.

FEAR

Ha ha! We did it gang! It's working--

BOOM! The Core Memory Holder ejects a memory, slamming Anger in the face. Hockey Island shakes. Fear SHRIEKS.

INT. HOCKEY RINK

Riley struggles to dribble the puck.

HOCKEY COACH

Line change! Line change! Change it up! Change it up!

INT. HEADQUARTERS

Fear frantically loads memories into the Holder, which spits them out like dodge balls. Disgust and Anger run for cover.

The Holder spins furiously, flinging Fear against the window. Memories pelt him.

DISGUST

(hiding behind a sofa)

It's like we don't learn anything.

INT. HOCKEY RINK

HOCKEY COACH

Let's pick it up out there!

Riley attempts to slap the puck, misses, and TRIPS.

INT. HEADQUARTERS

ANGER

That's it!

FEAR

No, no, no, breathe! Find your
happy place--

Anger grabs Fear by the neck and ricochets him off the
console, then furiously takes the controls.

INT. HOCKEY RINK

Riley angrily throws her stick to the ice and skates off.
The other players stop and watch.

INT. HOCKEY RINK - BLEACHERS - CONTINUOUS

Mom stands up, concerned.

Riley heads to the stands and removes her skates.

MOM

Riley, what's wrong?

RILEY

Let's go.

MOM

You're not going to finish tryouts?

RILEY

What's the point?

MOM

Hey, it'll be alright. Let's just--

RILEY

Stop saying everything will be
alright!

Riley stomps towards the exit. She looks back at the rink.
All the players cheer and high five.

Riley turns away from the rink and walks out.

INT. IMAGINATIONLAND, PRESCHOOL WORLD ENTRANCE

Boom! Joy turns around and watches Hockey Island crumble.

JOY

Hockey? Oh no... no, she loves
hockey. She can't give up hockey.

Joy pulls out the HOCKEY CORE MEMORY: Riley's first goal.

INT. IMAGINATIONLAND, PRESCHOOL WORLD

JOY

Bing Bong, we have to get to that station.

BING BONG

Sure thing. This way, just past Graham Cracker Castle. Hey. That's weird. Graham Cracker Castle used to be right here. I wonder why they moved it?

He walks on, concerned, LEAVING HIS WAGON BEHIND HIM.

BING BONG (CONT'D)

Wow, that's not... I would have sworn Sparkle Pony Mountain was right here. Hey, what's going on?

JOY

Yeah, yeah, I dunno, we'll have to come back--

BING BONG

Princess Dream World!

A wrecking ball hits a pink castle. Glitter dust plumes.

BING BONG (CONT'D)

Oh no! The Stuffed Animal Hall of Fame!

RIIIP! The head of a bear comes off. Too late, Bing Bong notices some construction workers CARRYING AWAY HIS ROCKET.

BING BONG (CONT'D)

My rocket!

(running after them)

Wait! Riley and I, we're still using that rocket! It still has some song power left!!

(sings)

Who's your friend who likes to play?

THE ROCKET RESPONDS weakly, propelling it forward. The workers toss it onto a junk pile. A bulldozer pushes the pile towards the CLIFF EDGE.

BING BONG (CONT'D)

Nooo!!! No! No! No! You can't take my rocket to the dump! Riley and I are going to the MOON! Ahhh!

Over it goes, into the darkness.

BING BONG (CONT'D)
Riley can't be done with me.

Bing Bong sits, stunned. Joy approaches gingerly.

JOY
Hey, it's going to be okay. We can fix this! We just need to get back to Headquarters. Which way to the train station?

BING BONG
(still stunned)
I had a whole trip planned for us.

Joy tries another tactic.

JOY
Hey, who's ticklish, huh? Here comes the tickle monster...

No response.

JOY (CONT'D)
Hey! Bing Bong, look at this!
Dohoiioih!

She makes a silly face. Nothing.

JOY (CONT'D)
Oh, here's a fun game! You point to the train station and we all go there! Won't that be fun? Come on, let's go to the train station!

Joy walks off, attempting to lead.

SADNESS
(sits beside Bing Bong)
I'm sorry they took your rocket.
They took something that you loved.
It's gone, forever.

JOY
Sadness, don't make him feel worse.

SADNESS
Sorry.

BING BONG
It's all I had left of Riley.

SADNESS

I bet you and Riley had great adventures.

BING BONG

They were wonderful. Once we flew back in time. We had breakfast twice that day.

SADNESS

That's sounds amazing. I bet Riley liked it.

BING BONG

Oh she did. We were best friends.

SADNESS

Yeah. It's sad.

Bing Bong puts his head on Sadness' shoulder and CRIES. Sadness keeps her arm around him until he's done.

BING BONG

I'm okay now.
(stands)
C'mon, the train station is this way.

He walks off. Joy and Sadness follow.

JOY

How did you do that?

SADNESS

I don't know. He was sad, so I listened to what--

BING BONG (O.S.)

Hey, there's the train!

INT. TRAIN CAR - DAY

Our trio climb aboard just as the train moves.

JOY

We made it! We're finally going to get home!

Twirling, she knocks over two boxes labeled "FACTS" and "OPINIONS." Small objects spill out of both.

JOY (CONT'D)

Oh no! These Facts and Opinions
look so similar!

He dumps them into the "FACTS" box.

BING BONG

Eh, don't worry about it -- happens
all the time.

INT. RILEY'S ROOM - NIGHT

Riley drops her gear and throws herself on her sleeping bag.

INT. HEADQUARTERS

DISGUST

On a scale of one to ten, I give
this day an F.

ANGER

Well why don't we quit standing
around and DO something?

DISGUST

Like what, genius?

Fear enters with a suitcase.

FEAR

Like quitting! That's what I'm
doing.

He stomps on the recall button.

FEAR (CONT'D)

Sure, it's the coward's way out.
But this coward is gonna survive!

The tube drops over him, but pummels Fear with dozens of
memories. The tube shuts off and retracts. Fear drops to the
floor in pain.

DISGUST

Emotions can't quit, genius.

Fear spits up a memory.

DISGUST (CONT'D)

Euch! I thought we were supposed to
be keeping Riley happy.

ANGER

Wait a minute. Wait a minute!

Anger runs to the back and rummages through the ideas.

ANGER (CONT'D)

Ah ha!

FEAR

What is it?

ANGER

(holds up the lightbulb)

Oh nothing. Just the best idea ever.

DISGUST

What?

ANGER

All the good core memories were made in Minnesota. Ergo, we go back to Minnesota and make more. Ta-da!

FEAR

Wait. You're saying we run away?

ANGER

Well, I wouldn't call it that. I'd call it, "The Happy Core Memory Development Program."

FEAR

You can't be serious.

ANGER

Hey. Our life was perfect until Mom and Dad decided to move to San Fran Stinktown.

FEAR

But, I mean, it's just so drastic!

ANGER

Need I remind you of how great things were there? Our room? Our back yard? Our friends?

He punches up a memory. It plays on the screen.

GUM MEMORY

Tripledent gum will make you smile!
Tripledent gum it lasts--

ANGER

Did I ASK for the gum
commercial?!?!
(he ejects the memory)
Anyway, it was better, that's my
point.

DISGUST

(considering)
Riley was happier in Minnesota...

FEAR

Wait, hold on. Shouldn't we just
sleep on this or something?

ANGER

Fine. Let's sleep on it. Because
hey, I'm sure jolly fun-filled
times are just around the corner.

INT. RILEY'S ROOM - NIGHT

Riley goes to sleep.

EXT. LONG-TERM MEMORY CLIFFS

The train slows to a stop.

JOY

Huh?

The engineer and his assistant hop off the engine.

JOY (CONT'D)

Hey hey! Why aren't we moving?

TRAIN ENGINEER

Riley's gone to sleep. We're all on
break.

SADNESS

You mean we're stuck here until
morning?

BING BONG

Yeah, the Train of Thought doesn't
run while she's asleep.

JOY

Oh, we can't wait that long!

SADNESS

How about we wake her up?

JOY

Sadness, that's ridiculous. How could we possibly...

She follows Sadness' gaze and spots DREAM PRODUCTIONS.

JOY (CONT'D)

How about we wake her up!?

SADNESS

Great idea, Joy.

JOY

Thanks. Come on!

EXT. DREAM PRODUCTIONS - NIGHT

Pan down from the DREAM PRODUCTIONS GATE: a busy backlot.

JOY

Whoa! This place is huge.

SADNESS

Yeah, it looks so much smaller than I expected.

They walk past dream "movie posters."

BING BONG

Whoa! "I Can Fly"? I love that one!

Joy spots a Unicorn sitting in a director's chair.

JOY

Rainbow Unicorn! She's RIGHT THERE!

Joy tries to play it cool as they walk past.

SADNESS

My friend says you're famous. She wants your autograph.

JOY

No, no, Sadness, don't bother Miss Unicorn, okay?

(to unicorn)

Sorry, she's from outta town. So embarrassing, right?

She pushes Sadness away. Joy pops back in.

JOY (CONT'D)
I loved you in Fairy Dream
Adventure Part 7. Okay, bye. I love
you.

They reach STAGE B. A sign below a red flashing light reads,
"DO NOT ENTER WHEN LIGHT FLASHING."

BING BONG
Huh. Wonder what that means. Oh
well, let's go in!

They enter.

INT. STAGE B - BUSTLING SOUND STAGE

Workers scramble to get ready for the production. A Director
distributes scripts.

DREAM DIRECTOR (O.S.)
Set up the classroom set! Today's
memories are in, we've got a lot to
work with here. Riley dumped her
best friend, had a miserable day at
school, and quit hockey. The
writers have put together a killer
script!

INT. STAGE B - COSTUME AREA

Joy cringes at the news as the three hide behind costumes.

INT. HEADQUARTERS

Fear enters drinking tea.

FEAR
(grumbling to self)
Just because Joy and Sadness are
gone, I have to do stupid dream
duty...

INT. STAGE B - COSTUME AREA

Joy, Sadness and Bing Bong watch from behind boxes.

JOY
Okay, how are we gonna wake her up?

SADNESS

Well, she wakes up sometimes when she has a scary dream. We could scare her.

JOY

Scare her? No no, she's been through enough already.

SADNESS

But Joy--

JOY

Sadness you may know your way around down here, but I know Riley! We're gonna make her so happy she'll wake up with exhilaration! We'll excite her awake!

SADNESS

That's never happened before.

Joy spots a nearby dog costume and tosses it to Sadness.

JOY

Ooh, Riley loves dogs. Put this on!

SADNESS

I don't think that'll work.

JOY

Bing Bong.

BING BONG

Yeah?

She gives him the satchel containing the CORE MEMORIES.

JOY

Don't let anything happen to these.

BING BONG

Got it!

INT. STAGE B - STAGE AREA, CLASSROOM SET

DREAM DIRECTOR checks the monitor.

DREAM DIRECTOR

Mm hm. Add the reality distortion filter.

A WORKER slips a filter over the camera lens, transforming the MIND WORKERS into replicates of Riley's classmates.

DREAM DIRECTOR (CONT'D)

Love it.

(to actors)

Remember, play to the camera,
everyone! Riley is the camera!
Makeup, get out of there, we are on
in 5,4,3...

A UNION HARP PLAYER strums: the dream is starting.

From the camera's POV: the classroom set. STUDENTS at desks.
An EXTRA playing Riley's teacher reads cue cards badly.

EXTRA

Hello class. Before we begin
today's pop quiz, which counts for
90% of your final grade...

INT. HEADQUARTERS - CONTINUOUS

FEAR

Man, she is one bad actress.

INT. STAGE B - CLASSROOM SET

The CUE CARD GUY flips over the next card.

EXTRA

...I want to introduce our new
student. Riley. Would you like to
stand up and introduce yourself?

DREAM DIRECTOR

Camera.

The camera adjusts as if Riley is standing.

DREAM DIRECTOR (CONT'D)

And... cue Riley.

A CREW MEMBER clears his throat and reads into a megaphone.

RILEY VOICE

My name's Riley Andersen, I'm from
Minnesota and now I live here.

A STUDENT points to the camera.

DREAM STUDENT #1

Ew, look! Her teeth are falling out!

A crew member drops handfuls of teeth in front of the camera.

INT. HEADQUARTERS

FEAR

(dismissive)

Pff, teeth falling out, I'm used to that one. Let me guess, we have no pants on.

ON THE SCREEN:

DREAM STUDENT #2

Hey look! She came to school with no pants on!

The camera adjusts down to reveal Riley's bare legs. Riley's hands try to block them.

FEAR

Called it!

INT. STAGE B - BACKSTAGE

Joy and Sadness are in the dog costume, waiting to go on.

JOY

Ready?

SADNESS

I don't think this happy thing is going to work. But if we scare her--

JOY

Just follow my lead. Here we go!

Joy yanks Sadness onto the set.

INT. STAGE B - CLASSROOM SET

They run around in playful circles. Joy makes puppy noises.

DREAM DIRECTOR

(flipping through script)

Who is that?

INT. HEADQUARTERS

FEAR
What's going on?

INT. STAGE B - CLASSROOM SET

Joy and Sadness run around, Joy licking students and barking. Through the reality distortion they look like a happy puppy.

Joy looks at the sleep indicator: Riley is still asleep.

INT. RILEY'S ROOM - CONTINUOUS

Riley is sound sleep.

INT. STAGE B - CLASSROOM SET

JOY
(to Bing Bong)
Psst. You're on! Go!

Bing Bong pulls a rope. Balloons drop! A colorful backdrop!

JOY (CONT'D)
Woo! Let's party! Let's dance. Woo!

INT. HEADQUARTERS

FEAR
Hey, a party!

INT. RILEY'S ROOM

Riley is still sound asleep.

INT. STAGE B - CLASSROOM SET

On stage, Joy and Sadness run in circles, barking.

SADNESS
Joy, this isn't working.

Bing Bong knocks over a light, causing spooky uplighting.

Sadness tries to stop. The dog costume RIPS IN HALF.

INT. HEADQUARTERS

Fear does a spit take. On screen, a real dog is in two pieces.

INT. STAGE B - CLASSROOM SET

Joy runs after Sadness.

JOY
Huh? Sadness, what are you doing?!
Come back here!

INT. HEADQUARTERS

On screen, the front half of a dog chases the rear half.

FEAR
It's just a dream, it's just a
dream, it's just a dream...

INT. RILEY'S ROOM

Riley stirs in her sleep.

INT. STAGE B - CLASSROOM SET

DREAM DIRECTOR
They're trying to wake her up! Call
security!

INT. HEADQUARTERS

Bing Bong appears on screen.

BING BONG (O.S.)
Hi Riley, it's me! Who's your
friend who likes to play? Bing
Bong, Bing Bong!

FEAR
Bing Bong?

INT. STAGE B - CLASSROOM SET

Bing Bong slips, tipping over the set wall.

JOY

Sadness! You are ruining this dream! You're scaring her!

SADNESS

But look, it's working!

The SLEEP INDICATOR is starting to tip. Joy's eyes widen.

JOY

Whoa!

But before she can do anything, Security enters.

DREAM DIRECTOR

(to Security)

They are not part of this dream!
Get them!

Sadness pulls Joy out of harms way as guards GRAB Bing Bong.

DREAM PRODUCTIONS COP #1

Stop right there!

BING BONG

Ow! Hey!

DREAM DIRECTOR

(to camera operator)

Pan away! Pan away!

The camera pans away to Rainbow Unicorn making off with a giant cupcake platter from the craft services table.

INT. HEADQUARTERS

FEAR

Booooo! Pick a plot line!

INT. STAGE B - CLASSROOM SET

Joy and Sadness watch as guards haul off Bing Bong.

EXT. STAGE B

Joy and Sadness exit Stage B.

BING BONG (O.S.)

Ow! Ow! Cut that out. Ow! Please...
you can't do this!

(MORE)

BING BONG (O.S.) (CONT'D)
Do you like candy? You look hungry.
I can get you candy! Please! Ow.
Ow. Ow.

Joy and Sadness watch Bing Bong being dragged far off to the dark, menacing entry of SUBCONSCIOUS.

JOY
No, no no no, there go the core
memories...!

The door opens. SPOOKY LIGHT spills out.

BING BONG
I can't go in there. I'm scared of
the dark. Please!

He's thrown in and the door SLAMS SHUT.

Joy and Sadness head after him, down the long stairway.

EXT. SUBCONSCIOUS STAIRS

JOY
What is this place?

SADNESS
(hushed tone)
The Subconscious. It's where they
take all the troublemakers.

EXT. SUBCONSCIOUS GATE

Joy and Sadness hide. TWO CLUELESS GUARDS block the gate.

SUBCONSCIOUS GUARD DAVE
My hat feels loose.

SUBCONSCIOUS GUARD FRANK
Let me see.

How to get in? Sadness has an idea.

EXT. SUBCONSCIOUS GATE

Sadness leads Joy around and behind the guards.

SUBCONSCIOUS GUARD DAVE
You got my hat? Or, or is that your
hat?

SUBCONSCIOUS GUARD FRANK
Yeah, it's my hat.

SUBCONSCIOUS GUARD DAVE
You sure? I don't know, look in the
label.

SUBCONSCIOUS GUARD FRANK
Yeah, it says, "My Hat."

SUBCONSCIOUS GUARD DAVE
Wait, it says, "My Hat"?

SUBCONSCIOUS GUARD FRANK
"My Hat," it says.

SUBCONSCIOUS GUARD DAVE
That's what I wrote in my hat.

SUBCONSCIOUS GUARD FRANK
What are you talking about?

SUBCONSCIOUS GUARD DAVE
You've got my hat on.

SUBCONSCIOUS GUARD FRANK
Okay, but it's my handwriting--

Sadness loudly SHAKES the door.

SUBCONSCIOUS GUARD DAVE
Hey! You!

SADNESS
Oh! You caught us! Heh.

SUBCONSCIOUS GUARD FRANK
Get back in there! No escaping!

The guards shove them through and slam the door.

INT. SUBCONSCIOUS CAVE

Joy gives Sadness an approving nod: nice work.

They head forward. This place is spooky.

SADNESS
I don't like it here. It's where
they keep Riley's darkest fears.

Joy spots a dark shape ahead:

JOY
It's broccoli!

Behind them:

SADNESS
The stairs to the basement!

They SCAMPER AWAY like frightened mice.

JOY
Grandma's vacuum cleaner!

The vacuum gives chase. Joy and Sadness lose it and hide behind a rock.

JOY (CONT'D)
(catching her breath)
Okay, come on.

Sadness makes a loud CRINKLING NOISE with each step.

JOY (CONT'D)
Would you walk quieter?

SADNESS
I'm trying!

JOY
What is going--
(looking down)
Candy wrappers.

They follow a trail of candy wrappers into the cave to find--

INT. SUBCONSCIOUS CAVE, CLOWN LAIR

--a crying Bing Bong in a balloon cage, atop a large mound.

JOY
Bing Bong!

BING BONG
Joy?

JOY
There you are.

BING BONG
SHHHHH!
(points)

They are standing in front of a giant SLEEPING CLOWN.

JOY
(terrified)
It's Jangles.

JANGLES
(talking in his sleep)
Who's the birthday girl, who's the
birthday girl...

They gingerly approach Jangles. Joy climbs up to Bing Bong.

JOY
Do you have the core memories?

He gives her the satchel. Joy holds them close.

BING BONG
All he cared about was the candy!

Joy helps Bing Bong squeeze through, but the balloon-bars make loud twisting noises. Jangles stirs. Joy freezes. She stretches them further...

Success! Joy and Bing Bong hurry down and the trio rush away.

BING BONG (CONT'D)
We're out of here! Let's get to
that train.

JOY
Wait. The train's not running. We
still have to wake up Riley.

SADNESS
But how?

Joy and Sadness look back at the clown.

BING BONG
Oh no.

Together, Joy and Sadness approach Jangles and HONK HIS NOSE. His eyes open. He stands. He's HUGE, towering over them.

JOY
(loudly)
H-hhey Sadness, did you hear about
the p-pahh-party that we're having?

SADNESS
Ohhhh yeah, yes Joy! Isn't it a ba-
bahh... birthday party?

JANGLES

Did you say... birthday?

JOY

And there's going to be cake, and presents and--

SADNESS

--and games and balloons--

JANGLES

(pulls out a giant mallet)
A BIRTHDAY?!?!

JOY

Okay. Follow us!

All three run towards the gate, followed by the giant clown!

JOY (CONT'D)

Nothing like a good scare to wake you up, right?

EXT. SUBCONSCIOUS GATE -- CONTINUOUS

The guards inspect each others' hats.

SUBCONSCIOUS GUARD FRANK

Okay, but it's my handwriting.

SUBCONSCIOUS GUARD DAVE

No, it isn't. That's my handwrit--
I wrote that!

SUBCONSCIOUS GUARD FRANK

No, but THIS one's my handwriting--

BASH! Jangles' mallet smashes through, laughing maniacally.

Our trio run up the stairs, Jangles close behind.

INT. DREAM PRODUCTIONS - STAGE B - MOMENTS LATER

The UNICORN DREAM is mid-production: a Glitter Dance Party, rainbows and sparkles aplenty. The crew is bored.

INT. HEADQUARTERS

Fear is practically asleep.

INT. STAGE B

The set begins to shake. BLAAAM! Jangles crashes in.

JANGLES
WHO'S THE BIRTHDAY GIRL?!?!

INT. HEADQUARTERS

Fear SHRIEKS, bashes a button and passes out.

INT. RILEY'S ROOM - NIGHT

Riley bolts upright in bed.

INT. STAGE B

The meter reads "AWAKE." Joy and Sadness do a happy dance.

BING BONG
Come on, let's go!

They bolt, leaving Jangles gleefully demolishing the sets.

EXT. TRAIN STATION - MOMENTS LATER

Our trio leap aboard just as the train picks up speed.

JOY
Ha ha! We made it!

SADNESS
Whoo-hoo! Ha ha!

*

JOY
Guess who's on their way to
Headquarters?!

Joy grabs Sadness and picks her up in celebration.

SADNESS
We are!

INT. RILEY'S ROOM - NIGHT

Riley sitting up in bed after being scared awake.

INT. HEADQUARTERS - MORNING

Anger and Disgust come out looking tired, rumped...

DISGUST

What is going on?

ANGER

He did it again.

FEAR

(huddled on the floor)

We were at school, and we were naked, and there was a dog, and his back half was chasing him... and then we saw Bing Bong.

ANGER

You idiot! It was a DREAM! This is ridiculous, we can't even get a good night sleep anymore. Time to take action.

He goes and gets the Idea Bulb he held up earlier.

ANGER (CONT'D)

Stupid Mom and Dad. If they hadn't moved us, none of this would've happened. Who's with me?

Fear stammers nervously. Anger looks to Disgust.

DISGUST

Yeah, let's do it.

Anger plugs the Idea Bulb in.

INT. RILEY'S ROOM - NIGHT

Riley gets the idea. She takes out her computer.

INT. HEADQUARTERS

ANGER

She took it. There's no turning back.

DISGUST

So, how're we gonna get to Minnesota from here?

ANGER

Well, why don't we go to the elephant lot and rent an elephant?

FEAR

Hey! That sounds nice!

ANGER

We're taking the bus, nitwit!

INT. RILEY'S ROOM - NIGHT

On her laptop, Riley pulls up the Transway Bus Lines website.

INT. HEADQUARTERS

ANGER

There's a bus leaving tomorrow.
Perfect.

DISGUST

A ticket costs money. How do we get
money?

ANGER

Mom's purse.

DISGUST

You wouldn't.

ANGER

Oh, but I would. Where was it we
saw it last?

He punches up a memory. It comes up and plays.

GUM MEMORY (O.S.)

Tripledent gum will--

ANGER

NOOOO!!!

(slams his fist, canceling
the memory)It's downstairs somewhere. Mom and
Dad got us into this mess. They can
pay to get us out.

INT. RILEY'S ROOM - NIGHT

Riley's face grows angry.

EXT. MIND WORLD - MORNING

The train speeds ahead. The trio look out the train door.

BING BONG

How about this, huh? Isn't this nice? You can see everything from up here! Look, there's Inductive Reasoning. There's Deja Vu. There's Language Processing! There's Deja Vu. There's Critical Thinking! There's Deja Vu. Hey look at this, guys! Memories!

Bing Bong ducks inside the train. Joy looks over to Sadness.

JOY

Hey, that was a good idea. About scaring Riley awake. You're not so bad.

SADNESS

Really?

JOY

Nice work.

Joy turns to sit on a crate inside the train.

JOY (CONT'D)

I can't wait to get the old Riley back. As soon as we get there I'm going to fix this whole mess.

Bing Bong looks at a memory.

BING BONG

Whoa. Is this Riley?

A RECENT MEMORY: Riley hoisted in the air by her teammates.

BING BONG (CONT'D)

She's so big now. She won't fit in my rocket. How're we gonna get to the moon?

JOY

(taking the memory)

Oh, it's that time in the twisty tree, remember? The hockey team showed up and Mom and Dad were there cheering. Look at her, having fun and laughing. I love this one.

SADNESS

Mmm. I love that one too.

JOY

Atta girl! Now you're getting it!

SADNESS

Yeah. It was the day the Prairie Dogs lost the big playoff game. Riley missed the winning shot. She felt awful. She wanted to quit.

Joy's smile fades.

SADNESS (CONT'D)

Sorry. I went sad again, didn't I?

JOY

I'll tell ya what. We'll keep working on that when we get back. Okay?

SADNESS

Okay.

Joy puts the memory in the satchel.

INT. SAN FRANCISCO HOUSE - NIGHT

Riley sneaks down the stairs. Mom is on the phone in the kitchen with her back to Riley.

MOM

(on phone)

But I just don't understand, why did our moving van even go to Texas?

Riley spots Mom's purse on the table.

MOM (CONT'D)

Multiple customers?

Riley opens the purse.

MOM (O.S) (CONT'D)

Well, we were promised delivery on the fifth. Uh-huh.

Riley takes out Mom's credit card. She pauses. Is she really doing this? Suddenly Mom turns. Riley panics.

Mom looks up. Empty room.

MOM (CONT'D)
(still on phone)
Excuse me, isn't there any way that
you can rush it?

Riley slips off with the credit card.

EXT. MIND WORLD - CONTINUOUS

The train passes crumbling HONESTY ISLAND.

INT. TRAIN CAR

Honesty Island crashes into the train tracks. Joy, Sadness
and Bing Bong scream.

Workers below see the train falling towards them.

WORKER #1
LOOK OUT!

The train CRASHES onto the cliffside. It slips towards the
edge. Joy struggles to get up, but the floor is pitching.

BING BONG
Hold on!

Workers grab Joy, Sadness and Bing Bong just as the train
slides off the cliff and drops into the dump below.

Joy looks towards Headquarters.

JOY
That was our way home! We lost
another island... what is
happening?

WORKER #1
Haven't you heard? Riley is running
away.

JOY
What?!

INT. RILEY'S ROOM - MORNING

Riley packs her clothes when her expression changes to worry.

INT. HEADQUARTERS

Fear is driving.

FEAR

Wait, wait, hang on, guys. Are we really doing this? I mean, this is serious.

Anger pushes Fear aside and works the console.

ANGER (O.S.)

Look. We have no core memories. You want Riley to be happy? Let's get back to Minnesota and make more.

INT. RILEY'S ROOM

Riley's worried face goes angry. She packs and exits.

EXT. LONG-TERM MEMORY CLIFFS

SADNESS

If we hurry, we can still stop her.
(points)

JOY

Family Island. Let's go!

The trio run along the cliff edge towards the last island.

INT. SAN FRANCISCO HOUSE - STAIRWAY - DAY

Riley walks downstairs.

EXT. LONG-TERM MEMORY CLIFFS

Family Island shakes and crumbles.

SADNESS

Joy! Joy! It's too dangerous! We won't make it in time!

JOY

But that's our only way back!

The rumbling causes an END CAP of a nearby shelf to break, exposing an open tube. A memory gets sucked up and shot towards Headquarters.

JOY (CONT'D)
A recall tube!

SADNESS
We can get recalled!

They run towards it.

INT. SAN FRANCISCO HOUSE - DAY

Riley goes to the front door. Mom and Dad are in the kitchen.

MOM
Have a great day, sweetheart.

DAD
See you after school, monkey.

MOM
We love you!

Riley doesn't respond. She turns and walks out the door.

EXT. LONG-TERM MEMORY CLIFFS

Family Island rumbles. A LARGE CHUNK of cliff edge breaks off behind them, driving Joy and Sadness forward.

JOY
Go! Run! RUN!

Joy steps into the disconnected TUBE, ready to sail up to Headquarters.

Sadness tries to climb in, but there's not enough room; she jostles, pressing against the satchel. The CORE MEMORIES start to turn blue.

JOY (CONT'D)
Woah woah! Sadness!
(pushing her back)
Sadness, stop! You're hurting
Riley!

Joy pulls a core memory from the satchel. It is BRIGHT BLUE, but slowly fades back to normal.

SADNESS
Oh no, I did it again...

JOY

If you get in here, these core
memories will get sad!

Joy watches FAMILY ISLAND crumble. She looks down at Sadness.

Joy, pained, decides.

JOY (CONT'D)

I'm sorry. Riley needs to be happy.

She pulls the tube closed and starts up alone.

Sadness and Bing Bong watch, betrayed and despondent.

Joy looks guilt-ridden, but looks on towards Headquarters.

Suddenly, the cliffside rumbles. Joy's tube BREAKS. Joy
FALLS!

Bing Bong runs forward to help her, but the ground beneath
him crumbles away.

Joy and Bing Bong tumble into the abyss.

SADNESS

Joy!!!

EXT. SAN FRANCISCO ALLEY - DAY

Riley walks off into the fog.

EXT. MEMORY DUMP - MOMENTS LATER

Joy falls, clutching the satchel of core memories.

She lands hard, rolling down a hill of faded memories. She
sits up, looks around. The satchel! All the memories are
still there. Panicked, Joy runs up the hills of memories.

Off in another part of the dump, Bing Bong comes to.

BING BONG

Joy?

Bing Bong notices his hand beginning to fade. He gasps.

BING BONG (CONT'D)

Joy!

He finds Joy desperately clawing her way up the hill.

BING BONG (CONT'D)
Joy? Joy, what are you doing? Will
you stop it please?

Joy ignores him; keeps trying.

BING BONG (CONT'D)
Don't you get it, Joy? We're stuck
down here. We're forgotten.

This stops Joy. All around, memories are fading to dust.
Vapors blowing in the atmosphere, they disappear.

RILEY (O.S.)
We used to play tag and stuff.

Joy recognizes this. She finds Sadness' BLUE CORE MEMORY:
Riley crying in class.

RILEY (O.S.) (CONT'D)
But everything's different now
since we moved.

Seeing Riley cry breaks Joy's heart. She falls to her knees.
She picks up a nearby MEMORY of young happy Riley coloring.

JOY
Do you remember how she used to
stick her tongue out when she was
coloring?

Another memory: Riley talking to a bug.

JOY (CONT'D)
I could listen to her stories all
day.

Another memory: Riley spinning.

JOY (CONT'D)
I just wanted Riley to be happy.
And now...

She holds the recent blue memory of Riley in class. Joy hugs
them all until the memories fall out of her arms.

Joy cries. A long, deep, painful cry.

Joy has lost everything.

Around her, memories fade and disappear.

A tear falls onto the faded TWISTY-TREE MEMORY. Joy wipes it.

In wiping the tear, the memory rewinds. Its color CHANGES from GOLD TO BLUE.

IN THE MEMORY: Riley sits in the tree with her parents, the team approaching in the distance.

Joy looks closer. What's this? She rewinds more.

IN THE MEMORY: Riley sits in the tree, crying, alone.

Joy remembers what Sadness said about the memory...

SADNESS (V.O.)

It was the day the Prairie Dogs
lost the big playoff game. Riley
missed the winning shot. She felt
awful. She wanted to quit.

IN THE MEMORY: Mom and Dad come to console Riley.

Joy fast forwards.

IN THE MEMORY: The hockey team lifts Riley on their shoulders and cheers. Riley smiles.

JOY

Sadness. Mom and Dad, the team...
they came to help because of
Sadness.

She turns to Bing Bong, ready to take action.

JOY (CONT'D)

We have to get back up there!

BING BONG

Joy, we're stuck down here. We
might as well be on another planet.

JOY

(getting an idea)
Another planet.
(sings)
Who's your friend who likes to
play?

Silence.

JOY (CONT'D)

(sings louder)
Who's your friend who likes to
play?

BING BONG
(understanding; excited)
His rocket makes you yell "Hooray!"

Far off, BING BONG'S ROCKET answers. They run towards it.

BING BONG (CONT'D)
Who's the best in every way and
wants to sing this song to say,
who's your friend who likes to
play? Bing Bong Bing Bong!

Joy and Bing Bong find the rocket!

EXT. MEMORY DUMP - LATER

They perch the wagon atop a hill. Joy looks resigned.

JOY
Hop in!

Both inside, Bing Bong pushes off. They speed down a slope to gain momentum, singing all the way. They reach the bottom and shoot up another hill, launching up towards the cliff top.

Joy and Bing Bong enthusiastically, if not desperately, sing at the top of their lungs.

Not even close. They crash back to the bottom.

JOY (CONT'D)
C'mon!

EXT. MEMORY DUMP - MOMENTS LATER

They shoot down a taller hill for another go. They SING faster and louder.

Joy reaches for the ledge but they fall with a thud.

Bing Bong stands. There's no way they'll make it. He looks up at the ledge and then to his hand -- it's disappearing!

BING BONG
Come on, Joy. One more time. I've
got a feeling about this one.

EXT. MEMORY DUMP - MOMENTS LATER

Hurdling down the largest hill yet, they continue to sing Bing Bong's song.

BING BONG
Louder! Louder, Joy! Sing louder!

Bing Bong times it just right... and jumps out of the wagon.

Without his weight, the Joy gains momentum. She's unaware of Bing Bong's absence.

JOY
We're gonna make it!

The rocket makes it over the ledge! It crashes atop the cliff.

JOY (CONT'D)
Woohoo! Bing Bong, we did it! We--

She turns around. She's alone.

JOY (CONT'D)
Bing Bong? Bing Bong!

She runs to the cliff side. Below, Bing Bong laughs excitedly, happy to help Riley in the only way he can.

BING BONG
Ya ha ha! You made it! Ha ha! Go!
Go save Riley!
(pause)
Take her to the moon for me. Okay?

He waves as the last of him vanishes into the air. Joy's eyes widen in awe; he's sacrificed his life for her.

JOY
I'll try, Bing Bong. I promise.

Joy gets up and soldiers on.

INT. SAN FRANCISCO HOUSE - EVENING

Mom and Dad walk in.

MOM
We're home! Riley? Riley!

INT. RILEY'S ROOM - EVENING

Dad opens the door. The room is empty.

MOM
I'll call her cell.

EXT. SAN FRANCISCO STREET - EVENING

Riley walks through a sketchy part of the city.

INT. HEADQUARTERS

FEAR

This is terrible. Wait. Is that
someone walking towards us? Let's
cross the street.

Riley's cell phone rings. MOM is calling.

INT. HEADQUARTERS

FEAR

It's Mom! She's on to us! Where's
my bag?

Fear finds a paper bag and breathes into it to calm himself.

DISGUST

What do we do?

ANGER

Riley needs to get core memories.
We keep going.

EXT. SAN FRANCISCO STREET - CONTINUOUS

Riley ignores the call and walks on.

EXT. LONG-TERM MEMORY

Joy runs through the Long-Term Memory stacks.

JOY

Sadness!

She sees Family Island rumble, pieces beginning to break off.
She frantically continues on.

EXT. BUS DEPOT - EVENING

Riley walks into the bus depot.

EXT. LONG-TERM MEMORY

Joy runs through a long corridor.

JOY
Sadness? Sadness?
(no answer; desperate)
C'mon Sadness, where are you? Okay.
If I were Sadness, where would I be?

Joy slumps to the ground. She kicks a leg up in the air.

JOY (CONT'D)
(Sadness voice)
Ohhh... everything is awful and my
legs don't work and you have to
drag me around while I touch all
the--

Joy stops. Something has caught her eye.

REVEAL: a path of blue memories on the bottom shelves.

Joy follows the path.

EXT. BUS DEPOT - MOMENT LATER

Riley walks out of the bus depot and into the advancing line.
Her cell phone rings again: "Mom."

INT. HEADQUARTERS

Fear breathes faster into his paper bag.

DISGUST
Oh no. It's Mom again. What do we
do?!

ANGER
Uh... Uh...

Boom! Family Island rumbles behind them.

QUICK INTERCUTS between the line getting shorter, Riley
declining Mom's call, and Family Island crumbling. Finally...

INT. HEADQUARTERS

Fear's bag POPS.

ANGER

This is madness! She shouldn't run away!

DISGUST

Let's get this idea out of her head.

They rush to unplug the idea.

INT. LONG-TERM MEMORY

Joy runs, following the path of blue memories.

JOY

Sadness!

Joy rounds a corner and spots Sadness far down the next row.

JOY (CONT'D)

Sadness!

Sadness turns around.

SADNESS

Joy?

Inexplicably, Sadness turns and runs away.

JOY

Wait, Sadness!

Joy chases after her. Sadness doesn't stop.

SADNESS

Just let me go! Riley's better off without me!

Joy follows Sadness straight into...

INT. IMAGINATIONLAND, FRENCH FRY FOREST

Sadness topples giant french fries in Joy's path.

JOY

Come back!

Joy uses a super-long fry to vault over the mound of fries.

INT. IMAGINATIONLAND, CLOUD TOWN

Two MIND WORKER COPS are questioning a CLOUD WITNESS.

MIND WORKER COP #1
So you're saying your husband was
blown away by an elephant.

The Cloud Witness nods. Sadness runs past the crime scene.
They don't notice.

MIND WORKER COP #1 (CONT'D)
Was he with anyone?

CLOUD WITNESS
Yes! And there she is!

Joy runs right through the Cloud Witness, dissipating her.

MIND WORKER COP #1
(runs after Joy)
Hey! Come back here!

MIND WORKER COP #2
Forget it, Jake. It's Cloud Town.

EXT. IMAGINATIONLAND, CLIFF EDGE

Joy searches for Sadness. Suddenly, rain falls on her. Above,
Sadness is floating on a chunk of rain cloud, away from
Headquarters.

JOY
What? Sadness!

SADNESS
(crying)
I only make everything worse!

JOY
Wait-- Sadness! We've gotta get you
back to...
(Sadness is too far away)
Ugh.

Joy looks back at Family Island crumbling. She looks around:
what does she have to work with? The Boyfriend Generator...

INT. HEADQUARTERS

Anger tries to untwist the Idea Bulb, but IT WON'T MOVE.

ANGER

It's stuck!

DISGUST

Oh great.

FEAR

Whadayamean it's stuck?!?

DISGUST

Now what?

A strange BLACKNESS spreads over the console.

FEAR

Oh, no, no, no. What is THIS?!

INT. BUS - EVENING

Riley boards the bus.

INT. HEADQUARTERS

Anger slams a chair down on the console. It bounces off with no effect. Fear lunges in with a crowbar. He loses control and it smacks him in the face.

INT. BUS - CONTINUOUS

Riley walks down the aisle of the bus.

INT. HEADQUARTERS

FEAR

Oh, how do we stop it?

DISGUST

I got it! Make her feel scared!
That'll make her change her mind!

FEAR

Brilliant!

DISGUST

I know it's brilliant. Do it!

Fear frantically pushes buttons.

FEAR

Ahh! Nothing's working! Why isn't it working??

ANGER

Let me try!

Disgust and Fear pound on the console buttons.

DISGUST

Great, you broke it!

FEAR

No, I didn't!

ANGER

Let me do it!

INT. BUS - CONTINUOUS

Riley takes a seat.

INT. HEADQUARTERS

By now, the console is mostly black.

FEAR

Guys. We can't make Riley feel anything.

INT. BUS - CONTINUOUS

Riley sits on the bus.

INT. HEADQUARTERS

ANGER

What have we done?

EXT. IMAGINATIONLAND, BOYFRIEND GENERATOR

Joy runs up to Riley's Imaginary Boyfriend.

JOY

Hey! Hey, look at me. Did you mean what you said before?

IMAGINARY BOYFRIEND

I would die for Riley! I would die
for Riley!

JOY

Yeah, yeah, okay, Haircut. Time to
prove it.

Joy scoops him into her satchel. She activates the generator.
Imaginary Boyfriends pour out, directly into Joy's satchel.

EXT. IMAGINATIONLAND

Joy spots Sadness ahead, and runs past her.

EXT. IMAGINATIONLAND, BALLOON TREES

Joy pulls a balloon free from a TWISTY BALLOON PALM TREE. She
aims it towards the approaching Sadness and unties it.

PTHHPT! The balloon blows Sadness back over the MEMORY DUMP.
In the process, the HOUSE OF CARDS behind them collapses.

HOUSE OF CARDS WORKER

(angry)

That's it! I fold!

EXT. IMAGINATIONLAND, BOYFRIEND GENERATOR

Joy sprints by grabbing the SACHEL, now full of boyfriends.

EXT. IMAGINATIONLAND, CLIFFSIDE

Sadness floats out over the Memory Dump. Joy runs along the
cliff edge, parallel to Sadness, towards Family Island.

EXT. LONG-TERM MEMORY CLIFFS, NEAR FAMILY ISLAND

Joy sights Sadness and aligns herself with Family Island. She
dumps the satchel, pouring out the Boyfriends. Their momentum
pulls her to the top of a TOWER OF BOYFRIENDS.

JOY

(to herself)

This is crazy, this is crazy... No,
no, no! Joy! Be positive.

(beat)

I am POSITIVE this is crazy!

Joy spots the trampoline on Family Island, then Sadness floating away. She times it...

JOY (CONT'D)

NOW!

The tower tips forward.

IMAGINARY BOYFRIENDS

For Riley!

Joy falls towards Family Island, bounces on the TRAMPOLINE, flying up towards Sadness. She intercepts Sadness midair...

JOY

Gotcha!

SADNESS

Joy?

JOY

Hang on!

They launch towards Headquarters. Will they make it?

INT. HEADQUARTERS

Anger, Fear and Disgust watch the screen, worried.

FEAR

Ohhh, I wish Joy was here!

SPLAT! Joy and Sadness hit the back window and slide down, grabbing the window edge. The Emotions run to the window.

DISGUST

It's Joy!

ANGER

Stand back! Arrrrrgh!

Anger throws a chair at the window. It bounces off.

DISGUST

(sarcastically)

That worked.

ANGER

Well, what would you do, if you're so smart?!

He's smoldering. Disgust's eyes light up.

DISGUST

I'd tell you, but you're too dumb to understand.

ANGER

What?!

DISGUST

Of course your tiny brain is confused. Guess I'll just have to dumb it down to your level. Sorry I don't speak "moron" as well as you, but let me try: Duuuuhhhhh.

Anger explodes, bursting into full blowtorch flames. Disgust, sporting a welding mask, picks him up and blows a hole in the window. Joy and Sadness climb through.

Anger Fear and Disgust all talk at the same time, explaining:

FEAR

Oh, thank goodness you're back.

DISGUST

Things are really messed up.

ANGER

We found this idea, and now Riley's on a bus heading for Minnesota!

Joy looks at the screen.

ON THE SCREEN: Riley stares vacantly out the bus window.

EXT. BUS DEPOT - NIGHT

The bus starts to pull away.

INT. HEADQUARTERS

DISGUST

Joy, you've got to fix this. Get up there.

JOY

Sadness, it's up to you.

SADNESS

Me?

Joy pushes Sadness towards the console.

ANGER/FEAR/DISGUST

Sadness?!?

SADNESS

I can't, Joy.

JOY

Yes you can. Riley needs you.

Sadness looks at Joy. Really? Joy nods.

INT. BUS - CONTINUOUS

The bus pulls out onto the street.

INT. HEADQUARTERS

Sadness approaches the console and takes charge.

SADNESS

Okay.

She grips the Idea Bulb. The console is now completely black.

EXT. SAN FRANCISCO STREET - NIGHT

The bus is on the road.

INT. HEADQUARTERS

Sadness works... and ejects the Idea Bulb. The blackness retracts.

INT. BUS - NIGHT

Feeling comes back to Riley: her expression changes from listless to sad. She stands.

RILEY

Wait! Stop! I wanna get off.

The bus stops. Riley runs to the front and out the door.

EXT. BUS STOP - NIGHT

Riley runs away from the bus.

INT. HEADQUARTERS

The Emotions watch the screen in anticipation.

EXT. SAN FRANCISCO STREET - NIGHT

Riley runs back towards home.

INT. SAN FRANCISCO DINING ROOM - NIGHT

Mom sits at the table, on the phone. Dad hovers.

MOM

(on phone)

Alright. Thank you. We will.

(to Dad)

Her teacher hasn't even seen Riley all day.

DAD

What? I can't believe this.

MOM

What was she wearing last? Do you even remember what--

The door opens. Riley walks in. They rush over to her.

MOM (CONT'D)

Riley!

DAD

Riley, there you are! Thank goodness!

MOM

Oh, we were worried sick! Where have you been? It's so late...

INT. HEADQUARTERS

Sadness drives. Joy walks to her, holding the golden core memories. She hands them over to Sadness.

The core memories turn BLUE.

Sadness places one in the recall unit.

THE MEMORY PLAYS ON SCREEN:

Young Riley and young Meg walk side by side.

INT. SAN FRANCISCO DINING ROOM - CONTINUOUS

Riley remembers.

INT. HEADQUARTERS

Sadness places another blue memory in the recall unit.

MEMORIES PLAY ON SCREEN:

Young Riley makes cookies with Mom and Dad. Riley runs around with underpants on her head, Dad chasing. Riley scores her first goal. Riley skates with Mom and Dad.

Sadness places her hand on the console. It turns BLUE.

INT. SAN FRANCISCO DINING ROOM

Riley cries.

RILEY

I know you don't want me to but...
I miss home. I miss Minnesota.

Mom and Dad, concerned, listen quietly.

RILEY (CONT'D)

You need me to be happy, but... I
want my old friends, and my hockey
team... I wanna go home. Please
don't be mad.

MOM

Oh sweetie...

DAD

We're not mad. You know what? I
miss Minnesota too. I miss the
woods where we took hikes.

MOM

And the back yard where you used to
play.

DAD

Spring Lake, where you learned to
skate.

Riley cries harder.

DAD (CONT'D)

Come here.

He pulls Riley towards them. The three hug.

INT. HEADQUARTERS

Joy steps forward with one more gift for Sadness: the blue core memory.

Sadness pulls Joy by the hand and places it on the console.

INT. SAN FRANCISCO DINING ROOM

Still in an embrace, Riley smiles through her tears.

INT. HEADQUARTERS

BING! Joy and Sadness hear the sound of a new memory being produced. It's a NEW CORE MEMORY: BLUE AND GOLD, swirled together. A first.

The Emotions react in awe.

The memory travels down the track and into the holder. A lightline extends out the back of Headquarters. It is a new FAMILY ISLAND, bigger than before.

Joy and Sadness turn back to the console together.

INT. SAN FRANCISCO DINING ROOM

Riley, Mom and Dad embrace.

INT. HEADQUARTERS

Watching the screen, Joy rests her head on Sadness. They're a team.

INT. HEADQUARTERS - DAYS LATER

We see many new, multicolored core memories in the Core Memory Holder.

The Emotions admire the new Islands of Personality.

FEAR

Hey, I'm liking this new view.

ANGER

Friendship Island has expanded.
Glad they finally opened that
Friendly Arguments section.

SADNESS

I like Tragic Vampire Romance
Island.

DISGUST

Fashion Island. Everyone shut up!

FEAR

Boy Band Island. Hope that's just a
phase.

JOY

Say what you want, I think it's all
beautiful.

WORKER FRITZ

Alright!

The Emotions turn to see workers at a new, larger console.

WORKER FRITZ (CONT'D)

There you go. Your new expanded
console is up and running.

The new console lights up.

JOY/SADNESS/FEAR/ANGER/DISGUST

Whoa!

DISGUST

Cool. Upgrade!

JOY

Ooohh.

Fear leans on the console. BEEP!

FEAR

Hey! Whoa! Whoops, wait. Did I just
do that?

DISGUST

(re: a warning light label)
Hey guys? What's "pub-er-ty?"

JOY

I don't know. It's probably not
important.

ANGER

Whoa. I have access to the entire
Curse Word Library! This new
console is the sh--

BEEP!

FEAR

Sorry. I did it again. My bad.

DISGUST

(pointing to screen)
They're getting to the rink!

EXT. HOCKEY RINK - DAY

The same rink Riley left before. The Golden Gate gleams in
the background.

INT. HOCKEY RINK

A pep talk from Riley's parents. We don't see their faces.

DAD

Now when you get out there, you be
aggressive!

RILEY

(embarrassed)
I know, Dad.

MOM

-- but not too aggressive.

RILEY

You know, you guys don't have to
come to every game.

REVEAL: Mom and Dad's faces are painted blue and green.

DAD

Are you kidding? I'm not missing
one! GO FOGHORNS!

MOM

GO RILEY! FOGHORNS ARE THE BEST!

RILEY

Okay, okay. I gotta go.

Riley walks away, mortified, as Dad makes foghorn noises.

INT. HEADQUARTERS

All the Emotions at the control panel.

JOY

Awww...

FEAR

They love us!

ANGER

Yeah, Mom and Dad are pretty cool.

DISGUST

Guys, of course they are. But we can't SHOW IT!

INT. HOCKEY RINK

Zoom in to Dad's head...

INT. DAD'S HEADQUARTERS

Dad's Emotions cheer. They all have their faces painted.

ON THE SCREEN: Mom beams at Dad.

DAD'S FEAR

She loved the face painting!

DAD'S ANGER

Ha! Told you it was a great idea!

Dad turns to Mom. She smiles, and we zoom in to her head...

INT. MOM'S HEADQUARTERS

All Mom's Emotions are also painted.

MOM'S ANGER

Best idea he's had in awhile.

MOM'S SADNESS

He's a really good guy.

They all sigh. Mom's Anger tosses the MEMORY of the Brazilian helicopter pilot. Mom's Fear retrieves it.

MOM'S FEAR

Just in case.

INT. HOCKEY RINK

Riley walks towards the ice and bumps into A TEEN BOY. He drops his water bottle. She picks it up for him.

RILEY
Oh. Sorry!

She smiles.

ZOOM IN TO THE BOY'S HEAD.

INT. BOY'S HEADQUARTERS

A dirty, chaotic room. Stuff everywhere.

GIRL ALARM
GIRL! GIRL! GIRL!

WARNING LIGHTS ARE BLARING. His Emotions run around in a panic, screaming. One of them is HUDDLED, CRYING.

INT. HOCKEY RINK

The boy stands stunned, unable to speak. Riley hands him the water bottle.

RILEY
Uhh... Ooooo-kay. Bye!

Riley skates out onto the ice, looking back over her shoulder... with a hint of a smile?

HOCKEY TEAMMATE (O.S.)
All set, Riley?

She HIGH-FIVES a new teammate. They skate into position as Mom and Dad cheer from the stands.

INT. HEADQUARTERS

Joy and Sadness stand side by side at the new console, flanked by the others.

JOY
You ready?

SADNESS
Yeah!

JOY

Alright. Let's play some hockey!

We ZOOM OUT of Riley's head.

INT. HOCKEY RINK

Riley faces off. The puck drops.

JOY (O.S.)

All right Anger, take it!

ANGER (O.S.)

Give us that puck or you're dead
meat!

Riley gets it!

FEAR (O.S.)

On our left! On our left!

An opponent steals the puck.

DISGUST (O.S.)

Let's just try not to get all
smelly this time.

SADNESS (O.S.)

Hooh, Mom and Dad are watching us
fail.

ANGER (O.S.)

Not today!

Riley regains the puck and skates off with a smile.

JOY (V.O.)

We've been through a lot lately,
that's for sure. But we still love
our girl. She has great new
friends, a great new house...
things couldn't be better! After
all, Riley's 12 now. What could
happen?

THE END.